

STATE OF ALABAMA — UNIFORM COMMERCIAL CODE — FINANCING STATEMENT FORM UCC-1 ALA.

03975

Important: Read Instructions on Back Before Filling out Form.

REORDER FROM
Register, Inc.
314 PIERCE ST.
P.O. BOX 218
ANNONA, MN. 55303
(612) 424-1713

<input type="checkbox"/> The Debtor is a transmitting utility as defined in ALA CODE 7-9-105(n).	No. of Additional Sheets Presented: 2	This FINANCING STATEMENT is presented to a Filing Officer for filing pursuant to the Uniform Commercial Code.
1. Return copy or recorded original to: A. Key Foster, Jr. Balch & Bingham P.O. Box 306 Birmingham, AL 35201 Pre-paid Acct. # _____		<div style="transform: rotate(-90deg); transform-origin: center;">Inst # 1996-07517</div> <div style="transform: rotate(-90deg); transform-origin: center;">03/06/1996-07517</div> <div style="transform: rotate(-90deg); transform-origin: center;">04:32 PM CERTIFIED</div> <div style="transform: rotate(-90deg); transform-origin: center;">SHELBY COUNTY JUDGE OF PROBATE</div> <div style="transform: rotate(-90deg); transform-origin: center;">003 MD 17.00</div>
2. Name and Address of Debtor (Last Name First if a Person) The Young Men's Christian Association of Birmingham 321 North 21st Street Birmingham, AL 35203 Social Security/Tax ID # _____		
2A. Name and Address of Debtor (IF ANY) (Last Name First if a Person) Social Security/Tax ID # _____		
<input type="checkbox"/> Additional debtors on attached UCC-E		
3. NAME AND ADDRESS OF SECURED PARTY (Last Name First if a Person) The Public Park and Recreation Board of the City of Pelham City Hall Pelham, AL 35124 Social Security/Tax ID # _____		4. ASSIGNEE OF SECURED PARTY (IF ANY) (Last Name First if a Person) First Alabama Bank P. O. Box 10247 Birmingham, AL 35202
<input type="checkbox"/> Additional secured parties on attached UCC-E		FILED WITH: Judge of Probate, Shelby County, AL

All items (whether or not fixtures) of furniture, furnishings, fixtures, machinery, equipment, tangible personal property, revenues, receipts, and other personal property described in Exhibit A attached hereto and made a part hereof.

5A. Enter Code(s) From Back of Form That Best Describes The Collateral Covered By This Filing:

1	0	3			
2	0	0			
3	0	0			
5	0	0			

Check X if covered: <input type="checkbox"/> Products of Collateral are also covered.		7. Complete only when filing with the Judge of Probate: The initial indebtedness secured by this financing statement is \$ 3,000,000 Mortgage tax due (15¢ per \$100.00 or fraction thereof) \$ -0-
8. This statement is filed without the debtor's signature to perfect a security interest in collateral (check X if so) <input type="checkbox"/> already subject to a security interest in another jurisdiction when it was brought into this state. <input type="checkbox"/> already subject to a security interest in another jurisdiction when debtor's location changed to this state. <input type="checkbox"/> which is proceeds of the original collateral described above in which a security interest is perfected. <input type="checkbox"/> acquired after a change of name, identity or corporate structure of debtor <input type="checkbox"/> as to which the filing has lapsed.		<input checked="" type="checkbox"/> This financing statement covers timber to be cut, crops, or fixtures and is to be cross indexed in the real estate mortgage records (Describe real estate and if debtor does not have an interest of record, give name of record owner in Box 5)
THE YOUNG MEN'S CHRISTIAN ASSOCIATION OF BIRMINGHAM Signature(s) of Debtor(s) By: <u><i>James A. Raines</i></u> Signature(s) of Debtor(s) Its President Type Name of Individual or Business	THE PUBLIC PARK AND RECREATION BOARD OF THE CITY OF PELHAM Signature(s) of Secured Party(ies) By: <u><i>Michael J. Seal</i></u> Signature(s) of Secured Party(ies) or Assignee Its Chairman Type Name of Individual or Business	

EXHIBIT A

to
FINANCING STATEMENT
filed by

THE YOUNG MEN'S CHRISTIAN ASSOCIATION OF BIRMINGHAM,
as Debtor
and

THE PUBLIC PARK AND RECREATION BOARD
OF THE CITY OF PELHAM
as Secured Party

The collateral covered by the Financing Statement of which this Exhibit A forms a part consists of all items (whether or not fixtures) of furniture, furnishings, fixtures, machinery, equipment or other personal property which now or shall hereafter by the terms of the "security agreement" hereinafter referred to become subject to the lien or demise of said "security agreement". The said "security agreement" consists of a Installment Sale Agreement (the "Sale Agreement") dated as of February 1, 1996, between The Public Park and Recreation Board of the City of Pelham (the "Secured Party") and The Young Men's Christian Association of Birmingham (the "Debtor"). An assignment of the interest of the Secured Party in said Sale Agreement and the Guaranty Agreement (as defined in the Mortgage, Security Agreement and Indenture of Trust), including all revenues and receipts receivable from the sale of the Project (as defined in the aforesaid Sale Agreement), has been made to First Alabama Bank, under a Mortgage, Security Agreement and Indenture of Trust dated as of February 1, 1996. The items (whether or not fixtures) of furniture, furnishings, fixtures, machinery, equipment and other personal property covered by this Financing Statement are to be located in or about the land specifically described on Attachment No. 1 of this Financing Statement. The execution and filing of this Financing Statement in no way constitutes an admission that the collateral covered by this Financing Statement is not part of a public corporation financing specifically exempted from the Alabama Uniform Commercial Code by the provisions of Section 9-104 thereof.

NOTE: The aforesaid Installment Sale Agreement and Mortgage, Security Agreement and Indenture of Trust are being recorded in the real property records in the office of the Judge of Probate of Shelby County, Alabama, simultaneously with the filing in said office of the Financing Statement of which this Exhibit A forms a part. Any person reviewing said Financing Statement is placed on notice to review said Sale Agreement and said Mortgage, Security Agreement and Indenture of Trust.

ATTACHMENT NO. 1

to
EXHIBIT A
forming a part of the
FINANCING STATEMENT
filed by
THE YOUNG MEN'S CHRISTIAN ASSOCIATION OF BIRMINGHAM,
as Debtor
and
THE PUBLIC PARK AND RECREATION BOARD
OF THE CITY OF PELHAM
as Secured Party

Inst # 1996-07517

The following described parcel of land situated in Shelby County, Alabama:

A tract of land lying in the SE ¼ of the SE ¼ and the NE ¼ of the SE ¼, all in Section 1, Township 20 South, Range 3 West, more particularly described as follows: Commence at the SW corner of the SE ¼ of the SE ¼ of Section 1, Township 20 South, Range 3 West, and run Northerly along the West line of said ¼-¼ Section 442.22 feet to an old iron found in place and the point of beginning; thence continue along last described course 398.78 feet to an old iron found in place; thence right 27 degrees 23 minutes 19 seconds and run 770.94 feet to an old iron found in place; thence right 95 degrees 51 minutes 59 seconds and run 603.36 feet to an old iron found in place on the Westerly right-of-way of U.S. Highway No. 31; thence right 84 degrees 21 minutes 50 seconds and run along said right-of-way 225.00 feet; thence right 90 degrees and run 300.00 feet; thence left 90 degrees and run 781.22 feet; thence right 62 degrees 24 minutes 02 seconds and run 126.92 feet to the point of beginning.

Subject to:

Mortgage, Security Agreement and Indenture of Trust from the Grantor to First Alabama Bank, as Trustee, dated as of February 1, 1996, recorded as Instrument #1996-07512 in the Probate Office of Shelby County, Alabama.

Installment Sales Agreement from the Grantor to the Grantee, dated as of February 1, 1996, recorded as Instrument #1996-07513 in the Probate Office of Shelby County, Alabama.

Easements, rights-of-ways and restrictions of record.

Transmission line permits to Alabama Power Company recorded in Deed Book 101, Page 511; Deed Book 127, Page 303; Deed Book 131, Page 455; and Deed Book 171, Page 400, in the Probate Office of Shelby County, Alabama.

Outstanding mineral and mining rights.

The record owner of the above-described parcel of land is The Young Men's Christian Association of Birmingham, a public corporation under the laws of Alabama.

03/06/1996-07517
04:32 PM CERTIFIED
SHELBY COUNTY CLERK OF PROBATE
003 MCD 17.00