

**TRADEMARK ASSIGNMENT**

Electronic Version v1.1  
 Stylesheet Version v1.1

SUBMISSION TYPE:	NEW ASSIGNMENT
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NATURE OF CONVEYANCE:	Assignment of Security Interest
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CONVEYING PARTY DATA			
Name	Formerly	Execution Date	Entity Type
BHC Interim Funding, L.P.		07/22/2004	LIMITED PARTNERSHIP: DELAWARE

RECEIVING PARTY DATA	
Name:	Maple Commercial Financing Corp.
Street Address:	10 Exchange Place
Internal Address:	Suite 2600
City:	Jersey City
State/Country:	NEW JERSEY
Postal Code:	07302
Entity Type:	CORPORATION: DELAWARE

PROPERTY NUMBERS Total: 1		
Property Type	Number	Word Mark
Registration Number:	2732158	ULTIMINTS

CORRESPONDENCE DATA	
Fax Number:	(205)244-5714
<i>Correspondence will be sent via US Mail when the fax attempt is unsuccessful.</i>	
Phone:	205-458-5284
Email:	ivincent@burr.com
Correspondent Name:	India E. Vincent, Esq.
Address Line 1:	420 North 20th Street
Address Line 2:	Suite 3100
Address Line 4:	Birmingham, ALABAMA 35203

ATTORNEY DOCKET NUMBER:	16308-3/BHC
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NAME OF SUBMITTER:	India E. Vincent, Esq.
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Total Attachments: 27  
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CH \$40.00 2732158

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Uniform Commercial Code  
P.O.Box 13193  
Austin, Texas 78711-3193



Geoffrey S. Connor  
Secretary of State

Office of the Secretary of State

07/23/2004

Page 1 of 1

Ct Corporation System  
701 Brazos Street Ste 360  
Austin TX 78701

Filing Fee:	\$30.00
Non-Standard Form Fee:	\$15.00
<b>Total Filing Fee:</b>	<b>\$45.00</b>

**Re: Texas UCC Amendment Filing Acknowledgment**

The Texas Secretary of State's Office has received and filed your document. The information below reflects the data that was indexed into our system.

Initial Filing Type: **Financing Statement**

Amendment Filing Number: **04-00757437**

Initial Filing Number: **04-0048813038**

Filing Date: **07/22/2004**

Filing Time: **3:34 p.m.**

Lapse Date: **11/21/2008**

Document Number: **6564500012**

Amendment Type: **Assignment**

Party Type

Secured Party

Party Name and Address

**MAPLE COMMERCIAL FINANCE CORP.**

**10 EXCHANGE PLACE STE 2600, JERSEY CITY, NJ, USA, 07302**

Please feel free to contact us at 512-475-2705 if you have any questions regarding the above information.

User ID: **GREED**

*Come visit us on the Internet @ <http://www.sos.state.tx.us/>*

Phone: 512-475-2705

Fax: 512-463-1425

TTY 7-1-1

**TRADEMARK**  
**REEL: 002948 FRAME: 0432**

**UCC FINANCING STATEMENT AMENDMENT**

FOLLOW INSTRUCTIONS (front and back) CAREFULLY

04-00757437

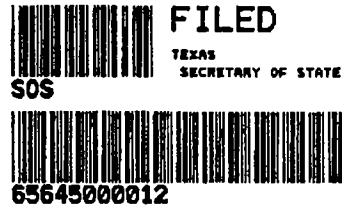
07/22/2004 03:34 PM

A. NAME & PHONE OF CONTACT AT FILER (optional)

B. SEND ACKNOWLEDGMENT TO: (Name and Address)

CT Corporation  
17 South High Street  
Columbus, OH 43215

L



THE ABOVE SPACE IS FOR FILING OFFICE USE ONLY

1a. INITIAL FINANCING STATEMENT FILE #  
04-0048813038

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 security interest(s) of the Secured Party authorizing this Continuation Statement is continued for the additional period provided by applicable law.

4.  ASSIGNMENT (All or partial): Give name of assignee in Item 7a or 7b and address of assignee in Item 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 changed) 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

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

7. CHANGED (NEW) OR ADDED INFORMATION:

7a. ORGANIZATION'S NAME  
Maple Commercial Finance Corp.

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

7c. MAILING ADDRESS CITY STATE POSTAL CODE COUNTRY  
10 Exchange Place, Suite 2600 Jersey City NJ 07302 USA

7d. TAX ID #: SSN OR EIN ADOL INFO RE ORGANIZATION DEBTOR 7e. TYPE OF ORGANIZATION 7f. JURISDICTION OF ORGANIZATION 7g. ORGANIZATIONAL ID #, if any  NONE

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

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 subsidiary 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  
BHC Interim Funding L.P.

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

10. OPTIONAL FILER REFERENCE DATA  
RB 6.150526 305

FILING OFFICE COPY — NATIONAL UCC FINANCING STATEMENT AMENDMENT (FORM UCC3) (REV. 07/28/00)

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**BURR & FORMAN LLP**

ATTORNEYS AND COUNSELORS

420 North Twentieth Street, Suite 3100  
Birmingham, Alabama 35203-5206

(205) 251-3000  
(205) 458-5100 (Fax)

July 2, 2004

BHC Interim Funding I.P. and  
BHIC Interim Funding II, L.P.  
444 Madison Avenue, 25<sup>th</sup> Floor  
New York, New York 10022

Re: BHIC Interim Funding I.P. and BHIC Interim Funding II, L.P. ("BHIC") Assignment of all UCC Financing Statements (the "UCC Financing Statements") Related to the Indebtedness of Blueberry Sales Corporation ("Blueberry") to BCH

Gentlemen:

As an attorney for Burr & Forman LLP, I represent Maple Commercial Finance Corporation ("Maple") in connection with a \$30 million loan to Blueberry. Maple requires an assignment of the UCC Financing Statements evidencing the lien securing Blueberry's indebtedness to BHIC. You have informed us that this indebtedness has been paid and satisfied in full.

It is our understanding that BHC has agreed to assign to Maple all of its UCC Financing Statements related to the satisfied indebtedness of Blueberry to BHC. BHC agrees to assign the UCC Financing Statements to Maple, (a) without recourse, representation or warranty of any kind, and (b) upon receipt of written instructions from Blueberry confirming that BHC may do so.

Respectfully submitted,

  
Carl Travis Maxwell, III

Confirmed:

BHC Interim Funding L.P. and  
BHIC Interim Funding II, L.P.

By   
for general partners

000000001/0348738V1  
Burr & Forman

Montgomery

Atlanta

Jackson

[REDACTED]  
[REDACTED]  
[REDACTED]

04-0048813038  
11. 1/2003 08:52 AM

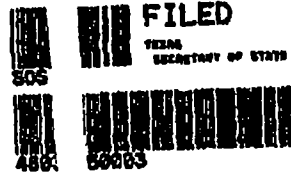
**UCC FINANCING STATEMENT**

FOLLOW INSTRUCTIONS (front and back) CAREFULLY

A. NAME & PHONE OF CONTACT AT FILER (optional)

B. SEND ACKNOWLEDGMENT TO: (Name and Address)

[REDACTED]



THE ABOVE SPACE IS FOR FILING OFFICE USE ONLY

**1. DEBTOR'S EXACT FULL LEGAL NAME** - use only legal name (1a or 1b) - do not abbreviate or combine names

1a. ORGANIZATION'S NAME <b>BLUBBERRY SALES, L.P.</b>					
OR	1b. INDIVIDUAL'S LAST NAME				
14. MAILING ADDRESS <b>7-B ZANE CREY</b>		CITY <b>EL PASO</b>	STATE <b>TX</b>	POSTAL CODE <b>79905</b>	COUNTRY <b>USA</b>
16. SERIAL INSTRUCTIONS	ADD'L INFO RE ORGANIZATION DEBTOR	18. TYPE OF ORGANIZATION <b>LP</b>	17. JURISDICTION OF ORGANIZATION <b>TEXAS</b>	19. ORGANIZATIONAL ID #, if any <b>800194220</b>	

**2. ADDITIONAL DEBTOR'S EXACT FULL LEGAL NAME** - use only legal name (2a or 2b) - do not abbreviate or combine names

2a. ORGANIZATION'S NAME					
OR	2b. INDIVIDUAL'S LAST NAME				
24. MAILING ADDRESS		CITY	STATE	POSTAL CODE	COUNTRY
24. SERIAL INSTRUCTIONS	ADD'L INFO RE ORGANIZATION DEBTOR	26. TYPE OF ORGANIZATION	25. JURISDICTION OF ORGANIZATION	27. ORGANIZATIONAL ID #, if any	

**3. SECURED PARTY'S NAME** (or NAME of TOTAL ASSIGNOR of ASSIGNOR B/P) - use only legal name (3a or 3b)

3a. ORGANIZATION'S NAME <b>BHC Interim Funding, L.P.</b>					
OR	3b. INDIVIDUAL'S LAST NAME				
34. MAILING ADDRESS <b>444 Madison Avenue, 25th Floor</b>		CITY <b>New York</b>	STATE <b>NY</b>	POSTAL CODE <b>10022</b>	COUNTRY <b>USA</b>

4. This FINANCING STATEMENT covers the following collateral:  
All assets of the Debtor, whether now owned or existing or hereafter acquired or arising and regardless of where located, including without limitation, the following: accounts, deposit accounts, instruments of title, equipment, general intangibles, inventory, investment property and intellectual property and all proceeds of the foregoing.

5. ALTERNATIVE DEMONSTRATION (if applicable)	LESSEE/LESSOR	CONSIGNEE/CONSIGNOR	SALE/SELLER	SELLER/BUYER	AG. LIEN	NON-UCC FILING
6. This FINANCING STATEMENT is to be filed for record in the UCC (1) STATE RECORD (2) Check to REGISTER SEARCH REPORT (3) on Debtor(s) (4) on Assignor(s)	7. Check to REGISTER SEARCH REPORT (5) on Debtor(s) (6) on Assignor(s)	8. OPTIONAL FILER REFERENCE DATA	9. All Debtors	Debtor 1	Debtor 2	

SOS/TX

FILING OFFICE COPY - UCC FINANCING STATEMENT (FORM UCC-1) (REV. 05/22/02)

**UCC FINANCING STATEMENT ADDENDUM**

FOLLOW INSTRUCTIONS (front and back) CAREFULLY

**9. NAME OF FIRST DEBTOR (file or file) ON RELATED FINANCING STATEMENT**

ORGANIZATION'S NAME  
**BLUEBERRY SALES L.P.**

OR

INDIVIDUAL'S LAST NAME    FIRST NAME    MIDDLE NAME/SUFFIX

**10. MISCELLANEOUS:**

THE ABOVE SPACE IS FOR FILING OFFICE USE ONLY

**11. ADDITIONAL DEBTOR'S EXACT FULL LEGAL NAME - use only one name (11a or 11b) - do not abbreviate or combine names**

ORGANIZATION'S NAME

OR

INDIVIDUAL'S LAST NAME    FIRST NAME    MIDDLE NAME    SUFFIX

**11c. MAILING ADDRESS**    CITY    STATE    POSTAL CODE    COUNTRY

**11d. REINSTRUCTIONS**    ADDL. 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 - use only one name (12a or 12b)**

ORGANIZATION'S NAME  
**BHC INTERIM FUNDING II, L.P.**

OR

INDIVIDUAL'S LAST NAME    FIRST NAME    MIDDLE NAME    SUFFIX

**12c. MAILING ADDRESS**    CITY    STATE    POSTAL CODE    COUNTRY

**444 MADISON AVENUE**    **NEW YORK**    **NY**    **10022**    **USA**

**13. This FINANCING STATEMENT covers:**  birth or to be out of  as-extracted

collateral, or is tied as a  where they

**14. Description of real estate:**

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

**17. Check only if applicable and check only one box**

Debtor as a  Trust or  Trustee acting with respect to property held in trust or  Donee's & state

**18. Check only if applicable and check only one box**

Debtor is a TRANSFERRED UTILITY

Filed in connection with a Manufactured Home Transaction -- effective 30 years

Filed in connection with a Public Finance Transaction -- effective 30 years

FILING OFFICE COPY — UCC FINANCING STATEMENT ADDENDUM (FORM UCC1Ad) (REV. 05/22/02)

Uniform Commercial Code  
P.O.Box 13193  
Austin, Texas 78711-3193



Geoffrey S. Connor  
Secretary of State

Office of the Secretary of State

07/23/2004

Page 1 of 1

Ct Corporation System  
701 Brazos Street Ste 360  
Austin TX 78701

Filing Fee:	\$30.00
Non-Standard Form Fee:	\$15.00
<b>Total Filing Fee:</b>	<b>\$45.00</b>

Re: Texas UCC Amendment Filing Acknowledgment

The Texas Secretary of State's Office has received and filed your document. The information below reflects the data that was indexed into our system.

Initial Filing Type: **Financing Statement**

Amendment Filing Number: **04-00755877**

Initial Filing Number: **04-0048813038**

Filing Date: **07/21/2004**

Filing Time: **3:56 p.m.**

Lapse Date: **11/21/2008**

Document Number: **65557870009**

Amendment Type: **Assignment**

Party Type

Secured Party

Party Name and Address

**MAPLE COMMERCIAL FINANCE CORP.**

**10 EXCHANGE PLACE STE 2600, JERSEY CITY, NJ, USA, 07302**

Please feel free to contact us at 512-475-2705 if you have any questions regarding the above information.

User ID: **SRULIFFSON**

*Come visit us on the Internet @ <http://www.sos.state.tx.us/>*

Phone: 512-475-2705

Fax: 512-463-1425

TTY 7-1-1

**TRADEMARK**  
**REEL: 002948 FRAME: 0437**





04-00755877

07/21/2004 03:56 PM

UCC FINANCING STATEMENT AMENDMENT

FOLLOW INSTRUCTIONS (front and back) CAREFULLY

A. NAME & PHONE OF CONTACT AT FILER (optional)

B. SEND ACKNOWLEDGMENT TO: (Name and Address)

CT Corporation  
17 South High Street  
Columbus, OH 43215



FILED

TEXAS SECRETARY OF STATE

SOS



6555787009

THE ABOVE SPACE IS FOR FILING OFFICE USE ONLY

1a. INITIAL FINANCING STATEMENT FILE # **04-0048813038**

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 security interest(s) of the Secured Party authorizing this Continuation Statement is continued for the additional period provided by applicable law.

4.  ASSIGNMENT (all or partial): Give name of assignee in Item 7a or 7b and address of assignee in Item 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

OR

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

7. CHANGED (NEW) OR ADDED INFORMATION:

7a. ORGANIZATION'S NAME

Maple Commercial Finance Corp.

OR

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

7c. MAILING ADDRESS	CITY	STATE	POSTAL CODE	COUNTRY
10 Exchange Place, Suite 2600	Jersey City	NJ	07302	USA

7d. TAX ID # (EIN OR EIN ADDL INFO RE)	7e. TYPE OF ORGANIZATION (ORGANIZATION DEBTOR)	7f. JURISDICTION OF ORGANIZATION	7g. ORGANIZATIONAL ID #, if any
			<input type="checkbox"/> NONE

8. AMENDMENT (COLLATERAL CHANGE): check only one box

Describe collateral  deleted or  added, or give entire  retained collateral description, or describe collateral  assigned.

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

BHC Interim Funding II, L.P.

OR

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

10. OPTIONAL FILER REFERENCE DATA

RR615053680-7

**BURR & FORMAN LLP**

ATTORNEYS AND COUNSELORS

420 North Twentieth Street, Suite 3100

Birmingham, Alabama 35203-5206

(205) 251-3000

(205) 458-5100 (Fax)

July 2, 2004

BIIC Interim Funding I.P and  
BIIC Interim Funding II, L.P.  
444 Madison Avenue, 25<sup>th</sup> Floor  
New York, New York 10022

Re: BIIC Interim Funding I.P and BIIC Interim Funding II, L.P. ("BIIC") Assignment of all UCC Financing Statements (the "UCC Financing Statements") Related to the Indebtedness of Blueberry Sales Corporation ("Blueberry") to BCH

Gentlemen:

As an attorney for Burr & Forman LLP, I represent Maple Commercial Finance Corporation ("Maple") in connection with a \$30 million loan to Blueberry. Maple requires an assignment of the UCC Financing Statements evidencing the lien securing Blueberry's indebtedness to BIIC. You have informed us that this indebtedness has been paid and satisfied in full.

It is our understanding that BHC has agreed to assign to Maple all of its UCC Financing Statements related to the satisfied indebtedness of Blueberry to BHC. BHC agrees to assign the UCC Financing Statements to Maple, (a) without recourse, representation or warranty of any kind, and (b) upon receipt of written instructions from Blueberry confirming that BHC may do so.

Respectfully submitted,

  
Carl Travis Maxwell, III

Confirmed:

BIIC Interim Funding L.P. and  
BIIC Interim Funding II, L.P.

By:   
for general partners

607280 0800/6348738v1  
Burr & Forman

Montgomery

Atlanta

Jackson

██████████  
 ██████████  
 ██████████

04-0048813038  
 11/11/2003 09:52 AM

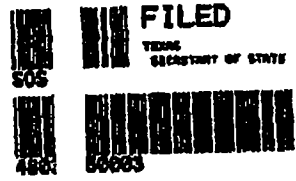
**UCC FINANCING STATEMENT**

FOLLOW INSTRUCTIONS (front and back) CAREFULLY

A. NAME & PHONE OF CONTACT AT FILER (optional)

B. SEND ACKNOWLEDGMENT TO: (Name and Address)

Blank space for acknowledgment details.



THE ABOVE SPACE IS FOR FILING OFFICE USE ONLY

**1. DEBTOR'S EXACT FULL LEGAL NAME** - include any and all suffixes (Do or Do not - do not abbreviate or combine names)

1a ORGANIZATION'S NAME  
**BLUEBERRY SALES, L.P.**

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

1c MAILING ADDRESS CITY STATE POSTAL CODE COUNTRY  
**7-B ZANE CTRY EL PASO TX 79906 USA**

1d RESTRICTIONS ADDL INFO RE ORGANIZATION DEBTOR 1e TYPE OF ORGANIZATION 1f JURISDICTION OF ORGANIZATION 1g ORGANIZATIONAL ID # if any  
 LP TEXAS 800194220  NONE

**2. ADDITIONAL DEBTOR'S EXACT FULL LEGAL NAME** - record only one debtor name (Do or Do not - 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 RESTRICTIONS ADDL INFO RE ORGANIZATION DEBTOR 2e TYPE OF ORGANIZATION 2f JURISDICTION OF ORGANIZATION 2g ORGANIZATIONAL ID # if any  
 NONE

**3. SECURED PARTY'S NAME** (or NAME of TOTAL ASSIGNOR of ASSIGNOR IF/IF - include any and all suffixes (Do or Do not))

3a ORGANIZATION'S NAME  
**BHC Interim Funding, L.P.**

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

3c MAILING ADDRESS CITY STATE POSTAL CODE COUNTRY  
**444 Madison Avenue, 25th Floor New York NY 10022 USA**

**4. THIS FINANCING STATEMENT covers the following collateral:**

All assets of the Debtor, whether now owned or existing or hereafter acquired or arising and regardless of where located, including without limitation, the following: accounts, deposit accounts, documents of title, equipment, general intangibles, inventory, investment property and intellectual property and all proceeds of the foregoing.

5. ALTERNATIVE DEBTIGATION (if applicable)	LESSEE/LESSOR	CONSIGNEE/CONSIGNOR	SALESPERSON	SELLER/PURCHASER	NO. DEBTS	NON-UCC FILING	
6. THIS FINANCING STATEMENT is to be filed for secured (or recorded) in the REAL ESTATE RECORDS (if applicable)	7. Check to REQUEST SEARCH REPORT (if on Duplicates)		8. OPTIONAL FILER REFERENCE DATA		All Debtors	Debtor 1	Debtor 2

SOSTX

FILING OFFICE COPY - UCC FINANCING STATEMENT (FORM UCC1) (REV 05/22/02)

**UCC FINANCING STATEMENT ADDENDUM**

FOLLOW INSTRUCTIONS (front and back) CAREFULLY

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

1a. ORGANIZATION'S NAME  
**BLUEBERRY SALES L.P.**

OR

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

**10 MISCELLANEOUS:**

THE ABOVE SPACE IS FOR FILING OFFICE USE ONLY

**11. ADDITIONAL DEBTOR'S EXACT FULL LEGAL NAME - insert only one name (11a or 11b) - do not abbreviate or condense 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. SEE INSTRUCTIONS      ADDL. INFO RE ORGANIZATION/DEBTOR      11e. TYPE OF ORGANIZATION      11f. JURISDICTION OF ORGANIZATION      11g. ORGANIZATION'S ID #, if any

NONE

**12. ADDITIONAL SECURED PARTY'S or ASSIGNOR S/P'S NAME - insert only one name (12a or 12b)**

12a. ORGANIZATION'S NAME  
**BHC INTERIM FUNDING II, L.P.**

OR

12b. INDIVIDUAL'S LAST NAME      FIRST NAME      MIDDLE NAME      SUFFIX

12c. MAILING ADDRESS      CITY      STATE      POSTAL CODE      COUNTRY

**444 MADISON AVENUE      NEW YORK      NY      10022      USA**

**13. This FINANCING STATEMENT covers:**  items to be sold or  as extended collateral, or is filed as a  future filing

**14. Description of real estate.**

**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:**

**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  Debtor'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-Financy Transaction — effective 35 years

FILING OFFICE COPY — UCC FINANCING STATEMENT ADDENDUM (FORM UCC1Ad) (REV. 06/22/02)

**UCC FINANCING STATEMENT AMENDMENT**

FOLLOW INSTRUCTIONS (front and back) CAREFULLY

A. NAME & PHONE OF CONTACT AT FILER (optional)

B. SEND ACKNOWLEDGMENT TO: (Name and Address)

**AFTER FILING RETURN TO:**  
**CT CORPORATION**  
**17 SOUTH HIGH STREET**  
**COLUMBUS, OH 43215**

THE ABOVE SPACE IS FOR FILING OFFICE USE ONLY

1a. INITIAL FINANCING STATEMENT FILE # **200326404780** 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 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 Item 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

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

7. **CHANGED (NEW) OR ADDED INFORMATION:**

7a. ORGANIZATION'S NAME  
**Maple Commercial Finance Corp.**

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

7c. MAILING ADDRESS  
**10 Exchange Place, Suite 2600**

CITY **Jersey City** STATE **NJ** POSTAL CODE **07302** COUNTRY **USA**

7d. TAX ID #: SSN OR EIN ADDL INFO RE ORGANIZATION DEBTOR 7e. TYPE OF ORGANIZATION **Corporation** 7f. JURISDICTION OF ORGANIZATION 7g. ORGANIZATIONAL ID #, if any  NONE

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

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  
**BHC Interim Funding, L.P.**

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

10. OPTIONAL FILER REFERENCE DATA **56152592-01 7/21**

**BURR & FORMAN LLP**

ATTORNEYS AND COUNSELORS

420 North Twentieth Street, Suite 3100  
Birmingham, Alabama 35203-5206

(205) 251-3000  
(205) 458-5100 (Fax)

July 2, 2004

BHC Interim Funding L.P. and  
BHIC Interim Funding II, L.P.  
444 Madison Avenue, 25<sup>th</sup> Floor  
New York, New York 10022

Re: BHC Interim Funding L.P. and BHIC Interim Funding II, L.P. ("BHIC") Assignment of all UCC Financing Statements (the "UCC Financing Statements") Related to the Indebtedness of Blueberry Sales Corporation ("Blueberry") to BCH

Gentlemen:

As an attorney for Burr & Forman LLP, I represent Maple Commercial Finance Corporation ("Maple") in connection with a \$30 million loan to Blueberry. Maple requires an assignment of the UCC Financing Statements evidencing the lien securing Blueberry's indebtedness to BHIC. You have informed us that this indebtedness has been paid and satisfied in full.

It is our understanding that BHC has agreed to assign to Maple all of its UCC Financing Statements related to the satisfied indebtedness of Blueberry to BHC. BHC agrees to assign the UCC Financing Statements to Maple, (a) without recourse, representation or warranty of any kind, and (b) upon receipt of written instructions from Blueberry confirming that BHC may do so.

Respectfully submitted,

  
Carl Travis Maxwell, III

Confirmed:

BHC Interim Funding L.P. and  
BHIC Interim Funding II, L.P.

By:   
for general partners

800200.08001/6348736v1  
Birmingham

Montgomery

Atlanta

Jackson

TRADEMARK

REEL: 002948 FRAME: 0443



**UCC FINANCING STATEMENT**

**FOLLOW DIRECTIONS Carefully**

**A. NAME & PHONE OF CONTACT AT FILER (optional)**

**Return To**  
**National Corporate Research, LTD.**  
 225 W. 34th St., Suite 910  
 New York, N.Y. 10122  
 (800) 221-0102 (212) 947-7200

Faction Controls Service, Inc  
 Email: UCC@factioncontrols.com  
 P.O. Box 4573  
 Boston, MA 02112

*add secured party*

THE ABOVE SPACE IS FOR FILING OFFICE USE ONLY

**1. DEBTOR'S EXACT FULL LEGAL NAME - based only upon address given (2a or 2b) - do not abbreviate or provide initials**

**1a. ORGANIZATION'S NAME**  
**ARBOR CONSTRUCTIONS, INC.**

**1b. INDIVIDUAL'S LAST NAME**

**1c. MAILING ADDRESS**

**7-B ZANE GIBBY**

**1d. JURISDICTION** | **1e. TYPE OF ORGANIZATION** | **1f. JURISDICTION OF ORGANIZATION** | **1g. ORGANIZATION'S U.S. FILE #**

**MASSACHUSETTS** | **CORPORATION** | **MASSACHUSETTS** | **None**

**2. ADDITIONAL DEBTOR'S EXACT FULL LEGAL NAME - based only upon address given (2a or 2b) - do not abbreviate or provide initials**

**2a. ORGANIZATION'S NAME**

**2b. INDIVIDUAL'S LAST NAME**

**2c. MAILING ADDRESS**

**2d. JURISDICTION** | **2e. TYPE OF ORGANIZATION** | **2f. JURISDICTION OF ORGANIZATION** | **2g. ORGANIZATION'S U.S. FILE #**

**3. SECURED PARTY'S NAME (name of bank, lender, or assignor) - based only upon name of party shown (2a or 2b)**

**3a. ORGANIZATION'S NAME**  
**REPC Leasing Funding, L.P.**

**3b. INDIVIDUAL'S LAST NAME**

**3c. MAILING ADDRESS**  
 444 Madison Avenue, 25th Floor

**3d. JURISDICTION** | **3e. TYPE OF ORGANIZATION** | **3f. JURISDICTION OF ORGANIZATION** | **3g. ORGANIZATION'S U.S. FILE #**

**NY** | **10022** | **USA**

All right, title and interest of Debtor in and to the collateral (as hereinafter described). The Collateral is and consists of all of the kinds and types of property described in subdivisions (A) through (J) below, whether now owned or hereafter at any time arising, acquired or created by Debtor and whoever located, and includes all replacements, additions, accessories, and repairs, including those or the replacement of the collateral items used in the following subdivisions, whether otherwise defined herein. (A) All forms of tangible personal property, whether or not the same is now in the possession of Debtor; (B) Accounts; (C) Payment Intangibles; (D) Letter of Credit Rights; (E) Documents and Instruments; (F) Goods; (G) Fixtures; (H) Inventory; (I) Equipment; (J) General Intangibles; (K) Investment Property; (L) Deposit Accounts; (M) All books, records, instruments, files, communications, computer programs, tapes, disks and related data processing software that at any time evidence or control, in whole or in part, any of the property described above or are otherwise necessary or helpful in the collection, enforcement or realization thereof; and (N) proceeds of all or any of the property described above, including, without limitation, the proceeds of any insurance policies covering any of the above described property.

**4. ALTERNATIVE COLLATERAL (optional)** | **5. COLLATERAL (optional)** | **6. COLLATERAL (optional)** | **7. COLLATERAL (optional)** | **8. COLLATERAL (optional)** | **9. COLLATERAL (optional)** | **10. COLLATERAL (optional)** | **11. COLLATERAL (optional)** | **12. COLLATERAL (optional)** | **13. COLLATERAL (optional)** | **14. COLLATERAL (optional)** | **15. COLLATERAL (optional)** | **16. COLLATERAL (optional)** | **17. COLLATERAL (optional)** | **18. COLLATERAL (optional)** | **19. COLLATERAL (optional)** | **20. COLLATERAL (optional)**

FILING OFFICE COPY - UCC FINANCING STATEMENT (FORM UCC1) (REV. 08/22/02)

181166

**UCO FINANCING STATEMENT ADDENDUM**

**FOLLOW INSTRUCTIONS (Read and Mark CAREFULLY)**

**8. NAME OF FIRST DEBTOR (Is or IS OR RELATED FINANCING STATEMENT)**

(a) ORGANIZATION'S NAME  
**ARBOR CONFECTIONS, INC.**

(b) MEMBER'S BUSINESS NAME      PART NUMBER      SERIAL # (FORM NUMBER)

**9. MISCELLANEOUS:**

THE ABOVE SPACE IS FOR FILING OFFICE USE ONLY

**11. ADDITIONAL DEBTOR'S EXACT FULL LEGAL NAME - (based on 7th grade name if the debtor is a child) - do not abbreviate or include nicknames**

(a) ORGANIZATION'S NAME

OR

**17. INDIVIDUAL'S LAST NAME**      FIRST NAME      MIDDLE NAME      SUFFIX

**18. MAILING ADDRESS**

CITY      STATE      POSTAL CODE      COUNTRY

**19. ASSIGNMENT INFORMATION**

(a) ASSIGNOR'S NAME      (b) TYPE OF ORGANIZATION      (c) ASSIGNOR'S ADDRESS      (d) ORGANIZATION'S CITY, STATE AND ZIP

**12. ADDITIONAL SECURED PARTY'S OR ASSIGNOR'S NAME - (based on 7th grade name if the debtor is a child)**

(a) ORGANIZATION'S NAME      (b) TYPE OF ORGANIZATION      (c) ASSIGNOR'S ADDRESS      (d) ORGANIZATION'S CITY, STATE AND ZIP

OR

**13. SECURED PARTY'S OR ASSIGNOR'S NAME**

(a) INDIVIDUAL'S LAST NAME      FIRST NAME      MIDDLE NAME      SUFFIX

**14. MAILING ADDRESS**

CITY      STATE      POSTAL CODE      COUNTRY

**444 MADISON AVENUE**      **NEW YORK**      **NY**      **10022**      **USA**

**13. THIS FINANCING STATEMENT CANNOT BE USED TO BE USED OR UNRECORDED**

**14. DESCRIPTION OF COLLATERAL:**

**15. ADDRESS AND ADDRESS OF A RECORDS OWNER OF ABOVE DESCRIBED COLLATERAL (If Debtor does not have a record owner):**

**16. CHECK ONLY IF APPLICABLE AND MARK ONLY ONE BOX**

Debtor is a  Trust or  Limited liability company or partnership or other entity  Periodically Update

**17. CHECK ONLY IF APPLICABLE AND CHECK ONLY ONE BOX**

Debtor is a **SPRINGFIELD VALLEY**

Filed in accordance with a State Uniform Transmittal Act or similar law

Filed in accordance with a Public Access Transmittal Act or similar law

FILING OFFICE COPY - UCO FINANCING STATEMENT ADDENDUM (FORM UCO146) (REV. 05/22/02)



**UCC FINANCING STATEMENT AMENDMENT**

FOLLOW INSTRUCTIONS (front and back) CAREFULLY

A. NAME & PHONE OF CONTACT AT FILER [optional]

B. SEND ACKNOWLEDGMENT TO: (Name and Address)

**AFTER FILING RETURN TO:**  
**CT CORPORATION**  
**17 SOUTH HIGH STREET**  
**COLUMBUS, OH 43215**

THE ABOVE SPACE IS FOR FILING OFFICE USE ONLY

1a. INITIAL FINANCING STATEMENT FILE #  
200326404780

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 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 item 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

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

7. **CHANGED (NEW) OR ADDED INFORMATION:**

7a. ORGANIZATION'S NAME  
Maple Commercial Finance Corp.

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

7c. MAILING ADDRESS CITY STATE POSTAL CODE COUNTRY  
10 Exchange Place, Suite 2600 Jersey City NJ 07302 USA

7d. TAX ID # SSN OR EIN ADDL INFO RE ORGANIZATION DEBTOR 7e. TYPE OF ORGANIZATION Corporation 7f. JURISDICTION OF ORGANIZATION 7g. ORGANIZATIONAL ID #, if any  NONE

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

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  
BHC Interim Funding II, L.P.

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

10. OPTIONAL FILER REFERENCE DATA

56152592-03 7/21

---

---

**BURR & FORMAN LLP**

ATTORNEYS AND COUNSELORS

420 North Twentieth Street, Suite 3100  
Birmingham, Alabama 35203-5206

(205) 251-3000  
(205) 458-5100 (Fax)

July 2, 2004

BHC Interim Funding I.P. and  
BHIC Interim Funding II, L.P.  
444 Madison Avenue, 25<sup>th</sup> Floor  
New York, New York 10022

Re: BHIC Interim Funding I.P. and BHC Interim Funding II, L.P. ("BHIC") Assignment of all UCC Financing Statements (the "UCC Financing Statements") Related to the Indebtedness of Blueberry Sales Corporation ("Blueberry") to BCH

Gentlemen:

As an attorney for Burr & Forman LLP, I represent Maple Commercial Finance Corporation ("Maple") in connection with a \$30 million loan to Blueberry. Maple requires an assignment of the UCC Financing Statements evidencing the lien securing Blueberry's indebtedness to BHIC. You have informed us that this indebtedness has been paid and satisfied in full.

It is our understanding that BHC has agreed to assign to Maple all of its UCC Financing Statements related to the satisfied indebtedness of Blueberry to BHC. BHC agrees to assign the UCC Financing Statements to Maple, (a) without recourse, representation or warranty of any kind, and (b) upon receipt of written instructions from Blueberry confirming that BHC may do so.

Respectfully submitted,

  
Carl Travis Maxwell, III

Confirmed:

BHC Interim Funding I.P. and  
BHIC Interim Funding II, L.P.

By:   
for general partners

900200.08001/6348738v1  
Birmingham

Montgomery

Atlanta

Jackson

TRADEMARK  
REEL: 002948 FRAME: 0447

**UCC FINANCING STATEMENT**  
 FOLLOW INSTRUCTIONS Carefully and Read CAREFULLY  
 A. NAME & PHONE OF CONTACT AT FILER (optional)

Return To  
**National Corporate Research, LTD.**  
 225 W. 34th St., Suite 910  
 New York, N.Y. 10122  
 (800) 221-0102 (212) 947-7200

Faction Concrete Services, Inc  
 Email UCC@factconcrete.com  
 P.O. Box 5573  
 Boston MA 02122

*add secured party*

THE ABOVE SPACE IS FOR FILERS OFFICE USE ONLY

**1. DEBTOR'S EXACT FULL LEGAL NAME** (omit "and its successors" unless the filer is a direct or indirect transferee)  
 (a) ORGANIZATION'S NAME  
**ARBOR CONSTRUCTION, INC.**

**OR**  
 (b) INDIVIDUAL'S LAST NAME FIRST NAME MIDDLE NAME SUFFIX

**2. MAILING ADDRESS**  
**7-B FANE GREEY** CITY STATE POSTAL CODE COUNTRY  
**EL PASO TX 79968 USA**

**3. INFORMATION CONCERNING DEBTOR**  
 (a) TYPE OF ORGANIZATION (b) JURISDICTION OF ORGANIZATION (c) ORGANIZATION'S D/B/A, IF ANY  
**CORPORATION MASSACHUSETTS**

**2. ADDITIONAL DEBTOR'S EXACT FULL LEGAL NAME** (omit only one debtor name (2a or 2b) - do not indicate or number debtor)  
 (a) ORGANIZATION'S NAME  
**OR**  
 (b) INDIVIDUAL'S LAST NAME FIRST NAME MIDDLE NAME SUFFIX

**3. MAILING ADDRESS**  
 CITY STATE POSTAL CODE COUNTRY

**3. INFORMATION CONCERNING DEBTOR**  
 (a) TYPE OF ORGANIZATION (b) JURISDICTION OF ORGANIZATION (c) ORGANIZATION'S D/B/A, IF ANY

**3. SECURED PARTY'S NAME** (NAME OF TOTAL SECURED PARTY OR SECURED PARTY - include all secured parties (2a or 2b))  
 (a) ORGANIZATION'S NAME  
**MRC Invest Funding, L.P.**  
**OR**  
 (b) INDIVIDUAL'S LAST NAME FIRST NAME MIDDLE NAME SUFFIX

**3. MAILING ADDRESS**  
**444 Madison Avenue, 23rd Floor** CITY STATE POSTAL CODE COUNTRY  
**New York NY 10022 USA**

All right, title and interest of Debtor in and to the collateral (as hereinafter described). The Collateral is and consists of all of the kinds and types of property described in subsections (A) through (Q) hereof, whether now owned or hereafter acquired or created by Debtor and wherever located, and includes all replacements, additions, accretions, substitutions, and repairs, relating thereto or therewith, all of the perfected liens used in the following subsection, unless otherwise defined herein, shall have the benefits specified by such items under the Uniform Commercial Code as in effect in the State of New York: (A) Accounts; (B) Payment Intangibles; (C) Letter of Credit Rights; (D) Documents and Instruments; (E) Goods; (F) Pledges; (G) Inventory; (H) Equipment; (I) Current Intangibles; (J) Investment Property; (K) Deposit Accounts; (L) all books, records, ledger cards, files, correspondence, computer programs, tapes, disks and related data processing software that if any loss or evidence or credible information relating to any of the property identified above or are otherwise necessary or helpful in the collection thereof or realization thereof; and (M) proceeds of all or any of the property described above, including, without limitation, the proceeds of any insurance policies covering any of the above described property.

**4. ALTERNATIVE DISPOSITIONS** (indicate by checkmark) (a)  Lease or License (b)  Consignment (c)  Retention of Title (d)  Security Interest (e)  Other (specify below)

**5. THIS FINANCING STATEMENT IS TO BE USED FOR THE PURPOSE OF:** (a)  Securing a Loan (b)  Securing a Lease or License (c)  Securing a Consignment (d)  Securing a Retention of Title (e)  Other (specify below)

**6. OFFICIAL FILER'S SIGNATURE DATA** (a) Filer's Name (b) Filer's Title (c) Filer's Address (d) Filer's Phone (e) Filer's Fax (f) Filer's E-mail

**SOCMA**

FILING OFFICE COPY - UCC FINANCING STATEMENT (FORM UCC1) (REV. 05/22/02)

181166

59782-1-708783

**UCC FINANCING STATEMENT ADDENDUM**

PLEASE PRINT OR TYPE CLEARLY

**8. NAME OF PARTY DEBTOR (As or AS) ON RELATED FINANCING STATEMENT**

ON <input type="checkbox"/> ORGANIZATION'S NAME <b>ARBOR CONNECTIONS, INC.</b>		
<input type="checkbox"/> INDIVIDUAL'S LAST NAME	<input type="checkbox"/> FIRST NAME	<input type="checkbox"/> MIDDLE NAME

19. MISCELLANEOUS:

THE ABOVE SPACE IS FOR FILING OFFICE USE ONLY

**11. ADDITIONAL DEBTOR'S EXACT FULL LEGAL NAME** - based only on name (11a or 11b) - do not abbreviate or omit last names

ON  ORGANIZATION'S NAME

ON  INDIVIDUAL'S LAST NAME

**12. MAILING ADDRESS**

**13. BUSINESS ADDRESS**

**14. ADDITIONAL INVOLVED PARTY'S AS**  ASSIGNOR OF  INTEREST - based only on name (14a or 14b)

ON  ORGANIZATION'S NAME  
**ERIC INTERIM FUNDING II, L.P.**

ON  INDIVIDUAL'S LAST NAME

**15. MAILING ADDRESS**

**16. BUSINESS ADDRESS**

**17. THIS FINANCING STATEMENT covers**  either to its end or  is unsecured

**18. Additional collateral description:**

**19. Description of real estate:**

**20. State and address of a RECORD OWNER of above-described real estate**  
(If debtor does not have a record owner)

**21. Check only if:**  this is a residential mortgage loan

Debtor is  Trust or  Trustee acting with respect to property held in trust or  Beneficiary of a trust

Check only if applicable and check only one box

Debtor is a **WASHINGTONian**

Filed in accordance with **Continental Name Transactions** - effective 09/99

Filed in accordance with **Public Notice Transactions** - effective 03/99

FILING OFFICE COPY - UCC FINANCING STATEMENT ADDENDUM (FORM UCC1A) (REV. 06/22/02)

TRADEMARK

REEL: 002948 FRAME: 0449

UCC FINANCING STATEMENT AMENDMENT

FOLLOW INSTRUCTIONS (front and back) CAREFULLY

DELAWARE DEPARTMENT OF STATE
U.C.C. FILING SECTION
FILED 02:15 PM 07/21/2004
INITIAL FILING NUM: 3342956 3
AMENDMENT NUMBER: 4204737 3
SRV: 040534231

A. NAME & PHONE OF CONTACT AT FILER (optional)
B. SEND ACKNOWLEDGMENT TO: (Name and Address)

THE ABOVE SPACE IS FOR FILING OFFICE USE ONLY

16. INITIAL FINANCING STATEMENT FILE #
33429563

15. THE FINANCING STATEMENT AMENDMENT is to be filed (for record) (or recorded) in the REAL ESTATE RECORDS:

2. TERMINATION: Establishment of the Financing Statement reported above is terminated with respect to security interests of the Secured Party satisfying the Termination Statement.

3. CONTINUATION: Establishment of the Financing Statement identified above with respect to security interests of the Secured Party satisfying the Continuation Statement is continued for the extension period provided by applicable law.

4. ASSIGNMENT (all or part): Give name of assignor in Item 7a or 7b and assignee of assignor in Item 7c. (Do not give name of assignor in Item 8.)

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 changed in Item 6a or 6b and new address if address changed 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 16-20 if applicable.

6. CURRENT RECORD INFORMATION:

6a. ORGANIZATION'S NAME
OR 6b. INDIVIDUAL'S LAST NAME FIRST NAME MIDDLE NAME SUFFIX

7. CHANGED (NEW) OR ADDED INFORMATION:

7a. ORGANIZATION'S NAME
Maple Commercial Finance Corp.
OR 7b. INDIVIDUAL'S LAST NAME FIRST NAME MIDDLE NAME SUFFIX

7c. MAILING ADDRESS
10 Exchange Place, Suite 2600
City Jersey City STATE NJ POSTAL CODE 07302 COUNTRY USA

7d. TAX ID # SSN OR EIN ADDL INFO RE ORGANIZATION DEBTOR CORPORATION
7e. TYPE OF ORGANIZATION Corporation
7f. JURISDICTION OF ORGANIZATION
7g. ORGANIZATION ID # 12345 NONE

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

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
BHC Interim Funding, L.P.
OR 9b. INDIVIDUAL'S LAST NAME FIRST NAME MIDDLE NAME SUFFIX

10. OPTIONAL FILER REFERENCE DATA

56152612-01 7/21

FILING OFFICE COPY - NATIONAL UCC FINANCING STATEMENT AMENDMENT (FORM UCC3) (REV. 07/20/03)

**BURR & FORMAN LLP**

ATTORNEYS AND COUNSELORS

420 North Towerch Street, Suite 3100  
Birmingham, Alabama 35203-5206

(205) 251-3000  
(205) 458-5100 (Fax)

July 2, 2004

BHC Interim Funding I.P and  
BHC Interim Funding II, L.P.  
444 Madison Avenue, 25<sup>th</sup> Floor  
New York, New York 10022

Re: BHC Interim Funding I.P and BHC Interim Funding II, I.P. ("BHC") Assignment of all UCC Financing Statements (the "UCC Financing Statements") Related to the Indebtedness of Blueberry Sales Corporation ("Blueberry") to BHC

Gentlemen:

As an attorney for Burr & Forman LLP, I represent Maple Commercial Finance Corporation ("Maple") in connection with a \$30 million loan to Blueberry. Maple requires an assignment of the UCC Financing Statements evidencing the lien securing Blueberry's indebtedness to BHC. You have informed us that this indebtedness has been paid and satisfied in full.

It is our understanding that BHC has agreed to assign to Maple all of its UCC Financing Statements related to the satisfied indebtedness of Blueberry to BHC. BHC agrees to assign the UCC Financing Statements to Maple, (a) without recourse, representation or warranty of any kind, and (b) upon receipt of written instructions from Blueberry confirming that BHC may do so.

Respectfully submitted,

  
Carl Travis Maxwell, III

Confirmed:

BHC Interim Funding L.P. and  
BHC Interim Funding II, L.P.

By:   
for general partners

9102010001/6348738v1

Montgomery

Atlanta

Jackson

[Redacted]

DELAWARE DEPARTMENT OF STATE  
U.C.C. FILING SECTION  
FILED 03:37 PM 12/30/2003  
INITIAL FILING NUM: 3842956 J  
ASSIGNMENT NUMBER: 0000000  
REV: 030843756

UCC FINANCING STATEMENT

DELAYED FILING NOTICE: THIS STATEMENT IS BEING FILED LATELY.  
A NAME IS PRINTED ON COVER AT THE BOTTOM

**Return To**  
**National Corporate Research, LTD.**  
 225 W. 84th St., Suite 910  
 New York, N.Y. 10122  
 (800) 221-0102 (212) 947-7200

THIS STATEMENT IS FILED IN THE PUBLIC RECORDS OF THE STATE OF DELAWARE.

1. DEBENTURE SECURITY (SEE UCC § 9-102) - SECURITY INTEREST IN DEBENTURES

**2. SECURITY INTEREST**  
**SECURITY INTERESTOR**  
**SECURITY INTERESTOR TYPE**  
**SECURITY INTERESTOR NAME**  
**SECURITY INTERESTOR ADDRESS**  
**SECURITY INTERESTOR CITY**  
**SECURITY INTERESTOR STATE**  
**SECURITY INTERESTOR COUNTY**  
**SECURITY INTERESTOR ZIP**  
**SECURITY INTERESTOR COUNTRY**

3. SECURITY INTEREST (SEE UCC § 9-102) - SECURITY INTEREST IN REAL ESTATE

**4. SECURITY INTEREST**  
**SECURITY INTERESTOR**  
**SECURITY INTERESTOR TYPE**  
**SECURITY INTERESTOR NAME**  
**SECURITY INTERESTOR ADDRESS**  
**SECURITY INTERESTOR CITY**  
**SECURITY INTERESTOR STATE**  
**SECURITY INTERESTOR COUNTY**  
**SECURITY INTERESTOR ZIP**  
**SECURITY INTERESTOR COUNTRY**

5. SECURITY INTEREST (SEE UCC § 9-102) - SECURITY INTEREST IN OTHER ASSETS

**6. SECURITY INTEREST**  
**SECURITY INTERESTOR**  
**SECURITY INTERESTOR TYPE**  
**SECURITY INTERESTOR NAME**  
**SECURITY INTERESTOR ADDRESS**  
**SECURITY INTERESTOR CITY**  
**SECURITY INTERESTOR STATE**  
**SECURITY INTERESTOR COUNTY**  
**SECURITY INTERESTOR ZIP**  
**SECURITY INTERESTOR COUNTRY**

All rights, title and interest of Debtor in and to (a) Department Income in Shashy Properties, L.P., including without limitation, (b) all of Debtor's right to receive distributions of any kind or form from or on behalf of such and other property, real, personal or mixed, from Shashy Properties, L.P. (as successor or co-owner) or otherwise (c) all of Debtor's right, title, and interest in certain Shashy Properties, L.P. property (d) all of Debtor's right, title and interest, if any, in partnership in the management and control of Shashy Properties, L.P. (e) all of Debtor's right, title and interest in or to any other property, real, personal or mixed, owned or controlled by Debtor (f) all of Debtor's right, title and interest in or to any other property, real, personal or mixed, owned or controlled by Debtor (g) all of Debtor's right, title and interest in or to any other property, real, personal or mixed, owned or controlled by Debtor (h) all of Debtor's right, title and interest in or to any other property, real, personal or mixed, owned or controlled by Debtor (i) all of Debtor's right, title and interest in or to any other property, real, personal or mixed, owned or controlled by Debtor (j) all of Debtor's right, title and interest in or to any other property, real, personal or mixed, owned or controlled by Debtor (k) all of Debtor's right, title and interest in or to any other property, real, personal or mixed, owned or controlled by Debtor (l) all of Debtor's right, title and interest in or to any other property, real, personal or mixed, owned or controlled by Debtor (m) all of Debtor's right, title and interest in or to any other property, real, personal or mixed, owned or controlled by Debtor (n) all of Debtor's right, title and interest in or to any other property, real, personal or mixed, owned or controlled by Debtor (o) all of Debtor's right, title and interest in or to any other property, real, personal or mixed, owned or controlled by Debtor (p) all of Debtor's right, title and interest in or to any other property, real, personal or mixed, owned or controlled by Debtor (q) all of Debtor's right, title and interest in or to any other property, real, personal or mixed, owned or controlled by Debtor (r) all of Debtor's right, title and interest in or to any other property, real, personal or mixed, owned or controlled by Debtor (s) all of Debtor's right, title and interest in or to any other property, real, personal or mixed, owned or controlled by Debtor (t) all of Debtor's right, title and interest in or to any other property, real, personal or mixed, owned or controlled by Debtor (u) all of Debtor's right, title and interest in or to any other property, real, personal or mixed, owned or controlled by Debtor (v) all of Debtor's right, title and interest in or to any other property, real, personal or mixed, owned or controlled by Debtor (w) all of Debtor's right, title and interest in or to any other property, real, personal or mixed, owned or controlled by Debtor (x) all of Debtor's right, title and interest in or to any other property, real, personal or mixed, owned or controlled by Debtor (y) all of Debtor's right, title and interest in or to any other property, real, personal or mixed, owned or controlled by Debtor (z) all of Debtor's right, title and interest in or to any other property, real, personal or mixed, owned or controlled by Debtor.

6. SECURITY INTEREST (SEE UCC § 9-102) - SECURITY INTEREST IN OTHER ASSETS  
 SECURITY INTERESTOR  
 SECURITY INTERESTOR TYPE  
 SECURITY INTERESTOR NAME  
 SECURITY INTERESTOR ADDRESS  
 SECURITY INTERESTOR CITY  
 SECURITY INTERESTOR STATE  
 SECURITY INTERESTOR COUNTY  
 SECURITY INTERESTOR ZIP  
 SECURITY INTERESTOR COUNTRY

FILED OFFICE COPY - UCC FINANCING STATEMENT (FORM 0001) (REV. 06/2003)

181166

UCC FINANCING STATEMENT ADDENDUM

**8. NAME OF PARTY TO WHOM THIS IS AN ALIEN UCC FINANCING STATEMENT**

**9. IDENTIFYING INFORMATION**

**DEBENTURE ENTERPRISES, L.P.**

**10. JURISDICTION**

THE FOLLOWING INFORMATION IS FOR FILING OFFICE USE ONLY

**11. JURISDICTION OF PARTY TO WHOM THIS IS AN ALIEN UCC FINANCING STATEMENT**

**12. IDENTIFYING INFORMATION**

**13. JURISDICTION OF PARTY TO WHOM THIS IS AN ALIEN UCC FINANCING STATEMENT**

**14. IDENTIFYING INFORMATION**

**15. JURISDICTION OF PARTY TO WHOM THIS IS AN ALIEN UCC FINANCING STATEMENT**

**16. IDENTIFYING INFORMATION**

**17. JURISDICTION OF PARTY TO WHOM THIS IS AN ALIEN UCC FINANCING STATEMENT**

**18. IDENTIFYING INFORMATION**

**19. JURISDICTION OF PARTY TO WHOM THIS IS AN ALIEN UCC FINANCING STATEMENT**

**20. STATE OF NEW YORK**

**440 MADISON AVENUE**

**NEW YORK**

**NY**

**10024**

**USA**

**21. State and address of FILING OFFICE of alien jurisdiction and state (If other than the state specified above)**

**22. State and address of FILING OFFICE of this state**

**23. State and address of FILING OFFICE of this state**

**24. State and address of FILING OFFICE of this state**

FILE IN OFFICE COPY -- UCC FINANCING STATEMENT ADDENDUM (FORM 9001) (REV. 08/02)





**UCC FINANCING STATEMENT AMENDMENT**

FOLLOW INSTRUCTIONS (front and back) CAREFULLY

DELAWARE DEPARTMENT OF STATE  
U.C.C. FILING SECTION  
FILED 02:48 PM 07/21/2004  
INITIAL FILING NUM: 3342956 3  
AMENDMENT NUMBER: 4205487 4  
SRV: 040534265

A. NAME & PHONE OF CONTACT AT FILER (optional)

B. SEND ACKNOWLEDGMENT TO: (Name and Address)

THE ABOVE SPACE IS FOR FILING OFFICE USE ONLY

1a. INITIAL FINANCING STATEMENT FILE #  
33429563

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 interests of the Secured Party authorizing the Termination Statement.

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

4.  ASSIGNMENT (all or part): Give name of assignee in item 7a or 7b and address of assignee in item 7c; and also give name of debtor in item 6.

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 changed in item 7a or 7b under new address if address changed 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 10-20 if appropriate.

6. CURRENT RECORD INFORMATION:

6a. ORGANIZATION'S NAME

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

7. CHANGED (NEW) OR ADDED INFORMATION:

7a. ORGANIZATION'S NAME

Maple Commercial Finance Corp.

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

7c. MAILING ADDRESS CITY STATE POSTAL CODE COUNTRY

10 Exchange Place, Suite 2600 Jersey City NJ 07302 USA

7d. TAXIDR. OR DRDR. ADDL. INFO RE. ORGANIZATION 7e. TYPE OF ORGANIZATION 7f. JURISDICTION OF ORGANIZATION 7g. ORGANIZATIONAL ETS. Y OR N

DEBTOR Corporation NONE

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

9. NAME OF SECURED PARTY OR 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  
BHC Interim Funding II, L.P.

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

10. OPTIONAL FILER REFERENCE DATA

56152612-03 7/21

**BURR & FORMAN LLP**

ATTORNEYS AND COUNSELORS

420 North Twentieth Street, Suite 3100  
Birmingham, Alabama 35203-5206(205) 251-3000  
(205) 458-5100 (Fax)

July 2, 2004

BHC Interim Funding I.P. and  
BHC Interim Funding II, L.P.  
444 Madison Avenue, 25<sup>th</sup> Floor  
New York, New York 10022

Re: BHC Interim Funding I.P. and BHC Interim Funding II, L.P. ("BHC") Assignment of all UCC Financing Statements (the "UCC Financing Statements") Related to the Indebtedness of Blueberry Sales Corporation ("Blueberry") to BHC

Gentlemen:

As an attorney for Burr & Forman LLP, I represent Maple Commercial Finance Corporation ("Maple") in connection with a \$30 million loan to Blueberry. Maple requires an assignment of the UCC Financing Statements evidencing the lien securing Blueberry's indebtedness to BHC. You have informed us that this indebtedness has been paid and satisfied in full.

It is our understanding that BHC has agreed to assign to Maple all of its UCC Financing Statements related to the satisfied indebtedness of Blueberry to BHC. BHC agrees to assign the UCC Financing Statements to Maple, (a) without recourse, representation or warranty of any kind, and (b) upon receipt of written instructions from Blueberry confirming that BHC may do so.

Respectfully submitted,



Carl Travis Maxwell, III

Confirmed:

BHC Interim Funding L.P. and  
BHC Interim Funding II, L.P.


for general partners

002948/0001/6348738v1

Montgomery

Atlanta

Jackson

**UCC FINANCING STATEMENT**  
PLEASE PRINT CLEARLY AND COMPLETELY  
ALL INFORMATION REQUESTED

DEPARTMENT OF STATE  
U. C. C. FILING SECTION  
FILED 03:57 PM 12/30/2003  
ORIGINAL FILING NUMBER: 3342946 J  
AGREEMENT NUMBER: 0000000  
REV: 030243786

**Return To**  
**National Corporate Research, LTD.**  
225 W. 34th St., Suite 910  
New York, N.Y. 10122  
(900) 221-0102 (212) 947-7200

<b>1. DEBTOR'S INFORMATION</b>			
DEBTOR'S NAME: <b>MILKERRY ENTERTAINMENT, LLC</b>			
TYPE OF DEBTOR	DEBTOR'S TYPE	DEBTOR'S NUMBER	DEBTOR'S STATE
1-3 ZANE ONLY	EL PASO	TX 79901	TX
DEBTOR'S ADDRESS: <b>1 Limited Liability Co. Dallas, TX 75241</b>			
<b>2. COLLATERAL INFORMATION</b>			
DEBTOR'S TYPE: <b>GENERAL</b>			
TYPE OF COLLATERAL	DEBTOR'S TYPE	DEBTOR'S NUMBER	DEBTOR'S STATE
4-4 ZANE ONLY			
DEBTOR'S ADDRESS: <b>404 Madison Avenue, 25th Floor New York, NY 10022</b>			

**4. COLLATERAL DESCRIPTION**  
All rights, title and interest of Debtor in and to (a) the personally known to Milkery Entertainment, L.P., including without limitation, (b) all of Debtor's right in patents, trademarks, copyrights, trade secrets, trade names, trade dress, trade dress, and other intangible assets, (c) all of Debtor's right, title and interest in any, real or personal property, (d) all of Debtor's right, title and interest in any, real or personal property, (e) all of Debtor's right, title and interest in any, real or personal property, (f) all of Debtor's right, title and interest in any, real or personal property, (g) all of Debtor's right, title and interest in any, real or personal property, (h) all of Debtor's right, title and interest in any, real or personal property, (i) all of Debtor's right, title and interest in any, real or personal property, (j) all of Debtor's right, title and interest in any, real or personal property, (k) all of Debtor's right, title and interest in any, real or personal property, (l) all of Debtor's right, title and interest in any, real or personal property, (m) all of Debtor's right, title and interest in any, real or personal property, (n) all of Debtor's right, title and interest in any, real or personal property, (o) all of Debtor's right, title and interest in any, real or personal property, (p) all of Debtor's right, title and interest in any, real or personal property, (q) all of Debtor's right, title and interest in any, real or personal property, (r) all of Debtor's right, title and interest in any, real or personal property, (s) all of Debtor's right, title and interest in any, real or personal property, (t) all of Debtor's right, title and interest in any, real or personal property, (u) all of Debtor's right, title and interest in any, real or personal property, (v) all of Debtor's right, title and interest in any, real or personal property, (w) all of Debtor's right, title and interest in any, real or personal property, (x) all of Debtor's right, title and interest in any, real or personal property, (y) all of Debtor's right, title and interest in any, real or personal property, (z) all of Debtor's right, title and interest in any, real or personal property.

**181166**

**UCC FINANCING STATEMENT ADDENDUM**

**Debtor Information**

9. **NAME OF DEBTOR (PRINT OR TYPE)**  
 DEBUNKY ENTERPRISE, LLC

10. **DEBTOR'S LEGAL NAME**      **DEBTOR'S STATE**      **DEBTOR'S ZIP CODE**

11. **DEBTOR'S ADDRESS**

**(FOR FILING OFFICES USE ONLY)**

12. **APPLICABLE UCC ARTICLE (CHECK ONE)**  
 Article 9: Secured Transactions     Article 1: Leases

13. **TYPE OF ORGANIZATION**  
 Sole Proprietorship     Partnership     Limited Liability Partnership     Limited Liability Company     Other

14. **ADDRESS OF SECURED PARTY**  
 SECURED PARTY: J. LAWRENCE BRYAN - Individual

15. **NAME OF SECURED PARTY**  
 SECURED PARTY: J. LAWRENCE BRYAN

16. **SECURED PARTY'S ADDRESS**  
 444 MADISON AVENUE  
 NEW YORK, NY 10017

17. **SECURED PARTY'S TYPE OF ORGANIZATION**  
 Individual

18. **SECURED PARTY'S STATE**  
 NY

19. **SECURED PARTY'S ZIP CODE**  
 10017

20. **SECURED PARTY'S COUNTRY**  
 USA

21. **SECURED PARTY'S TYPE OF ORGANIZATION**  
 Sole Proprietorship     Partnership     Limited Liability Partnership     Limited Liability Company     Other

22. **SECURED PARTY'S TYPE OF ORGANIZATION**  
 Sole Proprietorship     Partnership     Limited Liability Partnership     Limited Liability Company     Other

23. **SECURED PARTY'S TYPE OF ORGANIZATION**  
 Sole Proprietorship     Partnership     Limited Liability Partnership     Limited Liability Company     Other

18. Name and address of SECURED PARTY (please describe and state jurisdiction not less than correct address)

24. **SECURED PARTY'S TYPE OF ORGANIZATION**  
 Sole Proprietorship     Partnership     Limited Liability Partnership     Limited Liability Company     Other

25. **SECURED PARTY'S TYPE OF ORGANIZATION**  
 Sole Proprietorship     Partnership     Limited Liability Partnership     Limited Liability Company     Other

**FILING OFFICE COPY - UCC FINANCING STATEMENT ADDENDUM (FORM UCC1A) (REV. 03/2003)**