

**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: <u>1</u>	This FINANCING STATEMENT is presented to a Filing Officer for filing pursuant to the Uniform Commercial Code.														
1. Return copy or recorded original to: Beth O'Neill Roy Lange, Simpson, Robinson & Somerville 1700 First Alabama Bank Building Birmingham, Alabama 35203 Pre-paid Acct. # _____		THIS SPACE FOR USE OF FILING OFFICER Date, Time, Number & Filing Office <div style="writing-mode: vertical-rl; transform: rotate(180deg);"> 12/09/1994-36218 11:38 AM CERTIFIED SHELBY COUNTY JUDGE OF PROBATE 19.00 </div>														
2. Name and Address of Debtor (Last Name First if a Person) Odyssey Child Development, Inc. 1880 Deo Dara Drive Birmingham, Alabama 35226 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. SECURED PARTY (Last Name First if a Person) Colonial Bank P. O. Box 1887 Birmingham, Alabama 35201 Social Security/Tax ID # _____		4. ASSIGNEE OF SECURED PARTY (IF ANY) (Last Name First if a Person) Filed with: Shelby County Judge of Probate														
<input type="checkbox"/> Additional secured parties on attached UCC-E																
5. The Financing Statement Covers the Following Types (or items) of Property: See Exhibit "A" attached hereto.		5A. Enter Code(s) From Back of Form That Best Describes The Collateral Covered By This Filing: <table style="width:100%; border: none;"> <tr> <td style="text-align: center;">000</td> <td style="text-align: center;">800</td> </tr> <tr> <td style="text-align: center;">001</td> <td style="text-align: center;">---</td> </tr> <tr> <td style="text-align: center;">102</td> <td style="text-align: center;">---</td> </tr> <tr> <td style="text-align: center;">200</td> <td style="text-align: center;">---</td> </tr> <tr> <td style="text-align: center;">300</td> <td style="text-align: center;">---</td> </tr> <tr> <td style="text-align: center;">302</td> <td style="text-align: center;">---</td> </tr> <tr> <td style="text-align: center;">500</td> <td style="text-align: center;">---</td> </tr> </table>	000	800	001	---	102	---	200	---	300	---	302	---	500	---
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001	---															
102	---															
200	---															
300	---															
302	---															
500	---															
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 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>972,300.00</u> *Mortgage filed simultaneously herewith Mortgage tax due (15¢ per \$100.00 or fraction thereof) \$ <u>0.00</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)																
By: <u>C. Robert Mitchell</u> Signature(s) of Debtor(s) C. Robert Mitchell, Its CEO Signature(s) of Debtor(s) Odyssey Child Development, Inc. Type Name of Individual or Business		Signature(s) of Secured Party(ies) (Required only if filed without debtor's signature - see Box 8) <u>[Signature]</u> Signature(s) of Secured Party(ies) or Assignee Signature(s) of Secured Party(ies) or Assignee Type Name of Individual or Business														

UCC-1 EXHIBIT "A"

(i) All personal property, furniture, fixtures and equipment of Debtor now or hereafter acquired and affixed to or located on the Property (described below) which, to the fullest extent permitted by law, shall be deemed fixtures and a part of the Property, (ii) all articles of personal property of Debtor now or hereafter acquired by Debtor and used or usable in connection with the Property, and all materials delivered to the Property for use in any construction being conducted thereon, and owned by Mortgagor, (iii) all assignments of leases and rents, (iv) all accounts receivable and contract rights, whether now or hereafter existing or acquired, evidencing any obligation to Debtor for payment for good sold or serviced rendered, (v) all inventory of Debtor of every description whether now or hereafter acquired including inventory in transir and returned and repossessed inventory, (vi) all proceeds, products, replacements, additions, substitutions, renewals and accessions of any of the foregoing.

PROPERTY

Lot 2-B, according to a Resurvey of Lot 2, Heatherbrooke Office Park, recorded in Map Book 12, page 36, in the Probate Office of Shelby County, Alabama.

Inst # 1994-36218

12/09/1994-36218
11:38 AM CERTIFIED
SHELBY COUNTY JUDGE OF PROBATE
002 MCD 19.00