UCC FINANCING STATEMENT

FOLLOW INSTRUCTIONS (front and back) CAREFULLY

20110929000288950 1/4 \$33.00	
Shalby Coty Judge of Probate, AL	

FOLLOW MATINGO HOMS (MOIN AND DACK) OAKE OLL I	
A. NAME & PHONE OF CONTACT AT FILER [optional]	
Cheryl Robinson (205) 879-5959	
B. SEND ACKNOWLEDGEMENT TO: (Name and Address)	
Cheryl Robinson	i
CORLEY MONCUS, P.C.	
728 Shades Creek Pkwy., Suite 100	
Birmingham AL 35209	

Shelby Chty Judge of Flood 7, 1997

				THE AB	OVE SPACE IS F	OR FILING OFFICE US	E ONLY
	1a. ORGANIZATION'S N. LV PROPERTIES	AME	sert only one debtor name	(1a or 1b) - do not abbreviate or	combine name		
R				FIRST NAME	MIDDL	E NAME	SUFFIX
c. MAILING ADDRESS 2502 3rd Avenue South			CITY Birmingham	STATE AL	POSTAL CODE 35233	COUNTRY USA	
1d.	. TAX ID#: SSN or EIN	ADD'L INFO RE ORGANIZATION DEBTOR	te. TYPE OF ORGANIZA	ATION 1f. JURISDICTION OF OI Alabama	RGANIZATION 1	g. ORGANIZATION ID#	, if any X NONE
	2a. ORGANIZATION'S N		EGAL NAME - insert only o	one debtor name (2a or 2b) - do no	ot abbreviate or co	mbine name	
'IX	2b. INDIVIDUAL'S LAST NAME			FIRST NAME	MIDDL	E NAME	SUFFIX
c. MAILING ADDRESS			CITY	STATE	POSTAL CODE	COUNTRY	
2d	. TAX ID#: SSN or EIN	ADD'L INFO RE ORGANIZATION DEBTOR	2e. TYPE OF ORGANIZA	ATION 2f. JURISDICTION OF O	RGANIZATION 2	g. ORGANIZATION ID#	, if any
	3a. ORGANIZATION'S N SERVISFIRST E	AME	TOTAL ASSIGNEE of AS	SIGNOR S/P) - insert only one se	cured party name	3a or 3b)	
3b. INDIVIDUAL'S LAST NAME			FIRST NAME	MIDDL	E NAME	SUFFIX	
Sc. MAILING ADDRESS			CITY	STATE	POSTAL CODE	COUNTRY	
	850 Shades Cre	eek Pkwy.,	Suite 200	Birmingham	AL	35209	USA

4. This FINANCING STATEMENT covers the following collateral:

All of the fixtures, equipment, furniture, furnishings and 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 I attached hereto and made a part hereof, located on the real property described on the attached Exhibit "A".

THIS FINANCING STATEMENT IS FILED AS ADDITIONAL SECURITY IN CONNECTION WITH A MORTGAGE AND SECURITY AGREEMENT BEING FILED SIMULTANEOUSLY HEREWITH, ON WHICH THE APPROPRIATE MORTGAGE TAX IS BEING PAID.

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

UCC FINANCING STATEMENT ADDENDUM

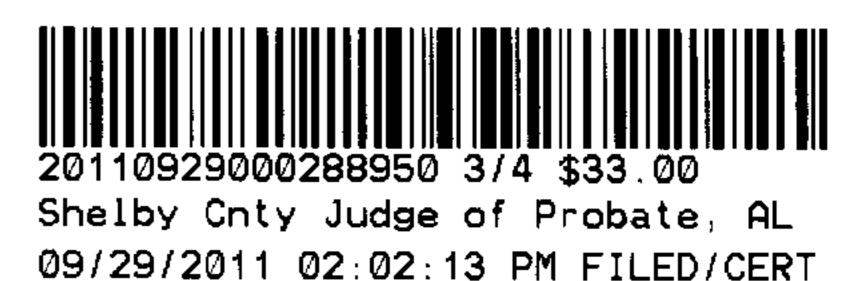
20110929000288950 2/4 \$33.00 Shelby Cnty Judge of Probate, AL

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FOLI	FOLLOW INSTRUCTIONS (front and back) CAREFULLY					
9. NAME OF FIRST DEBTOR(1a or 1b) ON RELATED FINANCING STATEMENT						
	9a. ORGANIZATION'S NAME					
1	LV PROPERTIES, LLC					
OR	9b. INDIVIDUAL'S LAST NAME	FIRST NAME	MIDDLE NAME	SUFFIX		

10. MISCELLANEOUS: THE ABOVE SPACE IS FOR FILING OFFICE USE ONLY 11. ADDITIONAL DEBTOR'S EXACT FULL LEGAL NAME - insert only one debtor name (11a or 11b) - do not abbreviate or combine name 11a. ORGANIZATION'S NAME 11b. INDIVIDUAL'S LAST NAME MIDDLE NAME **SUFFIX** FIRST NAME CITY 11c. MAILING ADDRESS STATE POSTAL CODE COUNTRY ADD'L INFO RE 11e. TYPE OF ORGANIZATION 11f. JURISDICTION OF ORGANIZATION 11g. ORGANIZATION ID#, if any 11d. TAX ID#: SSN or EIN ORGANIZATION NONE DEBTOR ADDITIONAL SECURED PARTY'S or ASSIGNOR S/P -insert only one name (12a or 12b) 12a. ORGANIZATION'S NAME 12b. INDIVIDUAL'S LAST NAME FIRST NAME MIDDLE NAME SUFFIX 12c. MAILING ADDRESS CITY STATE POSTAL CODE COUNTRY 13. This FINANCING STATEMENT covers timber to be cut or as-extracted 16. Additional collateral description: collateral, or is filed as a X fixture filing. 14. Description of real estate: See attached Exhibit "A". 15. Name and address of a RECORD OWNER of above described real estate (if Debtor does not have a record interest): 17. Check only if applicable and check only one box. Trust or Trustee acting with respect to property held in trust or Decedent's Estate 18. Check only if applicable and check only one box. Debtor is a TRANSMITTING UTILITY Filed in connection with a Manufactured-Home Transaction -- effectiive 30 years

Filed in connection with a Public-Finance Transaction -- effective 30 years



SCHEDULE I

All Debtor's right, title and interest in, to, and under any and all of the following described property (the "Property"), whether now owned or held or hereafter acquired:

- (a) All those certain tracts or parcels of land located in Shelby County, Alabama, as more particularly described in Exhibit "A" attached hereto and by this reference made a part hereof (the "Land"); and
- All buildings, structures and improvements of every nature whatsoever now or hereafter (b) situated on the Land, and all gas and electric fixtures, radiators, heaters, engines and machinery, boilers, ranges, elevators and motors, plumbing and heating fixtures, carpeting and other floor coverings, water heaters, awnings and storm sashes, and cleaning apparatus which are or shall be attached to said buildings, structures or improvements, and all other furnishings, furniture, fixtures, machinery, equipment, appliances, vehicles and personal property of every kind and nature whatsoever now or hereafter owned by Debtor and located in, or about, or used or intended to be used with or in connection with the construction, use, operation or enjoyment of the Premises, including all extensions, additions, improvements, betterments, renewals and replacements, substitutions, or proceeds from a permitted sale of any of the foregoing, and all building materials and supplies of every kind now or hereafter placed or located on the Land (collectively the "Improvements"), all of which are hereby declared and shall be deemed to be fixtures and accessions to the Land and a part of the Premises as between the parties hereto and all persons claiming by, through or under them, and which shall be deemed to be a portion of the security for the indebtedness herein described and to be secured by a Mortgage and Security Agreement being filed simultaneously herewith (the "Mortgage"); and
- (c) All easements, rights-of-way, strips and gores of land, vaults, streets, ways, alleys, passages, sewer rights, waters, water courses, water rights and powers, minerals, flowers, shrubs, crops, trees, timber and other emblements now or hereafter located on the Land or under or above the same or any part or parcel thereof, and all ground leases, estates, rights, titles, interests, privileges, liberties, tenements, hereditaments and appurtenances, reversions, and remainders whatsoever, in any way belonging, relating or appertaining to the Premises or any part thereof, or which hereafter shall in any way belong, relate or be appurtenant thereto, whether now owned or hereafter acquired by them; and
- (d) All rents, issues, profits and revenues of the Premises from time to time accruing, including, without limitation, all sums due under any leases or tenancies, together with all proceeds of insurance, condemnation payments, security deposits and escrow funds, and all of the estate, right, title, interest, property, possession, claim and demand whatsoever at law, as well as in equity, of Debtor of, in and to the same, reserving only the right to Debtor to collect the same so long as an Event of Default has not occurred hereunder or such collection is not otherwise restricted by the Mortgage; and
- (e) To the fullest extent assignable (if assignable by law), any and all licenses and permits obtained by Debtor relating to the use and operation of the Premises.

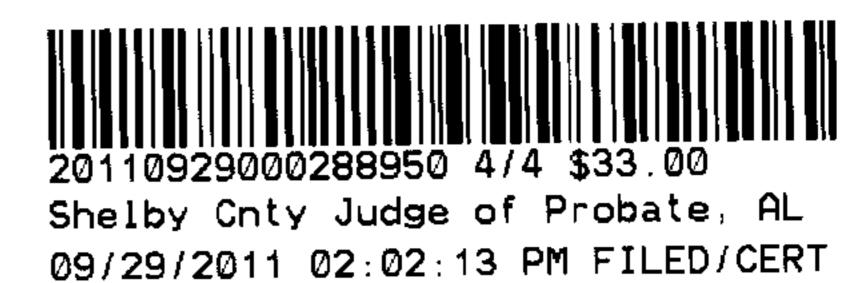


Exhibit A

Legal Description

Lot 1A, according to the Cornerstone Resurvey of Lot 1, Cornerstone, as recorded in Map Book 39, Page 147, in the Probate Office of Shelby County, Alabama. Situated in Shelby County, Alabama. Said lot being more particularly described as follows: A tract of land lying on the North side of Limestone Parkway (120 foot right of way), being situated in the Southeast ¼ of the Northeast ¼ of Section 4, Township 22 South, Range 2 West, Shelby County, Alabama, being more particularly described as follows: Commence at the Northeast corner of Lot #2 of Wadsworth Subdivision (a commercial subdivision) as recorded in Map Book 28, Page 2, in the Office of the Judge of Probate, Shelby County, Alabama; thence run in a Southerly direction along said lot line for a distance of 111.02 feet to the point of beginning; thence turn a deflection angle to the left of 90 degrees 12 minutes 20 seconds and run in an Easterly direction for a distance of 212.78 feet to the West side of a 60 foot right of way; thence turn a deflection angle to the right of 89 degrees 30 minutes 14 seconds and run in a Southerly direction along said right of way for a distance of 149.57 feet to a point on a curve to the right having a radius of 50.00 foot with a delta angle of 90 degrees 29 minutes 46 seconds; thence run along said curve for a distance of 78.97 feet to the North side of said Limestone Parkway right of way (120 foot right of way); thence leaving said unnamed 60 foot right of way run along said Limestone Parkway right of way in a Westerly direction tangent to said curve for a distance of 164.80 feet; thence leaving said right of way, turn a deflection angle to the right of 90 degrees 12 minutes 20 seconds and run in a Northerly direction for a distance of 200.00 feet to the point of beginning.

LESS AND EXCEPT: The West 55 feet of Lot 1A, according to the Cornerstone Resurvey of Lot 1, Cornerstone, as recorded in Map Book 39, Page 147, in the Probate Office of Shelby County, Alabama, said property being more particularly described as follows: A tract of land lying on the North side of Limestone Parkway (120 foot right of way), being situated in the Southeast ¼ of the Northeast ¼ of Section 4, Township 22 South, Range 2 West, Shelby County, Alabama, being more particularly described as follows: Begin at the Northwest corner of Lot 1A of Cornerstone Resurvey, as recorded in Map Book 39, Page 147, in the Office of the Judge of Probate, Shelby County, Alabama; thence run in an Easterly direction along said lot line for a distance of 55.00 feet; thence turn a deflection angle to the right of 90 degrees 12 minutes 20 seconds and run in a Southerly direction for a distance of 200.00 feet to a point on the North right of way line of Limestone Parkway; thence turn a deflection angle to the right of 89 degrees 47 minutes 40 seconds and run in a Westerly direction along said North right of way line for a distance of 55.00 feet; thence leaving said North right of way line, turn a deflection angle to the right of 90 degrees 12 minutes 20 seconds and run in a Northerly direction for a distance of 200.00 feet to the point of beginning.