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UCC FINANCING STATEMENT AMENDMENT

FOLLOW INSTRUCTIONS (front and back) CAREFULLY

A. NAME & PHONE OF CONTACT AT FILER (optional)
 Phone (800) 331-3282 Fax (818) 662-4141

B. SEND ACKNOWLEDGEMENT TO: (Name and Mailing Address) 350947 BANK OF AMERICA

UCC Direct Services 11173194
 P.O. Box 29071
 Glendale, CA 91209-9071
 ININ
 FIXTURE

See opposite attachments

2007 000363

STATE OF INDIANA
 LAKE COUNTY
 FILED FOR RECORD
 2007 MAY 18 PM 2:24
 MICHAEL A. BROWN
 RECORDER

THE ABOVE SPACE IS FOR FILING OFFICE USE ONLY

1a. INITIAL FINANCING STATEMENT FILE # 97003277 09/07/97 CC IN Lake

1b. This FINANCING STATEMENT AMENDMENT is to be filed (for record) (or recorded) in the REAL ESTATE RECORDS.

2. TERMINATION: Effectiveness of the Financing Statement identified above is terminated with respect to security interest(s) of the Secured Party authorizing this Termination Statement.

3. CONTINUATION: Effectiveness of the Financing Statement identified above with respect to the security interest(s) of the Secured Party authorizing this Continuation Statement is continued for the additional period provided by applicable law.

4. ASSIGNMENT (full or partial): Give name of assignee in item 7a or 7b and address of assignee in 7c; and also give name of assignor in item 9.

5. AMENDMENT (PARTY INFORMATION): This Amendment affects Debtor or Secured Party of record. Check only one of these two boxes.
 Also check one of the following three boxes and provide appropriate information in items 6 and/or 7.
 CHANGE name and/or address: Give current record name in item 6a or 6b; also give new name (if name change) in item 7a or 7b and/or new address (if address change) in item 7c.
 DELETE name: Give record name to be deleted in item 6a or 6b.
 ADD name: Complete item 7a or 7b, and also item 7c; also complete items 7d-7g (if applicable)

6. CURRENT RECORD INFORMATION:

6a. ORGANIZATION'S NAME
 C.J. Apple I, Inc.

OR

6b. INDIVIDUAL'S LAST NAME	FIRST NAME	MIDDLE NAME	SUFFIX

7. CHANGED (NEW) OR ADDED INFORMATION:

7a. ORGANIZATION'S NAME

OR

7b. INDIVIDUAL'S LAST NAME	FIRST NAME	MIDDLE NAME	SUFFIX

7c. MAILING ADDRESS		CITY	STATE	POSTAL CODE	COUNTRY

7d. SEE INSTRUCTION	ADD'L INFO RE ORGANIZATION DEBTOR	7e. TYPE OF ORGANIZATION	7f. JURISDICTION OF ORGANIZATION	7g. ORGANIZATIONAL ID #, if any

8. AMENDMENT (COLLATERAL CHANGE): check only one box.
 Describe collateral deleted or added, or give entire restated collateral description, or describe collateral assigned.

ALL OF DEBTOR'S RIGHT, TITLE AND INTEREST IN AND TO THE PROPERTY DESCRIBED IN EXHIBIT "B", ATTACHED HERETO AND BY THIS REFERENCE MADE A PART HEREOF. THE COLLATERAL IS LOCATED ON THE REAL PROPERTY DESCRIBED ON EXHIBIT "A" ATTACHED HERETO AND BY THIS REFERENCE MADE A PART HEREOF.

9. NAME OF SECURED PARTY OF RECORD AUTHORIZING THIS AMENDMENT (name of assignor, if this is an Assignment). If this is an Amendment authorized by a Debtor which adds collateral or adds the authorizing Debtor, or if this is a Termination authorized by a Debtor, check here and enter name of DEBTOR authorizing this Amendment.

9a. ORGANIZATION'S NAME
 Bank of America, N.A.

OR

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

10. OPTIONAL FILER REFERENCE DATA
 11173194 Debtor Name: C.J. Apple I, Inc. 31/3565598/133/768 KSA SB SE 075 0003801

UCC FINANCING STATEMENT AMENDMENT ADDENDUM
FOLLOW INSTRUCTIONS (front and back) CAREFULLY

11. INITIAL FINANCING STATEMENT FILE # (same as item 1a on Amendment form)

97003277 09/07/97 CC IN Lake

12. NAME of PARTY AUTHORIZING THIS AMENDMENT (same as item 9 on Amendment form)

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12a. ORGANIZATION'S NAME
Bank of America, N.A.

OR

12b. INDIVIDUAL'S LAST NAME

FIRST NAME

MIDDLE NAME, SUFFIX

13. Use this space for additional information

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Description: ALL OF DEBTOR'S RIGHT, TITLE AND INTEREST IN AND TO THE PROPERTY DISCRIBED IN EXHIBIT "B", ATTACHED HERETO AND BY THIS REFERENCE MADE A PART HEREOF. THE COLLATERAL IS LOCATED ON THE REAL PROPERTY DESCRIBED ON EXHIBIT "A" ATTACHED HERETO AND BY THIS REFERENCE MADE A PART HEREOF.

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1-28-07: 1:28AM:

EXHIBIT A

Legal Description

That parcel of land lying in the Northwest 1/4 of Section 24, Township 36 North, Range 12 West of the Second Principal Meridian, being described as COMMENCING at the intersection of the centerline of Ridge Road and the Westerly right-of-way line of the Louisville, New Albany and Chicago Railway Company; thence Westerly along said centerline of Ridge Road 30.72 feet; thence South along a line 50.00 feet West of and parallel with said Westerly right-of-way line 40.58 feet, to the South line of said Ridge Road and the POINT OF BEGINNING; thence continue South 187.91 feet, to a point of curve; thence Southwesterly along a curve line convex Southeasterly, having a radius of 180.00 feet an arc distance of 181.19 feet, the chord of said arc lying South 28'-50'-13" West distant 173.64 feet, to a point of reverse curve; thence Southerly along a curved line convex Northwesterly, having a radius of 220.00 feet an arc distance of 118.47 feet, the chord of said arc lying South 42'-14'-49" West distant 117.04 feet, to the North line of Schoon's South View 1st Addition Subdivision extended Easterly; thence North 80'-19'-00" West along said North line of said subdivision to a point on a line drawn parallel with the centerline of Manor Avenue and 298.00 feet Westerly (as measured along the said North line of Schoon's South View 1st Addition Subdivision) of the said centerline of Manor Avenue; thence North along said line parallel with the centerline of said Manor Avenue a distance of 454.42 feet to the South line of Ridge Road aforesaid; thence Easterly along said South line of Ridge Road a distance of 467.51 feet, to the POINT OF BEGINNING in the Town of Munster, De Kalb County, Indiana.

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RECORDER

STATE OF INDIANA
LAKE COUNTY
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Exhibit B to UCC Financing Statement

Accounts. Any and all accounts, accounts receivable, receivables, contract rights, book debts, checks, notes, drafts, instruments, chattel paper, acceptances, choses in action, any and all amounts due to Debtor from a factor or other forms of obligations and receivables now existing or hereafter arising out of the business of the Debtor, as well as any and all returned, refused and repossessed goods, and the cash or non-cash proceeds resulting therefrom;

Inventory. Any and all of Debtor's inventory at the location specified under "Fixtures" herein, including without limitation any and all goods held for sale or lease or being processed for sale or lease in Debtor's business as now or hereafter conducted, whether now owned or hereinafter acquired, including all materials, goods and work in process, finished goods, and other tangibles property held for sale or lease or furnished or to be furnished under contracts of service or used or consumed in Debtor's business, along with all documents (including documents of title) covering inventory, all cash and non-cash proceeds from the sale of inventory including proceeds from insurance;

Equipment. Any and all of Debtor's furnishings, fixtures and equipment, at the location specified under "Fixtures" herein, whether now owned or hereafter acquired, together with all increases, parts, fittings, accessories, equipment and special tools now or hereafter affixed to any part thereof or used in connection therewith, and all products, additions, substitutions, accessions, and all cash and non-cash proceeds, including proceeds from insurance thereof and thereto, including without limitation all pylon signs and other signage located at Debtor's place of business known as Appleco's Neighborhood Grill & Bar in Munster, Lake County, Indiana.

Fixtures. All of Debtor's fixtures now existing or hereafter acquired, together with all substitutes and replacements therefor, all accessories and attachments thereto, and all tools, parts and equipment now or hereafter added to or used in connection therewith. These goods are or will become fixtures on the real estate in Munster, Lake County, Indiana, leased by C.J. Apple I, Inc. more particularly described on Exhibit A attached hereto and hereby made a part hereof.

Instruments and/or Investment Documents. Those instruments and documents, including, without limitation, negotiable instruments, promissory notes, and documents of title owned or to be owned by Debtor, certificates of deposit, and all liens, security agreements, leases and other contracts securing or otherwise relating to any of said instruments and documents, and all cash and non-cash proceeds and products thereof and such additional property receivable or distributed in respect of or in exchange for all or any of such instruments or documents.

General Intangibles. All patents, trademarks, service marks, trade secrets, copyrights and exclusive licenses (whether issued or pending) and all documents, applications, materials and other matters related thereto, all inventions, and all manufacturing, engineering and production plans, drawings, specifications, processes and systems, all trade names, computer programs, data bases, systems and software (including source and object codes), goodwill, choses in action and all other general intangibles of Debtor whether now owned or hereafter acquired and all cash and non-cash proceeds thereof, including without limitation the intangible personal property, and all chattel paper, documents and instruments relating to such intangibles.

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1-28-07; 11:28AM;
TYP. BY (LWBY) MU-41

WORLD WARE INVEST

TEL: 606 331 9039

1755-652200

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Exhibit B

FURNITURE, FIXTURES, EQUIPMENT

APPLEBEE'S
MUNSTER, INDIANA

EQUIPMENT PACKAGE	290,000
POS EQUIPMENT	32,000
SMALLWARES PACKAGE	36,000
CAROUSEL HORSES	1,500
GREASE TANK	1,800
SMOKESTERS	4,500
TELEPHONE SYSTEM	3,000
SAFE	1,000
TIFFANY'S	7,000
BLINDS	2,500
FIRE PROTECTION	1,000
ALARM SYSTEM	2,500
WATER FILTER	3,800
CABLEBOX	3,000
PAGING SYSTEM	4,000
AUDIO/VIDEO EQUIPMENT	13,000
STORAGE	40,000
LANDSCAPING	15,000
IRRIGATION SYSTEM	8,000
CONTINGENCIES	5,000
TOTAL	475,000

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