

UCC FINANCING STATEMENT

FOLLOW INSTRUCTIONS (front and back) CAREFULLY

A. NAME & PHONE OF CONTACT AT FILER [optional] Thomas G. Amason III 205-226-3463
B. SEND ACKNOWLEDGMENT TO: (Name and Address) Thomas G. Amason III 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 Arbor Hills, LLC						
OR	1b. INDIVIDUAL'S LAST NAME		FIRST NAME	MIDDLE NAME	SUFFIX	
1c. MAILING ADDRESS 2236 Cahaba Valley Drive			CITY Birmingham	STATE AL	POSTAL CODE 35242	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 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 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)

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) [if applicable] [ADDITIONAL FEE]		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		
9a. ORGANIZATION'S NAME		
Arbor Hills, LLC		
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 <u>one</u> 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.	<input type="checkbox"/> ADDITIONAL SECURED PARTY'S	or	<input type="checkbox"/> ASSIGNOR S/P'S	NAME - insert only <u>one</u> 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:

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: DEBTOR
(Arbor Hills, 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 Land and Improvements from time to time accruing, whether under leases or tenancies now existing or hereafter created or otherwise, or under any other agreement or license for use of any part of the Land and Improvements, whether written or verbal, or with respect to any letting of, or of any agreement for the use or occupancy of the Land and Improvements or any part thereof; 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: Arbor Hills, LLC

EXHIBIT B

Description of Real Property

A parcel of land situated in the NE 1/4 of Section 26, Township 19 South, Range 3 West, Shelby County, Alabama, being more particularly described as follows:

Commence at the Northeast Corner of Section 26, Township 19 South, Range 3 West; thence in a Southerly direction along the East Line of said section a distance of 919.62 feet to a point on the Northeasternmost Line of Lot 56 of Arbor Hill Phase I as recorded in Map Book 31, Page 48 in the Office of the Judge of Probate of Shelby County, Alabama; thence $145^{\circ}49'51''$ to the right in a Northwesterly direction along the Northeasternmost Line of Lots 56, 57, 58, 59 and 60 of said Arbor Hill Phase I a distance of 241.78 feet to a point at the Northeast Corner of said Lot 60, said point being the POINT OF BEGINNING of the parcel herein described; thence 90° to the left in a Southwesterly direction along the Northwesternmost Line of said Lot 60 and along the end of Arbor Hill Parkway (A Private Roadway) a distance of 182.89 feet to a point at the Northwest Corner of said Arbor Hill Parkway; thence 90° to the left in a Southeasterly direction along said Arbor Hill Parkway a distance of 27.88 feet to the P.C. (Point of Curve) of a curve to the right having a radius of 25.00 feet and a central angle of 90° ; thence in a Southeasterly, Southerly and Southwesterly direction along the arc of said curve a distance of 39.27 feet to the P.T. (Point of Tangent) of said curve; thence tangent to said curve in a Southwesterly direction along a Private Roadway a distance of 90.00 feet to a point at the Westernmost Corner of said Private Roadway; thence 90° to the left in a Southeasterly direction along said Private Roadway and along the Southwest Line of Lots 47 and 46 of said Arbor Hill Phase I a distance of 174.00 feet to a point at the Northernmost Corner of Lot 43 of said Arbor Hill Phase I; thence 90° to the right in a Southwesterly direction along the Northernmost Line of Lots 43, 42 and 41 of said Arbor Hill Phase I a distance of 180.00 feet to a point; thence $11^{\circ}52'49''$ to the left in a Southwesterly direction along the Northernmost Line of Lots 41 and 40 of said Arbor Hill Phase I and an extension thereof a distance of 153.76 feet to a point; thence $90^{\circ}33'17''$ to the right in a Northwesterly direction a distance of 151.30 feet to a point; thence $30^{\circ}43'23''$ to the left in a Westerly direction a distance of 57.00 feet to a point; thence $26^{\circ}47'39''$ to the right in a Northwesterly direction a distance of 135.94 feet to a point; thence $104^{\circ}31'43''$ to the right in a Northeasterly direction a distance of 134.79 feet to a point; thence $89^{\circ}48'12''$ to the left in a Northwesterly direction a distance of 117.09 feet to a point; thence $7^{\circ}59'28''$ to the left in a Northwesterly direction a distance of 50.54 feet to a point; thence $8^{\circ}50'19''$ to the right in a Northwesterly direction a distance of 117.59 feet to a point; thence $107^{\circ}07'13''$ to the right in an Easterly direction a distance of 122.99 feet to a point; thence $97^{\circ}14'06''$ to the left in a Northerly direction a distance of 28.69 feet to a point; thence $6^{\circ}40'31''$ to the right in a Northerly direction a distance of 46.99 feet to a point; thence $4^{\circ}08'45''$ to the right in a Northerly direction a distance of 16.16 feet to a point; thence $6^{\circ}39'54''$ to the left in a Northerly direction a distance of 75.51 feet to a point; thence $96^{\circ}39'54''$ to the right in an Easterly direction a distance of 55.00 feet to a point; thence 90° to the left in a Northerly direction a distance of 203.56 feet to a point; thence $98^{\circ}09'28''$ to the left in a Southwesterly direction a distance of 166.69 feet to a point; thence $14^{\circ}54'56''$ to the right in a Westerly direction a distance of 55.38 feet to a point; thence $9^{\circ}05'22''$ to the left in a Westerly direction a distance of 110.09 feet to a point; thence $9^{\circ}29'44''$ to the right in a Westerly direction a distance of 55.43 feet to a point; thence $67^{\circ}55'52''$ to the right in a Northwesterly direction a distance of 93.30 feet to a point; thence $50^{\circ}17'07''$ to the left in a Northwesterly direction a distance of 234.87 feet to a point; thence $161^{\circ}11'17''$ to the right in an Easterly direction a distance of 376.80 feet to a point; thence $4^{\circ}44'08''$ to the left in a Northeasterly direction a distance of 543.48 feet to a point; thence $67^{\circ}42'45''$ to the right in a Southeasterly direction a distance of 652.86 feet to the Point of Beginning.

All being situated in Shelby County, Alabama.