

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

(Probate)

<input type="checkbox"/> The Debtor is a transmitting utility as defined in ALA CODE 7-9-105(n).	No. of Additional Sheets Presented: 3 4	This Financing Statement is presented to a Filing Officer for filing pursuant to the Uniform Commercial Code.
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1. Return copy or recorded original to:
 John E. Hagefstration, Jr.
 Bradley Arant Rose & White LLP
 2001 Park Place, Suite 1400
 Birmingham, Alabama 35203-2736

2. Name and Address of Debtor (Last Name First if a Person)
 Air Engineers, L.L.C.
 7274 Cahaba Valley Road
 Birmingham, AL 35242

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. SECURED PARTY (Last Name First if a Person)
 First Commercial Bank
 P. O. Box 11746
 Birmingham, AL 35202-1746

Social Security/Tax ID # _____

☐ Additional secured parties on attached UCC-E

5. The Financing Statement Covers the Following Types (or items) of Property:
 The items and types of property described on the Schedule attached hereto.

DEBTOR IS RECORD OWNER OF REAL ESTATE
 CROSS REFERENCE IN REAL ESTATE MORTGAGE RECORDS
 Additional security for mortgage filed simultaneously herewith.

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.

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

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 005 NMS 19.00

4. ASSIGNEE OF SECURED PARTY (If any) (Last Name First if a Person)

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

_____	_____
_____	_____
_____	_____
_____	_____
_____	_____
_____	_____
_____	_____

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)

Signatures of Secured Party(ies)
 (Required only if filed without debtor's Signature - see Box 6)

By: HEBCO, Inc., Its Managing Member

By: [Signature] Signature(s) of Debtor(s)
 Its: President

Signature(s) of Debtor(s)
 AIR ENGINEERS, L.L.C.

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

**SCHEDULE 1
TO
UCC-1 FINANCING STATEMENT**

1. All of Debtor's right, title and interest in and to certain real property (the "Real Estate") more particularly described in Exhibit A attached hereto and made a part hereof;
2. All of Debtor's title and interest in and to any and all buildings, constructions and improvements now or hereafter erected in or on the Real Estate, including the fixtures and those attachments, appliances, equipment, machinery and other articles that are attached to said buildings, constructions and improvements, all of which shall be deemed and construed to be a part of the realty;
3. All right, title and interest of Debtor in and to all of the items incorporated as part of or attributed or affixed to any of the Real Estate or any other interest of Debtor, whether now owned or hereafter acquired, in, to or relating to the Real Estate, in such a manner that such items are no longer personal property under the law of the state where the property is situated;
4. All personal property including, without limitation, all supplies, equipment, tools, furniture, furnishings, fixtures, machinery and construction materials that Debtor now or hereafter owns or in which Debtor now or hereafter acquires an interest or right and that are now or hereafter located on or affixed to the Real Estate or used or useful in the operation, use or occupancy of the Real Estate or the construction of any improvement on the Real Estate, including any interest of Debtor in and to personal property that is leased or subject to any superior security interest and including all heating, lighting, plumbing, ventilating, air conditioning, refrigerating, incinerating and/or compacting plants, systems, fixtures and equipment, elevators, escalators, sprinkler systems and other fire prevention and extinguishing apparatus and materials, vacuum cleaners, office furniture, telephones and telecommunication equipment, compartment safes, carpeting, window coverings and all proceeds of and substitutions and replacements for any such items;
5. All rents, issues, profits, royalties, income and other benefits derived from the Real Estate (collectively, the "Rents"), now or hereafter existing or entered into;
6. All interests, estates or other claims, both in law and in equity, that Debtor now has or may hereafter acquire in the Real Estate including, but not limited to all of Debtor's interest in any and all options to purchase the Real Estate that Debtor may have or may hereafter acquire;
7. All easements, rights-of-way and rights now owned or hereafter acquired by Debtor used in connection with or as a means of access to the Real Estate including all rights pursuant to any trackage agreement and all rights to the nonexclusive use of common drive entries, and all tenements, hereditaments and appurtenances of and to such easements rights-of-way and rights, and all water and water rights and shares of stock evidencing the same;

8. All interests of Debtor as lessor or sublessor (and similar interests) in and to all leases or subleases covering all or any portion of the Real Estate, now or hereafter existing or entered into, and all right, title and interest of Debtor under such leases and subleases, including, without limitation, all cash or security deposits, advance rentals, and deposits or payments of similar nature;
9. All right, title and interest now owned or hereafter acquired by Debtor in and to any greater estate in the Real Estate;
10. All right, title and interest now owned or hereafter acquired by Debtor in and to any land lying within the right-of-way of any street, open or proposed, adjoining the Real Estate, and any and all sidewalks, alleys and strips and gores of land adjacent to or used in connection with the Real Estate;
11. All rights and interests of Debtor in, to and under all plans, specifications, maps, surveys, studies, reports, permits, licenses, architectural, engineering and construction contracts, books of account, insurance policies and other documents, of whatever kind or character, relating to use, construction upon, occupancy, leasing, sale or operation of the Real Estate; and
12. All of the estate, interest, right, title, other claim or demand, both in law and in equity, including claims or demands with respect to the proceeds of insurance, that Debtor now has or may hereafter acquire in the Real Estate, and other proceeds from sale or disposition of real or personal property hereby secured that Debtor now has or may hereafter acquire and any and all awards made for the taking by eminent domain, or by any proceeding or purchase in lieu of eminent domain, of the whole or any part of the Real Estate, including any award resulting from a change of grade of streets and any award for severance damages.

EXHIBIT A

Parcel A

That certain real estate situated in D. N. Lee Estates as recorded in Map Book 3 page 115 in the Office of the Judge of Probate of Shelby County, Alabama, also being in the South 1/2 of the South 1/2 of Section 29 and the North 1/2 of the North 1/2 of Section 32, Township 18 South, Range 1 West, being more particularly described as follows:

Commence at the Southwest corner of the SW 1/4 of the SE 1/4 of Section 29, Township 18 South, Range 1 West; thence run North along the West line of said 1/4 1/4 Section for a distance of 309.85 feet to an iron pin set at the point of beginning, said point being on the Northwest right of way of Alabama Highway No. 119 known as Cahaba Valley Drive; thence turn an angle to the right of 27 deg. 54 min. 59 sec. and run in a Northeasterly direction along said Northwest right of way for a distance of 131.41 feet to an iron pin set on a curve to the left having a central angle of 3 deg. 36 min. 08 sec. and a radius of 5,530.14 feet; thence turn an interior clockwise angle to the right of 178 deg. 22 min. 28 sec. to the chord of said curve and run in a Northeasterly direction along the arc of said curve and also along said Northwest right of way for a distance of 347.69 feet to a concrete monument found; thence turn an interior clockwise angle to the right of 178 deg. 12 min. 00 sec. from the chord of last stated curve and run in a Northeasterly direction along said Northwest right of way for a distance of 93.82 feet to an iron pin set; thence turn an interior clockwise angle to the right of 101 deg. 23 min. 58 sec. and run in a Northwesterly direction for a distance of 314.01 feet to an iron pin set on the West line of said 1/4 1/4 Section; thence turn an interior clockwise angle to the right of 234 deg. 06 min. 35 sec. and run in a Northerly direction along the West line of said 1/4 1/4 Section for a distance of 320.53 feet to an iron pin set at the Northeast corner of the SE 1/4 of the SW 1/4 of said Section 29; thence turn an interior clockwise angle to the right of 89 deg. 22 min. 09 sec. and run in a Westerly direction along the North line of said 1/4 1/4 Section for a distance of 1,328.95 feet to an iron pin set at the Northwest corner of said 1/4 1/4 Section; thence turn an interior clockwise angle to the right of 90 deg. 37 min. 24 sec. and run in a southerly direction along the West line of said 1/4 1/4 Section for a distance of 1,077.51 feet to an iron pin found; thence turn an interior clockwise angle to the right of 89 deg. 23 min. 23 sec. and run in an Easterly direction for a distance of 1,296.79 feet to an iron pin found on the Northwest right of way of said Alabama Highway No. 119; thence turn an interior clockwise angle to the right of 118 deg. 32 min. 03 sec. and run in a Northeasterly direction along said Northwest right of way for a distance of 68.38 feet to the point of beginning; being situated in Shelby County, Alabama.

LESS AND EXCEPT THE FOLLOWING:

A part of Tracts 1, 2, 3 & 4 of D. N. Lee Estates as recorded in Map Book 3 page 115 in the Office of the Judge of Probate of Shelby County, Alabama, and also being in the SE 1/4 of the SW 1/4 of Section 29, Township 18 South, Range 1 West, being more particularly described as follows:

Begin at an iron pin locally accepted to be the Northwest corner of said 1/4 1/4 Section and also

EXHIBIT A
(Page 2)

being the Northwest corner of said Tract 4; thence run South along the West line of said 1/4 1/4 Section and also along the West line of Tracts 4, 3, 2 & 1 in said D. N. Lee Estates for a distance of 1,077.51 feet to an iron pin found; thence turn an angle to the left of 90 deg. 36 min. 37 sec. and run in an Easterly direction for a distance of 310.02 feet to a point; thence turn an angle to the left of 89 deg. 23 min. 23 sec. and run in a Northerly direction for a distance of 736.70 feet to a point; thence turn an angle to the right of 20 deg. 05 min. 51 sec. and run in a Northeasterly direction for a distance of 189.97 feet to a point; thence turn an angle to the right of 35 deg. 41 min. 41 sec. and run in a Northeasterly direction for a distance of 294.91 feet to a point on the North line of said 1/4 1/4 Section and also on the North line of said Tract 4; thence turn an angle to the left of 146 deg. 24 min. 41 sec. and run in a Westerly direction along said North line for a distance of 619.20 feet to the point of beginning; being situated in Shelby County, Alabama.

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