

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

Important: Read Instructions on Back Before Filling out Form.

REORDER FROM
Registre, Inc.
514 PIERCE ST.
P.O. BOX 218
ANDAL, MN. 55303
(612) 421-1713

84704

☐ The Debtor is a transmitting utility
as defined in ALA CODE 7-9-105(n).

No. of Additional
Sheets Presented: **5**

This FINANCING STATEMENT is presented to a Filing Officer for
filing pursuant to the Uniform Commercial Code.

1. Return copy or recorded original to:

Access Information Services, Inc.
1773 Western Avenue
P.O. Box 3709
Albany, New York 12203

THIS SPACE FOR USE OF FILING OFFICER
Date, Time, Number & Filing Office

Inst # 1997-39785
12/05/1997-39785
03:12 PM CERTIFIED
SHELBY COUNTY JUDGE OF PROBATE
006 MCD 20.00

Pre-paid Acct # _____

2. Name and Address of Debtor

(Last Name First if a Person)

Shoney's, Inc.
1727 Elm Hill Pike
Nashville, TN 37210

Attn: Treasurer

Social Security/Tax ID # _____

2A. Name and Address of Debtor

(IF ANY)

(Last Name First if a Person)

Social Security/Tax ID # _____

☐ Additional debtors on attached UCC-E

3. NAME AND ADDRESS OF SECURED PARTY (Last Name First if a Person)

NationsBank, N.A., as Administrative Agent
100 North Tryon Street
Charlotte, NC 28255

FILED WITH:

Judge of Probate of Shelby County

4. ASSIGNEE OF SECURED PARTY

(IF ANY)

(Last Name First if a Person)

Social Security/Tax ID # _____

☐ Additional secured parties on attached UCC-E

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

All of the Debtor's right, title and interest, whether now owned or hereafter acquired,
and whether now or hereafter existing, in and to all equipment and fixtures and any
distributions and other amounts or property received thereon or in respect
thereof and all proceeds of any and all of the foregoing, all as more fully
described on Schedule I attached hereto in respect of the real estate
described on Exhibit A attached hereto.

Enter Code(s) From
Back of Form That
Best Describes The
Collateral Covered
By This Filing:

300

500

This financing statement is to be cross-indexed in the real estate mortgage
records. The record owner of the real estate is SHN Properties, LLC.

For mortgage filing privilege tax information see Schedule II.

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)

- ☐ already subject to a security interest in another jurisdiction when it was brought into this state.
☐ already subject to a security interest in another jurisdiction when debtor's location changed
to this state.
☐ which is proceeds of the original collateral described above in which a security interest is
perfected.
☐ 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 \$ _____
See Schedule II
Mortgage tax due (15¢ per \$100.00 or fraction thereof) \$ _____

8. ☒ 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 Debtor(s)

Signature(s) of Debtor(s)

Shoney's, Inc.

Type Name of Individual or Business

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

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

NationsBank, N.A., as Administrative Agent

Type Name of Individual or Business

SCHEDULE 1

To Uniform Commercial Code Financing Statement

<u>Debtor:</u>	<u>Secured Party:</u>
SHONEY'S, INC. 1727 Elm Hill Pike Nashville, TN 37210 Attn: Treasurer Fed. Tax I.D. No. [REDACTED]	NATIONSBANK, N.A., as Administrative Agent 100 North Tryon Street Charlotte, NC 28255 Fed. Tax I.D. No. [REDACTED]

This financing statement covers all of the following property of the Debtor, whether now or hereafter acquired, wherever located and whether now or hereafter existing (collectively, the "Collateral"):

(a) all of such Debtor's right, title and interest, whether now owned or hereafter acquired, in and to all equipment in all of its forms, located on the real property described on Exhibit A, now or hereafter existing and all parts thereof and all accessions thereto;

(b) any and all interest of such Debtor in and to all buildings, structures, replacements, furnishings, fixtures, fittings and other improvements and property of every kind and character now or hereafter located or erected on the property described on Exhibit A and owned or purported to be owned by such Debtor, together with all building or construction materials, equipment, appliances, machinery, plant equipment, fittings, apparatus, fixtures and other articles of any kind or nature whatsoever now or hereafter found on, affixed to or attached to the property described in such Exhibit A and owned or purported to be owned by such Debtor, including (without limitation) all motors, boilers, engines and devices for the operation of pumps, and all heating, electrical, lighting, power, plumbing, air conditioning, refrigeration and ventilation equipment, booths, counters and signs; and

(c) all proceeds of any and all of the foregoing Collateral (including, without limitation, proceeds that constitute property of the types described in clauses (a) - (b) above, and, to the extent not otherwise included, all (i) payments under insurance (whether or not the Secured Party is the loss payee thereof), or any indemnity, warranty or guaranty, payable by reason of loss or damage to or otherwise with respect to any of the foregoing Collateral and (ii) cash proceeds.

Schedule II

The amount of the indebtedness initially secured by this financing statement is \$375,000,000 and of such total indebtedness, \$4,312,500 is allocable to Alabama pursuant to the Mortgage Tax Order dated December 1, 1997, issued by the Alabama State Department of Revenue. The Total amount of mortgage filing privilege tax to be paid for the filing of the several financing statements in Alabama covering fixtures that secure such indebtedness is \$6,468.75, which tax is to be paid upon the filing of the financing statement to be filed in the office of the Judge of Probate of Montgomery County, Alabama, all pursuant to said Mortgage Tax Order.

Exhibit A

Store No. 3573
Shelby County, Alabama

Land in Shelby County, Alabama, being more particularly described as follows:

Tract I:

A part of the SW $\frac{1}{4}$ of the SW $\frac{1}{4}$ of Section 25, Township 20 South, Range 3 West, being more particularly described as follows: Commence at the Southwest corner of the SW $\frac{1}{4}$ of the SW $\frac{1}{4}$ of Section 25, Township 20 South, Range 3 West and run East along the South line of said $\frac{1}{4}$ - $\frac{1}{4}$ section a distance of 130.60 feet to a point on the Westerly right-of-way line of U. S. Highway No. 31; thence an angle left of 75 degrees 29 minutes and run Northerly along said Westerly right-of-way line a distance of 560 feet to the point of beginning; thence an angle left of 90 degrees and run Northwesterly a distance of 200 feet; thence an angle right of 90 degrees and run Northerly a distance of 115 feet; thence an angle right of 90 degrees and run Easterly a distance of 200 feet to the Westerly right-of-way line of U. S. Highway No. 31; thence an angle right of 90 degrees and run along said Westerly right-of-way line 115 feet to the point of beginning.

Tract II:

A parcel of land situated in the Southwest $\frac{1}{4}$ of the Southwest $\frac{1}{4}$ of Section 25, Township 20 South, Range 3 West, Shelby County, Alabama, being more particularly described as follows:

Commence at the Southwest corner of the Southwest one quarter of the Southwest one quarter of Section 25, Township 20 South, Range 3 West, Shelby County, Alabama, and run East along the South line of said quarter-quarter section 130.60 feet to a point on the westerly right of way of U. S. Highway No 31; thence 75 degrees 29 minutes left and run northerly along said westerly right of way 560 feet; thence 90 degrees left leaving said right of way and run northwesterly 200 feet to the point of beginning; thence continue along last stated course 118.23 feet to the easterly right of way of the Louisville-Nashville Railroad; thence 82 degrees 21 minutes thirty seconds right along said railroad right of way 116.03 feet; thence 97 degrees 38 minutes 30 seconds right leaving said railroad right of way and run 133.66 feet; thence 90 degrees right 115 feet to the point of beginning.

LESS AND EXCEPT any portions of Tracts I and II conveyed or taken for rights of way for public streets or roads.

Exhibit A
(Continued)

Being property conveyed to Shoney's Inc. (being one and the same entity as Shoney's, Inc.) by Warranty Deed of record in Book 309, Page 616 (as to Tract I), and to Shoney's, Inc. by Warranty Deed of record under Instrument # 1992-28153 (as to Tract II), all in the Office of the Judge of Probate for Shelby County, Alabama.

Being property subsequently conveyed by Shoney's, Inc. to SHN Properties, LLC.

Record Owner of Real Estate: SHN Properties, LLC

Address of Property: 1381 First St. N., Alabaster, Alabama
Tax: 137253001008006
137253001008010

Exhibit A
(Continued)

Store No. 3753
Shelby County, Alabama

Land in the Town of Pelham, Shelby County, Alabama, being more particularly described as follows:

A parcel of land lying in the Southeast Quarter of Section 31, Township 19 South, Range 2 West, Shelby County, Alabama, being more particularly described as follows:

Commence at the Southwest corner of the Southeast Quarter of Section 31, Township 19 South, Range 2 West, Shelby County, Alabama; thence Easterly along the South line of said Quarter Section 1,826.71 feet to a point; thence turn a right interior angle of 57° 00'07" and run Northwesterly 1,620.77 feet to a point on the Southeast right-of-way line of Alabama Highway No. 119, being 100 feet Southeasterly of the centerline of said highway; thence turn a left interior angle of 88 degrees 41 minutes 21 seconds and run Northeasterly and parallel to said highway centerline 160.62 feet to the point of beginning of said parcel; thence continue on last described course a distance of 92.45 feet to a point that is 100 feet Southeasterly of and at right angles to the centerline of said highway at Station 37+00; thence turn a left interior angle of 165 degrees 57 minutes 50 seconds and run Northeasterly 9.51 feet; thence turn a left interior angle of 149 degrees 02 minutes 10 seconds and run Southeasterly 62.56 feet; thence turn a left interior angle of 135 degrees 00 minutes 00 seconds and run in a Southeasterly direction a distance of 167.00 feet; thence turn a left interior angle of 90 degrees 00 minutes and run in a Southwesterly direction a distance of 145.83 feet; thence turn a left interior angle of 90 degrees 00 minutes and run in a Northwesterly direction a distance of 213.46 feet to the point of beginning.

LESS AND EXCEPT any portions of such property conveyed or taken for rights of way for public streets or roads.

Being property conveyed to Shoney's, Inc. by Warranty Deed of record in Book 226, Page 610, in the Office of the Judge of Probate for Shelby County, Alabama.

Being property subsequently conveyed by Shoney's, Inc. to SHN Properties, LLC.

Record Owner of Real Estate: SHN Properties, LLC

Address of Property: 420 Cahaba Valley Rd., Pelham, Alabama
Tax: 109314001007008

Inst. # 1997-39785

Page 3 of 3

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