UNITED STATES BANKRUPTCY COURT - DISTRICT OF DELAWARE

PROOF OF CLAIM

YOUR CLAIM IS SCHEDULED AS

CCMR of Frederick, Inc
03-13068-CGC

27256

$9 756 10 Unsecured

Name of Debtor Against Which You Assert Your Claim

YOU MUST SELECT A DEBTOR AGAINST WHOM YOU ASSERT YOUR CLAIM YOU SELECT A DEBTOR BY CHECKING ONE BOX ON THE OTHER SIDE OF THIS NOTICE

NOTE This form should not be used to make a claim for an administrative expense arising after the commencement of the case A request for payment of an administrative expense may be filed pursuant to 11 U S C § 503

However, anyone asserting a claim related to potential exposure to Hepatitis A at the Chi Chi s Restaurant located in the Beaver Valley Mall, regardless of when such alleged exposure occurred, should fill out a Hepatitis A Proof of Claim Form, and not this form To obtain a copy of the Hepatitis A Proof of Claim form please contact Bankruptcy Management Corp (888) 909 0100

Creditor Name and Address

04808525001267

Kline Scott Visco Commercial
Real Estate
117 W Patrick St
Frederick, MD 21701-5557

Creditor Telephone Number ( ) 301-694-8444

☐ Check box if you are aware that anyone else has filed a proof of claim relating to your claim Attach copy of statement giving particulars

☐ Check box if you have never received any notices from the bankruptcy court in this case

☐ Check box if this address differs from the address on the envelope sent to you by the court

The amounts reflected above constitute your claim as scheduled by the Debtor If you agree with the amounts set forth herein and have no other claim against the Debtor you do not need to file this proof of claim EXCEPT as stated below

If the amounts shown above are listed as Contingent Unliquidated or Disputed a proof of claim must be filed

If you have already filed a proof of claim with the Bankruptcy Court or BMC you do not need to file again

THIS SPACE IS FOR COURT USE ONLY

ACCOUNT OR OTHER NUMBER BY WHICH CREDITOR IDENTIFIES DEBTOR

Store # 305 Frederick, Maryland (Chi-Chi's)

Check here if this claim ☐ replaces or ☐ amends a previously filed claim dated _____

1 BASIS FOR CLAIM

☐ Goods sold
☐ Services performed
☐ Money loaned
☐ Bondholder
☐ Personal injury/wrongful death
☐ Taxes
☒ Other (describe briefly)
Rent per Lease Agreement
☐ Retiree benefits as defined in 11 U S C § 1114(a)
☐ Wages salaries and compensation (Fill out below)

Last four digits of social security number _____

Unpaid compensation for services performed from _____ (date) to _____ (date)

2 DATE DEBT WAS INCURRED 10-1-03

3 IF COURT JUDGMENT, DATE OBTAINED

4 TOTAL AMOUNT OF CLAIM $ 9,756 10 (unsecured) $ _____ (secured) $ _____ (unsecured priority) $ _____ (Total)

If all or part of your claim is secured or entitled to priority, also complete Item 5 or 6 below

☐ Check this box if claim includes interest or other charges in addition to the principal amount of the claim Attach itemized statement of all interest or additional charges

5 SECURED CLAIM

☐ Check this box if your claim is secured by collateral (including a right of setoff)

Brief description of collateral

☐ Real Estate ☐ Motor Vehicle
☐ Other _____

Value of collateral $ _____

Amount of arrearage and other charges at time case filed included in secured claim above if any $ _____

6 UNSECURED NONPRIORITY CLAIM $ _____

☐ Check this box if a) there is no collateral or lien securing your claim or b) your claim exceeds the value of the property securing it or if c) none or only part of your claim is entitled to priority

7 UNSECURED PRIORITY CLAIM

☐ Check this box if you have an unsecured priority claim

Amount entitled to priority $_____

Specify the priority of the claim

☐ Wages salaries or commissions (up to $4 650*) earned within 90 days before filing of the bankruptcy petition or cessation of the Debtor s business whichever is earlier 11 U S C § 507(a)(3)

☐ Contributions to an employee benefit plan 11 U S C § 507(a)(4)

☐ Up to $2 100* of deposits toward purchase lease or rental of property or services for personal family or household use 11 U S C § 507(a)(6)

☐ Alimony maintenance or support owed to a spouse former spouse or child 11 U S C § 507(a)(7)

☐ Taxes or penalties owed to governmental units 11 U S C § 507(a)(8)

☐ Other Specify applicable paragraph of 11 U S C § 507(a) _____

Amounts are subject to adjustment on 4/1/04 and every 3 years thereafter with respect to cases commenced on or after the date of adjustment

8 CREDITS The amount of all payments on this claim has been credited and deducted for the purpose of making this proof of claim

9 SUPPORTING DOCUMENTS *Attach copies of supporting documents,* such as promissory notes purchase orders invoices itemized statements of running accounts contracts court judgments mortgages security agreements and evidence of perfection of lien DO NOT SEND ORIGINAL DOCUMENTS If the documents are not available explain If the documents are voluminous attach a summary

10 DATE-STAMPED COPY To receive an acknowledgment of your claim, please enclose a self-addressed stamped envelope and an additional copy of your claim

The original of this completed proof of claim form must be sent by mail or hand delivered (FAXES NOT ACCEPTED) so that it is received on or before 4 00 pm, Prevailing Pacific Time on June 4, 2004

BY MAIL TO
Bankruptcy Management Corporation
P O Box 927
El Segundo, CA 90245-0927

BY HAND OR OVERNIGHT DELIVERY TO
Bankruptcy Management Corporation
1330 East Franklin Avenue
El Segundo, CA 90245

THIS SPACE FOR COURT USE ONLY

FILED
MAY 1 0 2004
BMC
Chi Chi s Inc
00690

DATE SIGNED 5/5/04

Sign and print the name and title if any of the creditor or other person authorized to file this claim (attach copy of power of attorney if any)

Mary Jane S, Property Manager

Penalty for presenting fraudulent claim is a fine of up to $500 000 or imprisonment for up to 5 years or both 18 U S C §§ 152 AND 3571

Name of Debtor Against Which You Assert Your Claim

NOTE Check one box only Creditors holding claims against more than one Debtor must file a separate claim in the case of each Debtor against whom the creditor asserts a claim A creditor will be bound by the Debtor named in its proof of claim

- [x] Chi-Chi's Inc (03-13063-CGC)
- [ ] CCMR of Catonsville Inc (03-13064-CGC)
- [ ] Chi-Chi s of West Virginia Inc (03-13065-CGC)
- [ ] CMM Dissolution Inc (03-13066-CGC)
- [ ] CCMR of Frederick Inc (03-13068-CGC)
- [ ] Koo Koo Roo Inc (03-13069-CGC)
- [ ] CCMR of Cumberland Inc (03-13070-CGC)
- [ ] CCMR of Greenbelt Inc (03-13071-CGC)
- [ ] Maintenance Support Group Inc (03-13072-CGC)
- [ ] Koo Koo Roo Licensing Systems Inc (03-13073-CGC)
- [ ] CCMR of Harford County Inc (03-13074-CGC)
- [ ] CCMR of Maryland Inc (03-13075-CGC)
- [ ] CCMR of Timonium Inc (03-13077-CGC)
- [ ] CCMR of Ritchie Highway Inc (03-13078-CGC)
- [ ] The Hamlet Group Inc (03-13237-CGC)
- [ ] H H K of Virginia Inc (03-13238-CGC)
- [ ] H H of Maryland Inc (03-13239-CGC)

INSTRUCTIONS FOR FILING PROOF OF CLAIM FORM

The instructions and definitions below are general explanations of the law In particular types of cases or circumstances such as bankruptcy cases that are not filed voluntarily by a debtor there may be exceptions to the general rules

Hepatitis A Claim. If the creditor s claim relates to potential exposure to Hepatitis A at the Chi Chi s Restaurant located in the Beaver Valley Mall, regardless of when such alleged exposure occurred, then such creditor must fill out a Hepatitis A Proof of Claim Form To obtain a copy of the Hepatitis A Proof of Claim Form please contact Bankruptcy Management Corp (888) 909-0100

— DEFINITIONS —

Debtor

The person corporation or other entity that has filed a bankruptcy case is called the debtor

Creditor

A creditor is any person corporation or other entity to whom the debtor owed a debt on the date that the bankruptcy case was filed

Proof of Claim

A form telling the bankruptcy court how much the debtor owed a creditor at the time the bankruptcy case was filed (the amount of the creditor's claim) This form must be filed with the court appointed Claims Agent Bankruptcy Management Corporation at the address listed on the reverse side of this page

Secured Claim

A claim is a secured claim to the extent that the creditor has a lien on property of the debtor (collateral) that gives the creditor the right to be paid from that property before creditors who do not have liens on the property

Examples of liens are a mortgage on real estate and a security interest in a car truck boat television set or other item of property A lien may have been obtained through a court proceeding before a bankruptcy case began in some states a court judgment is a lien In addition to the extent a creditor also owes money to the debtor (has a right of setoff) the creditor's claim may be a secured claim (See also Unsecured Claim)

Unsecured Claim

If a claim is not secured claim it is an unsecured claim A claim may be partly secured and partly unsecured if the property on which a creditor has a lien is not worth enough to pay the creditor in full

Unsecured Priority Claim

Certain types of unsecured claims are given priority so they are to be paid in bankruptcy cases before most other unsecured claims (if there is sufficient money or property available to pay these claims) The most common types of priority claims are listed on the proof of claim form Unsecured claims that are not specifically given priority status by the bankruptcy laws are classified as Unsecured Nonpriority Claims

Items to be completed in Proof of Claim form (if not already filled in)

Court, Name of Debtor, and Case Number

Fill in the name of the federal judicial district where the bankruptcy case was filed (for example District of Delaware) the name of the debtor in the bankruptcy case and the bankruptcy case number If you received a notice of the case from the Claims Agent Bankruptcy Management Corporation all of this information is near the top of the notice

Information about Creditor

If not already accurately pre printed complete the section giving the name address and telephone number of the creditor to whom the debtor owes money or property and the debtor's account number if any If (a) anyone else has already filed a proof of claim relating to this debt (b) if you never received notices from the bankruptcy court about this case (c) if your address differs from that to which the Claims Agent sent this notice or (d) if this proof of claim replaces or amends a proof of claim that was already filed check the appropriate boxes on the form

1 Basis for Claim

Check the type of debt for which the proof of claim is being filed If the type of debt is not listed check Other" and briefly describe the type of debt If you were an employee of the debtor fill in your social security number and the dates of work for which you were not paid

2 Date Debt Incurred

Fill in the date when the debt was first owed by the debtor

3 Court Judgments

If you have a court judgment for this debt state the date the court entered the judgment

4 Total Amount of Claim at Time Case Filed

Fill in the total amount of the entire claim If interest or other charges in addition to the principal amount of the claim are included check the appropriate place on the form and attach an itemization of the interest and charges

5 Secured Claim

If your claim is a secured claim check the appropriate boxes in this section You must state the type and value of property that is collateral for the claim attach copies of the documentation of your lien and state the amount past due on the claim as of the date the bankruptcy case was filed A claim may be partly secured and partly unsecured (See DEFINITIONS above)

6 Unsecured Nonpriority Claim

If your claim is an Unsecured Nonpriority claim (See DEFINITIONS above) check the appropriate boxes in this section and state the amount

7 Unsecured Priority Claim

If your claim is an unsecured priority claim (See DEFINITIONS above) check the appropriate boxes in this section and state the amount entitled to priority A claim may be partly priority and partly nonpriority if for example the claim is more than the amount given priority by the law Check the appropriate place to specify the type of priority claim

8 Credits

By signing this proof of claim you are stating under oath that in calculating the amount of your claim you have given the debtor credit for all payments received from the debtor

9 Supporting Documents

You must attach to this proof of claim form copies of documents that show the debtor owes the debt claimed or if the documents are too lengthy a summary of those documents If documents are not available you must attach an explanation of why they are not available

10 Date-Stamped Copy

Return claim form and attachments If any and a second copy with any attachments to the Claims Agent Bankruptcy Management Corporation at the address on the front of this form.

Please read – Important information upon completion of this claim form, you are certifying that the statements herein are true

Be sure to date the claim and place original signature of claimant or person making the claim for creditor where indicated at the bottom of the claim form Please type or print name of individual under the signature Be sure all items are answered on the claim form If not applicable insert Not Applicable

FREDRICK ARCADIA
LIMITED PARTNERSHIP

1900 L STREET N W SUITE 308 WASHINGTON, D C 20036 202/835 0866

Mr Mark V Wibel
Chi-Chi's, Inc
Plainview Triad East
10200 Linn Station Rd
P O Box 32338
Louisville, Ky, 40232

Sept 1, 1989

Re Chi-Chi's Addition at Golden Mile Marketplace

Dear Mark

This letter serves as proof of our agreement to the terms of the Chi-Chi's remodel as outlined in Chi-Chi's, Inc 's letters dated July 28, 1989 and the blueprints attached to them As agreed upon, the rent schedule will change to the following·

Years 1 - 5	$ 99,600	Option period 1 $175,473
6 - 10	105,750	
11 - 15	112,800	Option Period 2 $171 893
16 - 20	120,935	

Percentage rent to be 5 1/4% of sales less base rent

The rent schedule also reflects reasonable increases every five years In return, Fredrick Arcadia Limited Partnership will contribute $20 000 towards the construction cost of the remodel The new rent schedule will commence immediately upon receipt of the $20,000 from Fredrick Arcadia

Would you please sign both of these letters and return one to me so we may have it for our legal files

Sincerely,

Ismail Kanna

Ismail Kanna

Agreed

Chi-Chi's, Inc by

Mark V Wibel
Director of Real Estate

S/b

cc MR of Fredrick, Inc

by Michael Guerra VP

AMENDMENT TO LEASE

THIS AMENDMENT TO LEASE ("Amendment") is made this 25th day of OCTOBER, 1994, between Frederick Arcadia Limited Partnership ("Landlord") and CCMR of Frederick, Inc ("Tenant")

WHEREAS, Landlord and Tenant entered into a lease agreement dated October 31, 1988 ("Lease") pursuant to the terms of which Landlord leased to Tenant that certain real property located in the City of Frederick, County of Frederick, State of Maryland and more particularly, described in Exhibit "A" attached hereto ("Leased Premises"), and

WHEREAS, Tenant is contemplating substantial renovations to the Lease Premises Chi-Chi's Mexican Restaurante ("Restaurant"), and

WHEREAS, Landlord has agreed to contribute to the costs incurred by Tenant in the renovation of the Restaurant, which costs shall be documented by Tenant by separate agreement within sixty (60) days of the renovation ("Landlord's Contribution"), and

WHEREAS, Landlord and Tenant are desirous of amending the Lease as more particularly set forth below,

NOW, THEREFORE, for good and valuable consideration, the receipt of which is hereby acknowledged, Landlord and Tenant hereby agree as follows

1 The foregoing is incorporated herein and made a part hereof

2 Notwithstanding the provisions of Article 2 of the Lease, from and after the month immediately following the month in which the Lease Premises are renovated ("Commencement Date")

(a) Until the Resumption Date (as hereinafter defined in 1(b)), Landlord shall credit to Tenant to be applied to Landlord's Contribution ("Rent Credit"), one-half (1/2) of all percentage rentals due Landlord in any Lease Year, the base rent owing would remain the same

(b) Upon the earlier to occur of (i) the date which is five (5) years from the Commencement Date or (ii) the date upon which Landlord's Contribution has been satisfied ("Resumption Date"), the Rent Credit shall cease and Tenant shall pay to Landlord all rents thereafter due and owing under the Lease as if Paragraph 1 of this Amendment had not been made

3 The renovations to the Restaurant shall be substantially completed by November 30, 1994

4 In no event shall the Rent Credit exceed the amount of the Landlord's contribution

5 This Amendment shall inure to the benefit of Tenant, its successors and assigns

6 Except as otherwise specifically set forth herein, all terms, covenants, and conditions of the Lease shall be, and remain, unmodified and in full force and effect and the parties covenant and warrant that they have the authority to enter into this Amendment

IN WITNESS WHEREOF, the parties hereto have executed this Amendment to Lease as of the date and year first above written

Witness

FREDERICK ARCADIA LIMITED PARTNERSHIP

By

Its PRESIDENT

"LANDLORD"

Witness

CCMR OF FREDERICK, INC., a Kentucky Corporation

By

Its

"TENANT"

Witness

CHI-CHI'S, INC., a Delaware Corporation

By

Its

"GUARANTOR"

May 5, 2004

Bankruptcy Management Corporatoin
1330 East Franklin Avenue
El Segundo, CA 90245

RE Chi-Chi's Store #305, Frederick, Maryland

To Whom It May Concern

Enclosed is a letter dated September 1, 1989, confirming Chi-Chi's agreement of terms for the above referenced location with Frederick Arcadia Limited Partnership, Landlord along with an Amendment to Lease I can provide you with the Lease Agreement if necessary, it is lengthy Kline Scott Visco Commercial Real Estate, Inc manages the property for the owner and collects the rent

Rent was not received in October 2003, $9,756 10 (Base rent $9,400 00 plus CAM $356 10) If you require additional information do not hesitate to contact me at the office 301-694-8444 extension 208

Fondly,

Mary M Torres
Property Manager

F \users\mary\pm\gmmp\chichibankruptcy

KLINE SCOTT VISCO
COMMERCIAL REAL ESTATE INC

BLACKHORSE SQUARE
117 WEST PATRICK STREET FREDERICK MARYLAND 21701
301 / 694 / 8444 – FAX / 694 / 6592
ksv@klinescottvisco com