

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

Important: Read Instructions on Back Before Filling out Form.

<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: Bruce L. Gordon Gordon, Silberman, Wiggins & Childs 1400 SouthTrust Tower Birmingham, Alabama 35203		THIS SPACE FOR USE OF FILING OFFICER Date, Time, Number & Filing Office <div style="text-align: center;"> <p>Inst # 1992-28158</p> <p>11/25/1992-28158</p> <p>08:28 AM CERTIFIED</p> <p>SHELBY COUNTY JUDGE OF PROBATE</p> <p>003 MCD 15.00</p> </div>
2. Name and Address of Debtor (Last Name First if a Person) Higginbotham Oil Company, Inc. P. O. Drawer W Calera, Alabama 35040		
2A. Name and Address of Debtor (IF ANY) (Last Name First if a Person) Social Security/Tax ID # _____		
3. SECURED PARTY (Last Name First if a Person) Bates, Dewey Charles 3436 Strollway Drive Birmingham, Alabama 35226		4. ASSIGNEE OF SECURED PARTY (IF ANY) (Last Name First if a Person) Social Security/Tax ID # _____
<input type="checkbox"/> Additional debtors on attached UCC-E		
<input type="checkbox"/> Additional secured parties on attached UCC-E		

5. The Financing Statement Covers the Following Types (or items) of Property:

See attached for description of collateral.

This UCC-1 is filed as additional security for the indebtedness secured by the Mortgage executed simultaneously herewith.

Debtor is the record owner of the property.

Please cross reference in real estate records.

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

Check X if covered: ☐ 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 \$ <u>100,000.00</u> Mortgage tax due (15¢ per \$100.00 or fraction thereof) \$ <u>-0-</u> 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)
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Bruce L. Gordon
Signature(s) of Debtor(s)

Signature(s) of Debtor(s)

Type Name of Individual or Business

Dewey Charles Bates
Signature(s) of Secured Party(ies) or Assignee

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

Type Name of Individual or Business

EXHIBIT A
EQUIPMENT

Slant Rollover Carwash Equipment, Serial No. 556RL9.

600 Pound Ice Maker, Serial No. 010947.

45 x 13 Cooler and Freezer Compartments, Serial No. 89994695.

Two (2) NCR Cash Registers with Scanners, Computer with Gas Pump, Serial No. (#1 MASTER 3020030495/#2 3020613311).

All Fountain Machines (Pepsi with Ice Maker), Serial No. 1059.

One (1) Long Oven with Canopy Overhead Vent.

One (1) Microwave, Serial No. 8910042885.

One (1) Panasonic 12" Monitor, Serial No. FM9460718.

One (1) Panasonic 20" Monitor, Serial No. V0020601731.

One (1) Sanyo TLS 1000 480 Recorder, Serial No. 921511547.

One (1) Wireless TBC Quad, Serial No. 8-256.

Four (4) Panasonic Cameras, Serial No. 99J02116, 99J02118, 99J02119, 99J02115.

Telephone Systems - three (3) Station Telephones with Paging, Serial No. (#1-0407/98940/#2 0403748940)/

Popcorn Popper, Deli Cooler, and Deli Freezer, Serial No. (POPPER 3942807/ COOLER 1209382/ FREEZER 249562).

Food Warmer/Server, Serial No. W891613-01.

Cool Server (Cabinet with Glass), Serial No. CFM-F-51.

(3) STI-P3 Single Wall 10,000 Gallon Gas Tanks and 2,000 Gallon kerosene Tank Together with Gas Pumps, Piping and Fittings.

Walk-In Cooler and Compressor.

Any and all Car Wash Equipment.

All office furniture and fixtures, including but not limited to, two (2) desks, two (2) chairs, and one (1) four drawer file cabinet.

(Continued on next page)

All Seller's rights under, title to and interest in the Operating Agreements and Licenses attached Contracts listed on Exhibit 2.

All licenses, tradenames, trademarks, patents, copyrights, all proceeds (including insurance proceeds) of the Transferred Assets.

All claims and rights, including the benefit of all representations and warranties and any rights of guaranty, indemnity or contributions which Seller may have under any agreement relating to the Transferred Assets and/or the operation of the business at 4640 Highway 25, Montevallo, Alabama.

All Seller's rights under, title to and interest in all choses of action, claims and causes of acting relating to the Transferred Assets.

Leasehold interest in the following equipment leased pursuant to the Master Equipment Lease Agreement dated October 4, 1989, by and between Seller and First Alabama Bank ("FAB Lease"), together with all rights and options thereunder, including the option to purchase granted in the FAB Lease in the following Equipment:

One (1) 13'8" x 43'8" Walk-In Cooler/Freezer complete.

One (1) set of 15 30 1/4" x 67" Anthony Coolmaster #1000 R Doors complete.

One (1) set of two (2) 24" x 67" Anthony Freezemaster Doors complete.

One (1) Larkin VWHO75OH2 7.5 HP Condensing Unit complete with Coils (2) and Five Year Warranty.

One (1) Larkin OWHO200L5 2 HP Low Temp Unit with ECP6-120.

Four (4) Gilbarco MPD-3 Dispensers with Lighted Canopies, Phillips 66 Specs.

Twenty-four (24) OPW 11AP Nozzles, Swivals and Breakaways.

One (1) Gilbarco Tank Monitor II.

One (1) Gilbarco H-111 Single Dispenser.

One (1) Gilbarco PAM Unit with 50 ft. cable.

All Seller's right, title and interest in and to the Master Equipment Lease Agreement executed by and between Dewey C. Bates d/b/a Bates Shell Station and First Alabama Bank dated October 4, 1989 (the "Lease"), including any right or claims existing with regard to the Equipment, the subject of the Lease, including without limitation, the right and option to purchase the Equipment pursuant to the terms and conditions of the Lease.

Plus any and all other items and equipment and personal property not identified as Excluded Assets on the attached Exhibit 1(B) and used in the Business located at 4640 Highway 25 Montevallo, Alabama 36115, commonly known as Bates Mart.

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