



UCC FINANCING STATEMENT

State Form 50181 (5-01)

Approved by State Board of Accounts, 2001

FILED FOR RECORD

2005 JAN -7 AM 9:40

FOLLOW INSTRUCTIONS (FRONT AND BACK) CAREFULLY. 2005 000013

MICHAEL D. BROWN

A. NAME AND PHONE OF CONTACT AT FILER (optional)
Atty. James L. Jorgensen 219-464-4961

B. SEND ACKNOWLEDGMENT TO: (Name and Address)

FIFTH THIRD BANK (Chicago)
1000 E. 80th Place
Merrillville, IN 46410

Attention: Art Collins

see on size attachments

THE ABOVE SPACE IS FOR FILING OFFICE USE ONLY

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

1a. ORGANIZATION'S NAME
Gintert-Armstrong Foods Group, Inc.

OR

1b. INDIVIDUAL'S LAST NAME FIRST NAME MIDDLE NAME SUFFIX

1c. MAILING ADDRESS
2080 E. Commercial Ave.

CITY Lowell STATE IN POSTAL CODE 46356 COUNTRY USA

ADD'L INFO RE ORGANIZATION DEBTOR 1e. TYPE OF ORGANIZATION Corporation 1f. JURISDICTION OF ORGANIZATION Indiana 1g. ORGANIZATIONAL ID #, if any 1998021081 NONE

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

2a. ORGANIZATION'S NAME
Wilco Food Center Inc.

OR

2b. INDIVIDUAL'S LAST NAME FIRST NAME MIDDLE NAME SUFFIX

2c. MAILING ADDRESS
2080 E. Commercial Avenue

CITY Lowell STATE IN POSTAL CODE 46356 COUNTRY USA

ADD'L INFO RE ORGANIZATION DEBTOR 2e. TYPE OF ORGANIZATION Corporation 2f. JURISDICTION OF ORGANIZATION Indiana 2g. ORGANIZATIONAL ID #, if any 194297-165 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
FIFTH THIRD BANK (Chicago)

OR

3b. INDIVIDUAL'S LAST NAME FIRST NAME MIDDLE NAME SUFFIX

3c. MAILING ADDRESS
1000 E. 80th Place

CITY Merrillville STATE IN POSTAL CODE 46410 COUNTRY USA

4. This FINANCING STATEMENT covers the following collateral:

See attached Exhibit "A".

5. ALTERNATIVE DESIGNATION (if applicable): LESSEE / LESSOR CONSIGNEE / CONSIGNOR BAILEE / BAILOR SELLER / BUYER AG. LIEN NON-UCC FILING

6. This FINANCIAL 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
Fifth Third Bank/Gintert-Armstrong

UCC FINANCING STATEMENT ADDENDUM

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

9a. ORGANIZATION'S NAME
Gintert-Armstrong Foods Group, Inc. 2005 000013

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 debtor (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

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 secured party 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 as-extracted collateral, or as a fixture filing.

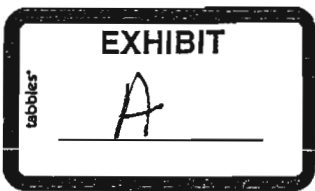
14. Description of real estate:
See Exhibit "B" to Exhibit "A", attached.

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

16. Additional collateral description:
See Exhibit "A", attached.

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



Security Interest in Collateral

As security for the payment and performance of the Liabilities, the Borrower does hereby grant to the Lender, to the extent permitted by law, a continuing security interest and lien in the following Collateral:

(a) All Accounts, Deposit Accounts, General Intangibles, Documents, Instruments. Chattel Paper, Stock in Central Grocers, Investment Property, Letter-of-Credit Rights and any other similar rights of the Borrower however created or evidenced, whether now existing or hereafter owned, acquired, created, used, or arising, specifically including, without limitation, Electronic Chattel Paper, Promissory Notes, Payment Intangibles, invoices, contracts, claims, leases, agreements, license agreements, licensing fees, royalties, product approvals, computer and data processing systems, software, hardware, credit card receivables, payables arising out of assignments, advertising, advertising rights, policies, loan insurance, Guaranties, letters of credit, advices of credit, Securities, whether constituting uncertificated or Certificated Securities, Securities Accounts, securities entitlements, binders or certificates of insurance, deposits, pension refunds, documents of title, securities, security interests, liquor and other licenses, goodwill, tax refunds or returns (federal, state or local), customer lists, franchises, franchise rights, marketing rights, computer programs, artwork, databases and other like business property rights, all applications to acquire such rights, for which application may at any time be made by the Borrower, together with any and all books and records

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pertaining thereto and any right, title or interest in any Inventory which gave rise to an Account, and all Intellectual Property throughout the world;

(b) All Inventory, whether now existing or hereafter acquired and wherever located, specifically including, without limitation, all merchandise, personal property, and Goods held for sale, materials and supplies of every nature usable or useful in connection with the advertising, selling, leasing or furnishing of any of such Inventory and all materials of the Borrower used or consumed or to be used or consumed in the Borrower's business, together with any and all books and records pertaining thereto;

(c) All Equipment, Fixtures, Goods and all other tangible personal property of the Borrower of every kind or nature, whether now owned or hereafter acquired, wherever located, specifically including, without limitation, all Goods, furnishings, machinery, trucks, forklifts, tools, appliances, implements, improvements, accessories, attachments, parts, supplies, components, partitions, systems, carpeting, draperies and apparatus;

(d) All products and Proceeds of each of the foregoing, specifically including without limitation, (i) any and all Proceeds of any insurance, indemnity, warranty or guaranty payable to the Borrower from time to time, (ii) any and all payments of any form whatsoever made or due and payable to the Borrower from time to time in connection with any requisition, confiscation, condemnation, seizure, or forfeiture of all or any part of the foregoing by any Governmental Authority, or any Person acting under color of Governmental Authority, and (iii) any and all other amounts from time to time paid or payable under or in connection with any of the foregoing, whether or not in lieu thereof;

(e) All renewals, extensions, replacements, modifications, additions, improvements, accretions, accessions, betterments, substitutions, replacements, annexations, tools, accessories, parts and the like now in,

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attached to or which may hereafter at any time be placed in or added to any Collateral, whether or not of like kind; and

(f) All Supporting Obligations, rights, remedies, claims and demands under or in connection with each of the foregoing.

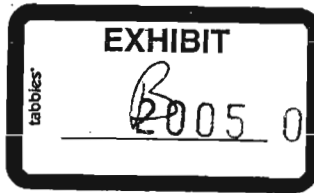
The fixtures are located, or will be located, on the real estate described on Exhibit B.

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MICHAEL A. ERDMAN
PLATINUM



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MICHAEL A. BROWN

Parcel 1: That part of the Northeast Quarter of Section 28, Township 34 North, Range 9 West of the Second Principal Meridian, described as follows: Commencing at the Northeast corner of said Section 28; thence South along the East line of said Section 28, a distance of 631.74 feet; thence West at 90 degrees a distance of 283.15 feet to the point of beginning; thence South along a line parallel to and 283.15 feet West of the East line of said Section 28, a distance of 173.67 feet; thence West at 90 degrees, a distance of 120.00 feet; thence North along a line parallel to and 363.15 feet West of the East line of said Section 28, a distance of 173.67 feet; thence East a distance of 80.00 feet to the point of beginning, all in Cedar Lake, Lake County, Indiana.

Parcel 2: Easement appurtenant to Parcel 1 for ingress and egress over the South 20 feet of the North 631.74 feet of the East 363.15 feet of the Northeast Quarter of the Northeast Quarter of Section 28, Township 34 North, Range 9 West of the 2nd Principal Meridian, in the Town of Cedar Lake, Lake County, Indiana.

Parcel 3: Easement appurtenant to Parcel 1 for dock purposes over the South 40 feet of the North 645.41 feet of the West 80 feet of the East 363.15 feet of the Northeast Quarter of the Northeast Quarter of Section 28, Township 34 North, Range 9 West of the 2nd Principal Meridian, in the Town of Cedar Lake, Lake County, Indiana.

Parcel 4: That part of the Northeast Quarter of Section 28, Township 34 North, Range 9 West of the Second Principal Meridian described as follows: Commencing at the Northeast corner of said Section 28; thence South along the East line of said Section 28, a distance of 631.74 feet; thence West at 90 degrees a distance of 162.15 feet to the point of beginning; thence South along a line parallel to and 162.15 feet West of the East line of said Section 28, a distance of 173.67 feet; thence West at 90 degrees a distance of 121.00 feet; thence North along a line parallel to and 283.15 feet West of the East line of said Section 28, a distance of 173.67 feet; thence East a distance of 121.00 feet to the point of beginning, all in Cedar Lake, Lake County, Indiana.

Parcel 5: Easement appurtenant to Parcel 4 for ingress and egress over the South 20 feet of the North 631.74 feet of the East 283.15 feet of the Northeast Quarter of the Northeast Quarter of Section 28, Township 34 North, Range 9 West of the 2nd Principal Meridian, in the Town of Cedar Lake, Lake County, Indiana.

Parcel 6: Easement appurtenant to Parcel 4 for dock purposes over the South 40 feet of the North 645.41 feet of the West 121 feet of the East 283.15 feet of the Northeast Quarter of the Northeast Quarter of Section 28, Township 34 North, Range 9 West of the 2nd Principal Meridian, in the Town of Cedar Lake, Lake County, Indiana.

Parcel 7: Easement appurtenant to Parcel 1 and Parcel 4 for ingress and egress over the South 20 feet of the North 665.41 feet of the East 363.15 feet of the Northeast Quarter of the Northeast Quarter of Section 28, Township 34 North, Range 9 West of the 2nd Principal Meridian in the Town of Cedar Lake, Lake County, Indiana.

Parcel 8: Easement appurtenant to Parcel 1 and Parcel 4 for parking lot purposes, together with the right of

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MICHAEL A. BROWN

Ingress and egress described as follows: That part of the Northeast Quarter of Section 28, Township 34 North, Range 9 West of the Second Principal Meridian described as follows: Commencing at the Northeast corner of said Section 28; thence South along the East line of said Section 28, a distance of 631.74 feet, thence West at 90 degrees a distance of 30 feet to the point of beginning; thence West along a line parallel to and 631.74 feet South of the North line of said Section 28, a distance of 410.00 feet; thence North at 90 degrees a distance of 380.17 feet; thence East at 90 degrees a distance of 120.00 feet; thence South at 90 degrees a distance of 43.00 feet, thence East at 90 degrees a distance of 185.00 feet; thence North at 90 degrees a distance of 43.00 feet; thence East at 90 degrees a distance of 105.00 feet; thence South at 90 degrees a distance of 380.17 feet to the point of beginning, all in Cedar Lake, Lake County, Indiana.

Parcel 9: Part of the Northeast Quarter of Section 28, Township 34 North, Range 9 West of the Second Principal Meridian, in the Town of Cedar Lake, Lake County, Indiana, described as follows:

Commencing at the Northeast corner of said Section 28; thence South along the East line of said Section, 631.74 feet; thence West 81.60 feet for the point of beginning of the tract herein described; thence South, parallel to the East line 173.67 feet; thence West 80.55 feet; thence North, parallel to the East line, 173.67 feet; thence East 80.55 feet to the point of beginning.

Parcel 10: Easement for ingress and egress over the South 20 feet of the North 631.74 feet of the East 162.15 feet of the Northeast Quarter of the Northeast Quarter of Section 28, Township 34 North, Range 9 West of the Second Principal Meridian, in the Town of Cedar Lake, Lake County, Indiana.

Parcel 11: Easement for dock purposes over the South 40 feet of the North 845.41 feet of the East 162.15 feet of the Northeast Quarter of the Northeast Quarter of Section 28, Township 34 North, Range 9 West of the Second Principal Meridian, in Lake County, Indiana.

Parcel 12: That part of the Northeast Quarter of Section 28, Township 34 North, Range 9 West of the 2nd Principal Meridian, in the Town of Cedar Lake, in Lake County, Indiana, more particularly described as follows: Commencing at the Northeast corner of said Section 28; thence South 0 degrees 00 minutes 00 seconds East (all bearings assumed), along the East line of said Section 28, a distance of 631.74 feet; thence North 90 degrees 00 minutes 00 seconds West, a distance of 30.00 feet to the point of beginning; thence continuing along the last described course, a distance of 51.60 feet; thence South 0 degrees 00 minutes 00 seconds West, along an existing wall line being parallel with the East line of said Section 28, a distance of 213.67 feet; thence South 90 degrees 00 minutes 00 seconds East, a distance of 51.60 feet; thence North 0 degrees 00 minutes 00 seconds East, along a line parallel with the East line of said Section 28, a distance of 213.67 feet to the point of beginning.

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MICHAEL A BROWN

Parcel 13:

The North 435 feet of the East 500 feet of the Northeast Quarter of Section 25, Township 33 North, Range 9 West of the 2nd Principal Meridian, in the Town of Lowell, Lake County, Indiana, EXCEPTING therefrom the following three parcels:

(1) Beginning at the Northeast corner of said Section 25, said point being a brass monument, thence South along the East line of said Section 25, having an assumed bearing of South 00 degrees 00 minutes 00 seconds West, 220.03 feet to a pk nail; thence North 89 degrees 03 minutes 22 seconds West along a line parallel to the North line of said Section 25, 60.01 feet, to a set reinforcing bar, said point being the point of beginning; thence continuing North 89 degrees 03 minutes 22 seconds West, 130.02 feet; thence North 00 degrees 00 minutes 00 seconds East, along a line parallel to the East line of the Northeast Quarter of said Section 25, 189.75 feet, to a set reinforcing bar; thence East along the South right of way line of State Route No. 2, 130.02 feet to a set reinforcing bar lying 60.00 feet West of and parallel to the East line of the Northeast quarter of said Section 25; thence South 00 degrees 00 minutes 00 seconds West, along a line 60.00 feet West of and parallel to the East line of the Northeast quarter of said Section 25, 190.96 feet, to the point of beginning, all in Lake County, Indiana.

(2) Part of the Northeast Quarter of the Northeast Quarter of Section 25, Township 33 North, Range 9 West of the 2nd P.M., described as follows: Commencing at a point on the North line of said Section that is North 89 degrees 04 minutes 45 seconds West, 500.0 feet from the Northeast corner of said Section; thence due South parallel to the East line of said Section 435.0 feet to the point of beginning; thence South 89 degrees 04 minutes 45 seconds East parallel to the North line of said Section 21.00 feet; thence North 9 degrees 55 minutes 15 seconds East, 170.0 feet; thence North 89 degrees 04 minutes 45 seconds West, 23.73 feet; thence due South parallel to the East line of said Section, 170.02 feet to the point of beginning, in Lake County, Indiana.

(3) Part of the Northeast Quarter of the Northeast Quarter of Section 25, Township 33 North, Range 9 West of the 2nd P.M., in Lake County, Indiana, described as follows: Commencing at the Northeast corner of said Section 25; thence North 88 degrees 48 minutes 15 seconds West 59.54 feet along the North line of said section to the Northwest corner of the owner's land; thence South 0 degrees 16 minutes 30 seconds West 29.10 feet along the West line of the owner's land to the south boundary of S.R. 2 and the point of beginning of this description; thence South 87 degrees 56 minutes 00 seconds East 40.02 feet along the boundary of said S.R. 2 to the west boundary of Clark Street; thence South 0 degrees 16 minutes 30 seconds West 270.61 feet along the boundary of said Clark Street; thence North 89 degrees 43 minutes 30 seconds West 10.00 feet; thence North 0 degrees 16 minutes 30 seconds East 240.00 feet; thence North 43 degrees 59 minutes 56 seconds West 37.34 feet; thence North 80 degrees 48 minutes 30 seconds West 3.98 feet to the west line of the owner's land; thence North 0 degrees 16 minutes 30 seconds East 4.51 feet along said west line to the point of beginning.

Parcel 14: The South 30 feet of the North 465 feet of the East 500 feet of the Northeast 1/4 of Section 25, Township 33 North, Range 9 West of the 2nd Principal Meridian, in the Town of Lowell, in Lake County, Indiana.