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20030616000374570 Pg 1/6 36.00
Shelby Cnty Judge of Probate, AL
06/16/2003 10:00:00 FILED/CERTIFIED

UCC FINANCING STATEMENT

FOLLOW INSTRUCTIONS (front and back) CAREFULLY

A. NAME & PHONE OF CONTACT AT FILER [optional]
Deanna K. Hartley (205) 874-0368

B. SEND ACKNOWLEDGMENT TO: (Name and Address)

**Deanna K. Hartley
Wallace, Jordan, Ratliff & Brandt, LLC
P.O. Box 530910
Birmingham, AL 35253**

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

1a. ORGANIZATION'S NAME TACALERA, LLC				
OR				
1b. INDIVIDUAL'S LAST NAME		FIRST NAME	MIDDLE NAME	SUFFIX
1c. MAILING ADDRESS P.O. Box 531006, Attention: Derek R. Waltchack		CITY Birmingham	STATE AL	POSTAL CODE 35253
				COUNTRY USA
1d. TAX ID #: SSN OR EIN [REDACTED]	ADD'L INFO RE ORGANIZATION DEBTOR	1e. TYPE OF ORGANIZATION ltd. liability company	1f. JURISDICTION OF ORGANIZATION Alabama	1g. 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

2a. ORGANIZATION'S NAME				
OR				
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 <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)

3a. ORGANIZATION'S NAME				
OR				
3b. INDIVIDUAL'S LAST NAME		FIRST NAME	MIDDLE NAME	SUFFIX
3c. MAILING ADDRESS		CITY	STATE	POSTAL CODE
				COUNTRY

4. This FINANCING STATEMENT covers the following collateral:

SEE ATTACHED SCHEDULE "A" AND "B"

5. ALTERNATIVE DESIGNATION [if applicable]:		LESSEE/LESSOR	CONSIGNEE/CONSIGNOR	BAILEE/BAILOR	SELLER/BUYER	AG. LIEN	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]		All Debtors		Debtor 1	Debtor 2
8. OPTIONAL FILER REFERENCE DATA 005307-0017 (COUNTY)							

FOLLOW INSTRUCTIONS (front and back) CAREFULLY

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

9a. ORGANIZATION'S NAME TACALERA, LLC		
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		
							<input type="checkbox"/> NONE		

12.	ADDITIONAL SECURED PARTY'S	or	ASSIGNOR S/P'S	NAME - insert only one name (12a or 12b)
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12a. ORGANIZATION'S NAME					
OR	12b. INDIVIDUAL'S LAST NAME		FIRST NAME	MIDDLE NAME	SUFFIX
	12c. MAILING ADDRESS		CITY	STATE	POSTAL CODE

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 ATTACHED SCHEDULE "B"

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
UCC-1 FINANCING STATEMENT**

All building materials, equipment, fixtures and fittings of every kind or character now owned or hereafter acquired by the debtor for the purpose of being used or useful in connection with the improvements located or to be located on the real estate described in Schedule B, whether such materials, equipment, fixtures and fittings are actually located on or adjacent to said real estate or not, and whether in storage or otherwise, wheresoever the same may be located. Personal property herein conveyed and mortgaged shall include, but without limitation, all lumber and lumber products, bricks, building stones and building blocks, sand and cement, roofing material, paint, doors, windows, hardware, nails, wires and wiring, plumbing and plumbing fixtures, heating and air conditioning equipment and appliances, electrical and gas equipment and appliances, pipes and piping, ornamental and decorative fixtures, furniture, ranges, refrigerators, dishwashers, disposals, and in general all building materials and equipment of every kind and character used or useful in connection with said improvements;

and

All fixtures, attachments, appliances, equipment and tangible personal property owned by the debtor and now or at any time hereafter located on or at the real property described in Schedule A and used or useful in connection with the operation of the shopping center to be constructed thereon including, but not limited to: all goods, machinery, tools insurance proceeds, equipment (and including but not limited to fire sprinklers and alarm systems and equipment for air conditioning, heating, refrigerating, electronic monitoring, entertainment, recreational, window or structural cleaning rigs, maintenance, exclusion of vermin or insects, removal of dust, refuse or garbage and all other equipment of every kind), office and all other indoor and outdoor furniture, wall safes, furnishings, appliances, inventory, rugs, carpets and other floor covering, draperies and drapery rods and brackets, awnings, window shades, and other lighting fixtures and office maintenance and other supplies, and all other articles belonging to the debtor or leased to the debtor that are now or hereafter located in the buildings or on the grounds of the aforesaid real estate, and any additions, substitutions or accessions thereto. Provided, however, that with respect to those items which are leased and not owned by debtor, this security interest covers the leasehold interest only of debtor, together with any options to purchase any of said items and any additional or greater right with respect to such items which debtor may hereafter acquire;

and

All buildings, structures, and improvements of every nature whatsoever now or hereafter situated on the property described in Schedule "A", and all fixtures, machinery, equipment, furniture and furnishings and personal property of every nature whatsoever now or hereafter owned by the debtor and located in, on, or used or intended to be used in connection with or with the operation of said property, buildings, structures or other improvements, including all extensions, additions, improvements, betterments, renewals and replacements to any of the foregoing.

TOGETHER with all easements, rights of way, gores of land, streets, ways, alleys, passages, sewer rights, waters, water courses, water rights and powers, and all estates, rights, titles, interest, privileges, liberties, tenements, hereditaments, and appurtenances whatsoever, in any way belonging, relating or appertaining to any of the property hereinabove described, or which hereafter shall in any way belong, relate or be appurtenant thereto, whether now owned or hereafter acquired by the debtor, and the reversion and reversions, remainder and remainders, rents, issues, profits thereof, and all the estate, right, title, interest, property, possession, claim and demand whatsoever at law, as well as in equity, of the debtor of, in and to the same, including but not limited to:

(a) All rents, profits, issues and revenues of the property described in Schedule A from time to time accruing, whether under leases or tenancies now existing or hereafter created; and

(b) All judgments, awards of damages and settlements hereafter made resulting from condemnation proceedings or the taking of the premises or any part thereof under the power of eminent domain, or for any damage (whether caused by such taking or otherwise) to the premises or the improvements thereon or any part thereof, or to any rights appurtenant thereto, including any award for change of grade or streets.

and

All debtor's rights in and to the contracts, agreements and other documents relating to the project to construct a residence on the property described in Schedule A, including without limitation, construction contracts, drawings and specifications, together with any additions, extensions, revisions, modifications, or guarantees of performance or obligations to debtor under any of the above.

SCHEDULE B TO
UCC-1 FINANCING STATEMENT

Parcel 1:

Lot 5A according to Baker Seafood, Inc Resurvey (Being a Resurvey of Lots 4 and 5, Wal-Mart Supercenter #3271 Subdivision, as recorded in Map Book 27, page 117) as recorded in Map Book 31 page 92, in the Office of the Judge of Probate of Shelby County, Alabama, also being situated in the Northwest Quarter of the Southeast Quarter of Section 4, Township 22 South, Range 2 West, St. Stephens Meridian, Shelby County, Alabama, and being more particularly described as follows:

Commence at an axle found at the southwest corner of the Southwest Quarter of the Northeast Quarter, of Section 4, Township 22 South, Range 2 West, St. Stephens Meridian, Shelby County, Alabama; thence run North 02°06'24" West along the west line of said quarter, for a distance of 512.99 feet; thence leaving said quarter line, run South 89°47'07" East for a distance of 1036.65 feet to the west right-of-way line of Highway 31(right-of-way width 100 feet); thence run South 10°16'53" East along said right-of-way line, for a distance of 466.48 feet to a point (50 feet left of 290+25.0) at the intersection of said right-of-way line and the west right-of-way line of I-65 (right-of-way width varies); thence run South 79°34'19" West continuing along said right-of-way line, for a distance of 49.72 feet to a point (100 feet left of 290+25.0) to the Point of Curvature of a curve to the right, having a radius of 854.81 feet, a central angle of 05° 36' 58", a chord length of 83.76 feet and a chord bearing of South 07° 31' 03" East; thence continue along the arc of said curve and said right-of-way for a distance of 83.79 feet to a capped iron found (PLS #19262) and the **POINT OF BEGINNING**; said point also being the Point of Curvature of a curve to the right, having a radius of 854.81 feet, a central angle of 10° 08' 50", a chord length of 151.19 feet and a chord bearing of South 00° 21' 51" West; thence continue along the arc of said curve and right-of-way for a distance of 151.39 feet to the Point of Curvature of a non-tangent curve to the left, having a radius of 121.50 feet, a central angle of 20° 57' 11", a chord length of 44.19 feet and a chord bearing of North 79° 08' 51" West; thence, leaving said right-of-way, continue along the arc of said curve for a distance of 44.43 feet to the Point of Tangency of said curve; thence run North 89° 37' 26" West for a distance of 121.82 feet to the Point of Curvature of a curve to the right, having a radius of 23.50 feet, a central angle of 90° 00' 00", a chord length of 33.23 feet and a chord bearing of North 44° 37' 26" West; thence continue along the arc of said curve for a distance of 36.91 feet to the Point of Tangency of said curve; thence run North 00° 22' 34" East for a distance of 119.55 feet to a capped iron found (PLS #19262); thence run South 89° 39' 17" East for a distance of 188.73 feet to the **POINT OF BEGINNING**; being situated in Shelby County, Alabama.

Parcel 2:

Together with a non-exclusive access easement as conveyed to Baker Seafood, Inc., on May 29, 2001, and recorded in Inst. # 2001-25731, including ingress and egress across the following described property:

Line description of 25 feet ingress and egress easement:

Commence at the SW corner of the SW ¼ of the NE ¼ of Section 4, Township 22 North, Range 2 West, Shelby County, Alabama; thence North 02 deg. 06 min. 24 sec. West 512.99 feet; thence South 89 deg. 47 min. 07 sec. East 1036.65 feet; thence South 10 deg. 16 min. 53 sec. East 396.25 feet to the Westerly margin of U. S. Highway 31; thence continue along said road South 10 deg. 16 min. 53 sec. East 80.24 feet; thence continue along said right of way South 79 deg. 34 min. 19 sec. West 49.72 feet; thence continue along said right of way on a curve said curve concave to the West having a radius of 854.82 feet along a chord bearing and distance South 02 deg. 26 min. 38 sec. East for a chord distance of 234.44 feet to the beginning of a 25 foot ingress and egress easement; Thence leaving said right of way along a curve said curve concave to the South having a radius of 121.50 feet along a chord bearing north 79 deg. 08 min. 51 sec. West for a distance of 44.19 feet; thence North 89 deg. 37 min. 26 sec. West 121.82 feet to the beginning of a curve said curve concave to the northeast having a radius 23.50 feet along a chord bearing North 44 deg. 37 min. 26 sec. West a

chord distance of 33.23 feet; thence north 00 deg. 23 min. 01 sec. East 230.63 feet to the beginning of a curve said curve concave to the Southeast having a radius of 43.50 feet on a chord bearing North 40 deg. 02 min. 50 sec. East a chord distance of 55.54 feet; thence North 79 deg. 43 min. 07 sec. East 120.73 feet; thence South 10 deg. 16 min. 53 sec. East 5.0 feet; thence North 79 deg. 43 min. 07 sec. East 40.25 feet; thence South 65 deg. 30 min. 48 sec. East 18.21 feet to the point of beginning, said easement being 25 feet left of the above described line begin a 25 foot ingress and egress easement; being situated in Shelby County, Alabama.

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