



20030707000427330 Pg 1/5 34.00
Shelby Cnty Judge of Probate, AL
07/07/2003 16:02:00 FILED/CERTIFIED

UCC FINANCING STATEMENT

FOLLOW INSTRUCTIONS (front and back) CAREFULLY

| | |
|--|--|
| A. NAME & PHONE OF CONTACT AT FILER [optional] Randolph H. Lanier 205-226-3487 | |
| B. SEND ACKNOWLEDGMENT TO: (Name and Address) Randolph H. Lanier Balch & Bingham LLP 1901 Sixth Avenue North Suite 2600 Birmingham, Alabama 35203 | |

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 Stupaul, LLC | | | | | | |
| OR | 1b. INDIVIDUAL'S LAST NAME | | FIRST NAME | MIDDLE NAME | SUFFIX | |
| 1c. MAILING ADDRESS 4000 Forest Glen | | | CITY Birmingham | STATE AL | POSTAL CODE 35213 | COUNTRY USA |
| 1d. TAX ID #: SSN OR EIN | ADD'L INFO RE ORGANIZATION DEBTOR | 1e. TYPE OF ORGANIZATION limited liability co. | 1f. JURISDICTION OF ORGANIZATION Delaware | 1g. ORGANIZATIONAL ID #, if any | | <input 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 Compass Bank | | | | | | |
| OR | 3b. INDIVIDUAL'S LAST NAME | | FIRST NAME | MIDDLE NAME | SUFFIX | |
| 3c. MAILING ADDRESS P.O. Box 10566, Attn: Birmingham Real Estate banking | | | CITY Birmingham | STATE AL | POSTAL CODE 35296 | COUNTRY USA |

4. This FINANCING STATEMENT covers the following collateral:

All that Collateral more particularly described on Exhibit A, attached hereto and made a part hereof.

4

pages attached (consisting of Addendum, Exhibit A and Exhibit B)

Given as additional security for Real Estate Mortgage recorded as Instrument No. 2000/12783, as amended by First Amendment thereto recorded at Instrument No. 20020925000463060, in the Probate Office of Shelby County, Alabama (the "Mortgage"), which Mortgage has been assumed by Debtor in Deed recorded contemporaneously herewith in the Probate Office of Shelby County, Alabama.

| | | | | | | |
|---|---|---------------------|---------------|--------------|----------|----------------|
| 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 | 7. Check to REQUEST SEARCH REPORT(S) on Debtor(s) [ADDITIONAL FEE] [optional] | | All Debtors | | Debtor 1 | Debtor 2 |
| 8. OPTIONAL FILER REFERENCE DATA | | | | | | |

Fixture Filing -- Judge of Probate of Shelby County, Alabama

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 Stupaul, LLC | | |
| | 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 | 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)

| | | | | | |
|----------------------|-----------------------------|------------|-------------|-------------|---------|
| 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:

Real Property described on Exhibit B, attached hereto and made a part hereof

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

Record Owner: Stupaul, LLC

and

Greystone Park Retail, LLC

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

EXHIBIT A
DESCRIPTION OF COLLATERAL

- (a) All buildings, structures, and improvements of every nature whatsoever now or hereafter situated on the property described in **Exhibit B**, and all fixtures, fittings, building materials, machinery, equipment, furniture and furnishings and personal property of every nature whatsoever now or hereafter owned by the Debtor and 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, substitutions and replacements to any of the foregoing, whether such fixtures, fittings, building materials, machinery, equipment, furniture, furnishings and personal property are actually located on or adjacent to the property described in **Exhibit B** or not and whether in storage or otherwise wheresoever the same may be located;
- (b) All accounts (as presently or hereafter defined in the UCC), general intangibles, goods, contracts and contract rights relating to the property described on **Exhibit B** and the improvements thereon, whether now owned or existing or hereafter created, acquired or arising, including without limitation, all construction contracts, architectural services contracts, management contracts, leasing agent contracts, purchase and sales contracts, put or other option contracts, and all other contracts and agreements relating to the construction of improvements on, or the operation, management and sale of all or any part of the real property described on **Exhibit B** and the improvements thereon;
- (c) 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, leases, 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 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:
 - (i) All rents, royalties, profits, issues and revenues of the Collateral from time to time accruing, whether under leases or tenancies now existing or hereafter created; and
 - (ii) All judgments, awards of damages and settlements hereafter made resulting from condemnation proceedings or the taking of the Collateral or any part thereof under the power of eminent domain, or for any damage (whether caused by such taking or otherwise) to the Collateral or the improvements thereon or any part thereof, or to any rights appurtenant thereto, including any award for change of grade or streets. Secured Party is hereby authorized on behalf and in the name of Debtor to execute and deliver valid acquittances for, and appeal from, any such judgments or awards. Secured Party may apply all such sums or any part thereof so received, after the payment of all its expenses, including costs and reasonable attorney's fees, on any of the indebtedness secured hereby in such manner as it elects, or at its option, the entire amount or any part thereof so received may be released.
- (d) Any and all licenses, development permits, building permits, utility supply agreements, sewer and water discharge permits and agreements, and other licenses, permits and

agreements relating to the use, development, construction, occupancy and operation of the property described on **Exhibit B** and the improvements thereon, whether now or hereafter issued or executed, and all modifications, amendments, replacements or re-issuances of the foregoing;

- (e) All cash and non-cash proceeds and all products of any of the foregoing items or types of property described in (a) - (d) above, including, but not limited to, all insurance, contract and tort proceeds and claims, and including all inventory, accounts, chattel paper, documents, instruments, equipment, fixtures, consumer goods and general intangibles acquired with cash proceeds of any of the foregoing items or types of property described in (a) - (d) above.

Debtor hereby grants Secured Party a security interest in the foregoing (the “**Collateral**”).

Record Owner of Real Estate: Stupaul, LLC and Greystone Park Retail, LLC

DEBTOR:

STUPAUL, LLC
a Delaware limited liability company

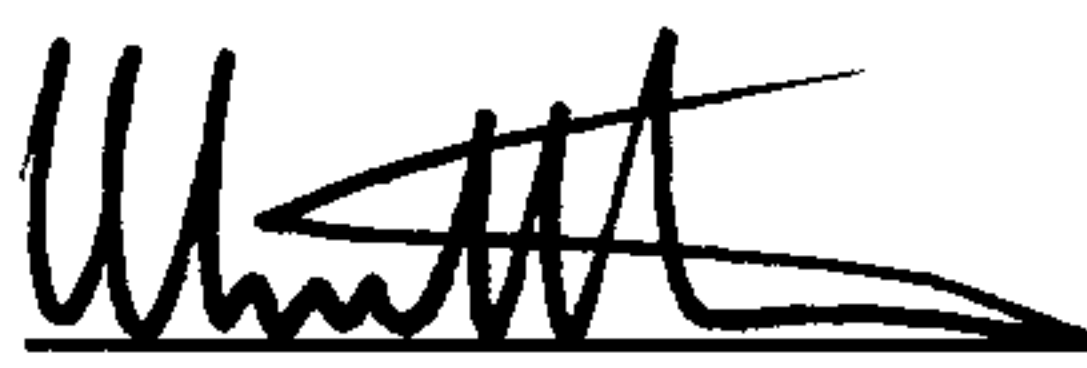
By:  _____
William L. Stone,
its Manager

EXHIBIT B

Description of Real Property

Lot 1, according to the Final Record Plat of Greystone Park, First Commercial Subdivision, as recorded in Map Book 30, Page 48 in the Probate Office of Shelby County, Alabama; being situated in Shelby County, Alabama.