

UCC FINANCING STATEMENT

FOLLOW INSTRUCTIONS (front and back) CAREFULLY

A. NAME & PHONE OF CONTACT AT FILER [optional] Joseph A. Ronchetti 205-250-8469
B. SEND ACKNOWLEDGMENT TO: (Name and Address) Najjar Denaburg, P.C. 2125 Morris Avenue 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 Thornton, Inc.				
OR 1b. INDIVIDUAL'S LAST NAME	FIRST NAME	MIDDLE NAME	SUFFIX	
1c. MAILING ADDRESS	CITY	STATE	POSTAL CODE	COUNTRY
1d. TAX ID #: SSN OR EIN	ADD'L INFO RE ORGANIZATION DEBTOR	1e. TYPE OF ORGANIZATION Corporation	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 15 South 20th Street, 2nd Floor	CITY Birmingham	STATE AL	POSTAL CODE 35203	COUNTRY

4. This FINANCING STATEMENT covers the following collateral:

All rents, leases, profits and royalties from or relating to the property described in Exhibit "A". All contract and contract rights now existing or hereafter arising which are related to the operation of the property described in Exhibit "A", reserving to Borrower, however, as long as Borrower is not in default, the right to receive the benefits of such contracts and said contract rights.

Any and all fixtures, fittings, building materials, and fixed equipment of every nature whatsoever now or hereafter owned by the Borrower and used or intended to be used in connection with the operation of the property, structures, or other improvements described in Exhibit "A", including all extensions, additions, improvements, betterments, renewals, substitutions, replacements, to any of the foregoing.

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 type="checkbox"/> This FINANCING STATEMENT is to be filed [for record] (or recorded) in the REAL ESTATE RECORDS. Attach Addendum	<input type="checkbox"/> [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						

EXHIBIT "A"

Legal Description of Property

Parcel 2:

Beginning at the NW corner of the NW 1/4 of the SW 1/4 of Section 24, Township 20 South, Range 3 West, Shelby County, Alabama, said point being the point of beginning; thence N 89° 50' 27" E, a distance of 91.73 feet to the Westerly right of way line USX Railroad (100' ROW); thence S 02° 25' 47" E along said right of way, a distance of 335.26 feet; thence S 02° 22' 44" E along said right of way, a distance of 740.93 feet; thence S 88° 23' 42" W and leaving said right of way, a distance of 96.53 feet; thence N 87° 01' 14" W, a distance of 60.19 feet; thence S 88° 12' 18" W, a distance of 245.00 feet; thence N 55° 42' 23" W, a distance of 55.55 feet; thence S 88° 12' 18" W, a distance of 367.83 feet to the centerline of Buck Creek; thence N 10° 18' 47" W along said centerline, a distance of 41.83 feet; thence N 45° 26' 50" W along said centerline, a distance of 90.64 feet; thence N 25° 13' 45" W along said centerline, a distance of 93.38 feet; thence N 13° 45' 27" W along said centerline, a distance of 169.81 feet; thence N 08° 26' 24" E along said centerline, a distance of 66.57 feet; thence N 41° 31' 03" E along said centerline, a distance of 68.78 feet; thence S 86° 59' 04" E along said centerline, a distance of 74.35 feet; thence N 58° 33' 42" E along said centerline, a distance of 54.59 feet; thence N 27° 23' 10" E along said centerline, a distance of 59.47 feet; thence N 03° 37' 47" W along said centerline, a distance of 41.15 feet; thence N 26° 59' 30" W along said centerline, a distance of 74.62 feet; thence N 03° 58' 08" W along said centerline, a distance of 47.05 feet; thence N 28° 16' 44" E along said centerline, a distance of 67.37 feet; thence N 34° 29' 34" E along said centerline, a distance of 225.43 feet; thence N 25° 29' 10" E along said centerline, a distance of 129.94 feet; thence S 89° 34' 40" E and leaving said centerline, a distance of 451.30 feet to the point

Parcel 3:

Beginning at the NW corner of the NW 1/4 of the SW 1/4 of Section 24, Township 20 South, Range 3 West, Shelby County, Alabama; thence N 89° 50' 27" E, a distance of 91.73 feet to the Westerly right of way line of USX Railroad (100' ROW); thence S 02° 25' 47" E along said right of way, a distance of 335.26 feet; thence S 02° 22' 44" E along said right of way, a distance of 740.93 feet; thence continue Southerly along said line and along said right of way, a distance of 257.08 feet; thence S 01° 36' 18" E along said right of way, a distance of 302.61 feet; thence continue Southerly along said line and along said right of way, a distance of 60.01 feet; thence continue Southerly along said line and along said right of way, a distance of 467.74 feet; thence S 02° 05' 38" E along said right of way, a distance of 660.39 feet; thence S 01° 31' 30" E along said right of way, a distance of 35.07 feet to the point of beginning; thence continue Southerly along said line and along said right of way, a distance of 1,048.43 feet; thence S 88° 23' 42" W and leaving said right of way, a distance of 199.62 feet; thence S 22° 33' 08" W, a distance of 174.35 feet; thence S 52° 03' 29" W, a distance of 188.88 feet; thence S 36° 22' 57" W, a distance of 62.32 feet; thence S 52° 03' 29" W, a distance of 266.20 feet; thence S 05° 23' 18" E, a distance of 156.74 feet; thence N 46° 19' 44" W, a distance of 258.58 feet; thence N 66° 30' 35" W, a distance of 84.54 feet to the centerline of Buck Creek; thence N 32° 58' 38" E along said centerline, a distance of 73.34 feet; thence N 22° 26' 40" E along said centerline, a distance of 44.89 feet; thence N 19° 54' 05" W along said centerline, a distance of 69.22 feet; thence N 16° 37' 26" W along said centerline, a distance of 210.00 feet; thence N 29° 13' 33" E along said centerline, a distance of 93.82 feet; thence N 17° 00' 23" E along said centerline, a distance of 85.81 feet; thence N 15° 50' 49" W along said centerline, a distance of 120.99 feet; thence N 24° 05' 00" W along said centerline, a distance of 119.47 feet; thence N 03° 02' 18" W along said centerline, a distance of 41.20 feet; thence N 03° 01' 46" W along said centerline, a distance of 181.38 feet; thence N 06° 39' 37" E along said centerline, a distance of 68.80 feet; thence N 11° 14' 08" E along said centerline, a distance of 124.02 feet; thence N 01° 27' 17" W along said centerline, a distance of 193.37 feet; thence N 88° 08' 10" E and leaving said centerline, a distance of 877.44 feet to the point of beginning.