

UCC FINANCING STATEMENT

FOLLOW INSTRUCTIONS (front and back) CAREFULLY

A. NAME & PHONE OF CONTACT AT FILER [optional]

B. SEND ACKNOWLEDGMENT TO: (Name and Address)

Schulte Roth & Zabel LLP
919 Third Avenue
New York, New York 10022
Attn: Thomas Zepf, Esq.
(014951.0324)

THE ABOVE SPACE IS FOR FILING OFFICE USE ONLY

1. DEBTOR'S EXACT FULL LEGAL NAME – insert only one debtor name (1a or 1b) – do not abbreviate or combine names

OR	1a. ORGANIZATION'S NAME TCF Railco Calera Corp.					
	1b. INDIVIDUAL'S LAST NAME		FIRST NAME	MIDDLE NAME	SUFFIX	
1c. MAILING ADDRESS 335 Eisenhower Lane South		CITY Lombard		STATE IL	POSTAL CODE 60148	COUNTRY USA
1d. TAX ID#: SSN OR EIN [REDACTED]	ADD'L INFO RE ORGANIZATION DEBTOR	1e. TYPE OF ORGANIZATION Corporation	1f. JURISDICTION OF ORGANIZATION Delaware	1g. ORGANIZATIONAL ID #, if any DE3470001 ☐ NONE		

2. ADDITIONAL DEBTOR'S EXACT FULL LEGAL NAME – insert only one debtor name (2a or 2b) – do not abbreviate or combine names

OR	2a. ORGANIZATION'S NAME					
	2b. INDIVIDUAL'S LAST NAME		FIRST NAME	MIDDLE NAME	SUFFIX	
2c. MAILING ADDRESS		CITY		STATE	POSTAL CODE	COUNTRY
2d. TAX ID#: SSN OR EIN	ADD'L INFO RE ORGANIZATION DEBTOR	2e. TYPE OF ORGANIZATION	2f. JURISDICTION OF ORGANIZATION	2g. ORGANIZATIONAL ID #, if any ☐ NONE		

3. SECURED PARTY'S NAME (or NAME of TOTAL ASSIGNEE of ASSIGNOR S/P) – insert only one secured party name (3a or 3b)

OR	3a. ORGANIZATION'S NAME ABLECO FINANCE LLC					
	3b. INDIVIDUAL'S LAST NAME		FIRST NAME	MIDDLE NAME	SUFFIX	
3c. MAILING ADDRESS 450 Park Avenue		CITY New York		STATE NY	POSTAL CODE 10022	COUNTRY USA

4. This FINANCING STATEMENT covers the following collateral:

See Schedule A attached hereto and made a part hereof.

5. ALTERNATIVE DESIGNATION (if applicable): ☐ LESSEE/LESSOR ☐ CONSIGNEE/CONSIGNOR ☐ BAILEE/BAILOR ☐ SELLER/BUYER ☐ AG. LIEN ☐ NON-UCC FILING			
6. ☒ This FINANCING STATEMENT is to be filed [for record] [or recorded] in the REAL ESTATE RECORDS. Attach Addendum [if applicable]		7. Check to REQUEST SEARCH REPORT(S) on Debtor(s) [ADDITIONAL FEE] [optional] ☐ All Debtors ☐ Debtor 1 ☐ Debtor 2	
8. OPTIONAL FILER REFERENCE DATA			

FILING OFFICE COPY — NATIONAL UCC FINANCING STATEMENT (FORM UCC1) (REV. 07/29/98)

Inst # 2002-06458

02/07/2002-06458
08:49 AM CERTIFIED
SHELBY COUNTY JUDGE OF PROBATE
007 CH 37.00

Calabra Title

UCC FINANCING STATEMENT ADDENDUM

FOLLOW INSTRUCTIONS (front and back) CAREFULLY

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

9a. ORGANIZATION'S NAME

TCF Railco Calera Corp.

OR

9b. INDIVIDUAL'S LAST NAME

FIRST NAME

MIDDLE NAME, SUFFIX

10. MISCELLANEOUS:

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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):

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 Estate18. 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

SCHEDULE A TO UCC-1 FINANCING STATEMENT INDICATING

TCF RAILCO CALERA CORP., as Debtor

and

ABLECO FINANCE LLC, as Secured Party

This Financing Statement covers the following types (or items) of property:

(a) All that certain real property situated at City of Calera, County of Shelby and State of Alabama, real property described in Exhibit A attached hereto (the "Premises") and the buildings, structures, fixtures, additions, enlargements, extensions, modifications, repairs, replacements and improvements now or hereafter located thereon (the "Improvements").

(b) All rights, privileges, tenements, hereditaments, rights-of-way, easements, air rights, development rights or credits, zoning rights, appendages and appurtenances in anywise appertaining thereto, and all rights, titles and interests of Debtor in and to any streets, ways, alleys, strips or gores of land adjoining the Land or any part thereof, and all rights, titles and interests of Debtor in and to all rights, royalties and profits with respect to all minerals, coal, oil, gas and other substances of any kind or character on or underlying the Land, together with all rights, titles and interests of Debtor in and to all water and water rights (whether riparian, appropriative or otherwise and whether or not appurtenant);

(c) All rights of Debtor (but not its obligations) under any contracts and agreements, including, without limitation, construction contracts and architectural agreements, relating to the Land, the Buildings, the Fixtures or the Personalty (as defined herein);

(d) All of Debtor's rights, titles and interests in and to all permits, licenses, franchises, certificates, authorizations, consents, approvals and other rights and privileges (each, a "Permit") obtained in connection with the Land, the Buildings, the Fixtures or the Personalty or the use or operation thereof;

(e) All of Debtor's rights, titles and interests in and to all plans and specifications, designs, schematics, drawings and other information, materials and matters heretofore or hereafter prepared relating to the Land, the Buildings, the Fixtures or the Personalty;

(f) All of Debtor's rights, titles and interests in and to all proceeds arising from or by virtue of the sale, lease or other disposition of the Land, the Buildings, the Fixtures or the Personalty or any part thereof or any interest therein or from the operation thereof;

(g) All of Debtor's rights, titles and interests in and to all Leases now or hereafter in effect and all Rents, royalties, bonuses, issues, profits, revenues or other benefits of the Land, the Buildings, the Fixtures or the Personalty;

(h) All of Debtor's rights, titles and interests in and to all betterments, additions, alterations, appurtenances, substitutions, replacements and revisions thereof and thereto and all reversions and remainders therein;

(i) All of Debtor's rights, titles and interests in and to any awards, remuneration, settlements or compensation heretofore made or hereafter to be made by any Governmental Authority pertaining to the Land, the Buildings, the Fixtures or the Personalty, including those for any vacation of, or change of grade in, any streets affecting the Land or the Buildings;

(j) All of Debtor's rights, titles and interests in and to any and all other security and collateral of any nature whatsoever, whether now or hereafter given, for the repayment, performance and discharge of the Obligations;

(k) All of Debtor's rights, titles and interests in and to all awards, payments and proceeds of conversion, whether voluntary or involuntary, of any of the Land, the Buildings, the Fixtures, the Personalty or any of the property and rights described in the foregoing clauses (a) through (j), including without limitation, all insurance, condemnation and tort claims, refunds of real estate taxes and assessments, rent claims and other obligations dischargeable in cash or cash equivalents; and

(i) All other property and rights of Debtor of every kind and character relating to and/or used or to be used in connection with the foregoing, and all proceeds and products of any of the foregoing.

"Personalty" means all of the right, title and interest of Mortgagor in and to all furniture, furnishings, equipment, machinery, goods, general intangibles, money, insurance proceeds, contract rights, option rights, inventory, all refundable, returnable or reimbursable fees, deposits or other funds or evidences of credit or indebtedness deposited by or on behalf of Mortgagor with any governmental agencies, boards, corporations, providers of utility services, public or private, including all refundable, returnable or reimbursable tap fees, utility deposits, commitment fees and development costs, and all other personal property (other than the Fixtures) of any kind or character as defined in and subject to the provisions of the Applicable UCC), which are now or hereafter located or to be located upon, within or about the Land and the Buildings, or which are or may be used in or related to the planning, development, financing or operation of the Mortgaged Property, together with all accessories, replacements and substitutions thereto or therefor and the proceeds thereof.

EXHIBIT A

LEGAL DESCRIPTION

Parcel I

A parcel of land situated in part of Sections 20 and 21, Township 22 South, Range 2 West, Shelby County, Alabama, more particularly described as follows:

Commence at the Southwest corner of Section 21, Township 22 South, Range 2 West, and run in a Northerly direction along the West line of said Section a distance of 755.27 feet to the Northwestern right of way line of the Southern Railroad, being the point of beginning; thence 69 deg. 09 min. right in a Northeasterly direction along said right of way, a distance of 292.32 feet; thence 0 deg. 01 min. right in a Northeasterly direction along said right of way a distance of 2064.00 feet; thence 86 deg. 46 min. left in a Northwesternly direction a distance of 175.28 feet to the Southerly right of way line of Woodbine Avenue; thence 93 deg. 14 min. left in a Southwesterly direction along said right of way line a distance of 185.00 feet; thence 114 deg. 40 min. right in a Northerly direction a distance of 454.68 feet; thence 90 deg. 00 min. left in a Westerly direction a distance of 643.51 feet; thence 19 deg. 45 min. 20 sec. right in a Northwesternly direction a distance of 54.95 feet; thence 70 deg. 14 min. 40 sec. right in a Northerly direction a distance of 440.00 feet; thence 45 deg. 00 min. left in a Northwesternly direction a distance of 200.00 feet; thence 45 deg. 00 min. left in a Westerly direction a distance of 493.74 feet; thence 45 deg. left in a Southwesterly direction a distance of 329.67 feet to the Easterly right of way line of 18th Street; thence 45 deg. left in a Southerly direction along said right of way line a distance of 484.27 feet; thence 90 deg. right in a Westerly direction a distance of 260.00 feet; thence 90 deg. right in a Northerly direction a distance of 51.53 feet; thence 90 deg. left in a Westerly direction a distance of 435.34 feet; thence 90 deg. 08 min. left in a Southerly direction a distance of 556.79 feet; thence 90 deg. 08 min. right in a Westerly direction a distance of 450.94 feet; thence 90 deg. left in a Southerly direction a distance of 304.00 feet; thence 90 deg. right in a Westerly direction a distance of 310.87 feet; thence 108 deg. 08 min. 50 sec. left in a Southeasterly direction a distance of 293.40 feet; thence 3 deg. 21 min. 20 sec. right in a Southeasterly direction a distance of 203.00 feet; thence 7 deg. 16 min. 30 sec. left in a Southeasterly direction a distance of 210.18 feet; thence 2 deg. 18 min. 40 sec. left in a Southeasterly direction a distance of 95.74 feet; thence 90 deg. 19 min. 20 sec. left in a Northeasterly direction a distance of 357.29 feet; thence 90 deg. 01 min. right in a Southeasterly direction a distance of 210.01 feet to said Northwesternly right of way line of the Southern Railroad; thence 90 deg. left in a Northeasterly direction along said right of way line a distance of 480.14 feet to the point of beginning; being situated in Shelby County, Alabama.

Less and except the following described parcel of land, which is situated in Shelby County, Alabama:

Commencing at a point of intersection of the East side of a public road and North side of the Southern Railroad Main Line right of way, 100 feet wide, being the Southwesterly corner of the Abex Corporation Wheel Plant Property; thence along the North side line of the Railroad right of way, North 65 deg. 26 min. East a distance of 1005.62 feet to the point of beginning of the parcel being conveyed; continuing along the North side of the Railroad right of way, North 65 deg. 26 min. East a distance of 1200.00 feet to a point; thence North 24 deg. 34

min. West a distance of 255.00 feet to a point being the Northeast corner of the formerly recorded Woodbine Avenue 80.00 feet wide which is now closed; thence by the North side of former Woodbine Avenue South 65 deg. 26 min. West a distance of 700.00 feet to a point; thence North 24 deg. 34 min. West a distance of 125.00 feet to a point; thence South 65 deg. 26 min. West a distance of 500.00 feet to a point; thence South 24 deg. 34 min. East a distance of 380.00 feet to the point of beginning; being situated in Shelby County, Alabama.

Parcel II

General Electric Railcar Wheel and Parts Services Corporation

All that certain piece, tract or parcel of land situated in Section 21, Township 22 South, Range 2 West, Shelby County, Alabama, more particularly described as follows:

Commence at the Southwest corner of said Section 21; thence in a Northerly direction along the West line of said Section 21, a distance of 755.27 feet to the intersection with the Northwesterly right of way line of the Southern Railroad; thence 69 deg. 09 min. right, in a Northeasterly direction along said right of way line a distance of 137.00 feet to the point of beginning, said point also being that certain point of beginning as described in Deed Book 343 page 492, in the Office of the Judge of Probate in Shelby County, Alabama; thence continue along last described course a distance of 155.32 feet; thence 00 deg. 01 min. right, a Northeasterly direction along said right of way line a distance of 571.48 feet; thence 90 deg. left, in a Northwesterly direction a distance of 255.00 feet; thence 90 deg. left in a Southwesterly direction a distance of 257.00 feet; thence 90 deg. right in a Northwesterly direction a distance of 65.97 feet; thence 89 deg. 56 min. left in a Southwesterly direction a distance of 469.80 feet; thence 90 deg. 04 min. left in a Southeasterly direction a distance of 321.57 feet to the point of beginning; being situated in Shelby County, Alabama.

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