

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: James F. Burford, III 100 Vestavia Office Park suite 200-A Birmingham, Alabama 35216 Pre-paid Acct. # _____				THIS SPACE FOR USE OF FILING OFFICER Date, Time, Number & Filing Office <div style="text-align: center;">Inst # 1996-08138 03/12/1996-08138 12:53 PM CERTIFIED SHELBY COUNTY JUDGE OF PROBATE 003 NC3 18.00</div>	
2. Name and Address of Debtor (Last Name First if a Person) Interstate Restaurant Investors, an Alabama General Partnership c/o Crest Realty, Inc. 100 Vestavia Office Park, Suite 110 Birmingham, Alabama 35216 Social Security/Tax ID # _____					
2A. Name and Address of Debtor (IF ANY) (Last Name First if a Person) Ellis, Frank C. Jr. c/o Crest Realty, Inc. 100 Vestavia Office Park, Suite 110 Birmingham, Alabama 35216 Social Security/Tax ID # _____					
<input type="checkbox"/> Additional debtors on attached UCC-E					
3. SECURED PARTY (Last Name First if a Person) Union State Bank 3449 Lorna Road Birmingham, Alabama 35216 Social Security/Tax ID # _____ <input type="checkbox"/> Additional secured parties on attached UCC-E				4. ASSIGNEE OF SECURED PARTY (IF ANY) (Last Name First if a Person)	
5. The Financing Statement Covers the Following Types (or items) of Property: All of the property described on Exhibit "A" located on, adjacent to or used or intended to be used in connection with the real property described on Exhibit "B". 5A. Enter Code(s) From Back of Form That Best Describes The Collateral Covered By This Filing: <div style="text-align: right;">102 200 500 600 _____ _____ _____ _____</div>					
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 <input type="checkbox"/> as to which the filing has lapsed <div style="text-align: right;">INTERSTATE RESTAURANT INVESTORS John M. Reese - GEN Partner _____ Signature(s) of Debtor(s) _____ Signature(s) of Debtor(s)</div>				7. Complete only when filing with the Judge of Probate: The initial indebtedness secured by this financing statement is \$ 600000.00 Mortgage tax due (15¢ per \$100.00 or fraction thereof) \$ _____ 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) _____ Signature(s) of Secured Party(ies) (Required only if filed without debtor's Signature — see Box 6)	
_____ Signature(s) of Secured Party(ies) or Assignee _____ Signature(s) of Secured Party(ies) or Assignee _____ Type Name of Individual or Business				_____ Signature(s) of Secured Party(ies) or Assignee _____ Signature(s) of Secured Party(ies) or Assignee _____ Type Name of Individual or Business	
STANDARD FORM — UNIFORM COMMERCIAL CODE — FORM UCC-1 Approved by The Secretary of State of Alabama					

DESCRIPTION OF COLLATERAL

All rents, leases, profits and royalties, sales and other contracts, limited and common elements, accounts, contract rights, and general intangibles from or relating to the property described in Exhibit "B" or improvements now or hereafter located thereon. All buildings, structures, and improvements of every nature whatsoever now or hereafter situated on the property described in Exhibit "B", and all fixtures, fittings, building materials, machinery, equipment, furniture and furnishings and personal property of every nature whatsoever now or hereafter owned by the Debtor and used or intended to be used in connection with or with the operation of said property, buildings, structures or other improvements, including all extensions, additions, improvements, betterments, renewals, substitutions and replacements to any of the foregoing, whether such fixtures, fittings, building materials, machinery, equipment, furniture, furnishings and personal property are actually located on or adjacent to the property described in Exhibit "B" or not, and whether in storage or otherwise, wheresoever the same may be located. Products and proceeds, (including without limitation - tort, contractual, insurance claims and proceeds) of the same. **FOR VALUE RECEIVED**, Debtor hereby grants Secured Party a security interest in the foregoing.

EXHIBIT ~~100~~ 'B'

A parcel of land located in the Southwest 1/4 of Section 31, Township 19 South, Range 2 West, Shelby County, Alabama, more particularly described as follows:

Commence at the Southeast corner of the Southwest 1/4 of Section 31; thence run North along the 1/4 line 506.79 feet; thence left 121 deg. 25 min. 36 sec., 1325.96 feet; thence right 129 deg. 39 min. 13 sec. 359.51 feet; thence left 90 deg. 00 min., 137.0 feet to the point of beginning; thence continue on last stated course 182.0 feet to the Easterly right of way of U. S. Highway 31; thence right 90 deg. 00 min. 136.39 feet Northerly along said right of way; thence right 90 deg. 00 min., and leaving said right of way run in an Easterly direction along the South property line of Union state Bank 175.0 feet; thence 90 deg. 00 min. 00 sec. right and leaving said property line run in a Southerly direction 17.89 feet; thence 90 deg. 00 min. 00 sec. left run in an Easterly direction 7.00 feet; thence 90 deg. 00 min. 00 sec. right run in a Southerly direction 118.50 feet to the point of beginning; being situated in Shelby County, Alabama.

Inst # 1996-08138

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SHELBY COUNTY JUDGE OF PROBATE
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