

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

Important: Read Instructions on Back Before Filling out Form.

REORDER FROM
Register, Inc.
314 PIERCE ST.
P.O. BOX 218
ANOKA, MN. 55303
(612) 421-1713

| | | | |
|---|--|---|---|
| <input type="checkbox"/> The Debtor is a transmitting utility as defined in ALA CODE 7-9-105(n). | | No. of Additional Sheets Presented | This FINANCING STATEMENT is presented to a Filing Officer for filing pursuant to the Uniform Commercial Code. |
| 1. Return copy or recorded original to Martha Harris Thompson & Knight, P.C. 1700 Pacific Ave., Suite 3300 Dallas, Texas 75201 | | THIS SPACE FOR USE OF FILING OFFICER Date, Time, Number & Filing Office Inst # 1999-07177 02/19/1999-07177 03:55 PM CERTIFIED SHELBY COUNTY JUDGE OF PROBATE 19.00 005 MMS | |
| 2. Name and Address of Debtor (Last Name First if a Person) Car Wash Headquarters of Alabama, LLC 3040 Post Oak Boulevard, Suite 445 Houston, Texas 77056 | | | |
| Pre-paid Acct. # _____ | | | |
| 2A. Name and Address of Debtor (IF ANY) (Last Name First if a Person) Car Wash Headquarters of Alabama, LLC 3040 Post Oak Boulevard, Suite 445 Houston, Texas 77056 | | | |
| Social Security/Tax ID # _____ | | | |
| 3. NAME AND ADDRESS OF SECURED PARTY (Last Name First if a Person) Bank United 3200 Southwest Freeway Suite 2000 Houston, Texas 77027 | | 4. ASSIGNEE OF SECURED PARTY (IF ANY) (Last Name First if a Person) Judge of Probate Court | |
| Social Security/Tax ID # _____ | | FILED WITH: | |
| <input type="checkbox"/> Additional debtors on attached UCC-E | | | |
| 5. The Financing Statement Covers the Following Types (or items) of Property: The Collateral described on Schedule I attached hereto and made a part hereof. | | 5A. Enter Code(s) From Back of Form That Best Describes The Collateral Covered By This Filing: _____ _____ _____ _____ _____ _____ _____ _____ _____ _____ | |
| <input type="checkbox"/> Additional secured parties on attached UCC-E | | | |

| | | | |
|---|--|---|--|
| 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 \$ _____ 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: _____ _____ _____ _____ _____ _____ _____ _____ _____ _____ | |
| Check X if covered: <input type="checkbox"/> Products of Collateral are also covered. | | Signatures of Secured Parties: (Required only if filed without debtor's Signature see Box 6.) | |
| See Schedule II for Signature of Debtor | | | |
| Signatures of Debtor(s) | | Signatures of Secured Parties or Assignee | |
| Signatures of Debtor(s) | | Signatures of Secured Parties or Assignee | |
| Type Name of Individual or Business | | Type Name of Individual or Business | |
| (1) FILING OFFICER COPY - ALPHABETICAL (2) FILING OFFICER COPY - NUMERICAL | | (3) FILING OFFICER COPY-ACKNOWLEDGEMENT (4) FILE COPY - SECURED | |
| | | (5) FILE COPY DEBTOR(S) | |
| | | STANDARD FORM — UNIFORM COMMERCIAL CODE — FORM UCC-1 Approved by The Secretary of State of Alabama | |

DEBTOR:

Car Wash Headquarters of Alabama, LLC
Tax I. D. No. _____

SECURED PARTY:

Bank United

Continuation of information set forth in Box 4:

SCHEDULE I

This financing statement covers each of the following now or hereafter owned by Debtor (the "**Collateral**") and all proceeds of the Collateral: (i) all goods, equipment, furnishings, fixtures, furniture, chattels and personal property of whatever nature now or hereafter located on or affixed to or used in and about the buildings or other improvements now erected or hereafter to be erected on the land described in Exhibit A attached hereto, or otherwise located on such land, and all fixtures, accessions and appurtenances thereto, and all renewals or replacements of or substitutions for any of the foregoing (such land, buildings and other improvements are hereinafter called the "**Mortgaged Property**"), (ii) all building materials and equipment now or hereafter delivered to the Mortgaged Property and intended to be installed therein, (iii) all security deposits and advance rentals under lease agreements now or at any time hereafter covering or affecting any of the Mortgaged Property and held by or for the benefit of Debtor, (iv) all monetary deposits which Debtor has been required to give to any public or private utility with respect to utility services furnished to the Mortgaged Property, (v) all rents and other amounts from and under leases of all or any part of the Mortgaged Property and all issues, profits and proceeds from all or any part of the Mortgaged Property, (vi) all proceeds (including premium refunds) of each policy of insurance relating to the Mortgaged Property, (vii) all proceeds from the taking of the Mortgaged Property or any part thereof or any interest therein or right or estate appurtenant thereto by eminent domain or by purchase in lieu thereof, (viii) all amounts deposited in escrow for the payment of ad valorem taxes, assessments and charges and/or premiums for policies of insurance with respect to the Mortgaged Property, (ix) all accounts arising from the operation of the Mortgaged Property, (x) all contracts related to the Mortgaged Property, (xi) all money, funds, accounts, instruments, documents, general intangibles (including trademarks, trade names and symbols used in connection therewith), (xii) all notes or chattel paper arising from or related to the Mortgaged Property, (xiii) all permits, licenses, franchises, certificates, and other rights and privileges obtained in connection with the Mortgaged Property, (xiv) all plans, specifications, maps, surveys, reports, architectural, engineering and construction contracts, books of account, insurance policies and other documents, of whatever kind or character, relating to the use, construction upon, occupancy, leasing, sale or operation of the Mortgaged Property, (xv) all proceeds and other amounts paid or owing to Debtor under or pursuant to any and all contracts and bonds relating to the construction, erection or renovation of the Mortgaged Property, (xvi) all oil, gas and other hydrocarbons and other minerals produced from or allocated to the Mortgaged Property and all products processed or obtained therefrom, the proceeds thereof, and all accounts and general intangibles under which such proceeds may

DEBTOR:

Car Wash Headquarters of Alabama, LLC
Tax I. D. No. _____

SECURED PARTY:

Bank United

arise, together with any sums of money that may now or at any time hereafter become due and payable to Debtor by virtue of any and all royalties, overriding royalties, bonuses, delay rentals and any other amount of any kind or character arising under any and all present and future oil, gas and mining leases covering the Mortgaged Property or any part thereof

DEBTOR:

Car Wash Headquarters of Alabama, LLC
Tax I. D. No. _____

SECURED PARTY:

Bank United

Continuation of information set forth in Box 6:

SCHEDULE II

CAR WASH HEADQUARTERS OF ALABAMA, LLC, a
Delaware limited liability company

By:



Name: JOSEPH KAPLAN
Title: PRESIDENT

EXHIBIT A

(Legal Description)

Being all of Lot 3, according to the Survey of Cahaba Park South, as recorded in Map Book 9, Page 164, in the Probate Office of Shelby County, Alabama.

Inst # 1999-07177

04889 00071 Dallas 968277.1

02/19/1999-07177
03:55 PM CERTIFIED
SHELBY COUNTY JUDGE OF PROBATE

19.00

005 MMS