



20030311000146510 Pg 1/5 36.00
Shelby Cnty Judge of Probate, AL
03/11/2003 09:09:00 FILED/CERTIFIED

UCC FINANCING STATEMENT

FOLLOW INSTRUCTIONS (front and back) CAREFULLY

A. NAME & PHONE OF CONTACT AT FILER [optional] Heartsill Ragon III 501-376-3800	Trust Acct. #
B. SEND ACKNOWLEDGMENT TO: (Name and Address) Heartsill Ragon III Gill Elrod Ragon Owen & Sherman, P.A. 425 West Capitol Avenue, Suite 3801 Little Rock, AR 72201	

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

1 a. ORGANIZATION'S NAME Shelby County Board of Education						
OR	1 b. INDIVIDUAL'S LAST NAME		FIRST NAME	MIDDLE NAME	SUFFIX	
1 c. MAILING ADDRESS 410 East College Street			CITY Columbiana	STATE AL	POSTAL CODE 35051	COUNTRY USA
1 d. TAX ID#, SSN OR EIN [REDACTED]	ADD'L INFO RE ORGANIZATION DEBTOR	1 e. TYPE OF ORGANIZATION Board of Education	1 f. JURISDICTION OF ORGANIZATION Alabama	1 g. ORGANIZATIONAL ID # if any <input checked="" type="checkbox"/> NONE		

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

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

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

3 a. ORGANIZATION'S NAME Metropolitan National Bank, as Custodian & as Mesne Assignee of Saulsbury Hill Financial						
OR	3 b. INDIVIDUAL'S LAST NAME		FIRST NAME	MIDDLE NAME	SUFFIX	
3 c. MAILING ADDRESS 111 Center Street			CITY Little Rock	STATE AR	POSTAL CODE 72201	COUNTRY USA

4. This FINANCING STATEMENT covers the following collateral:

Equipment per a Master Lease Agreement Lease No. 004 with Equipment Schedule No. 01 between Shelby County Board of Education ("Lessee") and Saulsbury Hill Financial ("Lessor") dated February 15, 2003. Equipment further described on SCHEDULE I attached hereto and made a part hereof.

5. ALTERNATIVE DESIGNATION [if applicable]: <input type="checkbox"/> LESSEE/LESSOR <input type="checkbox"/> CONSIGNEE/CONSIGNOR <input type="checkbox"/> BAILEE/BAILOR <input type="checkbox"/> SELLER/BUYER <input type="checkbox"/> AG. LIEN <input type="checkbox"/> NON-UCC FILING					
6. <input checked="" type="checkbox"/> 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] <input type="checkbox"/> All Debtors <input type="checkbox"/> Debtor 1 <input type="checkbox"/> Debtor 2		
8. OPTIONAL FILER REFERENCE DATA First Security Leasing/Shelby County file					

UCC FINANCING STATEMENT ADDENDUM

FOLLOW INSTRUCTIONS (front and back) CAREFULLY

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

OR	9a. ORGANIZATION'S NAME Shelby County Board of Education		
	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

OR	11a. ORGANIZATION'S NAME				
	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	11 e. TYPE OF ORGANIZATION	11f. JURISDICTION OF ORGANIZATION	11g. ORGANIZATIONAL ID #, if any <input type="checkbox"/> NONE	

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

OR	12a. ORGANIZATION'S NAME				
	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.

16. Additional collateral description:

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

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

**SCHEDULE A TO FINANCING STATEMENT OF
SHELBY COUNTY BOARD OF EDUCATION, AS DEBTOR, AND
SAULSBURY HILL FINANCIAL, AS SECURED PARTY**

Continuation of Collateral Description

The financing statement to which this Schedule A is attached covers the types of property described on the face of such financing statement and all of the Debtor's right, title and interest in and to (collectively, the "Collateral"):

**TRANE ENERGY PERFORMANCE CONTRACT PROJECT NUMBER J4-80140 SCOPE OF SERVICES PER SCHEDULE I.
TRANE ENERGY PERFORMANCE CONTRACT PROJECT NUMBER J4-80194 SCOPE OF SERVICES PER SCHEDULE I.
TRANE ENERGY PERFORMANCE CONTRACT PROJECT NUMBER J4-80123 SCOPE OF SERVICES PER SCHEDULE I.
5, (FIVE), EACH 19 PASSENGER SCHOOL BUSES FURTHER DESCRIBED ON SCHEDULE I.
5, (FIVE), EACH 53 PASSENGER SCHOOL BUSES FURTHER DESCRIBED ON SCHEDULE I.
35, (THIRTY-FIVE), EACH 72 PASSENGER SCHOOL BUSES FURTHER DESCRIBED ON SCHEDULE I.**

(a) the equipment described in Equipment Schedule No. 01 dated as of February 15, 2003 (the "Equipment Schedule") to the Master Lease Agreement dated as of February 15, 2003 (the "Agreement," and together with the Equipment Schedule, the "Lease") between Debtor, as lessee, and Secured Party, as lessor, as such Lease may be amended, modified or supplemented from time to time together with all of Debtor's right, title and interest in and to the Equipment Acquisition Fund established in Debtor's name (if applicable).

(b) to the extent not included in the foregoing, all books, ledgers and records and all computer programs, tapes, discs, punch cards, data processing software, transaction files, master files and related property and rights (including computer and peripheral equipment) necessary or helpful in enforcing, identifying or establishing any item of Collateral; and

(c) to the extent not included in the foregoing, all repairs, replacements, substitutions and modifications and all proceeds and products of any or all of the foregoing, whether existing on the date hereof or arising hereafter.

Shelby County Legal Descriptions

Name	Address	Section	Township	Range
Calera (Middle/ High)	8454 Hwy 31 South, Calera, AL 35040	21	22S	2W
Linda Nolen Learning Center	1411 Montevallo Highway, Alabaster, AL 35007	11	21S	3W
Columbiana Middle	222 Joineertown Road, Columbiana, AL 35051	23	21S	1W
Creek View Elementary	8566 Highway 17, Maylane, AL 35115	9	21S	1W
Montevallo High	980 Oak Street, Montevallo, AL 35115	21	22S	3W
Montevallo Middle	235 Stamford, Montevallo, AL 35115	4	24W	3W
Montevallo Elementary	171 Jeter Circle, Montevallo, AL 35115	21	22S	3W
Oak Mountain Elementary	5640 Cahaba Valley Road, Birmingham, AL 35242	23	19S	2W
Riverchase Middle	853 Willow Oak Drive, Birmingham, AL 35244	26	19S	3W
School of Technology	Box 701 Highway 70, Columbiana, AL 35051	27	21S	1W
Shelby County High	101 Washington Street, Columbiana, AL 35051	25	21S	1W
Shelby Elementary	19099 Hwy 145. PO Box246, Shelby AL 35143	10	24N	1SE
* Thompson Middle	1509 Kent Dairy Road; Alabaster 35007	10	21S	3W
* SCISC Alternative	601 First Street South; Alabaster 35007	2	21S	3W
Thompson Elementary	1425 Montevallo Hwy, Alabaster, AL 35007	11	21S	3W
Vincent High	42505 Hwy 25, Vincent, AL 35178	15	19S	2E
Wilsonville Elementary	71 School Street, Wilsonville, AL 35186	1	21S	1E
Special Services Center	110 Stadium Drive, Alabaster, AL 35007	11	21S	3W
Teacher Resources Center	100 Stadium Drive, Alabaster, AL 35007	11	21S	3W
Central Office	410 East College St; Columbiana 35051	25	21S	1W

Bus Shop 116 Industrial Parkway; Columbiana 35051 26 21S 1W

EXHIBIT A - UCC-1 FIXTURE FILING

Shelby County Legal Descriptions

School Name	Address	Section	Township	Range
Calera Elementary School	855 10th St.; Calera AL 35040	21	22S	2W
Calera High School Gym	8454 Hwy 31 S; Calera 35040	21	22S	2W
Chelsea Middle School	903 County Rd; 39; Chelsea, AL 35043	34	19S	1W
Columbiana Middle School	222 Joinertown Rd; Columbiana, AL 35051	23	21S	1W
Montevallo Elementary School	171 Jeter Circle; Montevallo, AL 35115	21	22S	3W
Thompson Elementary School	1425 Montevallo Rd; Montevallo, AL 35115	11	21S	3W
Thompson Middle School	36 6th Ave. SE; Alabaster, AL 35007	10	21S	3W
Valley Elementary School	310 Opportunity Rd; Pelham, AL 35124	6	20S	2W
Vincent Elementary School	40800 Highway 25; Vincent, AL 35178	22	19S	2E
Wilsonville Elementray School	71 School St; Wilsonville, AL 35186	1	21S	1E

Bus Shop 116 Industrial Parkway; Columbiana, AL 35051 26 21S 1W