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FILED
DOUGLAS COUNTY
1997 SEP 17 PM 12:38
SUE H. BROWN
REGISTER OF DEEDS

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FINANCING STATEMENT

(TO BE FILED IN THE REAL ESTATE RECORDS)

County-RE

1. DATE. This Financing Statement is dated August 21, 1997.

2. DEBTOR:

A WING AND A PRAYER, INC.
a KANSAS corporation
DBA FIRST WATCH RESTAURANT OF LAWRENCE
2540 IOWA
LAWRENCE, KANSAS 66046
Tax I.D. # 74-2815821

3. SECURED PARTY:

JOHNSON COUNTY BANK
a KANSAS banking corporation
10307 Metcalf Ave.
Overland Park, Kansas 66212
Tax I.D. # 48-1156363

4. COLLATERAL. This Financing Statement covers the following type(s) (or items) of property (Collateral), whether now owned or hereafter acquired:

Equipment
General Intangibles
Fixtures
Leaseholds

which includes (but is not limited to) the following described property:

- 1.) ALL ASSETS NOW OWNED OR HEREAFTER ACQUIRED: EQUIPMENT, MACHINERY, FURNITURE, FIXTURES, "TRADE FIXTURES", MOTORIZED EQUIPMENT, ALL INVENTORY AND THE PRODUCTS THEREOF, CONTRACT RIGHTS, GENERAL INTANGIBLES, ACCOUNTS, CHATTEL PAPER, INSTRUMENTS, CASH AND NON-CASH PROCEEDS IN ANY FORM, INCLUDING BUT NOT LIMITED TO ALL BUSINESS EQUIPMENT NOW OWNED OR HEREAFTER PURCHASED AT 2540 IOWA, LAWRENCE, KANSAS 66046.
- 2.) AMERICAN GENERAL LIFE INSURANCE POLICY #B-10111944L.

The term "Collateral" further includes, but is not limited to, the following property, whether now owned or hereafter acquired, and whether or not held by a bailee for the benefit of the Debtor or owner, all: accessions, accessories, additions, fittings, increases, insurance benefits and proceeds, parts, products, profits, renewals, rents, replacements, special tools and substitutions, together with all books and records pertaining to the Collateral and access to the equipment containing such books and records including computer stored information and all software relating thereto, plus all cash and non-cash proceeds and all proceeds of proceeds arising from the type(s) (items) of property listed above.

Pertaining to the equipment portion of the Collateral, the term "Collateral" shall include, but not be limited to, wherever located, furniture, accessions, non-titled vehicles that are not held for resale, trailers, tools, machinery, equipment, supplies, all proceeds thereof and proceeds of proceeds thereof.

5. PROCEEDS. All proceeds of proceeds referred to herein shall include, but not be limited to, wherever located, accounts, chattel paper,