

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

☐ 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:

Return acknowledgment to:

★  
Capitol Services, Inc.  
P.O. Box 1831 Austin TX 78767  
800/345-4647

Pre-paid Acct. #

2. Name and Address of Debtor (Last Name First if a Person)

Restructure Partners, LLC  
205 S. Hoover Blvd., Suite 101  
Tampa, FL 33609

Social Security/Tax ID #

2A. Name and Address of Debtor (IF ANY) (Last Name First if a Person)

See Schedule 1 attached hereto

Social Security/Tax ID #

☐ Additional debtors on attached ~~XXXX~~

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

Franchise Mortgage Acceptance Company  
Three American Lane  
Greenwich, CT 06831

Social Security/Tax ID #

☐ Additional secured parties on attached ~~XXXX~~

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

THIS FIXTURE FILING IS TO BE RECORDED IN THE REAL ESTATE RECORDS.

See Schedule 1 attached hereto

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

Inst # 2001-23528

06/08/2001-23528

11:58 AM CERTIFIED

SHELBY COUNTY JUDGE OF PROBATE

005 MEL 871.00

FILED WITH:

Shelby

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  
By This Filing:

5 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 \$ 566,000.00  
Mortgage tax due (15¢ per \$100.00 or fraction thereof) \$ 849.00

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)

See Schedule 1 attached hereto

Signature(s) of Debtor(s)

ELAIN G. ABRAHAM-RIGO  
VICE PRESIDENT

Store 3981

## **SCHEDULE 1 TO UCC-1**

### **Debtor:**

**RESTRUCTURE PARTNERS, LLC**, a Florida limited liability company

### **Additional Debtors:**

**RESTRUCTURE PETROLEUM MARKETING SERVICES, INC.**, a Delaware corporation

**RESTRUCTURE, INC.**, a Florida corporation

**SOLOMON PETROLEUM LIMITED**, a Texas limited partnership

**LEVITICUS, INC.**, a Texas corporation

### **Additional Debtors' Address:**

205 S. Hoover Boulevard

Suite 101

Tampa, FL 33609

### **Types or Items of Property Covered by Financing Statement:**

The Collateral consists of the following:

All of Debtor's property located at or used primarily in connection with the Facility (as defined below) or any other Facility pledged to Secured Party by Debtor under any agreement or document hereafter executed by Debtor in favor of Secured Party and all of Debtor's proceeds, cash flow and rights derived from the operation of the Facility, in each case whether now owned or subsequently acquired or in which Debtor now has or subsequently obtains any interest, including Debtor's present and future:

1. "Equipment" meaning all goods defined as "equipment" in the UCC, including all equipment, machinery, appliances, furniture, furnishings and fixtures which are now or may at any time in the future be installed in, attached to or located at the Facility, or used or held for use in connection with the operation of the Facility, such as pumps, dispensing equipment, car wash equipment, vacuum units, store fixtures, cash registers, point-of-sale devices, diagnostic, monitoring and repair equipment, tools, racks, coolers, display cases, cooking apparatus, and food service equipment, whether or not constituting "fixtures" under the laws of the state where the Facility are located; together with all alterations, replacements, controls and operating accessories;

2. "Inventory" meaning all goods defined as "inventory" in the UCC, including bulk fuel, supplies, spare parts and store inventories;

3. Accounts receivable, bank accounts, certificates of deposit, contract rights and general intangibles arising from or held in connection with the operation of the Facility, including goodwill, trademarks, trade names and franchise rights;

4. Books and records relating to any of the foregoing, including computer data;


5. To the extent not otherwise included, additions to, and proceeds and products of, the foregoing, including (whether or not they constitute "proceeds" under the UCC) proceeds of any insurance policy, indemnity, warranty or guaranty payable in respect of any of the foregoing, and all amounts realized from the sale, exchange, collection or other disposition of any of the foregoing.

"Facility" as used herein means the service station or other facility including, the real estate upon which such Facility is located and all improvements thereon, located at 340 South SR #199, Alabaster, AL 35224 (Station No. 3981) and legally described on Exhibit "A" attached hereto and incorporated herein by this reference.

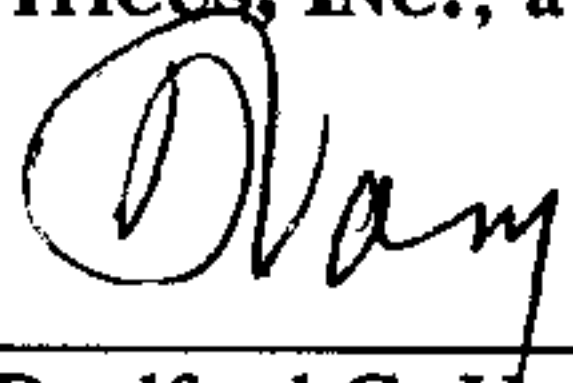
**Signatures of Debtors:**

**RESTRUCTURE PARTNERS, LLC**, a Florida  
limited liability company

By: **RESTRUCTURE PETROLEUM MARKETING  
SERVICES, INC.**, a Delaware corporation, Manager

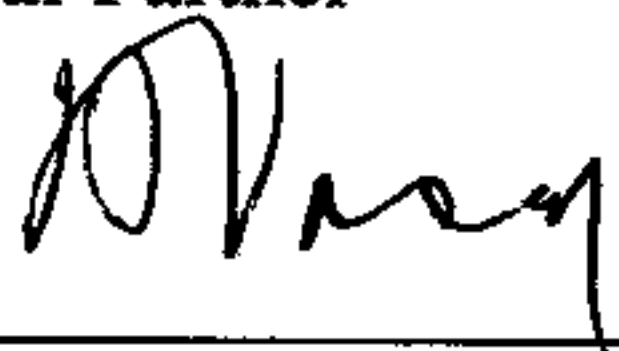
By:   
\_\_\_\_\_  
Bradford C. Vassey, General Counsel

**RESTRUCTURE PETROLEUM MARKETING SERVICES,  
INC.**, a Delaware corporation  
**RESTRUCTURE, INC.**, a Florida corporation  
**LEVITICUS, INC.**, a Texas corporation

By:   
\_\_\_\_\_  
Bradford C. Vassey, General Counsel

**SOLOMON PETROLEUM LIMITED**, a Texas  
limited partnership

By: **LEVITICUS, INC.**, a Texas corporation,  
General Partner

By:   
\_\_\_\_\_  
Bradford C. Vassey, General Counsel



## EXHIBIT "A"

Commence at the Southeast corner of the Southwest one-quarter of the Northeast One-Quarter of Section 2, Township 21 South, Range 3 West; run thence in an Easterly direction along the South line of said quarter-quarter section for a distance of 925.85 feet to a point of the Southwesterly right-of-way line of L & N Railroad; thence turn an angle to the left to the tangent of the following described curve, said curve being a curve to the left having a central angel of 14 deg. 17 min. 6 sec. and a radius of 1382.40 feet; thence run along the arc of said curve to the left along the Southwesterly right-of-way line of the L & N Railroad for a distance of 344.56 feet to the end of said curve; thence run along the tangent if extended to said curve in a Northwesterly direction along the Southwesterly right-of-way line of L & N Railroad for a distance of 735.23 feet to the point of beginning of a curve to the right. Said curve having a central angle of 2 deg. 9 min. 14 sec. and a radius 1959.86 feet; thence run along the arc of said curve to the right in a Northwesterly direction along the Southwesterly right-of-way line of L & N Railroad for a distance of 73.67 feet; thence turn an angle to the left from the tangent of last described course of 105 deg. 14 min. 26 sec. and run in a Southwesterly direction for a distance of 78.0 feet to the point of beginning, from the point of beginning thus obtained; thence continue along last described course for a distance of 135.27 feet to a point on the center line of Allen Branch outfall sewer; thence turn an angle to the right 89 deg. 48 min. 54 sec. and run in a Northwesterly direction along the center line of the Allen Branch outfall sewer line for a distance of 205 feet; thence turn an angle to the left of 6 deg. 47 min. 04 sec. and run in a Northwesterly direction for a distance of 5.33 feet; thence turn an angle to the right of 73 deg. 04 min. 36 sec. to the tangent of the following described course, said course being situated on a curve to the left having a central angle of 5 deg. 33 min. 44 sec. and a radius of 1075.46 feet; thence run along the arc of said curve to the left in a Northeasterly direction for a distance of 104.40 feet to the end of said curve; thence run along the tangent if extended to said curve in a Northeasterly direction for a distance of 70 feet; thence turn an angle to the right of 122 deg. 54 min. 57 sec. and run in a Southeasterly direction for a distance of 292.09 feet to the point of beginning. Said property being situated in Shelby County, Alabama.

**Inst # 2001-23528**

NA #5466 SRUR SITE #3981  
340 South SR #199  
Birmingham, AL  
Shelby County

**06/08/2001-23528**  
**11:58 AM CERTIFIED**  
SHELBY COUNTY JUDGE OF PROBATE  
005 MEL 871.00