

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

No. of Additional Sheets Presented: 4

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

1. Return copy or recorded original to:

Susan M. Gordon, Esq.  
Burr & Forman LLP  
600 West Peachtree Street, Suite 1200  
Atlanta, Georgia 30308

Pre-paid Acct #

2. Name and Address of Debtor

(Last Name First if a Person)

Quail Run Enterprises, Inc.  
5493 Highway 119  
Montevallo AL 35115

Social Security/Tax ID #

2A. Name and Address of Debtor

(IF ANY)

(Last Name First if a Person)

Attached hereto see "Attachment" for additional debtors

Social Security/Tax ID #

☐ Additional debtors on attached UCC-E

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

SouthTrust Bank, National Association  
P.O. Box 2554  
Attn: Commercial Real Estate  
Birmingham AL 35290

Social Security/Tax ID #

☐ Additional secured parties on attached UCC-E

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

Inst # 1998-44697  
11/12/1998-44697  
07:01 AM CERTIFIED  
SHELBY COUNTY JUDGE OF PROBATE  
GOC CRH 19.00

FILED WITH:

Shelby County

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 Debtors' right, title and interest in and to all monies due or to become due to Debtors pursuant to or by reason of the membership interests in Quail Run, L.L.C.

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

0	0	0	—	—	—
0	0	1	—	—	—
7	0	0	—	—	—
—	—	—	—	—	—
—	—	—	—	—	—
—	—	—	—	—	—
—	—	—	—	—	—

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 \$

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 Secured Party(ies) or Assignee

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

Type Name of Individual or Business

See Exhibits A, B and C attached

Signature(s) of Debtor(s)  
hereto and incorporated herein

Signature(s) of Debtor(s)

Type Name of Individual or Business

STANDARD FORM — UNIFORM COMMERCIAL CODE — FORM UCC-1  
Approved by The Secretary of State of Alabama

(1) FILING OFFICER COPY - ALPHABETICAL  
(2) FILING OFFICER COPY - NUMERICAL

(3) FILING OFFICER COPY - ACKNOWLEDGEMENT  
(4) FILE COPY - SECURED

(5) FILE COPY DEBTOR(S)

**"ATTACHMENT"  
TO  
UCC-1 FINANCING STATEMENT**

In addition to Debtor Quail Run Enterprises, Inc. (listed in #2), the following individuals are "additional debtors" (listed in #2A) to this UCC-1 Financing Statement:

McFarland, Joe  
726 11th Terrace  
Pleasant Grove, Alabama 35127

Social Security Number: [REDACTED]

McFarland, Ken  
726 11th Terrace  
Pleasant Grove, Alabama 35127

Social Security Number: [REDACTED]

**EXHIBIT A  
To  
UCC-1 FINANCING STATEMENT**

**DEBTORS:** Lewis Enterprises, Inc., Joe McFarland and Ken McFarland

**SECURED PARTY:** SouthTrust Bank, National Association

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**Debtor's Signature:**

QUAIL RUN ENTERPRISES, INC., f/k/a  
LEWIS ENTERPRISES, INC., an Alabama  
corporation

By: M. Shane Lewis  
Printed Name: M. SHANE LEWIS  
Title: PRESIDENT

**EXHIBIT B**  
**To**  
**UCC-1 FINANCING STATEMENT**

**DEBTORS:** Lewis Enterprises, Inc., Joe McFarland and Ken McFarland  
**SECURED PARTY:** SouthTrust Bank, National Association

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***Debtor's Signature:***

  
JOE MCFARLAND [Seal]

**EXHIBIT C  
To  
UCC-1 FINANCING STATEMENT**

**DEBTORS:** Lewis Enterprises, Inc., Joe McFarland and Ken McFarland  
**SECURED PARTY:** SouthTrust Bank, National Association

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**Debtor's Signature:**

  
KEN MCFARLAND

[Seal]

Inst # 1998-44637

31511.1

11/12/1998-44697  
07:01 AM CERTIFIED  
SHELBY COUNTY JUDGE OF PROBATE  
005 CRH 19.00