

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

**Important: Read Instructions on Back Before Filling out Form.**

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

65425

<input type="checkbox"/> The Debtor is a transmitting utility as defined in ALA CODE 7-9-105(n).	No. of Additional Sheets Presented: <b>4</b>	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 acknowledgement to:  
**Timothy D. Davis, Esq.**  
**Gordon, Silberman, Wiggins & Childs, P.C.**  
**1400 SouthTrust Tower**  
**Birmingham, Alabama 35203**

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

Inst # 2000-40195

11/20/2000-40195

03:11 PM CERTIFIED

SHELBY COUNTY JUDGE OF PROBATE

005 MWB 19.00

Pre-paid Acct. # \_\_\_\_\_  
2. Name and Address of Debtor (Last Name First if a Person)

**Sunbelt Turf Farm, Inc.**  
**c/o Fant Industries**  
**2154 Highland Avenue South**  
**Birmingham, Alabama 35205**

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)

**SouthTrust Bank**  
**P. O. Box 2554**  
**Birmingham, Alabama 35290**  
**ATTN: Middle Market Banking**

Social Security/Tax ID # \_\_\_\_\_

FILED WITH:  
**Shelby County 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:

See attached Schedule I for description of collateral.

This UCC-1 is to be cross-referenced in real estate records. Debtor is the record owner of the real estate described on the attached Exhibit A.

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

\_\_\_\_\_  
\_\_\_\_\_  
\_\_\_\_\_  
\_\_\_\_\_  
\_\_\_\_\_  
\_\_\_\_\_  
\_\_\_\_\_  
\_\_\_\_\_


This UCC-1 is filed as additional security for an indebtedness secured by a Mortgage and Security Agreement recorded simultaneously herewith.

Check X if covered:  Products of Collateral are also covered.

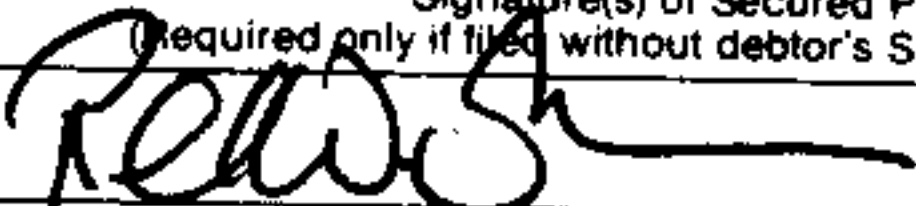
6. This statement is filed without the debtor's signature to perfect a security interest in collateral (check X, if so)
- already subject to a security interest in another jurisdiction when it was brought into this state.
  - already subject to a security interest in another jurisdiction when debtor's 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.

7. Complete only when filing with the Judge of Probate:  
The initial indebtedness secured by this financing statement is \$ **2,750,000.00**  
Mortgage tax due (15¢ per \$100.00 or fraction thereof) \$ **-0-**

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)

By:   
Signature(s) of Debtor(s)  
Its: **VICE PRESIDENT**  
Signature(s) of Debtor(s)  
**Sunbelt Turf Farm, Inc.**  
Type Name of Individual or Business

Signature(s) of Secured Party(ies)  
(required only if filed without debtor's Signature — see Box 6)

By:   
Signature(s) of Secured Party(ies) or Assignee  
Its: **Group Vice President**  
Signature(s) of Secured Party(ies) or Assignee  
**SouthTrust Bank**  
Type Name of Individual or Business

## Schedule I

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 (herein referred to collectively as the "Property"):

(a) All those certain tracts, pieces or parcels of land, and interests in land, located in Shelby and Talladega Counties, Alabama, more particularly described in **Exhibit A** attached hereto and by this reference made a part hereof (the "Land");

(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, on or about, or used or intended to be used with or in connection with the construction, use, operation or enjoyment of the Property, 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 Property as between Debtor and Secured Party 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 in and to be secured by that certain Mortgage and Security Agreement entered into by and between Debtor and Secured Party simultaneously herewith (as the same may be amended or modified from time to time, the "Mortgage");

(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 Property or any part thereof, or which hereafter shall in any way belong, relate or be appurtenant thereto, whether now owned or hereafter acquired by Debtor; and

(d) All rents, issues, profits, revenues and proceeds of and from the Property, or any part thereof, from time to time accruing (including without limitation all payments under leases, ground leases or tenancies, proceeds of insurance, condemnation payments, tenant security deposits and escrow funds, and all proceeds from any sale or other disposition of the Property, or any part thereof), 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 Debtor is not in default under the Mortgage or such collection is not otherwise restricted by the Mortgage.

Except as otherwise specifically defined herein, all capitalized words and phrases used herein shall have the respective meanings attributable to them as set forth in the Mortgage, the terms and conditions of which are hereby incorporated herein by this reference.

EXHIBIT "A"

SHELBY COUNTY:

PARCEL I:

Commence at the Southwest corner of Section 16, Township 20 South, Range 2 East; thence run North along the West line of said Section 16, a distance of 600.00 feet to the point of beginning; thence turn an angle of 90°00'00" to the left and run a distance of 204.13 feet to the Southeast right of way line of Alabama State Highway No. 25; thence turn an angle of 101°56'38" to the right and run along said right of way a distance of 2098.73 feet to the North line of the Southwest ¼ of said Section 16; thence turn an angle of 78°26'15" to the right and run a distance of 2421.20 feet, to the Northeast corner of the Southwest ¼ of said Section 16; thence turn an angle of 89°44'22" to the right and run South along the East line of said Southwest ¼ a distance of 1549.70 feet to the North right of way line of Alabama State Highway No. 76; thence turn an angle of 80°33'05" to the right, to the tangent of a right of way curve, and run along said right of way curve (whose Delta angle is 15°38'42" to the left, Radius is 1950.55 feet, Tangent distance of 267.97 feet, Length of Arc is 532.61 feet) to the P.T. of said curve; thence continue along said right of way line a distance of 2085.64 feet; thence turn an angle of 114°58'21" to the right and run a distance of 549.64 feet; thence turn an angle of 90°00'00" to the left and run a distance of 250.00 feet to the point of beginning.

Situated in the Southwest ¼ of Section 16, and the Southeast ¼ of Section 17, Township 20, Range 2 East, Shelby County, Alabama.

PARCEL II:

Part of Sections 16, 20 and 21, Township 20 South, Range 2 East, being more particularly described as follows:

Begin at the Southwest corner of Section 21, Township 20 South, Range 2 East; thence run East along the South line of said section for 2,949.90 feet to a point (said point being 2,331.75 feet West of the Southeast corner of said section); thence 91°04'41" left run 2,607.91 feet; thence 72°39'57" right run 1042.25 feet to the center of a slough; thence run Easterly along said slough 127 feet, more or less, to the West bank of the Coosa River; thence Northerly along said West bank for 2,590 feet, more or less, to the South line of Section 16, Township 20 South, Range 2 East; thence run West along the South line of said Section 2, 162.45 feet to the Southeast corner of the Southwest ¼ of said Section 16; thence 89°10'16" right run 1,021.17 feet to a point on the Southerly right of way of Shelby County Highway 76 (said point being on a curve having a radius of 2,046.92 feet); thence 99°34'50" left to tangent of said curve run 370.39 feet along said curve and right of way; thence 72°29'12" left of tangent 209.85 feet; thence 69°54'35" right run 419.84 feet; thence 110°44'30" right run 202.15 feet to the Southerly right of way of said Highway 76; thence 112°42'30" left run Southwesterly along said right of way for 1,746.80 feet to the North line of said Section 21; thence 25°14'38" right run 315.22 feet to the Northeast corner of said Section 20; thence run West along the North line of said Section 20 for 323.96 feet to a point (said point being on the Easterly right of way of Alabama State Highway 25 and on a curve to the left having a radius of 3,452.4 feet); thence run along said curve and right of way for 884.32 feet; thence continue along said right of way for 4,485.90 feet to the South line of said Section 20; thence 85°28'53" left run 33.85 feet to the point of beginning.

PARCEL III:

Commence at the Southeast corner of Section 21, Township 20 South, Range 2 East, Shelby County, Alabama; thence run North 88°55'19" West along the South boundary of said Section 21 a distance of 1688.753 feet to the point of beginning; thence continue along

Continued . . .

said course a distance of 643.0 feet; thence turn an angle of 88°55'19" to the right and proceed North 0° East for a distance of 2607.91 feet; thence turn an angle of 72°39'57" to the right and proceed North 72°39'57" East for a distance of 686.11 feet; thence turn an angle of 107°20'03" to the right and proceed South 0° West a distance of 2820.664 feet to the point of beginning.

Situated in Shelby County, Alabama.

PARCEL IV:

Commence at the Southeast corner of Section 21, Township 20 South, Range 2 East; thence run West along the South line of said Section for 1688.75 feet; thence 89°09'58" right run 2,824.68 feet; thence 72°23'16" right run 162.36 feet to the 398 foot contour (mean sea level datum) of Lay Lake and the point of beginning; thence 180°00' right and run 162.36 feet; thence 72°23'16" left run 1320.24 feet; thence 101°46'38" left run 61.29 feet; thence 101°46'38" right run Southerly for 1061.95 feet; thence 99°35'33" left run 1345.16 feet to said 398 contour; thence run Northwesterly along said contour for 3,610 feet more or less, to the point of beginning.

ALSO, a 30 foot easement for ingress and egress the centerline of which is described as follows:

Commence at the Southeast corner of Section 20, Township 20 South, Range 2 East; thence run West along the South line of said Section for 33.85 feet to the Easterly right of way of Alabama State Highway #25; thence 85°28'53" right run Northerly along said right of way for 969.08 feet to the point of beginning; thence 83°07'37" right run Easterly 1702.10 feet; thence South 8°59'30" right run 1366.96 feet; thence 10°12'40" left run 663.12 feet to the point of ending.

LESS AND EXCEPT ANY PORTION OF THE ABOVE DESCRIBED PROPERTY WHICH MAY LIE WITHIN THE BOUNDARIES OF PUBLIC HIGHWAYS.

TALLADEGA COUNTY:

PARCEL V:

The Southwest ¼ of Section 9, Township 19 South, Range 3 East, Talladega County, Alabama.

LESS AND EXCEPT any portion of the following located within the above described property, said less and except being heretofore conveyed for school purposes and being more particularly described as follows, to-wit:

Begin at a point where the South line of Section 9, Township 19, Range 3 East, Talladega County, Alabama intersects the West right of way line of the Grissom Ferry Road and proceed in a Northerly direction along the said West right of way line of said road a distance of 269.6 feet to a point; thence proceed in a Westerly, Southwesterly direction a distance of 439.4 feet to a point; thence proceed in a Southerly direction 370 feet to a point; thence proceed in an Easterly direction a distance of 494.5 feet to a point on the West right of way of said road; thence proceed North along the said road right of way 182 feet to the point of beginning.

PARCEL VI:

Commence at the Northeast corner of the Northwest ¼ of Section 9, Township 19 South, Range 3 East, Talladega County, Alabama; thence proceed South 748 feet, more or less, to a point, said point being 209 feet North of the North line of the Seaboard Coastline Railroad right of way; thence proceed in a Southwesterly direction, parallel to the said railroad right of way a distance of 209 feet to a point; thence proceed South a

Continued . . .

distance of 209 feet, more or less, to a point on the North right of way line of the Seaboard Coastline Railroad; thence proceed in a Northeasterly direction along the North right of way of said railroad a distance of 209 feet to a point; thence proceed South a distance of 363 feet, more or less, to the Southeast corner of the Northeast  $\frac{1}{4}$  of the Northwest  $\frac{1}{4}$  of said Section 9; thence proceed in a Southwesterly direction along the South right of way of said railroad a distance of 229 feet, more or less, to a point, said point being the Northwest corner of the Allen Cemetery; thence proceed South along the West line of the Allen Cemetery a distance of 150 feet; thence proceed East a distance of 21 feet to a point, said point being on the West boundary of the Oak Grove Methodist Church property; thence proceed South along the West boundary of said Church property a distance of 440 feet, more or less, to a point; thence proceed West a distance of 628 feet to a point; thence proceed South a distance of 720 feet to a point on the South line of the said Northwest  $\frac{1}{4}$  of said Section 9; thence West along the South boundary line of said  $\frac{1}{4}$  section a distance of 662 feet; thence South a distance of 174 feet; thence West a distance of 482 feet; thence North  $78^{\circ}$  West 396 feet to a point; thence North  $46^{\circ}$  East 572 feet to a point; thence North 2818 feet, more or less, to the North line of said Northwest  $\frac{1}{4}$ ; thence East along the North section line a distance of 1980 feet, more or less, to the point of beginning.

LESS AND EXCEPT the following described property:

Commence at the accepted Southeast corner of the Southeast  $\frac{1}{4}$  of the Northwest  $\frac{1}{4}$  of Section 9, Township 19 South, Range 3 East, Talladega County, Alabama; thence proceed North  $88^{\circ}55'43''$  West a distance of 36.50 feet to a point; thence proceed North  $04^{\circ}55'32''$  East a distance of 287.76 feet to a point; thence proceed North  $88^{\circ}55'59''$  West a distance of 381.55 feet to a point; thence proceed North  $02^{\circ}38'25''$  East a distance of 420.91 feet to a point; thence proceed North  $15^{\circ}13'50''$  East a distance of 719.57 feet to a point on the South right of way line of the railroad and being the Northwest corner of the property referred to as the Allen Cemetery, and being the point of beginning of the herein described property; thence proceed South  $15^{\circ}13'50''$  West a distance of 719.57 feet; thence proceed North  $88^{\circ}53'53''$  West a distance of 65 feet to a point; thence proceed North  $15^{\circ}13'50''$  East to the South right of way of the railroad; thence proceed North  $77^{\circ}57'21''$  East along the right of way of the railroad to the point of beginning.

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