

UCC FINANCING STATEMENT

FOLLOW INSTRUCTIONS (front and back) CAREFULLY

A. NAME & PHONE OF CONTACT AT FILER [optional]
B. SEND ACKNOWLEDGMENT TO: (Name and Address)
Mr. Guy V. Martin, Jr., Esq. Martin, Rawson and Woosley, Esq. #2 Metroplex Drive, Suite 102 Birmingham, Alabama 35209

THE ABOVE SPACE IS FOR FILING OFFICE USE ONLY

1. DEBTOR'S EXACT FULL LEGAL NAME - insert only one debtor name (1a or 1b) - do not abbreviate or combine names

1a. ORGANIZATION'S NAME				
OR				
1b. INDIVIDUAL'S LAST NAME	FIRST NAME	MIDDLE NAME	SUFFIX	
Morton	Neil			
1c. MAILING ADDRESS		CITY	STATE	POSTAL CODE
77 Lake Davidson Lane		Helena	AL	35080
				COUNTRY
				USA
1d. TAX ID #: SSN OR EIN	ADD'L INFO RE ORGANIZATION DEBTOR	1e. TYPE OF ORGANIZATION	1f. JURISDICTION OF ORGANIZATION	1g. ORGANIZATIONAL ID #, if any
				<input checked="" type="checkbox"/> NONE

2. ADDITIONAL DEBTOR'S EXACT FULL LEGAL NAME - insert only one debtor name (2a or 2b) - 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. TAX ID #: SSN OR EIN	ADD'L INFO RE ORGANIZATION DEBTOR	2e. TYPE OF ORGANIZATION	2f. JURISDICTION OF ORGANIZATION	2g. ORGANIZATIONAL ID #, if any
				<input type="checkbox"/> NONE

3. SECURED PARTY'S NAME (or NAME of TOTAL ASSIGNEE of ASSIGNOR S/P) - insert only one secured party name (3a or 3b)

3a. ORGANIZATION'S NAME				
OR	Alamerica Bank			
3b. INDIVIDUAL'S LAST NAME	FIRST NAME	MIDDLE NAME	SUFFIX	
3c. MAILING ADDRESS		CITY	STATE	POSTAL CODE
Post Office Box 55269		Birmingham	AL	35223
				COUNTRY
				USA

4. This FINANCING STATEMENT covers the following collateral:

All of the equipment, fixtures, contract rights, general intangibles and tangible personal property of every nature now owned or hereafter acquired by Debtor, all additions, replacements, and proceeds thereof and all other property set forth in Schedule A attached hereto located on the real property described in Exhibit A attached hereto.

5. ALTERNATIVE DESIGNATION [if applicable]:	<input type="checkbox"/> LESSEE/LESSOR	<input type="checkbox"/> CONSIGNEE/CONSIGNOR	<input type="checkbox"/> BAILEE/BAILOR	<input type="checkbox"/> SELLER/BUYER	<input type="checkbox"/> AG. LIEN	<input type="checkbox"/> NON-UCC FILING
6. <input checked="" type="checkbox"/> This FINANCING STATEMENT is to be filed [for record] (or recorded) in the REAL ESTATE RECORDS. Attach Addendum [if applicable]	7. Check to REQUEST SEARCH REPORT(S) on Debtor(s) [OPTIONAL FEE] [optional]		All Debtors <input type="checkbox"/> Debtor 1 <input type="checkbox"/> Debtor 2 <input type="checkbox"/>			
8. OPTIONAL FILER REFERENCE DATA						

SCHEDULE A

All interest of Debtor, whether now owned or hereafter acquired, in the rights, interests and personal property (collectively referred to as the "personal property") of any kind or nature whatsoever, whether tangible or intangible, whether or not any of such personal property is now or becomes a "fixture" or attached to the real estate described in Exhibit A, which is used or will be used in the construction of, or is or will be placed upon, or is derived from or used in connection with, the maintenance, use, occupancy or enjoyment of the said real estate and any improvements located thereon, including, without limitation, all accounts, documents, instruments, chattel paper, equipment, general intangibles, inventory, all plans and specifications, contracts and subcontracts for the construction, reconstruction or repair of the improvements located on said real estate, bonds, permits, licenses, guarantees, warranties, causes of action, judgments, claims, profits, rents, security deposits, utility deposits, refunds of fees or deposits paid to any governmental authority, letters of credit, policies and proceeds of insurance, any award of payment or compensation payable on account of any condemnation or other taking for public or private use of the said real estate or any improvements located thereon, motor vehicles and aircraft, together with all present and future attachments, accretions, accessions, replacements and additions thereto and products and proceeds thereof.

All leases, license agreements and other occupancy or use agreements (whether oral or written), now or hereafter existing, which cover or relate to all or any portion of the said real estate, together with all options therefor, amendments thereto and renewals, modifications and guarantees thereof, and all rents, royalties, issues, profits, revenue, income and other benefits of the said real estate and improvements thereon arising from the use or enjoyment thereof or from any leases, including, without limitation, cash or securities deposited thereunder to secure performance by the tenants of their obligations thereunder, whether said cash or securities are to be held until the expiration of the terms of the said leases or applied to one or more of the installments of rent coming due.

All profits and sales proceeds, including, without limitation, earnest money and other deposits, now or hereafter becoming due by virtue of any contract or contracts for the sale of any interest of Debtor in the said real estate or improvements located thereon; and

All property in which a security interest may be created pursuant to the Uniform Commercial Code (or any similar laws) of the state in which the real estate described in Exhibit A is located, including (*inter alia*) all *fructus naturales*, *fructus civiles*, and *fructus industriales*.

Without limiting the foregoing, all fixtures, machinery, equipment, office equipment and machines, inventory, farm products, vehicles and conveyances (including, without limitation, tractors, mowers, sweepers, snow removers, and other similar equipment), construction materials, building supplies, and articles of personal property (whether or not actually located on the real estate); including, but not limited to: heating, ventilating, humidifying and dehumidifying, air conditioning, laundry (including, without limitation, washers and dryers), incinerating, safety, power, plumbing, cleaning, fire prevention and fire extinguishing, and communications supplies, equipment, systems, and apparatus, lamps, chandeliers, and other lighting equipment and fixtures, vacuum cleaning systems, furnaces, boilers, radiators, piping, and coal stokers, plumbing and bathroom fixtures, sprinkler and alarm systems, washtubs, tanks, sinks, gas and electric fixtures, awnings, screens, window shades, storm doors and windows, ducts and compressors, rugs, carpet and other floor coverings, shades and draperies, partitions, elevators, escalators, pumps, motors, engines, conduits, dynamos, refrigerators, stoves, ranges, freezers, incinerators, kitchen equipment and appliances, and all other appliances and fittings, cabinets, shelving and lockers, plants, shrubbery and all landscaping and planting materials, and indoor and outdoor furniture and furnishings; all logos, trademarks, trade names, service marks, good will, and similar property; all books and records, statements of account, operating statements, periodic reports, balance sheets, profit and loss statements, financial statements, checkbooks, deposit receipts, and all other business and financial records and statements of all kinds; all computer time, computer runs, computer software and services, computer programs, computer apparatus and computer hardware; all televisions, radios, receivers, recorders, cables, lines, apparatus and equipment of all kinds.

All personalty and other property described in the mortgage and security agreement or deed of trust and security agreement or deed to secure debt and security agreement executed by the Debtor in favor of or for the benefit of Secured Party.

All proceeds (including claims thereto or demands therefor) of the conversion, voluntary or involuntary, permitted or otherwise, of any of the foregoing into cash or liquidated claims.

EXHIBIT A

Lot 21, according tot he Survey of Old Town Helena, as recorded in Map Book 22, Page 26, in the
Probate Office of SHELBY County, ALABAMA.