

Num Pgs 6
Doc Tax \$0.00
Fees \$12.00
Received by: RO
P&MFund 0.00
Gen Fund 12.00

From: First American Title



NUM Allen Sec 1 Sub
RD. COMP X ALI d=50
COMPARE J BN
CADAS — COMP —

ADAMS COUNTY, NE
FILED
INST NO 20130024
Date Jan 03, 2013 Time 01:16 PM
Janice D. Johnson
REGISTER OF DEEDS
ELECTRONICALLY RECORDED

UCC FINANCING STATEMENT

1 of 6

UCC FINANCING STATEMENT

FOLLOW INSTRUCTIONS (front and back) CAREFULLY

A. NAME & PHONE OF CONTACT AT FILER (optional) Frederick C.C. Boyd, III, Esq. 404/233-7000	
B. SEND ACKNOWLEDGMENT TO: (Name and Address)	
Frederick C.C. Boyd, III, Esq. Morris Manning & Martin, LLP 1600 Atlanta Financial Center 3343 Peachtree Road, NE Atlanta, GA 30326	

THE ABOVE SPACE IS FOR FILING OFFICE USE ONLY

1. DEBTOR'S EXACT FULL LEGAL NAME - insert only one debtor name (1a or 1b) - do not abbreviate or combine names

1a. ORGANIZATION'S NAME RMH FRANCHISE CORPORATION					
OR	1b. INDIVIDUAL'S LAST NAME		FIRST NAME	MIDDLE NAME	SUFFIX
1c. MAILING ADDRESS 1701 Windhoek Drive			CITY Lincoln	STATE NE	POSTAL CODE 68512
1d. SEE INSTRUCTIONS	ADD'L INFO RE ORGANIZATION DEBTOR	1e. TYPE OF ORGANIZATION Corporation	1f. JURISDICTION OF ORGANIZATION Kansas	1g. ORGANIZATIONAL ID #, if any 4647491 <input type="checkbox"/> NONE	

2. ADDITIONAL DEBTOR'S EXACT FULL LEGAL NAME - insert only one debtor name (2a or 2b) - do not abbreviate or combine names

2a. ORGANIZATION'S NAME					
OR	2b. INDIVIDUAL'S LAST NAME		FIRST NAME	MIDDLE NAME	SUFFIX
2c. MAILING ADDRESS			CITY	STATE	POSTAL CODE
2d. SEE INSTRUCTIONS	ADD'L INFO RE ORGANIZATION DEBTOR	2e. TYPE OF ORGANIZATION	2f. JURISDICTION OF ORGANIZATION	2g. ORGANIZATIONAL ID #, if any <input type="checkbox"/> NONE	

3. SECURED PARTY'S NAME (or NAME of TOTAL ASSIGNEE of ASSIGNOR S/P) - insert only one secured party name (3a or 3b)

3a. ORGANIZATION'S NAME BANK OF AMERICA, N.A., as Administrative Agent					
OR	3b. INDIVIDUAL'S LAST NAME		FIRST NAME	MIDDLE NAME	SUFFIX
3c. MAILING ADDRESS 101 South Tryon Street, MC: NC1-002-15-36			CITY Charlotte	STATE NC	POSTAL CODE 28255-000

4. This FINANCING STATEMENT covers the following collateral:

Those items described on Schedule "1" now or hereafter attached to, located in or used in connection with the real property described in Exhibit "A" attached hereto.

Property Location: Store No. 77010 - 2303 Osborne Drive W., Hastings, Adams County, Nebraska 68901

5. ALTERNATIVE DESIGNATION (if applicable):	LESSEE/LESSOR	CONSIGNEE/CONSIGNOR	BAILEE/BAILOR	SELLER/BUYER	AG. LIEN	NON-UCC FILING
6. <input checked="" type="checkbox"/> This FINANCING STATEMENT is to be filed (for record) (or recorded) in the REAL ESTATE RECORDS - Attach Addendum	7. Check to REQUEST SEARCH REPORT(S) on Debtor(s) (optional)		All Debtors	Debtor 1	Debtor 2	(ADDITIONAL FEE)

8. OPTIONAL FILER REFERENCE DATA
Adams County, Nebraska Filing Store No. 77010, Hastings, NE MM&M File No. 6109/86668

2010

UCC FINANCING STATEMENT ADDENDUM

FOLLOW INSTRUCTIONS (front and back) CAREFULLY

9. NAME OF FIRST DEBTOR (1a or 1b) ON RELATED FINANCING STATEMENT

9a. ORGANIZATION'S NAME
RMH FRANCHISE CORPORATION

OR

9b. INDIVIDUAL'S LAST NAME FIRST NAME MIDDLE NAME, SUFFIX

10. MISCELLANEOUS:

THE ABOVE SPACE IS FOR FILING OFFICE USE ONLY

11. ADDITIONAL DEBTOR'S EXACT FULL LEGAL NAME - insert only one name (11a or 11b) - do not abbreviate or combine names

11a. ORGANIZATION'S NAME

OR

11b. INDIVIDUAL'S LAST NAME FIRST NAME MIDDLE NAME SUFFIX

11c. MAILING ADDRESS CITY STATE POSTAL CODE COUNTRY

11d. SEE INSTRUCTIONS ADD'L INFO RE ORGANIZATION DEBTOR 11e. TYPE OF ORGANIZATION 11f. JURISDICTION OF ORGANIZATION 11g. ORGANIZATIONAL ID #, if any NONE

12. ADDITIONAL SECURED PARTY'S or ASSIGNOR S/P'S NAME - insert only one name (12a or 12b)

12a. ORGANIZATION'S NAME

OR

12b. INDIVIDUAL'S LAST NAME FIRST NAME MIDDLE NAME SUFFIX

12c. MAILING ADDRESS CITY STATE POSTAL CODE COUNTRY

13. This FINANCING STATEMENT covers timber to be cut or as-extracted collateral, or is filed as a fixture filing.

14. Description of real estate:

See Exhibit "A" attached hereto.

15. Name and address of a RECORD OWNER of above-described real estate (if Debtor does not have a record interest):

**Store Investment Corporation
 8501 E. Princess Drive, Suite 190
 Scottsdale, Arizona 85255**

16. Additional collateral description:

17. Check only if applicable and check only one box.
 Debtor is a Trust or Trustee acting with respect to property held in trust or Decedent's Estate

18. Check only if applicable and check only one box.
 Debtor is a TRANSMITTING UTILITY
 Filed in connection with a Manufactured-Home Transaction --- effective 30 years
 Filed in connection with a Public-Finance Transaction --- effective 30 years

3 of 6

SCHEDULE 1
TO UCC-1 FINANCING STATEMENT

All terms used herein having their initial letters capitalized and not otherwise defined herein shall be defined as set forth in the security documents to which this filing pertains.

Inventory

All inventory and supplies of whatsoever nature and kind (including, without limitation, (i) all food and paper inventory, supplies and all other raw materials, components, work in process, finished goods, goods in transit and packing and shipping materials, and (ii) all goods that are returned to or repossessed by Debtor), together with all additions and accessions thereto, replacements therefor, products thereof and documents therefor (collectively, the "Inventory");

Accounts

All accounts, accounts receivable, bank accounts, deposit accounts, letter of credit rights (whether or not the letter of credit is evidenced by a writing) and other rights to payment of money for goods and real property sold or leased or for services rendered, expressly including, without limitation, the provision of services, whether or not earned by performance, including, without limitation, all agreements with and sums due from customers and other Persons, and all books and records recording, evidencing or relating to such rights or any part thereof (collectively, the "Accounts");

Equipment

All machinery, equipment and supplies not included in Inventory above (including, without limitation, food storage and preparation equipment, registers, communications equipment, and replacements therefor), together with all additions and accessions thereto (collectively, the "Equipment");

Licenses

All franchises, licenses, permits and operating rights granted to or held by the Debtor (collectively, the "Licenses") to the extent transferable;

Contracts and Leases

All of the following: (a) (i) contracts and agreements for the purchase of real and personal property, easements and rights of way, (ii) customer, management and supplier contracts and agreements, (iii) Material Contracts and any rights thereunder, including the right to receive payments, (iv) security agreements, guarantees and other agreements evidencing, securing or otherwise relating to the Accounts or other rights to receive payment, (v) hedge agreements, and (vi) other agreements to which Debtor is a party, whether now existing or hereafter arising (collectively, the "Contracts"); (b) lease agreements for real or personal property to which the Debtor is a party, whether now existing or hereafter arising (collectively, the "Leases"); and (c) all other contracts and contractual rights, indemnification rights, and other remedies or provisions now existing or hereafter arising in favor of the Debtor (collectively, the "Other Contracts");

General Intangibles

All general intangibles including personal property not included above, including, without limitation, (i) customer and supplier lists, books and records, computer programs and other intellectual property rights, insurance policies, tax refunds, (ii) all goodwill, trademarks, trademark applications, trade names, trade secrets, patents, copyrights, formulas, industrial designs, software, other intellectual property or rights therein, whether under license or otherwise, all rights to receive payment on property upon or in connection with any transfer of any License, and (iii) all payment intangibles (collectively, the "Intangibles");

Furniture and Fixtures

All furniture and fixtures (including all tables, seating, signage, decorations and other furniture and fixtures), together with all additions and accessions thereto and replacements therefor (collectively, the "Furniture and Fixtures");

Miscellaneous Items

All of the following: goods, chattel paper (whether tangible or electronic), documents, instruments (including promissory notes), supplies, choses in action, commercial tort claims, (including, without limitation, payments received with respect to termination, arbitration or litigation under any Contract), money, deposits, certificates of deposit, stock or share certificates, certificated and uncertificated securities and all other investment property, supporting obligations, URL's, domain names and licenses, and all other property and assets of whatever type or description not included above (collectively, the "Miscellaneous Items");

Cash

All of Debtor's cash, money, certificates of deposit, financial assets or other assets of each Debtor that now or hereafter come into the possession, custody, or control of any Lender or the Administrative Agent (the "Cash"); and

Proceeds

All proceeds and products of any of the above, and all proceeds of any loss of, damage to or destruction of the above, whether insured or not insured, and all other proceeds of any sale, lease or other disposition of any property or interest therein referred to above, together with all proceeds of any policies of insurance covering any or all of the above, the proceeds of any award in condemnation with respect to any of the property, any rebates or refunds, whether for taxes or otherwise, and together with all proceeds of any such proceeds (collectively, the "Proceeds").

The Inventory, Accounts, Equipment, Licenses, Contracts, Leases, Other Contracts, Intangibles, Furniture and Fixtures, Miscellaneous Items, Cash, and Proceeds, as described above, are hereinafter collectively referred to as the "Collateral."

Store No. 77010
2303 Osborne Drive W.
Hastings, Nebraska 68901
Adams County

Exhibit "A"

Real property in the City of Hastings, County of Adams, State of Nebraska, described as follows:
Parcel 1:

Lot 3, Block 1, Allen Second Subdivision, in the City of Hastings, Adams County, Nebraska.

Parcel 2:

Non-Exclusive Easement contained in the Reciprocal Agreement filed November 18, 2011 as Inst.
No. 20114595, Official Records, Adams County, Nebraska.

Parcel 3:

Non-Exclusive Easement contained in the Reciprocal Agreement filed November 18, 2011 as Inst.
No. 20114596, Official Records, Adams County, Nebraska.

APN:

60616