

Important: Read Instructions on Back Before Filling out Form.

REGIONS FROM
Registré, Inc.
514 PIERCE ST.
P.O. BOX 218
ANOKE, MN. 55303
(612) 421-1713

BIRMINGHAM

FATFIELD INN

<input type="checkbox"/> The Debtor is a transmitting utility as defined in ALA CODE 7-9-105(n).		No. of Additional Sheets Presented: _____		This FINANCING STATEMENT is presented to a Filing Officer for filing pursuant to the Uniform Commercial Code.																						
1. Return copy or recorded original to: Mindy S. Planer, Esq. Long Aldridge & Norman LLP 303 Peachtree Street, Suite 5300 Atlanta, Georgia 30308 Pre-paid Acct. # _____				<div style="writing-mode: vertical-rl; transform: rotate(180deg); font-weight: bold; font-size: 1.2em;">Inst # 1998-16097</div> <div style="writing-mode: vertical-rl; transform: rotate(180deg); font-weight: bold; font-size: 1.2em;">05/04/1998-16097</div> <div style="writing-mode: vertical-rl; transform: rotate(180deg); font-weight: bold; font-size: 1.2em;">01:33 PM CERTIFIED</div> <div style="writing-mode: vertical-rl; transform: rotate(180deg); font-weight: bold; font-size: 1.2em;">SHELBY COUNTY JUDGE OF PROBATE</div> <div style="writing-mode: vertical-rl; transform: rotate(180deg); font-weight: bold; font-size: 1.2em;">007 MCD 21.00</div>																						
2. Name and Address of Debtor (Last Name First if a Person) Sunbelt Hotel Enterprises, Inc. c/o Larry Blumberg Larry Blumberg & Associates, Inc. 2733 Ross Clark Circle, NW Dothan, Alabama 36302 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) Union Capital Investments, LLC 3490 Piedmont Road, N.E. Suite 1010 Atlanta, Georgia 30305 Social Security/Tax ID # _____																										
<input type="checkbox"/> Additional secured parties on attached UCC-E																										
4. ASSIGNEE OF SECURED PARTY (IF ANY) (Last Name First if a Person) FILED WITH: _____																										
5. The Financing Statement Covers the Following Types (or items) of Property: The collateral described on Exhibit "B" attached hereto and incorporated herein, which is now or hereafter located in, on or about, or used or intended to be used at or in connection with the property described on Exhibit "A" attached hereto and incorporated herein. Debtor is the record owner of the property described on Exhibit "A". <div style="float: right; width: 20%;"> SA. Enter Code(s) From Back of Form That Best Describes The Collateral Covered By This Filing: <table style="margin-left: auto; margin-right: 0;"> <tr><td>000</td><td>___</td><td>600</td></tr> <tr><td>100</td><td>___</td><td>700</td></tr> <tr><td>200</td><td>___</td><td>800</td></tr> <tr><td>300</td><td>___</td><td>900</td></tr> <tr><td>400</td><td>___</td><td>---</td></tr> <tr><td>500</td><td>___</td><td>---</td></tr> <tr><td>---</td><td>___</td><td>---</td></tr> </table> </div>						000	___	600	100	___	700	200	___	800	300	___	900	400	___	---	500	___	---	---	___	---
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Check X if covered: <input checked="" type="checkbox"/> Products of Collateral are also covered.																										
6. 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.			7. Complete only when filing with the Judge of Probate. The initial indebtedness secured by this financing statement is \$ _____ Mortgage tax due (15¢ per \$100.00 or fraction thereof) \$ _____ 8. <input 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)																							
Signature(s) of Secured Party(ies) <small>(Required only if filed without debtor's Signature — see Box 6)</small>																										

SEE ATTACHED SIGNATURE PAGE

Signature(s) of Debtor(s)

Signature(s) of Secured Party(ies) or Assignee

Signature(s) of Debtor(s)

Signature(s) of Secured Party(ies) or Assignee

Type Name of Individual or Business

Type Name of Individual or Business

DEBTOR:

SUNBELT HOTEL ENTERPRISES, INC., an Alabama
corporation

By: Larry G. Blumberg
Larry G. Blumberg, President

(CORPORATE SEAL)

EXHIBIT "A"

Lot 4A1 of Blumberg's Resurvey, as recorded in Map Book 19, Page 102, in the Probate Office of Shelby County, Alabama, and being situated in the Northwest 1/4 of Section 36, Township 18 South, Range 2 West, Shelby County, Alabama, and being more particularly described as follows:

Begin at the Southwest corner of said Northwest 1/4 of the Northwest 1/4 of Section 36, Township 18 South, Range 2 West and run North along the West line of said 289.22 feet; thence an interior angle of 51 degrees 22'09" and run to the right in a Southeasterly direction 83.03 feet; thence an interior angle of 269 degrees 42'38" and run to the left in a Northeasterly direction 68.18 feet; thence an interior angle of 180 degrees 01'00" and run to the left continuing in a Northeasterly direction 193.71 feet; thence an interior angle of 90 degrees 00'00" and run to the right in a Southeasterly direction 6.04 feet; thence an interior angle of 270 degrees 00'00" and run to the left in a Northeasterly direction 4.00 feet; thence an interior angle of 90 degrees 00'00" and run to the right in a Southeasterly direction 5.00 feet; thence an interior angle of 90 degrees 00'00" and run to the right in a Southwesterly direction 5.00 feet; thence an interior angle of 90 degrees 00'00" and run to the right in a Northwesterly direction 8.14 feet; thence an interior angle of 270 degrees 00'00" and run to the left in a Southwesterly direction 180.64 feet; thence an interior angle of 270 degrees 00'00" and run to the left in a Southeasterly direction 3.36 feet; thence an interior angle of 90 degrees 00'00" and run to the right in a Southwesterly direction 12.06 feet; thence an interior angle of 270 degrees 00'32" and run to the left in a Southeasterly direction 241.61 feet; thence an interior angle of 93 degrees 05 minutes 32 seconds and run to the right in a Southwesterly direction 173.95 feet to a point on the South line of said 1/4-1/4 section 198.95 feet to the point of beginning.

TOGETHER with all those certain appurtenant easements, rights and other benefits created by and described in that certain Cross Easement Agreement, dated February 14, 1995, recorded as Instrument No. 1995-04461.

Fairfield Inn Birmingham

EXHIBIT "B"

All personal property now or hereafter owned by the Debtor, including but not limited to, the following:

- (a) All furniture, furnishings, fixtures, goods, equipment, inventory or personal property owned by the Debtor and now or hereafter located on, attached to or used in and about the Improvements (as defined below), including, but not limited to, all items of personal property located within or adjacent to the Improvements and included within the definition of "Property and Equipment" and "Inventories" under the Uniform System of Accounts for Hotels as published by the American Hotel Association of the United States and Canada (the "Uniform System of Accounts"), and further including, without limitation, all linen, china, glassware, tableware, uniforms, machines, engines, boilers, dynamos, elevators, stokers, tanks, cabinets, awnings, screens, shades, blinds, carpets, draperies, lawn mowers, and all appliances, plumbing, heating, air conditioning, lighting, ventilating, refrigerating, disposals and incinerating equipment, guest ledgers, telephone systems, televisions and television systems, computer systems and all fixtures and appurtenances thereto, and such other goods and chattels and personal property owned by the Debtor as are now or hereafter used or furnished in operating the Improvements, or the activities conducted therein, and all building materials and equipment hereafter situated on or about the real property described in Exhibit "A", (the "Real Estate") or any structures or improvements located thereon (the "Improvements"), and all warranties and guaranties relating thereto, and all additions thereto and substitutions and replacements therefor (exclusive of any of the foregoing owned or leased by tenants of space in the Improvements);
- (b) All easements, rights-of-way, strips and gores of land, vaults, streets, ways, alleys, passages, sewer rights, and other emblements now or hereafter located on the Real Estate or under or above the same or any part or parcel thereof, and all estates, rights, titles, interests, tenements, hereditaments and appurtenances, reversions and remainders whatsoever, in any way belonging, relating or appertaining to any of the property described in this Exhibit "B" or any part thereof, or which hereafter shall in any way belong, relate or be appurtenant thereto, whether now owned or hereafter acquired by the Debtor;
- (c) All water, ditches, wells, reservoirs and drains and all water, ditch, well, reservoir and drainage rights which are appurtenant to, located on, under or above or used in connection with the Real Estate or the Improvements, or any part thereof, whether now existing or hereafter created or acquired;
- (d) All minerals, crops, timber, trees, shrubs, flowers and landscaping features now or hereafter located on, under or above the Real Estate;
- (e) All cash funds, deposit accounts and other rights and evidence of rights to cash, now or hereafter created or held by the Secured Party pursuant to the Mortgage and Security Agreement, dated April 30, 1998 from the Debtor in favor of the Secured Party (the "Mortgage") or any other of the loan documents executed in connection therewith including, without limitation, all funds now or hereafter on deposit in the Reserves (as defined in the Mortgage);
- (f) All leases, licenses, concessions and occupancy agreements of the Real Estate or the Improvements now or hereafter entered into and all rents, royalties, issues, profits, revenue, income, room rentals and other benefits and revenues of any kind derived from all sources (collectively, the "Rents and Profits") of the Real Estate or the Improvements, now or hereafter arising from the use or enjoyment of all or any portion thereof or from any lease, license, concession, occupancy agreement or other agreement pertaining thereto or arising from any of the Contracts (as hereinafter defined) or any of the General

EXHIBIT "B"

Intangibles (as hereinafter defined) and all cash or securities deposited to secure performance by the tenants, lessees, licensees, or guests as applicable, of their obligations under any such leases, licenses, concessions or occupancy agreements, whether said cash or securities are to be held until the expiration of the terms of said leases, licenses, concessions or occupancy agreements or applied to one or more of the installments of rent coming due prior to the expiration of said terms, subject to, however, the provisions contained in Section 1.11 of the Mortgage;

(g) All contracts and agreements now or hereafter entered into covering any part of the Real Estate or the Improvements (collectively, the "Contracts") and all revenue, income and other benefits thereof, including, without limitation, franchise agreements, management agreements, service contracts, maintenance contracts, equipment leases, personal property leases, all so called "patronage" agreements, agreements relating to the collection of receivables or use of customer lists, all bookings and reservations for space within the Improvements or other information and any contracts or documents relating to construction on any part of the Real Estate or the Improvements (including plans, drawings, surveys, tests, reports, bonds and governmental approvals) or to the management or operation of any part of the Real Estate or the Improvements;

(h) All present and future monetary deposits given to any public or private utility with respect to utility services furnished to any part of the Real Estate or the Improvements;

(i) All present and future funds, accounts, instruments, accounts receivable, documents, causes of action, claims, general intangibles (including, without limitation, trademarks, trade names, servicemarks and symbols now or hereafter used in connection with any part of the Real Estate or the Improvements, all names by which the Real Estate or the Improvements may be operated or known, all rights to carry on business under such names, all telephone numbers or listings, and all rights, interest and privileges which the Debtor has or may have as developer or declarant under any covenants, restrictions or declarations now or hereafter relating to the Real Estate or the Improvements) and all notes or chattel paper now or hereafter arising from or by virtue of any transactions related to the Real Estate or the Improvements and all customer lists, other lists, and business information relating in any way to the Real Estate, the Improvements or the use thereof (collectively, the "General Intangibles");

(j) All water taps, sewer taps, certificates of occupancy, permits, licenses, all liquor licenses, franchises, certificates, consents, approvals and other rights and privileges now or hereafter obtained in connection with the Real Estate or the Improvements and all present and future warranties and guaranties relating to the Improvements or to any equipment, fixtures, furniture, furnishings, personal property or components of any of the foregoing now or hereafter located or installed on the Real Estate or the Improvements;

(k) All building materials, supplies and equipment now or hereafter placed on the Real Estate or in the Improvements and all architectural renderings, models, drawings, plans, specifications, studies and data now or hereafter relating to the Real Estate or the Improvements;

(l) All right, title and interest of the Debtor in any insurance policies or binders now or hereafter relating to the Real Estate or the Improvements including any unearned premiums thereon;

(m) All proceeds, products, substitutions and accessions (including claims and demands therefor) of the conversion, voluntary or involuntary, of any of the foregoing into cash or liquidated claims, including, without limitation, proceeds of insurance and condemnation awards; and

EXHIBIT "B"

(n) All other or greater rights and interests of every nature in the Real Estate or the Improvements and in the possession or use thereof and income therefrom, whether now owned or hereafter acquired by the Debtor; and

(o) All the items set forth in Schedule 1, attached hereto and made a part hereof.

Schedule 1

PERSONAL PROPERTY INVENTORY

Vienna side fah rack
coat hangers
trash cans
smoking urns
towel cabinets
box lackers
safe deposit boxes
security system
dirt cup vacuums
Television mounts
upright vacuum
room lamps
lamp shades
2.5 CF refrigerators
microwaves
10 gal. vacuum
hand truck
gas blower
table and stack chairs
cordless drill
platform step
bed frames
15 CF refrigerators
3.7 CF refrigerators
dolly trucks
televisions
BLU polyplush
12' stepladder
ash trays
key label maker
ice buckets
maid cart key boxes
rollaway beds
room chairs
room ,oveseats
artwork
maid cart bags
luggage carts
bedspreads
draperies
cocktail tables
round tables
ice machine
maid corts
porta cribs

Boxsprings
Clock radios
mop buckets
wallmounts
black display stand
shampoo stands
bed frames
carpet blower
Zontec PA200-III
carpet cleaner
Hoover vacuums
leaf shredder
Zonetec deodorizer
Euro 2000 vapor cleaner
fax machine
TDD phone device
buffet display case
buffet utensils
lobby plants
Bunn O Matic 5
Sideboard
1.5 HP TR1605
SC4100 "No Heart Rate"
Bank card center
eyewash fountain
computer system
Mitel phone system
desk phones
office desk and chair
Brother fax-620
Gateway DX2-66 personal computer
Lathem time clock
depository safe
Copystar 1435 copier
cash trays
file cabinets
copier stand
KX-P2130 printer
bookcase
radios
signage
washers and dryers
laundry carts

Inst # 1998-16097

BIRMINGHAM FAIRFIELD INN

05/04/1998-16097
01:33 PM CERTIFIED
SHELBY COUNTY JUDGE OF PROBATE
007 MCD 21.00