

20060403000151530 1/34 \$92.00
Shelby Cnty Judge of Probate, AL
04/03/2006 09:10:46AM FILED/CERT

UCC FINANCING STATEMENT

FOLLOW INSTRUCTIONS (front and back) CAREFULLY

A. NAME & PHONE OF CONTACT AT FILER (optional) David L. Packer, Esq. (310) 201-8973	
B. SEND ACKNOWLEDGMENT TO: (Name and Address) Attn: Shavonne Knight CapitalSource Finance LLC 4445 Willard Avenue, 12th Floor Chevy Chase, MD 20815 When recorded mail to: 2006 America Financial Group, Inc. Attn: ABN 1850 N. Central Avenue, Suite 300 Phoenix, AZ 85004 Escrow No. 06-47717	

THE ABOVE SPACE IS FOR FILING OFFICE USE ONLY

1. DEBTOR'S EXACT FULL LEGAL NAME - insert only <u>one</u> debtor name (1a or 1b) - do not abbreviate or combine names				
1a. ORGANIZATION'S NAME Sovereign EO, LLC				
OR				
1b. INDIVIDUAL'S LAST NAME		FIRST NAME	MIDDLE NAME	SUFFIX
1c. MAILING ADDRESS 777 California Avenue		CITY Palo Alto	STATE CA	POSTAL CODE 94304
1d. TAX I.D.#: SSN OR EIN		ADD'L INFO RE ORGANIZATION DEBTOR	1e. TYPE OF ORGANIZATION limited liability company	1f. JURISDICTION OF ORGANIZATION Delaware
			1g. ORGANIZATIONAL I.D.#, if any 4111612	
2. ADDITIONAL DEBTOR'S EXACT FULL LEGAL NAME - insert only <u>one</u> 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 I.D.#: SSN OR EIN		ADD'L INFO RE ORGANIZATION DEBTOR	2e. TYPE OF ORGANIZATION	2f. JURISDICTION OF ORGANIZATION
				2g. ORGANIZATIONAL I.D.#, if any <input type="checkbox"/> NONE
3. SECURED PARTY'S NAME (or NAME of TOTAL ASSIGNEE of ASSIGNOR S/P) - insert only <u>one</u> secured party name (3a or 3b)				
3a. ORGANIZATION'S NAME CAPITALSOURCE FINANCE LLC				
OR				
3b. INDIVIDUAL'S LAST NAME		FIRST NAME	MIDDLE NAME	SUFFIX
3c. MAILING ADDRESS 4445 Willard Avenue, 12th Floor		CITY Chevy Chase	STATE MD	POSTAL CODE 20815
				COUNTRY USA

4. This FINANCING STATEMENT covers the following collateral:

SEE EXHIBIT "1" ATTACHED HERETO AND INCORPORATED HEREIN BY THIS REFERENCE.

THIS IS ADDITIONAL SECURITY FOR THOSE CERTAIN MORTGAGES, ON WHICH TAX HAS
ALREADY BEEN PAID RECORDED IN

BOOK _____ PAGE _____, BOOK _____ PAGE _____, BOOK _____ PAGE _____,
BOOK _____ PAGE _____, BOOK _____ PAGE _____, BOOK _____ PAGE _____

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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) [ADDITIONAL FEE] (optional) <input type="checkbox"/> All Debtors <input type="checkbox"/> Debtor 1 <input type="checkbox"/> Debtor 2				
8. OPTIONAL FILER REFERENCE DATA 4211-80 File in the local Alabama real estate records				

EXHIBIT "1"
TO
UNIFORM COMMERCIAL CODE FINANCING STATEMENT (FORM UCC1)

Debtor: **SOVEREIGN EO, LLC**

Secured Party: **CAPITALSOURCE FINANCE LLC, A DELAWARE LIMITED LIABILITY COMPANY**

ITEM 4 (CONTINUED): All right, title and interest of Debtor in and to the following:

All "Accounts", "Cash proceeds", "Chattel paper", "Collateral", "Commercial tort claims", "Deposit accounts", "Documents", "Electronic chattel paper", "Equipment", "Fixtures", "General intangibles", "Goods", "Instruments", "Inventory", "Investment property", "Letter-of-credit rights", "Noncash proceeds", "Payment intangibles", "Proceeds", "Software", "Supporting Obligations", and "Tangible chattel paper", as such terms are defined in the Delaware Uniform Commercial Code (as such Uniform Commercial Code may be amended from time to time) ("**Personal Property**"), in which Debtor has any interest, whether currently owned or hereafter acquired, relating to, generated from, arising out of or incidental to the ownership, development, use or operation of any of the Real Property (whether or not subsequently removed from the Real Property (other than that portion of the Property consisting of the Real Property), including, without limitation, all

(i) machinery and tools; (ii) rugs, carpets and other floor coverings; (iii) draperies and drapery rods and brackets, awnings, window shades, venetian blinds and curtains; (iv) lamps, chandeliers and other lighting fixtures; (v) office maintenance and other supplies; (vi) apparatus, appliances, furniture and furnishings, building service equipment, and building materials, supplies and equipment; (vii) rights, royalties, rents, security deposits, advance rentals, revenues, profits and benefits; (viii) leases, lease guarantees, contracts, contract rights, licenses, permits and certificates; (ix) deposits, funds, money and deposit accounts; (x) tenements, hereditaments and appurtenances; (xi) approvals and parcel maps (whether tentative or final), building permits and certificates of occupancy; (xii) names under or by which the Property or any of the Improvements may at any time be operated or known and rights to carry on business under any such names or any variant thereof; (xiii) trademarks and good will; (xiv) management agreements, service contracts, supply contracts or other contracts or agreements; (xv) warranties; (xvi) water stock; (xvii) shares of stock or other evidence of ownership of any part of the Property or Improvements that is owned by Debtor in common with others, and all documents of membership in any owners' or members' association or similar group having responsibility for managing, maintaining or operating any part of the Property or Improvements; (xviii) plans and specifications prepared for construction of improvements on the Property, or any part thereof, and studies, data and drawings related thereto, including, without limitation, studies, data or reports relating to toxic or hazardous wastes or materials located on the Property and/or Improvements, and contracts and agreements of Debtor relating to the aforesaid plans and specifications or to the aforesaid studies, data, reports and drawings or to the construction of improvements on the Property; (xix) sales agreements, deposit receipts, escrow agreements and other ancillary documents and agreements entered into respecting the sale to any purchasers of any part of the Property, and/or Improvements, together with all deposits and other proceeds of the sale thereof; (xx) damages, royalties and revenue of every kind, nature and description whatsoever that Debtor may be entitled to receive from any person or entity owning or having or hereafter acquiring a right to the oil, gas or mineral rights and reservations of the Property; (xxi) deposits made with or other security given to utility companies by Debtor with respect to the Property and/or Improvements; (xxii) advance payments of insurance premiums made by Debtor with respect to, and all claims or demands with respect to, insurance; (xxiii) negotiable certificates of deposit of Debtor in Secured Party's possession and all accounts of Debtor maintained with Secured Party and each deposit account of Debtor assigned to Secured Party pursuant to any agreement; (xxiv) insurance proceeds (including insurance proceeds for insurance not required under the terms of any Mortgage, Assignment of Rents and Leases, Security Agreement and Fixture Filing, Deed of Trust or Deed to Secure Debt dated on or about the date hereof (collectively, the "**Mortgage**")); (xxv) condemnation awards; (xxvi) causes of

EXHIBIT "1" TO FORM UCC1 (Cont.)

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Debtor: **SOVEREIGN EO, LLC**

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action, claims, compensation, awards and recoveries for any damage or injury to the Property and/or Improvements or for any loss or diminution in value of the Property and/or Improvements; (xxvii) books and records, including, without limitation, all computer records, computer tapes and electronic and electromagnetic representations and reproductions thereof; (xxviii) guaranties of and security for any of the foregoing; (xxix) all substitutions, renewals, improvements, attachments, accessions, additions and replacements to any of the foregoing; and all "Proceeds" (as such term is defined in the Delaware Uniform Commercial Code), collections, insurance proceeds and products of any of the property listed in (i) through (xxix) above, including without limitation, proceeds of any voluntary or involuntary disposition or claim respecting any part thereof (pursuant to judgment, condemnation award or otherwise) and all documents, instruments, general intangibles, goods, equipment, inventory, chattel paper, monies, accounts, deposit accounts and other personal property that may arise from the sale or disposition of any of the foregoing, all guaranties of and security for any of the foregoing, and all books and records, including, without limitation, all computer records, computer tapes and electronic and electromagnetic representations and reproductions thereof, relating to any of the foregoing.

"**Property**" means the real property described in Exhibit "A", attached hereto and incorporated herein by reference, together with all buildings and other improvements ("**Improvements**") now or hereafter located thereon, and any and all right, title or interest in any other real property or improvements comprised in such real property, which right, title or interest is acquired after the date of the Mortgage (such real property, buildings, improvements and after-acquired interest being hereinafter collectively referred to as the "**Real Property**"); the Personal Property; all easements and other rights now or hereafter made appurtenant to the Real Property; all additions and accretions to the Real Property; all fixtures, machinery, equipment, and appliances at any time attached to, or located in or on the Real Property in which Debtor has an interest; all rights in or to existing or future streets or public places; all existing and future minerals, oil, gas and other hydrocarbon substances upon, under or through the Real Property; all water and water rights, pumps and pumping plants, and existing and future water stock relating thereto; all existing and future shares of stock or other evidence of ownership of any part of the foregoing property and all intangible property and rights relating to the foregoing property, or the operation thereof or used in connection therewith, including all options, sales contracts and rights of first refusal of any nature whatsoever, covering all or any portion of such property, together with any deposits or other payments made in connection therewith, existing and future development rights, permits and approvals, air rights and other similar land use permits, approvals or entitlements; and all proceeds of any of the foregoing.

EXHIBIT "A" TO EXHIBIT "1" TO FORM UCC1


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Debtor: **SOVEREIGN EO, LLC**

Secured Party: **CAPITALSOURCE FINANCE LLC, A DELAWARE LIMITED LIABILITY COMPANY**

LEGAL DESCRIPTION

EXHIBIT "A"

Parcel 1:

(Store No. 1 – 1479 Montgomery Highway – 06-47719)

That part of the Northwest quarter of the Northeast quarter of Section 1, Township 19 South, Range 3 West, situated in Jefferson County, Alabama, more particularly described as follows:

Begin at the Southeast corner of said quarter-quarter section and run thence Northwardly along the East line thereof for a distance of 397.5 feet; thence turn an angle of 86° 58' to the left and run Westwardly to a point which is 136 feet East of the Easterly line of the present right of way of the Montgomery Highway, as measured along said last described line extended, said point being the point of beginning of the tract here described; from the point of beginning thus obtained, continue Westwardly along said last described line for a distance of 136 feet, more or less, to the Easterly line of the said right of way of the Montgomery Highway, as more particularly described in deed to Jefferson County recorded in Volume 4838, page 176, in the Office of the Judge of Probate of Jefferson County, Alabama; run thence Northeastwardly along the Easterly line of said right of way for a distance of 202 feet, more or less, to a point; thence turn an angle to the right of 90° and run Southeasterly for 120 feet to a point; then turn an angle to the right and run Southwesterly a distance of 140 feet, more or less, to the point of beginning, except the South 10 feet of the above described parcel reserved as easement or public road as set out in deed to W.O. Cox recorded in Volume 5147, page 134.


EXHIBIT "A" TO EXHIBIT "1" TO FORM UCC1

Debtor: **SOVEREIGN EO, LLC**

Secured Party: **CAPITALSOURCE FINANCE LLC, A DELAWARE LIMITED LIABILITY COMPANY**

LEGAL DESCRIPTION (Cont.)

Exhibit "A" continued


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Parcel 2:

(Store No. 3- 8400 1st Ave North - 06-47720)

Lots 1 & 2, in Block 16-A according to the Map and Survey of East Lake Land Company, as recorded in Map Book 1, page 217, in the Probate Office of Jefferson County, Alabama.

EXHIBIT "A" TO EXHIBIT "1" TO FORM UCC1

Debtor: **SOVEREIGN EO, LLC**

Secured Party: **CAPITALSOURCE FINANCE LLC, A DELAWARE LIMITED LIABILITY COMPANY**

LEGAL DESCRIPTION (Cont.)

Exhibit "A" continued

Parcel 3:

(Store No. 4- 2013 Center Point Parkway - 06-47743)

Lot 4A, according to a resurvey, as recorded in Map Book 195, page 81, in the Office of the Judge of Probate of Jefferson County, Alabama, of Lots 4 and 5, of Center Point Gardens.



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EXHIBIT "A" TO EXHIBIT "1" TO FORM UCC1

Debtor: SOVEREIGN EO, LLC

Secured Party: CAPITALSOURCE FINANCE LLC, A DELAWARE LIMITED LIABILITY COMPANY

LEGAL DESCRIPTION (Cont.)

Exhibit "A" continued



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Parcel 4:

(Store No. 5- 196 West Valley Ave - 06-47745)

Part of the Southwest quarter of the Southeast quarter of Section 15, Township 18 South, Range 3 West and being more particularly described as follows:

Commence at the Southwest corner of said quarter-quarter section; thence North along the West line of same a distance of 1029.22 feet; thence $124^{\circ} 25'$ to the right in Southeasterly direction a distance of 187.72 feet to the point of beginning of tract herein described; thence $12^{\circ} 16'$ to the right in a Southeasterly direction a distance of 273.51 feet to the Northerly right of way line of Valley Avenue West; thence $83^{\circ} 46'$ to the left in a Northeasterly direction a distance of 298.76 feet; thence $109^{\circ} 40'$ to the left in a Northwesterly direction a distance of 257.04 feet; thence $63^{\circ} 18'$ to the left in a Southwesterly direction a distance of 243.82 feet to the point of beginning.

EXHIBIT "A" TO EXHIBIT "1" TO FORM UCC1

Debtor: **SOVEREIGN EO, LLC**

Secured Party: **CAPITALSOURCE FINANCE LLC, A DELAWARE LIMITED LIABILITY COMPANY**

LEGAL DESCRIPTION (Cont.)

Exhibit "A" continued

Parcel 5:

(Store No.10- 136 First St. North - 06-47729)

Lots 3, 4, 5, 6, 7 and the South half of Lot 8, Block 2, according to Nickerson-Scott Survey as recorded in Map Book 3, page 34, in the Probate Office of Shelby County, Alabama.



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EXHIBIT "A" TO EXHIBIT "1" TO FORM UCC1

Debtor: SOVEREIGN EO, LLC

Secured Party: CAPITALSOURCE FINANCE LLC, A DELAWARE LIMITED LIABILITY COMPANY

LEGAL DESCRIPTION (Cont.)

Exhibit "A" continued


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Parcel 6:

(Store No. 12- 3635 Lorna Road - 06-47721)

Tract 1

Commence at the Northwest corner of the Northeast quarter of the Southeast quarter of Section 13, Township 19 South, Range 3 West and run East along the North line of said quarter-quarter Section for a distance of 542.99 feet; thence 89° 04' to the right and run South for a distance of 195.54 feet to a point; thence 125° 28' 42" to the left and run Northeasterly for a distance of 169.64 feet to a point; thence 88° 22' 20" to the right and run Southeasterly for a distance of 73.97 feet to the point of beginning; thence continue along the last described course for a distance of 120.0 feet to the point on the Northwest right of way line of Lorna Road; thence 90° 00' to the left and run Northeasterly along said right of way line for a distance of 75.0 feet to a point; thence 90° 00' to the left and run Northwesterly for a distance of 120.0 feet to a point; thence 90° 00' to the left and run Southwesterly for a distance of 75.0 feet to the point of beginning.

Tract 1-A

Together with a non-exclusive Access Easement more particularly described in instrument dated October 1, 1987 from Bill L. Harbert to Michael E. Osborn recorded in Real 3252, page 377 in the Jefferson County Probate Office.

Tract 2:

Part of the East quarter of Section 13, Township 19 South, Range 3 West Jefferson County, Alabama, being more particularly described as follows:

From the Northwest corner of the Northeast quarter of the Southeast quarter of said Section 13, run in an Easterly direction along the North line of said quarter-quarter section for a distance of 542.99 feet; thence turn an angle to the left of 90° 56' and run in a Northerly direction for a distance of 54.22 feet to an existing iron pin; thence turn an angle to the right of 89° 59' and run in an Easterly direction for a distance of 5.14 feet to an existing iron pin being the point of beginning; thence continue in an Easterly direction along last mentioned course for a distance of 137.33 feet to an existing iron pin; thence turn an angle to the right of 44° 55' 46" and run in a Southeasterly direction for a distance of 88.15 feet to an existing iron pin; thence turn an angle to the left of 31° 40' 54" and run in a Southeasterly direction for a distance

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EXHIBIT "A" TO EXHIBIT "1" TO FORM UCC1

Debtor: **SOVEREIGN EO, LLC**

Secured Party: **CAPITALSOURCE FINANCE LLC, A DELAWARE LIMITED LIABILITY COMPANY**

LEGAL DESCRIPTION (Cont.)

of 45.20 feet to an existing iron pin; thence turn an angle to the right of 131° 17' 45" and run in a Southwesterly direction for a distance of 150.73 feet to an existing nail set in asphalt; thence turn an angle to the right of 88° 22' 20" and run in a Northwesterly direction for a distance of 200.62 feet to an existing iron pin being the point of beginning.

Tract 2A:

Those certain utility easements and rights incidental thereto, created in Easement recorded in Real 3252, page 377.



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Debtor: **SOVEREIGN EO, LLC**

Secured Party: **CAPITALSOURCE FINANCE LLC, A DELAWARE LIMITED LIABILITY COMPANY**

LEGAL DESCRIPTION (Cont.)

Exhibit "A" continued

Parcel 7:

(Store No.13- 922 9th Avenue - 06-47724)

Lots 3 and 4, in Block 438, according to the Survey of West Lake Highlands, as recorded in Map Book 2, page 7, in the Probate Office of Jefferson County, Alabama, Bessemer Division.



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Debtor: **SOVEREIGN EO, LLC**

Secured Party: **CAPITALSOURCE FINANCE LLC, A DELAWARE LIMITED LIABILITY COMPANY**

LEGAL DESCRIPTION (Cont.)

Exhibit "A" continued

Parcel 8:

(Store No. 17- 1412 Pinson Parkway - 06-47725)

Lots 7 and 8, according to the Survey of James B. Clow & Sons, Inc. Addition to the City of Tarrant, as recorded in Map Book 45, page 2, in the Probate Office of Jefferson County, Alabama.



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Debtor: **SOVEREIGN EO, LLC**

Secured Party: **CAPITALSOURCE FINANCE LLC, A DELAWARE LIMITED LIABILITY COMPANY**

LEGAL DESCRIPTION (Cont.)

Exhibit "A" continued

Parcel 9:

(Store No. 18- 316 Fieldstown Rd. - 06-47730)

Commence at the Southwest corner of the South half of the East one-half, Southeast quarter of the Southeast quarter of Section 11, Township 16 South, Range 3 West and run North along the West line of said quarter-quarter for 660.0 feet; thence 329.86 feet; thence angle right 89° 08' and run South 400.02 feet for the point of beginning; thence continue along last described course for 228.60 feet to the Northerly right of way of Fieldstown Road; thence angle right 91° 13' 10" and run Westerly along said right of way 56.91 feet to a point of curve to the left, having a radius of 7,683.44 feet and a central angle of 0° 24' 54"; thence continue in a Westerly direction and along the arc of said curve and right of way 55.65 feet to a point on said curve; thence angle right 89° 12' 24" from the tangent of said point on curve and run Northerly 228.60 feet; thence angle right 91° 06' 14" and run Easterly 112.53 feet to the point of beginning. Said property in Jefferson County, Alabama.



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EXHIBIT "A" TO EXHIBIT "1" TO FORM UCC1

Debtor: **SOVEREIGN EO, LLC**

Secured Party: **CAPITALSOURCE FINANCE LLC, A DELAWARE LIMITED LIABILITY COMPANY**

LEGAL DESCRIPTION (Cont.)

Exhibit "A" continued

Parcel 10:

(Store No. 20- 5101 Oporto-Madrid Blvd - 06-47718)

Lot 1, according to the Survey of Olshan's Addition to Crestline Gardens, as recorded in Map Book 66, page 65, in the Probate Office of Jefferson County, Alabama.

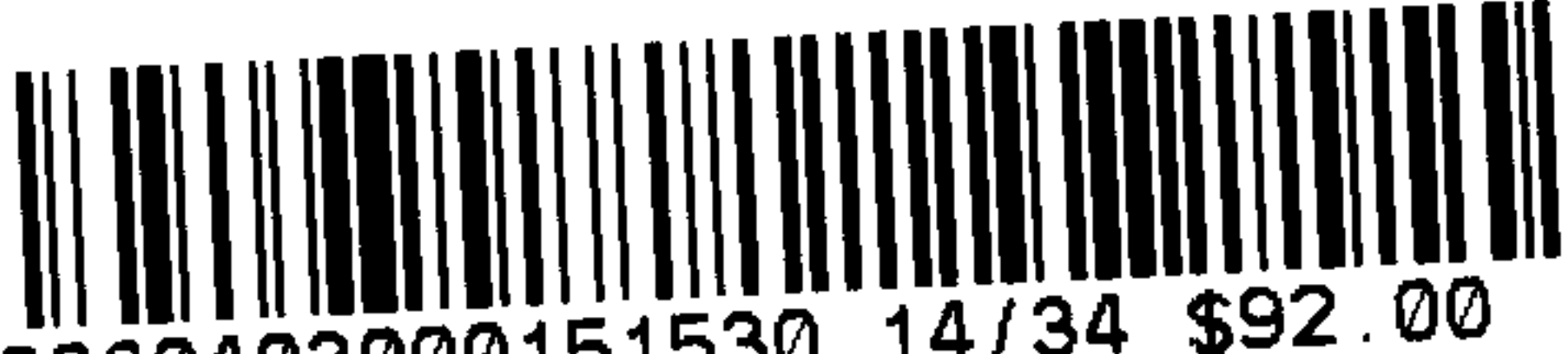

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EXHIBIT "A" TO EXHIBIT "1" TO FORM UCC1

Debtor: **SOVEREIGN EO, LLC**

Secured Party: **CAPITALSOURCE FINANCE LLC, A DELAWARE LIMITED LIABILITY COMPANY**

LEGAL DESCRIPTION (Cont.)

Exhibit "A" continued

Parcel 11:

(Store No. 23- 525 S. Quijntard Boulevard - 06-47726)

A certain parcel of land located in the City of Oxford, Alabama and being more particularly described as commencing at the Southwest Corner of Section 20, Township 16 South, Range 8 East, Calhoun County, Alabama; thence North 87°32'30" East, along the South line of said Section 753.31 feet; thence North 02°27'30" West, a distance of 411.50 feet to the Point of beginning of herein described parcel of land; thence continue North 02°27'30" West, a distance of 125.0 feet; thence South 87°41' West, a distance of 155.97 feet to the Eastern right of way line of Alabama Highway #21 (Quintard Drive); thence along a curve to the left having a radius of 9,722.13 feet, a chord bearing and distance of South 10°08' East, 125.0 feet; thence North 88°13' East, 139.27 feet to the Point of Beginning.



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Debtor: **SOVEREIGN EO, LLC**

Secured Party: **CAPITALSOURCE FINANCE LLC, A DELAWARE LIMITED LIABILITY COMPANY**

LEGAL DESCRIPTION (Cont.)

Exhibit "A" continued

Parcel 12:

(Store No. 24- 1554 Montgomery Hwy - 06-47722)

Lot B, according to the Survey of Green Valley Village, as recorded in Map Book 77, page 70, in the Probate Office of Jefferson County, Alabama.



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Debtor: SOVEREIGN EO, LLC

Secured Party: CAPITALSOURCE FINANCE LLC, A DELAWARE LIMITED LIABILITY COMPANY

LEGAL DESCRIPTION (Cont.)

Exhibit "A" continued

Parcel 13:

(Store No. 26- 5700 McLellan Boulevard - 06-47727)

A parcel of land located in the Southeast Quarter of the Northeast Quarter of Section 17, Township 15 South, Range 8 East, Calhoun County, Alabama, more particularly described as commencing at an iron pin found on the West right of way of the Anniston-Jacksonville Highway (Alabama Highway #21, also known as McClellan Boulevard) at Station No 195+00; thence run North 81°30' West, a distance of 61.50 feet (61.37 feet, measured) to an existing iron stake on the East right of way of the Anniston-Weaver Road; thence Northerly at an interior angle of 87°28' (92°16', measured), 125.00 feet along the East right of way of the Anniston-Weaver Road; thence Southeasterly, at an interior angle of 76°01' (73°05'19", measured), a distance of 115.79 feet (115.40 feet, measured) to the West right of way of the Anniston-Jacksonville Highway (Alabama Highway #21) and an iron pin found; thence Southwesterly at an interior angle of 79°42' (79°19'42", measured) along said right of way, a distance of 106.0 feet to the point of beginning; situated, lying and being in Calhoun County, Alabama.



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Debtor: SOVEREIGN EO, LLC

Secured Party: CAPITALSOURCE FINANCE LLC, A DELAWARE LIMITED LIABILITY COMPANY

LEGAL DESCRIPTION (Cont.)

Exhibit "A" continued

Parcel 14:

(Store No. 27- 2556 Rocky Ridge Road-06 -47738)

A parcel of land located in the Southeast Quarter of the Northeast Quarter of Section 17, Township 15 South, Range 8 East, Calhoun County, Alabama, more particularly described as commencing at an iron pin found on the West right of way of the Anniston-Jacksonville Highway (Alabama Highway #21, also known as McClellan Boulevard) at Station No 195+00; thence run North 81°30' West, a distance of 61.50 feet (61.37 feet, measured) to an existing iron stake on the East right of way of the Anniston-Weaver Road; thence Northerly at an interior angle of 87°28' (92°16', measured), 125.00 feet along the East right of way of the Anniston-Weaver Road; thence Southeasterly, at an interior angle of 76°01' (73°05'19", measured), a distance of 115.79 feet (115.40 feet, measured) to the West right of way of the Anniston-Jacksonville Highway (Alabama Highway #21) and an iron pin found; thence Southwesterly at an interior angle of 79°42' (79°19'42", measured) along said right of way, a distance of 106.0 feet to the point of beginning; situated, lying and being in Calhoun County, Alabama.



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Debtor: **SOVEREIGN EO, LLC**

Secured Party: **CAPITALSOURCE FINANCE LLC, A DELAWARE LIMITED LIABILITY COMPANY**

LEGAL DESCRIPTION (Cont.)

Exhibit "A" continued

Parcel 15:

(Store No. 32-5700 Sanderson Street SW - 06-47732)

Lot 1, according to the survey of Madison Plaza Subdivision, as recorded in Map Book 27, Page 72, in the Probate Office of Madison County, Alabama.



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Debtor: **SOVEREIGN EO, LLC**

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LEGAL DESCRIPTION (Cont.)

Exhibit "A" continued


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Parcel 16:

(Store No. 37-1855 Opelika Road - 06-47728)

All that certain real property situate in the County of Lee, State of Alabama, described as follows:

The East Quarter of Lot 22 in Block A and the West half of Lot 23 of Block A of the Auburn Heights Survey recorded in the Office of the Judge of Probate of Lee County, Alabama, in Town Plat Book 1, at page 16 being recorded in Section 21, Township 19 South, Range 26 East, in Lee County, Alabama.

Less and except the following:

Commencing at the Northeast corner of Section 21, Township 19 North, Range 26 East, Lee County, Alabama, run thence South 75°16'30" West for 578.6 feet to an iron pin; thence South 62°12'24" West, along a cable fence for 110.4 feet to an iron pin; thence South 27°56' East for 215.4 feet to an iron pin on the Northwest margin of U.S. Highway 29; thence South 55°00' West along the Northwest margin of said U.S. Highway 29, for 99.11 feet to an iron pin; thence, leaving the Northwest margin of U.S. Highway 29, run north 27°45' West for 310.0 feet to an iron pin and the point of beginning of the parcel herein intended to be described. From said point of beginning, run thence South 62°15' West for 148.91 feet to an iron pin; thence North 27°45' West for 319.53 feet to an iron pin; thence South 89°33' East for 168.96 feet to an iron pin; thence South 27°45' East for along a fence for 238.7 feet to the point of beginning. According to that certain plat of survey prepared by T. Richard Fuller, Registered Land Surveyor, Ala. Reg No. 7384, dated September 20, 1988.

And being further described as Lot 1-A of a Resubdivision of parts of Lots 22, 23 and 24, Auburn Heights Subdivision, Block A, recorded in Town Plat 13, at page 107 in the Probate Office of Lee County, Alabama

EXHIBIT "A" TO EXHIBIT "1" TO FORM UCC1

Debtor: **SOVEREIGN EO, LLC**

Secured Party: **CAPITALSOURCE FINANCE LLC, A DELAWARE LIMITED LIABILITY COMPANY**

LEGAL DESCRIPTION (Cont.)

Exhibit "A" continued

Parcel 17:

(Store No. 38-2549 Bob Wallace Avenue - 06-47733)

Lot 1, according to a Plat of a Re-Subdivision of Lot 2 of Bob Wallace at First Street Subdivision, as recorded in Map Book 28, Page 41, in the Probate Office of Madison County, Alabama.



20060403000151530 21/34 \$92.00
Shelby Cnty Judge of Probate, AL
04/03/2006 09:10:46AM FILED/CERT

EXHIBIT "A" TO EXHIBIT "1" TO FORM UCC1

Debtor: **SOVEREIGN EO, LLC**

Secured Party: **CAPITALSOURCE FINANCE LLC, A DELAWARE LIMITED LIABILITY COMPANY**

LEGAL DESCRIPTION (Cont.)

Exhibit "A" continued

Parcel 18:

(Store No. 40- 5860 Wall-Triana Hwy - 06-47734)

Lot 4, according to the plat of a resubdivision of Tract B, Clift Commercial, which is recorded in Plat Book 28, Page 92, Madison County, Alabama, Section 29, Township 3 South, Range 2 West, as recorded in Plat Book 29, Page 26, in the Probate Office of Madison County, Alabama.



20060403000151530 22/34 \$92.00
Shelby Cnty Judge of Probate, AL
04/03/2006 09:10:46AM FILED/CERT

EXHIBIT "A" TO EXHIBIT "1" TO FORM UCC1

Debtor: **SOVEREIGN EO, LLC**

Secured Party: **CAPITALSOURCE FINANCE LLC, A DELAWARE LIMITED LIABILITY COMPANY**

LEGAL DESCRIPTION (Cont.)

Exhibit "A" continued

Parcel 19:

(Store No. 48- 8861 Madison Boulevard - 06-47736)

All that part of the Southwest Quarter of Section 21, Township 4 South, Range 2 West of the Huntsville Meridian, Madison County, Alabama, more particularly described as commencing at the center of the west boundary of said Section 21; thence due east 50.00 feet to a point; thence South 01 degrees 10 minutes 00 seconds West 366.79 feet to a point; thence along the southerly right-of-way margin of Alabama Highway 20 North 63 degrees 39 minutes 00 seconds East 631.61 feet passing a capped rebar found at 98.96 feet to a capped rebar found being the true point of beginning. Thence from the true point of beginning, continue along said southerly right-of-way of Alabama Highway 20 north 63 degrees 20 minutes 41 seconds East 99.99 feet to a capped rebar found; thence leaving said right-of-way south 26 degrees 27 minutes 04 seconds east 224.96 feet to a capped rebar found; thence south 63 degrees 20 minutes 15 seconds west 99.99 feet to a capped rebar found; thence north 26 degrees 27 minutes 02 seconds west 224.98 feet to the true point of beginning.



20060403000151530 23/34 \$92.00
Shelby Cnty Judge of Probate, AL
04/03/2006 09:10:46AM FILED/CERT

EXHIBIT "A" TO EXHIBIT "1" TO FORM UCC1

Debtor: SOVEREIGN EO, LLC

Secured Party: CAPITALSOURCE FINANCE LLC, A DELAWARE LIMITED LIABILITY COMPANY

LEGAL DESCRIPTION (Cont.)

Exhibit "A" continued

Parcel 20:

(Store No. 53- Memorial Parkway SW - 06-47737)

Real Property and Building located in Madison County, Alabama, more particularly described as follows, to-wit:

All that part of Lot 7, a part of Lot 6 and a part of Lot 8, Block B Clift Subdivision as recorded in Plat Book 1, page 158, in the office of the Judge of Probate, Madison County, Alabama, more particularly described as beginning at the SE corner of said Lot 7; thence from the point of beginning South 89°24'35" West, along the South boundary of said Lot 7, a distance of 192.80 feet to a point on the arc of a curve on the east margin of Memorial Parkway; said point is further described as being the SW corner of said Lot 7; thence along the east margin of said Memorial Parkway and along the arc of a curve to the right having a radius of 5082.63 feet, a distance of 154.76 feet (chord bearing and distance of North 17°59'36" West, 154.74 feet) to a point on the south margin of Marinawoods Drive; also being the point of curvature of a curve to the right having a radius of 25 feet; thence along the said south margin and along the arc of said curve a distance of 46.79 feet (chord bearing distance North 35°43'10" East 40.25') to a point; Thence continuing along the said south margin Marinawoods Drive, North 89°20'00" East a distance of 280.60 feet to a point; thence leaving said south margin, South 00°12'51" East, a distance of 180.08 feet to a point; thence South 89°24'35" West a distance of 62.92 feet to a point of beginning.



20060403000151530 24/34 \$92.00
Shelby Cnty Judge of Probate, AL
04/03/2006 09:10:46AM FILED/CERT

EXHIBIT "A" TO EXHIBIT "1" TO FORM UCC1

Debtor: **SOVEREIGN EO, LLC**

Secured Party: **CAPITALSOURCE FINANCE LLC, A DELAWARE LIMITED LIABILITY COMPANY**

LEGAL DESCRIPTION (Cont.)

Exhibit "A" continued

Parcel 21:

(Store No. 54- 3203 Memorial Parkway SW - 06-47735)

Lot 1, Block 1, according to the survey of Chevron U.S.A. Subdivision, as recorded in Map Book 23, Page 39, in the Probate Office of Madison County, Alabama.



20060403000151530 25/34 \$92.00
Shelby Cnty Judge of Probate, AL
04/03/2006 09:10:46AM FILED/CERT

EXHIBIT "A" TO EXHIBIT "1" TO FORM UCC1

Debtor: **SOVEREIGN EO, LLC**

Secured Party: **CAPITALSOURCE FINANCE LLC, A DELAWARE LIMITED LIABILITY COMPANY**

LEGAL DESCRIPTION (Cont.)

Exhibit "A" continued

Parcel 22:

(Store No. 94- 1222 Beltline Road SW - 06-47740)

Begin at the SW corner of the SE ¼ of Section 36, Township 5 South, Range 5 West, Decatur, Morgan County, Alabama, and run thence North 00 degrees 45' 25" East (Alabama State Coordinate System—Grid Bearing) along the West boundary of the SE ¼ of said Section 36, a distance of 657.80 feet to a point; thence South 89 degrees 14' 35" East, a distance of 513.19 feet to an iron pin on the Northerly right of way margin of Beltline Road, SW (Alabama Hwy. No. 67) and the true point of beginning of the tract herein described; thence from the true point of beginning run North 50 degrees 27' 33" East a distance of 203.37 feet to an iron pin; thence South 41 degrees 31' 08" East a distance of 91.11 feet to an iron pin; thence South 33 degrees 12' 8" West a distance of 183.61 feet to an iron pin on the Northerly right of way margin of Beltline Road, SW (Alabama Hwy. No. 67); thence along the Northerly right of way margin of Beltline Road, SW (Alabama Hwy. No. 67) and along a curve to the right having a radius of 2788.49 feet (chord bearing North 51 degrees 37' 45" West, chord distance 148.81 feet) an arc distance of 148.83 feet to the true point of beginning; lying and being within the SE ¼ of Section 36, Township 5 South, Range 5 West, Decatur, Morgan County, Alabama.



20060403000151530 26/34 \$92.00
Shelby Cnty Judge of Probate, AL
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EXHIBIT "A" TO EXHIBIT "1" TO FORM UCC1

Debtor: **SOVEREIGN EO, LLC**


Secured Party: **CAPITALSOURCE FINANCE LLC, A DELAWARE LIMITED LIABILITY COMPANY**

LEGAL DESCRIPTION (Cont.)

Exhibit "A" continued

Parcel 23:

(Store No. 103- 2731 Florence Boulevard - 06-47742)


20060403000151530 27/34 \$92.00
Shelby Cnty Judge of Probate, AL
04/03/2006 09:10:46AM FILED/CERT

A tract of land lying in the SE ¼ of Section 31, Township 2, Range 10 West, Lauderdale County, Alabama, together with all buildings and improvements thereon or thereunto belonging, being Lot 2 on the final Plat of "Captain D's Florence", of record in Plat Book 6, Page 166, in the Office of the Judge of Probate of Lauderdale County, Alabama and being more particularly described as follows, to-wit: To find the point of beginning, commence at a point lying 940 feet East or 1200 feet South of the NW corner of the SE ¼ of said Section 31; thence South 10 degrees 39' East 850 feet (deed call) to the Northwardly right of way of U. S. Highway No. 72/43 (Florence Blvd.--180 foot right of way); thence North 76 degrees 04' East and along said right of way 50 feet (deed call) to an iron pin set, being the intersection with the Eastwardly right of way of Seville Street (50 foot right of way); continue thence North 76 degrees 04' 00" East along the Northwardly right of way of said U. S. Highway No. 72/43 for 100 feet to an iron pin set and the point of beginning; continue thence North 76 degrees 04' 00" East along the Northwardly right of way of said U. S. Highway No. 72/43 for 100 feet to an iron pin set; thence leaving said right of way North 10 degrees 39' 44" 210 feet to an iron pin set; thence South 76 degrees 04' 13" West 100.14 feet to an iron pin set; thence South 10 degrees 42' 05" East 210 feet to the point of beginning.

Together with the beneficial easements created under Non-Exclusive Declaration of Easement Agreement recorded in Roll 98-636, Page 31.

EXHIBIT "A" TO EXHIBIT "1" TO FORM UCC1

Debtor: SOVEREIGN EO, LLC

Secured Party: CAPITALSOURCE FINANCE LLC, A DELAWARE LIMITED LIABILITY COMPANY

LEGAL DESCRIPTION (Cont.)

Exhibit "A" continued



20060403000151530 28/34 \$92.00
Shelby Cnty Judge of Probate, AL
04/03/2006 09:10:46AM FILED/CERT

Parcel 24:

(Store No. 116- 1960 US Highway 78 E - 06-47731)

A parcel of land situated in the NE¼ of the NW¼ of Section 27, Township 16 South, Range 8 East, Calhoun County, Alabama, more particularly described as commencing at the NW corner of said Section 27, (said corner having been recreated from a survey by James W. Barry, Sr., Alabama Reg. No. 5341, said survey being dated July 19, 1990); thence South 00°00'10" East along the West boundary of said Section 27, a distance of 40.00 feet to a point calculated on the old south right of way of U.S. Highway No. 78; thence North 89°59'50" East along said calculated old south right of way for a distance of 1284.49 feet; thence South 00°00'10" East a distance of 41.25 feet to an existing rebar and cap on the south right of way of said U.S. Highway No. 78, said point being the point of beginning of herein described parcel of land; thence run North 89°59'14" East, along the new south right of way of said U.S. Highway No. 78, a distance of 87.86 feet to a concrete monument stamped 650+00, 80 feet, and; thence South 84°18'07" East (South 84°49'25" East, measured) along said right of way a distance of 82.54 feet; thence South 00°00'00" West (South 00°09'22" West, measured), a distance of 144.14 feet to an existing iron pin; thence South 60°23'45" West, a distance of 179.83 feet to an existing iron pin; thence South 90°00'00" West (South 89°46'05" East, measured), a distance of 13.64 feet to an existing iron pin; thence North 00°00'00" East (North 00°02'25" East, measured), a distance of 241.15 feet (240.63 feet, measured), to the point of beginning; situated, lying and being in Calhoun County, Alabama.

EXHIBIT "A" TO EXHIBIT "1" TO FORM UCC1

Debtor: SOVEREIGN EO, LLC

Secured Party: CAPITALSOURCE FINANCE LLC, A DELAWARE LIMITED LIABILITY COMPANY

LEGAL DESCRIPTION (Cont.)

Exhibit "A" continued

Parcel 25:

(Store No. 118- 3819 University Drive - 06-47739)



20060403000151530 29/34 \$92.00
Shelby Cnty Judge of Probate, AL
04/03/2006 09:10:46AM FILED/CERT

Lot 2, according to the survey of Rothberger Subdivision, as recorded in Map Book 39, Page 39, in the Probate Office of Madison County, Alabama.

EXHIBIT "A" TO EXHIBIT "1" TO FORM UCC1

Debtor: **SOVEREIGN EO, LLC**


Secured Party: **CAPITALSOURCE FINANCE LLC, A DELAWARE LIMITED LIABILITY COMPANY**

LEGAL DESCRIPTION (Cont.)

Exhibit "A" continued

Parcel 26:

(Store No. 122- 1011 6th Avenue SE - 06-47741)


20060403000151530 30/34 \$92.00
Shelby Cnty Judge of Probate, AL
04/03/2006 09:10:46AM FILED/CERT

Lots 10, 12 and 14, Block 63 Decatur Land Improvement and Furnace Company's Addition No. 4 to Decatur, Alabama, as recorded by map or plat in the Office of the Judge of Probate for Morgan County, Alabama, in Plat Book 1, at Pages 20 and 21, more particularly described in Certificate No. 2376-99 of the Decatur City Planning Commission dated July 27, 1999, as follows:

ENTIRE TRACT

Beginning at the intersection of the North right of way margin of 7th Street, S.E. and the West right of way margin of 6th Avenue, S.E., Decatur, Alabama, and run North along said West right of way margin of 6th Avenue, S.E., a distance of 320.00 feet to an iron pin and the true point of beginning of the tract herein described; thence turn an angle of 90 degrees 00' 00" clockwise from the back tangent and run a distance of 140.00 feet to an iron pin; thence turn an angle of 90 degree 00' 00" counterclockwise from the back tangent and run a distance of 120.00 feet to an iron pin; thence turn an angle of 90 degrees 00' 00" counterclockwise from the back tangent and run a distance of 140.00 feet to a nail and cap; thence turn an angle of 90 degrees 00' 00" counterclockwise from the back tangent and run a distance of 120.00 feet to the true point of beginning.

EXHIBIT "A" TO EXHIBIT "1" TO FORM UCC1


Debtor: **SOVEREIGN EO, LLC**

Secured Party: **CAPITALSOURCE FINANCE LLC, A DELAWARE LIMITED LIABILITY COMPANY**

LEGAL DESCRIPTION (Cont.)

Exhibit "A" continued

Parcel 27:


20060403000151530 31/34 \$92.00
Shelby Cnty Judge of Probate, AL
04/03/2006 09:10:46AM FILED/CERT

(Store No. 124- 4665 Center Point Road - 06-47746)

A parcel of land situated in the Southwest quarter of the Southeast quarter of Section 30, Township 15 South, Range 1 West, Jefferson County, Alabama and being more particularly described as follows:

Commence at the Southwest corner of said Southwest quarter of the Southeast quarter of said Section 30; thence run Northerly along the West line of said quarter-quarter for 731.19 feet; thence $91^{\circ} 00' 00''$ right and run Easterly for 421.13 feet to a point on the East right of way line of Alabama Highway Number 75; thence turn $114^{\circ} 40' 17''$ right to the chord of a curve to the left, said curve having a radius of 1877.50 feet and subtending a central angle of $1^{\circ} 49' 33''$; thence run Southwesterly along the arc of said curve and along said right of way line for 59.83 feet to the end of said curve, said point being a concrete right of way monument; thence from the chord of said curve turn $20^{\circ} 11' 09''$ left and run Southerly along said right of way line for 108.94 feet to a concrete right of way monument; thence $13^{\circ} 35' 02''$ right and run Southwesterly along said right of way line for 200.39 feet to a concrete right of way monument; thence turn $9^{\circ} 53' 23''$ left and run Southwesterly along said right of way line for 124.12 feet to the point of beginning of the parcel herein described; thence run Southwesterly along the last stated course and along said right of way line for 125.00 feet; thence turn $90^{\circ} 00' 00''$ left and run Southeasterly for 180.00 feet; thence $90^{\circ} 00' 00''$ left and run Northeasterly for 125.00 feet; thence $90^{\circ} 00' 00''$ left and run Northwesterly for 180.00 feet to the point of beginning.

Together with beneficial easements under Reciprocal Easement and Restriction Covenant Agreement recorded under Instrument Number 9813/2669.

EXHIBIT "A" TO EXHIBIT "1" TO FORM UCC1

Debtor: **SOVEREIGN EO, LLC**

Secured Party: **CAPITALSOURCE FINANCE LLC, A DELAWARE LIMITED LIABILITY COMPANY**

LEGAL DESCRIPTION (Cont.)

Exhibit "A" continued

Parcel 28:

(Store No. 127- 407 Hollywood Blvd - 06-47747)

Lot 1, according to Express Oil Resurvey as recorded in Map Book 202, page 31, in the Probate Office of Jefferson County, Alabama.



20060403000151530 32/34 \$92.00
Shelby Cnty Judge of Probate, AL
04/03/2006 09:10:46AM FILED/CERT


EXHIBIT "A" TO EXHIBIT "1" TO FORM UCC1

Debtor: **SOVEREIGN EO, LLC**

Secured Party: **CAPITALSOURCE FINANCE LLC, A DELAWARE LIMITED LIABILITY COMPANY**

LEGAL DESCRIPTION (Cont.)

Exhibit "A" continued


20060403000151530 33/34 \$92.00
Shelby Cnty Judge of Probate, AL
04/03/2006 09:10:46AM FILED/CERT

Parcel 29:

(Store Doc- 7809 Gadsden Highway - 06-47748)

A parcel of land situated in the Southwest quarter of the Southeast quarter and the Northwest quarter of Southeast quarter of Section 8, Township 16 South, Range 1 East, Jefferson County, Alabama, more particularly described as follows:


Commence on the Northwest corner of the Northeast quarter of the Southwest quarter of said Section 8; run thence Southeastwardly at an angle of 50° 36' from the North line of said quarter-quarter section for 842.98 feet; thence run right 13° 21' 30" and continue Southeastwardly for 981.47 feet to a point on the Northwesterly right of way line of U.S. Highway #11, said point also being on the curve having a radius of 4,808.08 feet; thence turn left 95° 37' to tangent and run Northeastwardly along the arc of said curve as it curves to the right, and along said right of way line for 60.14 feet to the end of said curve; thence turn right, 90° to tangent and run Southeastwardly for 80 feet to a point on the Southeast right of way line of said Highway #11; thence turn left 90° and run Northeastwardly along said Southeasterly right of way line for 908.46 feet to the point of beginning of the property herein described; thence continue Northeastwardly along said Southeasterly right of way line for 600 feet; thence turn right 90° and run Southeastwardly for 441.72 feet to a point on the Northeast right of way line of a 100 foot wide Southern Railroad right of way; thence run right 85° 52' 30" and run Southwesterly along said Southern Railroad right of way for 601.56 feet; thence turn right 94° 07' 30" and run Northwesterly for 484.99 feet to the point of beginning; being situated in Jefferson County, Alabama.

EXHIBIT "A" TO EXHIBIT "1" TO FORM UCC1

Debtor: **SOVEREIGN EO, LLC**

Secured Party: **CAPITALSOURCE FINANCE LLC, A DELAWARE LIMITED LIABILITY COMPANY**

LEGAL DESCRIPTION (Cont.)


20060403000151530 34/34 \$92.00
Shelby Cnty Judge of Probate, AL
04/03/2006 09:10:46AM FILED/CERT

Parcel 30:

(Store No. 86- 616 S. James Campbell Boulevard- 06-47723)

The following described tract or parcel of land lying and being in Maury County, Tennessee, and being more particularly described as follows, to wit:

Tract 1 of MINOR PLAT OF SURVEY according to the plat thereof as recorded in Plat Book 7, Page 370, Register's Office of Maury County, Tennessee, more particularly described as follows:

Beginning at an iron pin in the northern right-of-way of James M. Campbell Blvd. and same being the southeast corner of the hereinafter described property; thence North 60 deg. 17 min. West 71.87 feet to an iron pin; thence North 58 deg. 22 min. West 53.13 feet to an iron pin; thence leaving James Campbell Blvd. North 34 deg. 19 min. East 203.25 feet to an iron pin; thence South 56 deg. 27 min. East 54.44 feet to an iron pin; thence South 69 deg. 37 min. East 72.42 feet to an iron pin; thence South 34 deg. 19 min. West 213.17 feet to the point of beginning,

Being the same property conveyed to EXPRESS OIL CHANGE, L.L.C., A DELAWARE LIMITED LIABILITY COMPANY BY DEED RECORDED IN BOOK R1618 PAGE 664 IN THE REGISTER'S OFFICE FOR MAURY CO., TN.

End of Exhibit "A"