


**STATE OF ALABAMA — UNIFORM COMMERCIAL CODE — FINANCING STATEMENT
FORM UCC-1 ALA.****Important: Read Instructions on Back Before Filling out Form.**

<input type="checkbox"/> 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: Cheryl Robinson CORLEY, MONCUS & WARD, P.C. P. O. Box 59807 Birmingham, AL 35259-0807 Pre-paid Acct. # _____		THIS SPACE FOR USE OF FILING OFFICER Date, Time, Number & Filing Office <div style="font-size: 1.5em; transform: rotate(-90deg); display: inline-block;">Inst # 2001-47313</div> <div style="font-size: 1.5em; transform: rotate(-90deg); display: inline-block;">11/02/2001-47313</div> <div style="font-size: 1.5em; transform: rotate(-90deg); display: inline-block;">11:04 AM CERTIFIED</div> <div style="font-size: 1.5em; transform: rotate(-90deg); display: inline-block;">SHELBY COUNTY JUDGE OF PROBATE</div> <div style="font-size: 1.5em; transform: rotate(-90deg); display: inline-block;">004 CH 18.00</div>
2. Name and Address of Debtor (Last Name First if a Person) MGA PROPERTIES, L.L.C. One Riverchase Ridge Suite 300 Birmingham, AL 35244 Social Security/Tax ID # _____		
2A. Name and Address of Debtor (IF ANY) (Last Name First if a Person) Social Security/Tax ID # _____		
<input type="checkbox"/> Additional debtors on attached UCC-E		
3. SECURED PARTY (Name and Address of Secured Party) FIRST COMMERCIAL BANK 800 Shades Creek Parkway Birmingham, AL 35209 Attn: Thomas K. Genetti Social Security/Tax ID # _____ <input type="checkbox"/> Additional secured parties on attached UCC-E		4. ASSIGNEE OF SECURED PARTY (Name and Address of Assignee)
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 ESTATE MORTGAGE RECORDS. DEBTOR IS THE RECORD OWNER OF THE REAL ESTATE DESCRIBED ON THE ATTACHED EXHIBIT "A". Check X if covered: <input type="checkbox"/> 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) <input type="checkbox"/> already subject to a security interest in another jurisdiction when it was brought into this state. <input type="checkbox"/> already subject to a security interest in another jurisdiction when debtor's location changed to this state. <input type="checkbox"/> which is proceeds of the original collateral described above in which a security interest is perfected. <input type="checkbox"/> acquired after a change of name, identity or corporate structure of debtor <input type="checkbox"/> 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 \$ <u>240,000.00</u> Mortgage tax due (15¢ per \$100.00 or fraction thereof) \$ <u>-0-</u> 8. <input checked="" type="checkbox"/> 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)		
5A. Enter Code(s) From Back of Form That Best Describes The Collateral Covered By This Filing: _____ _____ _____ _____ _____ _____ _____ _____		
SEE ATTACHED EXHIBIT "A-1" FOR DEBTOR Signature(s) of Debtor(s) SIGNATURES Signature(s) of Debtor(s) Type Name of Individual or Business		
Signature(s) of Secured Party(ies) (Required only if filed without debtor's Signature — see Box 6) FIRST COMMERCIAL BANK Signature(s) of Secured Party(ies) or Assignee By: <u>Thomas K. Genetti</u> Signature(s) of Secured Party(ies) or Assignee Thomas K. Genetti, Its Senior Vice President Type Name of Individual or Business		

EXHIBIT "A-1"
to UCC-1 FINANCING STATEMENT
between
MGA PROPERTIES, L.L.C., as Debtor
and
FIRST COMMERCIAL BANK, as Secured Party

DEBTOR SIGNATURE:

MGA PROPERTIES, L.L.C.,
an Alabama Limited Liability Company

By:  [SEAL]
M. Scott Gurosky
Its Manager

By:  [SEAL]
Donald Wayne Myrick
Its Manager

SCHEDULE I

All Debtor's right, title and interest in, to, and under any and all of the following described property (the "Property"), whether now owned or held 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 herein described and to be secured by a Mortgage and Security Agreement being filed simultaneously herewith (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"

Lot 4, according to a Resurvey of Southwood Office Park, as recorded in Map Book 25, Page 28, in the Probate Office of Shelby County, Alabama.

Inst # 2001-47313

11/02/2001-47313
11:04 AM CERTIFIED
SHELBY COUNTY JUDGE OF PROBATE