

BK 1875 PG 0001

STATE MS.-DESOTO CO.

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Nov 21 10 46 AM '03

UCC FINANCING STATEMENT  
Return TO:

LexisNexis Document Solutions  
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Springfield, IL 62703  
Phone: (217) 544-5900



(FX TO N) - ("L")  
Debtor: HOOTER'S OF AMERICA, INC.  
Juris: Chancery Clerk, De Soto County, MS

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 HOOTER'S OF AMERICA, INC.					
OR	1b. INDIVIDUAL'S LAST NAME				
	FIRST NAME	MIDDLE NAME	SUFFIX		
1c. MAILING ADDRESS 1815 THE EXCHANGE SE		CITY ATLANTA	STATE GA	POSTAL CODE 30339	COUNTRY USA
1d. SEE INSTRUCTIONS	ADD'L INFO RE ORGANIZATION DEBTOR	1e. TYPE OF ORGANIZATION CORP	1f. JURISDICTION OF ORGANIZATION GA	1g. ORGANIZATIONAL ID #, if any J700742 <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	COUNTRY
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 General Electric Capital Corporation					
OR	3b. INDIVIDUAL'S LAST NAME				
	FIRST NAME	MIDDLE NAME	SUFFIX		
3c. MAILING ADDRESS 1000 Windward Concourse, Ste 403		CITY Alpharetta	STATE GA	POSTAL CODE 30005	COUNTRY USA

4. This FINANCING STATEMENT covers the following collateral:

The Equipment described on attached Schedule A is and at all times will remain the personal property of Debtor, and no Equipment or components shall be deemed to be affixed to any of the property. This financing statement is to be cross-indexed to the real estate records, if, contrary to the intentions of the parties, the equipment becomes or is deemed to be affixed to the property located at the below address.

682 Goodman Road, Horn Lake, MS 63687

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 (if applicable)	7. Check to REQUEST SEARCH REPORT(S) on Debtor(s) (ADDITIONAL FEE) (optional)		All Debtors	Debtor 1	Debtor 2	
8. OPTIONAL FILER REFERENCE DATA 4148696-001						

MS-De Soto County

6 pgs.

### 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		
Hooter's of America, Inc.		
OR	9b. INDIVIDUAL'S LAST NAME	
	FIRST NAME	MIDDLE NAME, SUFFIX

10. MISCELLANEOUS:

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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. TAX ID #	SSN OR EIN	ADD'L INFO RE ORGANIZATION DEBTOR	11e. TYPE OF ORGANIZATION
		11f. JURISDICTION OF ORGANIZATION	11g. ORGANIZATIONAL ID #, if any

12. ADDITIONAL SECURED PARTY'S or ASSIGNOR S/P'S NAME - insert only one name (12a or 12b)  NONE

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:

16. Additional collateral description:

*See attached*

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

*B & O Warehouse Co.  
 P.O. Box 1163  
 Depoe Bay, OR 97341  
 (Horn Lake)*

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

EXHIBIT A TO ACKNOWLEDGMENT AND CONSENT

That certain real property located in the County of DeSoto, State of Mississippi, legally described as follows:

LEGAL DESCRIPTION OF 1.00, MORE OR LESS ACRE TRACT OF LAND LOCATED IN PART OF THE SOUTHWEST QUARTER OF THE SOUTHWEST QUARTER OF SECTION 25, TOWNSHIP 1 SOUTH, RANGE 6 WEST; HORN LAKE, DESOTO COUNTY, MISSISSIPPI, AND IS FURTHER DESCRIBED AS FOLLOWS:

COMMENCING AT THE SOUTHWEST CORNER OF SECTION 25, TOWNSHIP 1 SOUTH, RANGE 6 WEST; HORN LAKE, DESOTO COUNTY, MISSISSIPPI; (AS PER DEED BOOK 294, PAGE 401) THENCE NORTH 00 DEGREES 09 MINUTES 35 SECONDS WEST 63.98 FEET TO A ½" REBAR FOUND ON THE NORTH RIGHT OF WAY LINE OF GOODMAN ROAD ALSO BEING THE TRUE POINT OF BEGINNING FOR THE HEREIN DESCRIBED TRACT; THENCE NORTH 00 DEGREES 09 MINUTES 35 SECONDS WEST 219.50 FEET TO A ½" REBAR SET; THENCE SOUTH 88 DEGREES 43 MINUTES 10 SECONDS EAST 201.18 FEET TO A ½" REBAR SET; THENCE SOUTH 00 DEGREES 09 MINUTES 38 SECONDS EAST 214.12 FEET TO A ½" REBAR SET ON THE NORTH RIGHT OF WAY LINE OF GOODMAN ROAD; THENCE SOUTH 89 DEGREES 45 MINUTES 02 SECONDS WEST 201.12 FEET TO THE POINT OF BEGINNING, CONTAINING 1.00, MORE OR LESS, ACRES.

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### COLLATERAL SCHEDULE NO. 008

**THIS COLLATERAL SCHEDULE NO. 008** is annexed to and made a part of that certain Master Security Agreement dated as of \_\_\_\_\_ between General Electric Capital Corporation, together with its successors and assigns, if any, as Secured Party and Hooter's of America, Inc. as Debtor and describes collateral in which Debtor has granted Secured Party a security interest in connection with the Indebtedness (as defined in the Security Agreement) including without limitation that certain Promissory Note dated \_\_\_\_\_ in the original principal amount of \_\_\_\_\_

<u>Quantity</u>	<u>Manufacturer</u>	<u>Serial Number</u>	<u>Year/Model and Type of Equipment</u>
300	Navco Security Systems		2003 Power Cable with 1/3" Hi-Res Color Mini Camera and Monitor with Accessories
Equipment immediately listed above is located at: 1278 Oak Grove Rd., Birmingham, Jefferson County, AL 35209			
300	Navco Security Systems		2003 Power Cable with 1/3" Hi-Res Color Mini Camera and Monitor with Accessories
Equipment immediately listed above is located at: 5025 Oscar Baxter Drive, Tuscaloosa, Tuscaloosa County, AL 35405			
300	Navco Security Systems		2003 Power Cable with 1/3" Hi-Res Color Mini Camera and Monitor with Accessories
Equipment immediately listed above is located at: 877 South Babcock St., Melbourne, Brevard County, FL 32901			
300	Navco Security Systems		2003 Power Cable with 1/3" Hi-Res Color Mini Camera and Monitor with Accessories
Equipment immediately listed above is located at: 125 N. Sykes Creek Pkwy, Merritt Island, Brevard County, FL 32953			
300	Navco Security Systems		2003 Power Cable with 1/3" Hi-Res Color Mini Camera and Monitor with Accessories
Equipment immediately listed above is located at: 2 INDEPENDENT DR., JACKSONVILLE, DUVAL County, FL 32202			
300	Navco Security Systems		2003 Power Cable with 1/3" Hi-Res Color Mini Camera and Monitor with Accessories
Equipment immediately listed above is located at: 5300 Kirkman Rd., Orlando, Orange County, FL 32819			
300	Navco Security Systems		2003 Power Cable with 1/3" Hi-Res Color Mini Camera and Monitor with Accessories
Equipment immediately listed above is located at: 2699 Cassel Creek Blvd., Casselberry, Seminole County, FL 32707			
300	Navco Security Systems		2003 Power Cable with 1/3" Hi-Res Color Mini Camera and Monitor with Accessories
Equipment immediately listed above is located at: 112 Riverside Parkway, Macon, Bibb County, GA 31217			
300	Navco Security Systems		2003 Power Cable with 1/3" Hi-Res Color Mini Camera and Monitor with Accessories
Equipment immediately listed above is located at: 6785 TARA BLVD., JONESBORO, CLAYTON County, GA 30326			
300	Navco Security Systems		2003 Power Cable with 1/3" Hi-Res Color Mini Camera and Monitor with Accessories
Equipment immediately listed above is located at: 4 Gateway Blvd W, Savannah, Chatham County, GA 31409			
300	Navco Security Systems		2003 Power Cable with 1/3" Hi-Res Color Mini Camera and Monitor with Accessories
Equipment immediately listed above is located at: 2102 Old Highway 41, Kennesaw, Cobb County, GA 30144			
300	Navco Security Systems		2003 Power Cable with 1/3" Hi-Res Color Mini Camera and Monitor with Accessories
Equipment immediately listed above is located at: 1001 Bullsboro Drive, Newnan, Coweta County, GA 30263			
300	Navco Security Systems		2003 Power Cable with 1/3" Hi-Res Color Mini Camera and Monitor with Accessories
Equipment immediately listed above is located at: 7010 Concourse Parkway, Douglasville, Douglas County, GA 30134			
300	Navco Security Systems		2003 Power Cable with 1/3" Hi-Res Color Mini Camera and Monitor with Accessories
Equipment immediately listed above is located at: 50 UPPER ALABAMA ST., ATLANTA, FULTON County, GA 30303			
300	Navco Security Systems		2003 Power Cable with 1/3" Hi-Res Color Mini Camera and Monitor with Accessories

Equipment immediately listed above is located at: 750 N. Glynn St., Fayetteville, Fayette County, GA 30214

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300	Navco Security Systems	2003 Power Cable with 1/3" Hi-Res Color Mini Camera and Monitor with Accessories
Equipment immediately listed above is located at: 209 Peachtree Street, Atlanta, Fulton County, GA 30303		
300	Navco Security Systems	2003 Power Cable with 1/3" Hi-Res Color Mini Camera and Monitor with Accessories
Equipment immediately listed above is located at: 2977 Cobb Parkway, SE, Atlanta, Fulton County, GA 30339		
300	Navco Security Systems	2003 Power Cable with 1/3" Hi-Res Color Mini Camera and Monitor with Accessories
Equipment immediately listed above is located at: 3550 Gwinnett Place Drive, Duluth, Fulton County, GA 30096		
300	Navco Security Systems	2003 Power Cable with 1/3" Hi-Res Color Mini Camera and Monitor with Accessories
Equipment immediately listed above is located at: 795 Holcomb Bridge Road, Roswell, Fulton County, GA 30076		
300	Navco Security Systems	2003 Power Cable with 1/3" Hi-Res Color Mini Camera and Monitor with Accessories
Equipment immediately listed above is located at: 3070 U S HIGHWAY 78, SNELLVILLE, GWINNETT County, GA 30278		
300	Navco Security Systems	2003 Power Cable with 1/3" Hi-Res Color Mini Camera and Monitor with Accessories
Equipment immediately listed above is located at: 5929 Jimmy Carter Blvd., Norcross, Gwinnett County, GA 30071		
300	Navco Security Systems	2003 Power Cable with 1/3" Hi-Res Color Mini Camera and Monitor with Accessories
Equipment immediately listed above is located at: 210 Margie Drive, Warner Robins, Houston County, GA 31088		
300	Navco Security Systems	2003 Power Cable with 1/3" Hi-Res Color Mini Camera and Monitor with Accessories
Equipment immediately listed above is located at: 2650 adams Farm Rd., Columbus, Muscogee County, GA 31909		
300	Navco Security Systems	2003 Power Cable with 1/3" Hi-Res Color Mini Camera and Monitor with Accessories
Equipment immediately listed above is located at: 1099 IRIS DR. SE, CONYERS, ROCKDALE County, GA 30207		
300	Navco Security Systems	2003 Power Cable with 1/3" Hi-Res Color Mini Camera and Monitor with Accessories
Equipment immediately listed above is located at: 2834 Washington Rd., Augusta, Richmond County, GA 30909		
300	Navco Security Systems	2003 Power Cable with 1/3" Hi-Res Color Mini Camera and Monitor with Accessories
Equipment immediately listed above is located at: 6904 Argus Dr., Rockford, Winnebago County, IL 61114		
300	Navco Security Systems	2003 Power Cable with 1/3" Hi-Res Color Mini Camera and Monitor with Accessories
Equipment immediately listed above is located at: 10620 Metcalf Lane, Overland Park, Johnson County, KS 66212		
300	Navco Security Systems	2003 Power Cable with 1/3" Hi-Res Color Mini Camera and Monitor with Accessories
Equipment immediately listed above is located at: 6921 E. Kellogg Rd., Wichita, Sedgwick County, KS 67226		
300	Navco Security Systems	2003 Power Cable with 1/3" Hi-Res Color Mini Camera and Monitor with Accessories
Equipment immediately listed above is located at: 301 Light Street, Suite 173, Baltimore, Baltimore (Ind City) County, MD 21202		
300	Navco Security Systems	2003 Power Cable with 1/3" Hi-Res Color Mini Camera and Monitor with Accessories
Equipment immediately listed above is located at: 682 Goodman Rd., Horn Lake, De Soto County, MS 38637		
300	Navco Security Systems	2003 Power Cable with 1/3" Hi-Res Color Mini Camera and Monitor with Accessories
Equipment immediately listed above is located at: 4565 Frontage Rd., Jackson, Rankin County, MS 39206		
300	Navco Security Systems	2003 Power Cable with 1/3" Hi-Res Color Mini Camera and Monitor with Accessories
Equipment immediately listed above is located at: 1211 13th Avenue Drive, S, Hickory, Burke County, NC 28602		
300	Navco Security Systems	2003 Power Cable with 1/3" Hi-Res Color Mini Camera and Monitor with Accessories
Equipment immediately listed above is located at: 7702 Gateway Lane, Concord, Cabarrus County, NC 28027		
300	Navco Security Systems	2003 Power Cable with 1/3" Hi-Res Color Mini Camera and Monitor with Accessories

Equipment immediately listed above is located at: 516 N. McPherson Church, Road, Fayetteville, Cumberland County, NC 28303

300 Navco Security Systems 2003 Power Cable with 1/3" Hi-Res Color Mini Camera and Monitor with Accessories

Equipment immediately listed above is located at: 120 Hanes Square Circle, Winston-Salem, Forsyth County, NC 27103

300 Navco Security Systems 2003 Power Cable with 1/3" Hi-Res Color Mini Camera and Monitor with Accessories

Equipment immediately listed above is located at: 3725 E. Franklin Blvd., Gastonia, Gaston County, NC 28054

300 Navco Security Systems 2003 Power Cable with 1/3" Hi-Res Color Mini Camera and Monitor with Accessories

Equipment immediately listed above is located at: 3030 High Point Road, Greensboro, Guilford County, NC 27403

300 Navco Security Systems 2003 Power Cable with 1/3" Hi-Res Color Mini Camera and Monitor with Accessories

Equipment immediately listed above is located at: 132 Gallery Center Dr., Mooresville, Iredell County, NC 28117

300 Navco Security Systems 2003 Power Cable with 1/3" Hi-Res Color Mini Camera and Monitor with Accessories

Equipment immediately listed above is located at: 5221 SOUTH BLVD., CHARLOTTE, MECKLENBURG County, NC 28210

300 Navco Security Systems 2003 Power Cable with 1/3" Hi-Res Color Mini Camera and Monitor with Accessories

Equipment immediately listed above is located at: 9201 E. Independence Blvd, Matthews, Mecklenburg County, NC 28105

300 Navco Security Systems 2003 Power Cable with 1/3" Hi-Res Color Mini Camera and Monitor with Accessories

Equipment immediately listed above is located at: 51120 MARKET ST, WILMINGTON, NEW HANOVER County, NC 28405

300 Navco Security Systems 2003 Power Cable with 1/3" Hi-Res Color Mini Camera and Monitor with Accessories

Equipment immediately listed above is located at: 463 Western Blvd., Jacksonville, Onslow County, NC 28546

300 Navco Security Systems 2003 Power Cable with 1/3" Hi-Res Color Mini Camera and Monitor with Accessories

Equipment immediately listed above is located at: 4206 Old Wake Forest Rd., Raleigh, Wake County, NC 27609

300 Navco Security Systems 2003 Power Cable with 1/3" Hi-Res Color Mini Camera and Monitor with Accessories

Equipment immediately listed above is located at: 112 Interstate Blvd., Anderson, Anderson County, SC 29621

300 Navco Security Systems 2003 Power Cable with 1/3" Hi-Res Color Mini Camera and Monitor with Accessories

Equipment immediately listed above is located at: 2170 Northwoods Blvd, Charleston, Berkeley County, SC 29406

300 Navco Security Systems 2003 Power Cable with 1/3" Hi-Res Color Mini Camera and Monitor with Accessories

Equipment immediately listed above is located at: 852 Mall Drive, Murrells Inlet, Georgetown County, SC 29576

300 Navco Security Systems 2003 Power Cable with 1/3" Hi-Res Color Mini Camera and Monitor with Accessories

Equipment immediately listed above is located at: 2401 Laurens Rd., Greenville, Greenville County, SC 29607

300 Navco Security Systems 2003 Power Cable with 1/3" Hi-Res Color Mini Camera and Monitor with Accessories

Equipment immediately listed above is located at: 10133 N. Kings Hwy, Myrtle Beach, Horry County, SC 29572

300 Navco Security Systems 2003 Power Cable with 1/3" Hi-Res Color Mini Camera and Monitor with Accessories

Equipment immediately listed above is located at: 3901 N. Kings Hwy, Myrtle Beach, Horry County, SC 29577

300 Navco Security Systems 2003 Power Cable with 1/3" Hi-Res Color Mini Camera and Monitor with Accessories

Equipment immediately listed above is located at: 1211 Highway 17 n., North Myrtle Beach, Horry County, SC 29582

300 Navco Security Systems 2003 Power Cable with 1/3" Hi-Res Color Mini Camera and Monitor with Accessories

Equipment immediately listed above is located at: 1928 Broad River Road, Columbia, Richland County, SC 29210

300 Navco Security Systems 2003 Power Cable with 1/3" Hi-Res Color Mini Camera and Monitor with Accessories

Equipment immediately listed above is located at: 100334 Lee Hwy, Fairfax, Fairfax (Ind City) County, VA 22030

300 Navco Security Systems 2003 Power Cable with 1/3" Hi-Res Color Mini Camera and Monitor with Accessories

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Equipment immediately listed above is located at: 10400 Spotsylvania Ave., Fredericksburg, Fredericksburg (Ind County, VA 22408

300

Navco Security Systems

2003 Power Cable with 1/3" Hi-Res Color Mini Camera  
and Monitor with Accessories

Equipment immediately listed above is located at: 8503 RIXLEW LANE, MANASSAS, MANASSAS (IND CITY) County, VA 22110

and including all additions, attachments, accessories and accessions thereto, and any and all substitutions, replacements or exchanges therefor, and all insurance and/or other proceeds thereof.