

THIS SPACE FOR USE OF FILING OFFICE

Inst # 2001-42693

10/03/2001-42693
11:31 AM CERTIFIED
SHELBY COUNTY JUDGE OF PROBATE
004 CH 18.00

FINANCING STATEMENT — FOLLOW INSTRUCTIONS CAREFULLY

This Financing Statement is presented for filing pursuant to the Uniform Commercial Code and will remain effective, with certain exceptions, for 5 years from date of filing.

A. NAME & TEL. # OF CONTACT AT FILER (optional)	B. FILING OFFICE ACCT. # (optional)
C. RETURN COPY TO: (Name and Mailing Address) <div>LexisNexis Document Solutions PO Box 2969 Springfield, IL 62708</div>	
D. OPTIONAL DESIGNATION (if applicable): <input type="checkbox"/> LESSOR/LESSEE <input type="checkbox"/> CONSIGNOR/CONSIGNEE <input type="checkbox"/> NON-UCC FILING	

1. DEBTOR'S EXACT FULL LEGAL NAME - insert only one debtor name (1a or 1b) AL-Shelby County

1a. ENTITY'S NAME Houchens Industries, Inc.				
OR	1b. INDIVIDUAL'S LAST NAME	FIRST NAME	MIDDLE NAME	SUFFIX
1c. MAILING ADDRESS 900 Church Street		CITY BOWLING GREEN	STATE KY	COUNTRY USA
1d. S.S. OR TAX I.D.#		1e. TYPE OF ENTITY CORP	1f. ENTITY'S STATE OR COUNTRY OF ORGANIZATION KY	1g. ENTITY'S ORGANIZATIONAL I.D.#, if any KY0180039 <input type="checkbox"/> NONE

2. ADDITIONAL DEBTOR'S EXACT FULL LEGAL NAME - insert only one debtor name (2a or 2b)

2a. ENTITY'S NAME				
OR	2b. INDIVIDUAL'S LAST NAME	FIRST NAME	MIDDLE NAME	SUFFIX
2c. MAILING ADDRESS		CITY	STATE	COUNTRY
2d. S.S. OR TAX I.D.#		2e. TYPE OF ENTITY	2f. ENTITY'S STATE OR COUNTRY OF ORGANIZATION	2g. ENTITY'S ORGANIZATIONAL I.D.#, if any <input type="checkbox"/> NONE

3. SECURED PARTY'S (ORIGINAL S/P or ITS TOTAL ASSIGNEE) EXACT FULL LEGAL NAME - insert only one secured party name (3a or 3b)

3a. ENTITY'S NAME Firststar Bank, N.A., as Administrative Agent				
OR	3b. INDIVIDUAL'S LAST NAME	FIRST NAME	MIDDLE NAME	SUFFIX
3c. MAILING ADDRESS 500 East Main St., P.O. 90001 ML KY-BR-0153		CITY BOWLING GREEN	STATE KY	COUNTRY USA

4. This FINANCING STATEMENT covers the following types or items of property:
All of Debtor's personal property, including, without limitation, all of Debtor's accounts, machinery, equipment, fixtures, inventory, investment property, payment intangibles, promissory notes, deposit accounts, letter of credit rights, financial assets, supporting obligations, goods, chattel paper (both tangible and intangible), general intangibles, contract rights, instruments, documents and other assets or property, as more particularly described on Exhibit B attached hereto and made a part hereof, whether now owned or existing and hereafter acquired or arising, located on or related to the real property described on Exhibit A hereto.

THIS STATEMENT IS TO BE INDEXED IN THE REAL ESTATE RECORDS

Record Owner of Property:
(See Attached)

5. CHECK <input type="checkbox"/> This FINANCING STATEMENT is signed by the Secured Party instead of the Debtor to perfect a security interest (a) in collateral already subject to a security interest in another jurisdiction when it was brought into this state, or when the debtor's location was changed to this state, or (b) in accordance with other statutory provisions (additional date may be required)	7. If filed in Florida (check one) <input type="checkbox"/> Documentary stamp tax paid <input type="checkbox"/> Documentary stamp tax not applicable
6. REQUIRED SIGNATURE(S) Houchens Industries, Inc. By: <i>Jimmie Lypson</i>	8. <input checked="" type="checkbox"/> This FINANCING STATEMENT is to be filed (for record) (or recorded) in the REAL ESTATE RECORDS Attach Addendum (if applicable) 9. Check to REQUEST SEARCH CERTIFICATE(S) on Debtor(s) (ADDITIONAL FEE) (optional) <input type="checkbox"/> All Debtors <input type="checkbox"/> Debtor 1 <input type="checkbox"/> Debtor 2

UCC FINANCING STATEMENT ADDENDUM

FOLLOW INSTRUCTIONS (front and back) CAREFULLY

9. NAME OF FIRST DEBTOR (1a or 1b) ON RELATED FINANCING STATEMENT

9a. ORGANIZATION'S NAME

OR Houchens Industries, Inc.

9b. INDIVIDUAL'S LAST NAME

FIRST NAME

MIDDLE NAME, SUFFIX

10. MISCELLANEOUS:

THE ABOVE SPACE IS FOR FILING OFFICE USE ONLY

11. ADDITIONAL DEBTOR'S EXACT FULL LEGAL NAME - insert only one name (11a or 11b) - do not abbreviate or combine names

11a. ORGANIZATION'S NAME

OR

11b. INDIVIDUAL'S LAST NAME

FIRST NAME

MIDDLE NAME

SUFFIX

11c. MAILING ADDRESS

CITY

STATE

POSTAL CODE

COUNTRY

11d. TAX ID # SSN OR EIN

ADD'L INFO RE
ORGANIZATION
DEBTOR

11e. TYPE OF ORGANIZATION

11f. JURISDICTION OF ORGANIZATION

11g. ORGANIZATIONAL ID #, if any

☐ NONE

12. ADDITIONAL SECURED PARTY'S or ASSIGNOR S/P'S NAME - insert only one name (12a or 12b)

12a. ORGANIZATION'S NAME

OR

12b. INDIVIDUAL'S LAST NAME

FIRST NAME

MIDDLE NAME

SUFFIX

12c. MAILING ADDRESS

CITY

STATE

POSTAL CODE

COUNTRY

13. This FINANCING STATEMENT covers ☐ timber to be cut or ☐ as extracted collateral, or is filed as a ☒ fixture filing.

14. Description of real estate:

See Exhibit A attached hereto

15. Name and address of a RECORD OWNER of above-described real estate (if Debtor does not have a record interest):

See Exhibit A attached hereto

16. Additional collateral description:

17. Check only if applicable and check only one box:

Debtor is a ☐ Trust or ☐ Trustee acting with respect to property held in trust or ☐ Decedent's Estate

18. Check only if applicable and check only one box:

☐ Debtor is a TRANSMITTING UTILITY

☐ Filed in connection with a Manufactured-Home Transaction -- effective 30 years

☐ Filed in connection with a Public-Finance Transaction -- effective 30 years

Record Owner: Eastern Dixie Properties, Inc.
5002 L. Whitling Drive
Pelham, AL 35124

Store #202
244 First Street SW
Alabaster, AL 35007

Leased by:
HOUCHENS INDUSTRIES, INC. AND
HOUCHENS MARKET OF TENNESSEE, INC.
Save-A-Lot Food Stores

EXHIBIT A
Legal Description

Parcel I:

Block 1 of Cardwell's Subdivision, situated in the NE 1/4 of Section 2, Township 21 South, Range 3 West, in the City of Alabaster, Shelby County, Alabama, more particularly described as follows:
From the NE corner of Section 2, Township 21 South, Range 3 West, run westerly along the north boundary of said section a distance of 965.69 feet to the intersection of the section line with the westerly right of way line of the northbound L & N Railway main; thence angle 83 deg. 06 min. to the left for a distance of 201.45 feet; thence angle left 0 deg. 56 min. for a distance of 583.08 feet; thence angle left 6 deg. 55 min. for a distance of 30.0 feet to the point of beginning of Block 1. From said point thence angle right 91 deg. 27 min. from the last described course for a distance of 150.0 feet; thence angle right 90 deg. 00 min. for a distance of 150.0 feet; thence angle left 90 deg. 46 min. for a distance of 494.0 feet; thence angle left 90 deg. 00 min. for a distance of 471.3 feet; thence angle left 91 deg. 01 min. for a distance of 646.3 feet; thence angle left 89 deg. 40 min. for a distance of 307.8 feet to the point of beginning.

PARCEL II:

From the NE corner of Section 2, Township 2 South, Range 3 West, run westerly along the north boundary of said section a distance of 965.69 feet to the intersection of the section line with the westerly right of way line of the northbound L & N Railway main, thence angle 83 deg. 06 min. to the left for a distance of 201.45 feet; thence angle left 0 deg. 56 min. for a distance of 583.08 feet; thence angle left 6 deg. 55 min. for a distance of 30.0 feet, thence angle right 91 deg. 27 min. from the last described course for a distance of 150.0 feet; thence angle right 90 deg. 00 min. for a distance of 150.0 feet; thence angle left 90 deg. 46 min. for a distance of 494.0 feet to the point of beginning; thence continue along the last described course a distance of 263.0 feet to the point of beginning; thence continue along the last described course a distance of 263.0 feet to the point of intersection of said line with the Easterly right of way line of the L & N Railroad Southbound main; thence left with an interior angle of 111 deg. 00 min. and run Southwesterly along said railroad right of way a distance of 550.0 feet; thence left with an interior angle of 66 deg. 20 min. and run Easterly a distance of 384.0 feet; thence left with an interior angle of 44 deg. 20 min. and run Northwesterly a distance of 40 feet; thence right with an interior angle of 42 deg. 41 min. and run Easterly a distance of 109.7 feet; thence 42 deg. 41 min. and run Easterly a distance of 109.7 feet; thence 88 deg. 59 min. left and run 471.3 feet to the point of beginning.

PARCEL III:

Commencing at the NE corner of Section 2, Township 21 South, Range 3 West and run Westerly along the North boundary of said section 2 for 965.69 feet to the point of intersection with the west right of way of the North bound L & N Railway main; thence turn an angle of 83 deg. 06 min. to the left and run 201.45 feet to the SE corner of the W. F. Stroud subdivision; thence turn an angle 0 deg. 56 min. to the left and run 583.08 feet to the point of beginning of the tract of land herein described; thence turn an angle of 84 deg. 32 min. to the right and run for a distance of 150 feet; thence turn an angle of 90 deg. to the left and run for a distance of 30 feet; thence turn an angle of 90 deg. to the left and run Easterly a distance of 150 feet to the Westerly line of 1st Street S.W.; thence turn left and run Northerly 30 feet to the point of beginning.

EXHIBIT B

TO

FINANCING STATEMENT

DEBTOR:

Houchens Industries, Inc.
900 Church Street
Bowling Green, Kentucky 42101

SECURED PARTY:

Firststar Bank, N.A., as Administrative Agent
500 East Main Street
P.O. Box 90001 ML KY-BR-0153
Bowling Green, Kentucky 42102-7686

DESCRIPTION OF COLLATERAL:

All of the property and assets, and interests in property and assets, of Debtor, whether now owned and existing or hereafter acquired or arising and wheresoever located, including, without limitation, all accounts, inventory, investment property, payment intangibles, promissory notes, letter of credit rights, financial assets, supporting obligations, goods, furniture, machinery, equipment, fixtures, general intangibles (including, without limitation, goodwill, inventions, designs, patents, patent applications, trademarks, trademark applications, service marks, service mark applications, trade names, copyrights, copyright applications, licenses, leasehold interests in real and personal property, franchises, tax refund claims, and guarantee claims, security interests or other security held by or granted to Debtor to secure payment of Debtor's accounts), deposit accounts, tax refunds, chattel paper (both tangible and intangible), contract rights, instruments, documents, notes, returned and repossessed goods and all other personal property and assets or interests in personal property and assets; together with all accessions to, substitutions for, and all replacements, products and proceeds of the foregoing (including, without limitation, proceeds of insurance policies insuring any of the foregoing), all books and records (including, without limitation, customer lists, credit files, computer programs, printouts and other computer materials and records) pertaining to any of the foregoing, and all insurance policies insuring any of the foregoing.

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