

**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.
514 PIERCE ST.
P.O. BOX 218
ANOKA, MN. 55303
(612) 421-1713

61954

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 acknowledgement to:
Claude McCain Moncus, Esq.
CORLEY, MONCUS & WARD, P.C.
P. O. Box 59807
Birmingham, AL 35259-0807

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

Inst # 1999-17284

04/23/1999-17284

02:47 PM CERTIFIED

SHELBY COUNTY JUDGE OF PROBATE

18.00

004 CRH

2. Name and Address of Debtor (Last Name First if a Person)
LEROUX ENTERTAINMENT CORPORATION OF AMERICA
1770 Tullie Circle
Atlanta, GA 30329

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)
BANK OF ALABAMA
2340 Woodcrest Place
Birmingham, AL 35209
Attn: Dan H. Bundy

Social Security/Tax ID # _____

FILED WITH:
JUDGE OF PROBATE

4. NAME AND ADDRESS OF ASSIGNEE OF SECURED PARTY (IF ANY) (Last Name First if a Person)

Additional secured parties on attached UCC-E

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

All of the fixtures, equipment, furniture, furnishings and personal property of every nature, now owned or hereafter acquired by Debtor, all additions, replacements and proceeds thereof and all other property set forth in Schedule I attached hereto and made a part hereof, located on the real property described on the attached Exhibit "A".

THIS FINANCING STATEMENT IS TO BE CROSS-INDEXED IN THE REAL ESTAE MORTGAGE RECORDS.

DEBTOR IS THE RECORD OWNER OF THE REAL PROPERTY.

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

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 **\$3,188,000.00**

Mortgage tax due (15¢ per \$100.00 or fraction thereof) \$ **-0-**

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)

LEROUX ENTERTAINMENT CORPORATION OF AMERICA
Signature(s) of Debtor(s)
By: *[Signature]*
Signature(s) of Debtor(s)
Robert J. LeRoux, Its President
Type Name of Individual or Business

BANK OF ALABAMA
Signature(s) of Secured Party(ies) or Assignee
By: *[Signature]*
Signature(s) of Secured Party(ies) or Assignee
Dan H. Bundy, Its Vice President
Type Name of Individual or Business

SCHEDULE I

All of Debtor's right, title and interest in, to and under any and all of the following described land and interests in land, estates, easements, rights, improvements, personal property, fixtures, equipment, furniture, furnishings, appliances and appurtenances, including replacements and additions thereto (which property is hereinafter referred to collectively as the "Premises"), whether now owned or hereafter acquired:

- (a) All those certain tracts or parcels of land located in Shelby County, Alabama, as more particularly described in Exhibit "A" attached hereto and by this reference made a part hereof (the "Land"); and
- (b) All buildings, structures and improvements of every nature whatsoever now or hereafter situated on the Land, and all gas and electric fixtures, radiators, heaters, engines and machinery, boilers, ranges, elevators and motors, plumbing and heating fixtures, carpeting and other floor coverings, water heaters, awnings and storm sashes, and cleaning apparatus which are or shall be attached to said buildings, structures or improvements, and all other furnishings, furniture, fixtures, machinery, equipment, appliances, vehicles and personal property of every kind and nature whatsoever now or hereafter owned by Debtor and located in, or about, or used or intended to be used with or in connection with the construction, use, operation or enjoyment of the Premises, including all extensions, additions, improvements, betterments, renewals and replacements, substitutions, or proceeds from a permitted sale of any of the foregoing, and all building materials and supplies of every kind now or hereafter placed or located on the Land (collectively the "Improvements"), all of which are hereby declared and shall be deemed to be fixtures and accessions to the Land and a part of the Premises as between the parties hereto and all persons claiming by, through or under them, and which shall be deemed to be a portion of the security for the indebtedness described and to be secured by a Mortgage and Security Agreement of even date (the "Mortgage"); and
- (c) All easements, rights-of-way, strips and gores of land, vaults, streets, ways, alleys, passages, sewer rights, waters, water courses, water rights and powers, minerals, flowers, shrubs, crops, trees, timber and other emblements now or hereafter located on the Land or under or above the same or any part or parcel thereof, and all ground leases, estates, rights, titles, interests, privileges, liberties, tenements, hereditaments and appurtenances, reversions, and remainders whatsoever, in any way belonging, relating or appertaining to the Premises or any part thereof, or which hereafter shall in any way belong, relate or be appurtenant thereto, whether now owned or hereafter acquired by them; and
- (d) All rents, issues, profits and revenues of the Premises from time to time accruing, including, without limitation, all sums due under any leases or tenancies, together with all proceeds of insurance, condemnation payments, security deposits and escrow funds, and all of the estate, right, title, interest, property, possession, claim and demand whatsoever at law, as well as in equity, of Debtor of, in and to the same, reserving only the right to Debtor to collect the same so long as an Event of Default has not occurred hereunder or such collection is not otherwise restricted by the Mortgage; and
- (e) To the fullest extent assignable (if assignable by law), any and all licenses and permits obtained by Debtor relating to the use and operation of the Premises.

EXHIBIT "A"

PARCEL I:

The SW $\frac{1}{4}$ of the SW $\frac{1}{4}$ of Section 23, Township 18 South, Range 1 East, and the NW $\frac{1}{4}$ of Section 26, Township 18 South, Range 1 East, Shelby County, Alabama, as follows:

Begin at a 4" Channel Iron found at the accepted NW corner of Section 26 and the SW corner of Section 23, Township 18 South, Range 1 East, Shelby County, Alabama, and run in a Northerly direction along the accepted West line of the SW $\frac{1}{4}$ of the SW $\frac{1}{4}$ of said Section 23, a distance of 1323.26 feet to the accepted NW corner of the said $\frac{1}{4}$ - $\frac{1}{4}$ Section, being an old rebar with a new plastic cap bearing R.L.S. Number 4092, Raymond Shackelford, and the name, "Southern Land Surveying Company"; thence turn an interior angle of $90^{\circ}55'56''$ and run to the right in an Easterly direction along the accepted North line of said $\frac{1}{4}$ - $\frac{1}{4}$ section a distance of 1347.84 feet to a 1" rebar found at the accepted NE corner of said $\frac{1}{4}$ - $\frac{1}{4}$ section; thence turn an interior angle of $90^{\circ}58'42''$ and run to the right in a Southerly direction along the accepted East line of said $\frac{1}{4}$ - $\frac{1}{4}$ section a distance of 1241.59 feet to a 1" steel bar found in a rock pile at the accepted SE corner of said $\frac{1}{4}$ - $\frac{1}{4}$ section; thence turn an interior angle of $267^{\circ}41'41''$ and run to the left in an Easterly direction along the accepted North line of the NE $\frac{1}{4}$ of the NW $\frac{1}{4}$ of Section 26, Township 18 South, Range 1 East, Shelby County, Alabama, a distance of 1327.21 feet to a pine knot found at the accepted NE corner of said $\frac{1}{4}$ - $\frac{1}{4}$ section; thence turn an interior angle of $90^{\circ}55'34''$ and run to the right in a Southerly direction along the accepted East line of the NW $\frac{1}{4}$ of Section 26 a distance of 2634.77 feet to a 1.25" open pipe found at the accepted SE corner of said $\frac{1}{4}$ section; thence turn an interior angle of $90^{\circ}51'32''$ and run to the right in a Westerly direction along the accepted South line of said $\frac{1}{4}$ section a distance of 2694.37 feet to a 1" rebar found at the accepted SW corner of said $\frac{1}{4}$ section; thence turn an interior angle of $89^{\circ}38'44''$ and run to the right in a Northerly direction along the accepted West line of said $\frac{1}{4}$ section a distance of 2605.21 feet, more or less, to the point of beginning.

PARCEL II:

A parcel of land situated in the East half of Section 27, Township 18 South, Range 1 East, Shelby County, Alabama, and being more particularly described as follows:

Commence at a channel iron marking the Northeast corner of said Section 27, Township 18 South, Range 1 East; thence proceed South $0^{\circ}06'27''$ East (Astronomical Bearings), along the East line of said Section 27, 400.00 feet to an iron pin set at the point of beginning of said parcel; thence continue along previous course and said East line of Section 27, 1971.00 feet to an iron pin set; thence proceed South $89^{\circ}53'33''$ West 312.00 feet to an iron pin set; thence proceed North $0^{\circ}06'27''$ West, parallel to the East line of said Section 27, 1659.00 feet to an iron pin set; thence proceed North $44^{\circ}53'33''$ East, 441.24 feet to the point of beginning.

PARCEL III:

80 acres or land in Shelby County, Alabama, described as follows:

The Southwest Quarter of the Southeast Quarter and the Southeast Quarter of the Southwest Quarter of Section 23, Township 18 South, Range 1 East, Shelby County, Alabama.

PARCEL IV:

Part of the NW $\frac{1}{4}$ of the SE $\frac{1}{4}$ and part of the NE $\frac{1}{4}$ of the SW $\frac{1}{4}$ of Section 23, Township 18 South, Range 1 East, Shelby County, Alabama, described as follows:

Begin at the Northwest corner of said NE $\frac{1}{4}$ of the SW $\frac{1}{4}$; thence run along the $\frac{1}{4}$ - $\frac{1}{4}$ section line, North $89^{\circ}15'20''$ East (Alabama Grid Bearing), 2004.04 feet to the West right of way of Twin Pines Road; thence along said right of way, South $15^{\circ}18'20''$ West, 123.37 feet to a point of curvature; thence along a curve to the right with radius 1775.00 feet and a chord bearing South $29^{\circ}58'10''$ West, 898.58 feet, for an arc distance of 908.47 feet to a point of tangency; thence along said right of way, South $44^{\circ}37'50''$ West, 97.72 feet to a point of curvature; thence along a curve to the right with radius 415.27 feet and a chord bearing South $56^{\circ}21'30''$ West, 168.82 feet, for an arc distance of 170.01 feet to a point of tangency; thence along said right of way, South $68^{\circ}05'10''$

West, 321.51 feet to a point of curvature; thence along a curve to the left with radius 1800.00 feet and a chord bearing South 64°08'00" West, 248.20 feet, for an arc distance of 248.40 feet to a point of tangency; thence along said right of way, South 60°10'50" West, 140.47 feet to the South line of said NE ¼ of the SW ¼; thence along said line, South 89°17'30" West, 693.85 feet to the Southwest corner of said NE ¼ of the SW ¼; thence along the West line of said ¼ - ¼ section, North 00°19'00" East, 1337.25 feet to the point of beginning.

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