



UCC

LIEN NO. 92903827

EBM FOODS, INC.

UCC FINANCING STATEMENT

FOLLOW INSTRUCTIONS

A. NAME & PHONE OF CONTACT AT FILER (optional) CSC 1-800-858-5294	
B. E-MAIL CONTACT AT FILER (optional) SPRFiling@cscglobal.com	
C. SEND ACKNOWLEDGMENT TO: (Name and Address)	
2166 76153	Filed In: Oregon (S.O.S.)
Corporation Service Company	
1127 Broadway St. NE Ste. 310 Salem, OR 97301	

THE ABOVE SPACE IS FOR FILING OFFICE USE ONLY

1. DEBTOR'S NAME: Provide only one Debtor name (1a or 1b) (use exact, full name; do not omit, modify, or abbreviate any part of the Debtor's name); if any part of the Individual Debtor's name will not fit in line 1b, leave all of item 1 blank, check here and provide the Individual Debtor information in item 10 of the Financing Statement Addendum (Form UCC1Ad)

1a. ORGANIZATION'S NAME EBM Foods, Inc.				
OR	1b. INDIVIDUAL'S SURNAME	FIRST PERSONAL NAME	ADDITIONAL NAME(S)/INITIAL(S)	SUFFIX
1c. MAILING ADDRESS 3000 Market Street NE, Suite #327		CITY Salem	STATE OR	POSTAL CODE 97301
			COUNTRY USA	

2. DEBTOR'S NAME: Provide only one Debtor name (2a or 2b) (use exact, full name; do not omit, modify, or abbreviate any part of the Debtor's name); if any part of the Individual Debtor's name will not fit in line 2b, leave all of item 2 blank, check here and provide the Individual Debtor information in item 10 of the Financing Statement Addendum (Form UCC1Ad)

2a. ORGANIZATION'S NAME				
OR	2b. INDIVIDUAL'S SURNAME	FIRST PERSONAL NAME	ADDITIONAL NAME(S)/INITIAL(S)	SUFFIX
2c. MAILING ADDRESS		CITY	STATE	POSTAL CODE
				COUNTRY

3. SECURED PARTY'S NAME (or NAME of ASSIGNEE of ASSIGNOR SECURED PARTY): Provide only one Secured Party name (3a or 3b)

3a. ORGANIZATION'S NAME V.R. Inc.				
OR	3b. INDIVIDUAL'S SURNAME	FIRST PERSONAL NAME	ADDITIONAL NAME(S)/INITIAL(S)	SUFFIX
3c. MAILING ADDRESS 4150 S. Pacific Highway, Suite B		CITY Medford	STATE OR	POSTAL CODE 97501
				COUNTRY USA

4. COLLATERAL: This financing statement covers the following collateral:
See Exhibit A attached hereto and incorporated herein by this reference.

5. Check only if applicable and check only one box: Collateral is held in a Trust (see UCC1Ad, item 17 and Instructions) being administered by a Decedent's Personal Representative

6a. Check only if applicable and check only one box:
 Public-Finance Transaction Manufactured-Home Transaction A Debtor is a Transmitting Utility

6b. Check only if applicable and check only one box:
 Agricultural Lien Non-UCC Filing

7. ALTERNATIVE DESIGNATION (if applicable): Lessee/Lessor Consignee/Consignor Seller/Buyer Bailee/Bailor Licensee/Licensor

8. OPTIONAL FILER REFERENCE DATA: :25574-001 - JST; prepared by TLW

2166 76153

UCC FINANCING STATEMENT ADDENDUM

FOLLOW INSTRUCTIONS

9. NAME OF FIRST DEBTOR: Same as line 1a or 1b on Financing Statement; if line 1b was left blank because Individual Debtor name did not fit, check here

OR	9a. ORGANIZATION'S NAME EBM Foods, Inc.	
	9b. INDIVIDUAL'S SURNAME	
	FIRST PERSONAL NAME	
	ADDITIONAL NAME(S)/INITIAL(S)	SUFFIX

THE ABOVE SPACE IS FOR FILING OFFICE USE ONLY

10. DEBTOR'S NAME: Provide (10a or 10b) only one additional Debtor name or Debtor name that did not fit in line 1b or 2b of the Financing Statement (Form UCC1) (use exact, full name; do not omit, modify, or abbreviate any part of the Debtor's name) and enter the mailing address in line 10c

OR	10a. ORGANIZATION'S NAME				
	10b. INDIVIDUAL'S SURNAME				
	INDIVIDUAL'S FIRST PERSONAL NAME				
	INDIVIDUAL'S ADDITIONAL NAME(S)/INITIAL(S)				SUFFIX
10c. MAILING ADDRESS		CITY	STATE	POSTAL CODE	COUNTRY

11. ADDITIONAL SECURED PARTY'S NAME or ASSIGNOR SECURED PARTY'S NAME: Provide only one name (11a or 11b)

OR	11a. ORGANIZATION'S NAME VPS Inc.			
	11b. INDIVIDUAL'S SURNAME	FIRST PERSONAL NAME	ADDITIONAL NAME(S)/INITIAL(S)	SUFFIX
	11c. MAILING ADDRESS 4150 S. Pacific Highway, Suite B	CITY Medford	STATE OR	POSTAL CODE 97501

12. ADDITIONAL SPACE FOR ITEM 4 (Collateral):

13. This FINANCING STATEMENT is to be filed [for record] (or recorded) in the REAL ESTATE RECORDS (if applicable)

14. This FINANCING STATEMENT:

covers timber to be cut covers as-extracted collateral is filed as a fixture filing

15. Name and address of a RECORD OWNER of real estate described in item 16 (if Debtor does not have a record interest):

16. Description of real estate:

17. MISCELLANEOUS:

EXHIBIT A
UCC-1 FINANCING STATEMENT

Secured Parties: V.R., Inc. and VPS Inc.
Debtor: EBM Foods, Inc.

COLLATERAL: This financing statement covers the following collateral:

All of the following assets owned by Debtor:

(a) All tangible personal property used or useful in connection with the Business (as that term is defined below), including but not limited to all furniture, equipment, computers, servers, software, fixtures, leasehold improvements, signage, inventory and supplies, and other equipment used or useful in the Business;

(b) All rights, privileges, powers and obligations in and to the Franchise Agreements between Debtor and Jack In The Box, Inc. (the "Franchise Agreements") and any other agreement between Jack In The Box, Inc. and Debtor which does, or purports to amend, substitute, or in any way have bearing on the Franchise Agreements;

(c) All right, title and interest (and subject to the trademark, copyright or other related rights of third parties), in and to the assumed business name "Jack In The Box" in the State of Oregon and all advertising materials relating to such business name;

(d) All right, title and interest in and to contracts, including real property leases for the Restaurants (as that term is defined below) and other Material Contracts (as that term is defined below) to which Debtor is a party or under which Debtor may acquire any rights or benefits;

(e) All right, title and interest in and to the telephone numbers relating to the Business;

(f) All goodwill in the Business;

(g) Any and all accounts (including but not limit to accounts receivable);

(h) Any and all general intangibles of the Business; and

(i) Any and all proceeds, products, and replacements of all of the foregoing.

As used herein, the term "Business" means and refers to seventeen (17) Jack In The Box fast food restaurants operated under separate franchise agreements with Jack In The Box, Inc. (as franchisor thereunder), located at the following addresses and with the following franchise numbers assigned to them by Jack In The Box, Inc.:

1. 2002 N. PACIFIC HIGHWAY, MEDFORD, OR 97501 (Franchise No. 7102)

- | | | |
|-----|--|----------------------|
| 2. | 309 E. BARNETT RD., MEDFORD, OR 97501 | (Franchise No. 7103) |
| 3. | 4175 MAIN STREET, SPRINGFIELD, OR 97478 | (Franchise No. 7133) |
| 4. | 1400 N.E. STEPHENS STREET, ROSEBURG, OR 97471 | (Franchise No. 7135) |
| 5. | 1805 PIONEER PARKWAY E, SPRINGFIELD, OR 97477 | (Franchise No. 7139) |
| 6. | 3491 HUTTON STREET, SPRINGFIELD, OR 97477 | (Franchise No. 7145) |
| 7. | 550 N.E. CIRCLE BLVD, CORVALLIS, OR 97330 | (Franchise No. 7147) |
| 8. | 1788 W. 6 TH AVE., EUGENE, OR 97402 | (Franchise No. 7153) |
| 9. | 4384 COMMERCE STREET, EUGENE, OR 97402 | (Franchise No. 7159) |
| 10. | 4150 S. PACIFIC HWY, MEDFORD, OR 97501 | (Franchise No. 7166) |
| 11. | 120 N.E. HILLCREST DR., GRANTS PASS, OR 97526 | (Franchise No. 7167) |
| 12. | 3040 WASHBURN WAY, KLAMATH FALLS, OR 97601 | (Franchise No. 7171) |
| 13. | 805 NE 3 RD STREET, BEND, OR 97701 | (Franchise No. 7172) |
| 14. | 1525 GATEWAY BLVD., COTTAGE GROVE, OR 97424 | (Franchise No. 7174) |
| 15. | 1830 N. HWY 97, REDMOND, OR 97756 | (Franchise No. 7175) |
| 16. | 2020 HWY 20, LEBANON, OR 97355 | (Franchise No. 7178) |
| 17. | 2383 AVE "A", WHITE CITY, OR 97503 | (Franchise No. 7182) |

As used herein, the term "Restaurants" means and refers to the physical premises and franchise numbers of the restaurants themselves described in the above definition of "Business."

As used herein, the term "Material Contracts" means and refers to all contracts, arrangements, and commitments (whether oral or written) to which Debtor is a party or by which the assets of Debtor or the Business are bound which relate to (i) the sale, lease or other disposition by Debtor of all or any part of the Business or the assets of Debtor (other than in the ordinary course of the Business), or (ii) any other matter which involves payments by or to Debtor in excess of \$50,000 or which cannot be terminated on notice of 30 days' or less.