UCC FINANCING STATEMENT

(770) 822-0900

& MCGARITY, P.C.

FOLLOW INSTRUCTIONS (front and back) CAREFULLY

B. SEND ACKNOWLEDGMENT TO: (Name and Address)

POST OFFICE BOX 2000

LAWRENCEVILLE, GA 30046

ATTN: THOMAS J. ANDERSEN

A. NAME & PHONE OF CONTACT AT FILER [optional]

200506/6400

State of Alabama - Jefferson County I certify this instrument filed on:

2005 MAY 02 01:33:33:64PM

Recorded and \$

Mtg. Tax

and \$ 30.00 Deed Tax and Fee Amt. 30.00

Total \$ MARK GAINES, Judge of Probate

200506/6400

ANDERSEN, TATE, MAHAFFEY

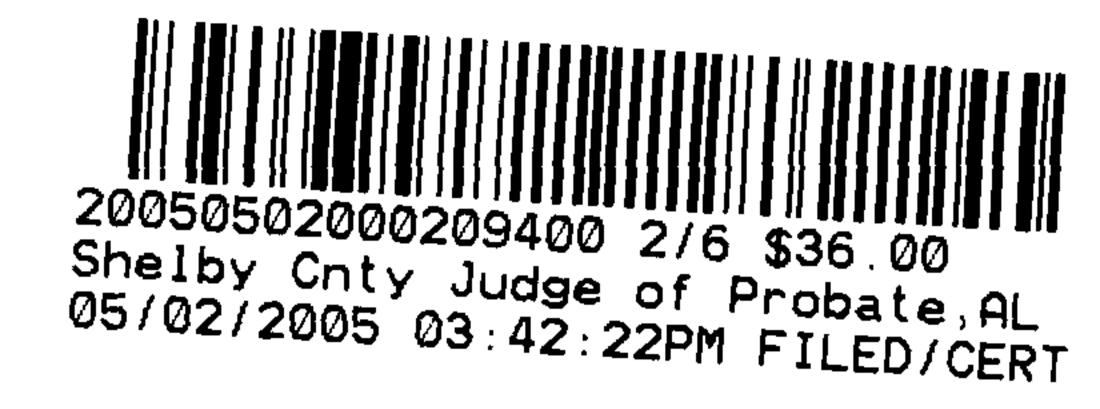
	INE ADUVE	SPACE IS FOR FILING OFFICE U	SEONLY
1. DEBTOR'S EXACT FULL LEGAL NAME - insert only one debtor name	(1a or 1b) - do not abbreviate or combine names		
1a. ORGANIZATION'S NAME			····
SOLID EQUITIES, INC.			
OR 16. INDIVIDUAL'S LAST NAME	FIRST NAME	MIDDLE NAME	TOUR CITY
	I IIVO I IVAIVIL	INIDULE NAME	SUFFIX
	· · · · · · · · · · · · · · · · · · ·		
1c. MAILING ADDRESS	CITY	STATE POSTAL CODE	COUNTRY
1776 Peachtree Street, N.W., Suite 325	5 S Atlanta	Ga 30309	USA
1d. TAX ID #: SSN OR EIN ADD'L INFO RE 1e. TYPE OF ORGANIZATION	1f. JURISDICTION OF ORGANIZATION	1g. ORGANIZATIONAL ID #, if any	<u> </u>
ORGANIZATION Corporation	Georgia		
			NONE
2. ADDITIONAL DEBTOR'S EXACT FULL LEGAL NAME - insert only or 2a. ORGANIZATION'S NAME	ne debtor name (2a or 2b) - do not abbreviate or com	oine names	······································
OR			
2b. INDIVIDUAL'S LAST NAME	FIRST NAME	MIDDLE NAME	SUFFIX
2c. MAILING ADDRESS	CITY	STATE POSTAL CODE	COUNTRY
			USA
2d. TAX ID #: SSN OR EIN ADD'L INFO RE 2e. TYPE OF ORGANIZATION	2f. JURISDICTION OF ORGANIZATION	2g. ORGANIZATIONAL ID #, if any	
ORGANIZATION		,	
DEBTOR			NONE
3. SECURED PARTY'S NAME (or NAME of TOTAL ASSIGNEE of ASSIGN	IOR S/P) - insert only one secured party name (3a or	3b)	
3a. ORGANIZATION'S NAME			
COLONIAL BANK			
OR 3b. INDIVIDUAL'S LAST NAME	FIRST NAME	MIDDLE NAME	SUFFIX
3c. MAILING ADDRESS	CITY	STATE POSTAL CODE	COUNTRY
390 W. Crogan Street	Lawrenceville	Ga 30045	USA
	-uviolio viilo	<u> </u>	
4 This FINANCING STATEMENT covers the following collateral:			

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All property of Debtor described on Exhibit "B" attached hereto and located on, in or used in connection with the real property described on Exhibit "A" attached hereto and all improvements and fixtures thereof.

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5. ALTERNATIVE DESIGNATION (if applicable)	LESSEE/LESSOR	CONSIGNEE/CONSIGNOR	BAILEE/BAILOR	SELLER/BUYER	AG. LIEN	NON-UCC FILING
This FINANCING STATEMENT is to be filed ESTATE RECORDS. Attach Addendum	* '	in the REAL 7. Check to REC [if applicable] [ADDITIONAL	UEST SEARCH REPOR	RT(S) on Debtor(s)	All Debtors	Debtor 1 Debtor 2
OPTIONAL FILER REFERENCE DATA						



UCC FINANCING STATEMENT ADDENDUM FOLLOW INSTRUCTIONS (front and back) CAREFULLY					
9. NAME OF FIRST DEBTOR (1a or 1b) ON RELATED FINANCING ST	ATEMENT				
9a. ORGANIZATION'S NAME					
OR SOLID EQUITIES, INC.					
9b. INDIVIDUAL'S LAST NAME FIRST NAME	MIDDLE NAME, SUFFIX				
10. MISCELLANEOUS:					
11 ADDITIONAL DEPTODIC EVACTEUR LEGAL MANG				IS FOR FILING OFFI	CE USE ONLY
11. ADDITIONAL DEBTOR'S EXACT FULL LEGAL NAME - insert only one 11a. ORGANIZATION'S NAME	name (11a or 11b) - do not abbrev	iate or combine names	<u> </u>	······································	
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 11e. TYPE OF ORGANIZATION ORGANIZATION DEBTOR	11f. JURISDICTION OF ORGAN	IZATION	11g. ORC	SANIZATIONAL ID #, if a	ny NONE
12. ADDITIONAL SECURED PARTY'S or ASSIGNOR S/P'S 12a. ORGANIZATION'S NAME	S NAME - insert only <u>one</u> name	(12a or 12b)			INCINE
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.	16. Additional collateral descrip	otion:			
SEE EXHIBIT "A" ATTACHED HERETO AND INCORPORATED HEREIN BY THIS REFERENCE.					
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 Debtor is a Trust or Trust 18. Check only if applicable and Debtor is a TRANSMITTING	ustee acting with respond to the check	ect to pro	operty held in trust or	Decedent's Estate
	Filed in connection with a M	anufactured-Home Tra	ansaction	- effective 30 years	
	Filed in connection with a P	ublic-Finance Transact	tion — eff	ective 30 years	······································

FILING OFFICE COPY — NATIONAL UCC FINANCING STATEMENT ADDENDUM (FORM UCC1Ad) (REV. 07/29/98)

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EXHIIBT "A"

PARCEL I:

TRACT A:

A parcel of land situated in the Southwest quarter of Section 25, the Southeast quarter of Section 26, the Northeast quarter of Section 35, and the Northwest quarter of Section 36, all in Township 20 South, Range 3 West, Shelby County, Alabama, more particularly described as follows:

Commence at the Southwest corner of said Section 25; thence Easterly along the South line of said Section 130.60 feet to the Westerly right of way line of U.S. Highway 31 and the point of beginning of the parcel herein described; thence turn an angle to the left of 74° 13' 10" and run Northeasterly along said right of way line 26.00 feet; thence leaving said right of way line turn an interior angle of 72° 31' 29" (72° 25' 19" of Record) and run Southwesterly 248.43 feet (248.11 feet of Record) to the Easterly right of way of the Louisville Nashville Railroad; Thence turn an interior angle of 99° 40' 53" (99° 40' 41" of Record) and run Southwesterly along said Right of way line 112.00 feet; thence leaving said right of way line turn an interior angle of 82° 40' 40" (82° 45' 05" of Record) and run Southeasterly 228.45 feet (229.09 feet of Record) to the Westerly right of way line of U.S. Highway #31; thence turn an interior angle of 105° 49' 08" (105° 51' 05" of Record) and run Northeasterly along said right of way line 100.00 feet to the point of beginning.

TRACT B:

Lot 1, according to Shoney's Inc. Survey of Roebuck, as recorded in Map Book 168, Page 53, in the Probate Office of Jefferson County, Alabama.

TRACT C:

Commence at the Southwest corner of the SW 1/4 of the NE 1/4 of Section 18, Township 17 South, Range 3 West, situated in Jefferson County, Alabama; thence run in an Easterly direction along the south line of said 1/4-1/4 Section a distance of 89.2 feet to the centerline of the Bankhead Super Highway (U.S. Highway #78 West); thence turn 55°30' to the right and run in a Southeasterly direction a distance of 30.84 feet to a point; thence turn 90°00' to the left and run in a Northeasterly direction a distance of 90.0 feet to a point which is on the Easterly right of way line of said Highway and point of beginning; thence run along the same course N 59° 32' 55" E, 135.00 feet; thence S 30° 26' 59" E, 136.55 feet; thence S 57° 33' 48" W, 135.08 feet to a point on the Easterly R.O.W. of Forestdale Boulevard (U.S. Highway #78); thence along said R.O.W. N 30° 26' 59" W, 141.23 feet to the point of beginning. All lying in the SW 1/4, NE 1/4 and the NW 1/4, SE 1/4 of Section 18, Township 17 South, Range 3 West, Jefferson County, Alabama.

PARCEL II:

Lots 4 and 5 and North half of 6, Block 1, according to the Survey of N.M. Leonard and Robbie L. Leonard, as recorded in Map Book 33, page 20, in the Probate Office of Jefferson County, Alabama.

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PARCEL III:

TRACT A:

Commencing at the Southwest corner of the Northeast quarter of the Northeast quarter, Section 23, Township 18 South, Range 3 West and run thence Northerly along the West boundary of said quarter-quarter section for 265.92 feet to the point of beginning; thence continue Northerly along the last stated course for 84.58 feet; thence 68° 52' right and run Northeasterly for 91.90 feet to a point on the Westerly right of way line of the Green Springs Road; thence 80° 28' right and run Southeasterly along said Westerly right of way line for 80.00 feet; thence right 99° 32' and run Southwesterly for 135.62 feet to the point of beginning, Jefferson County, Alabama.

TRACT B:

Commence at the Southwest corner of the Northeast quarter of Northeast quarter, Section 23, Township 18 South, Range 3 West; thence Northerly along the West line of said quarter-quarter section 192.48 feet to the point of beginning; thence continue Northerly 73.44 feet; thence right 68° 52' in a Northeasterly direction 135.62 feet to the Westerly right of way line of Green Springs Road; thence 80° 28' along the West side of said road for 70 feet; thence right 99° 43' for 173.56 feet to the point of beginning.

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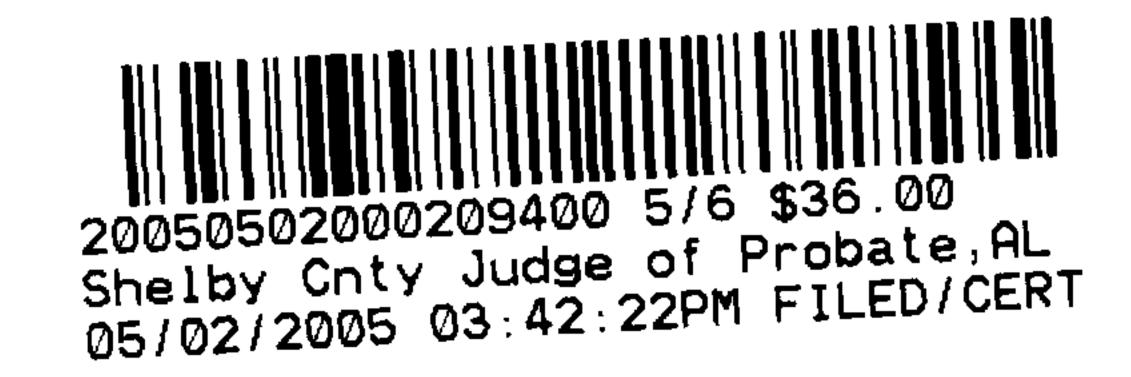
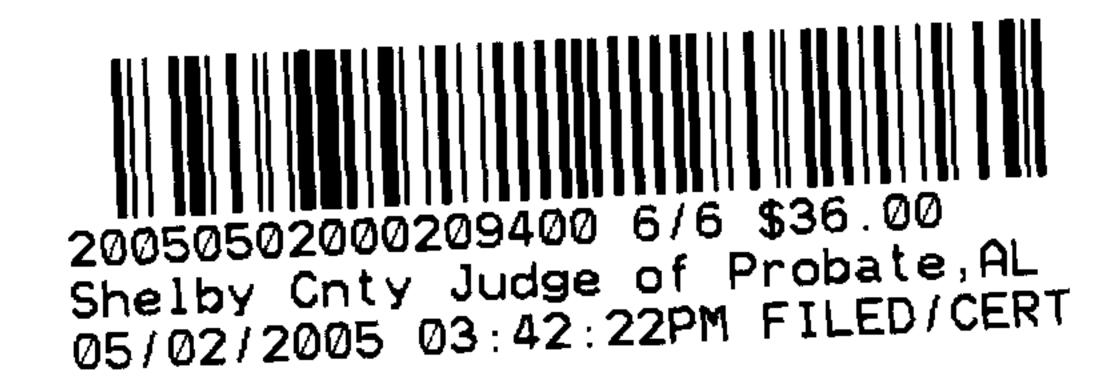


EXHIBIT "B"

All capitalized terms herein shall have the meanings as set forth in that certain Mrogage, Assignment of Rents and Security Agreement by Debtor in favor of Lender executed in connection herewith.

All of the following property of the Debtor, whether now owned or hereafter acquired or arising, located at or used in connection with the business of Debtor conducted at the real property described in <u>Exhibit "A"</u> attached hereto and incorporated herein by this reference, including, without limitation:

- (a) All that certain tract or parcel of land more particularly described in Exhibit "A" attached hereto and by this reference made a part hereof (hereinafter referred to as the "Property");
- All buildings, improvements, and tenements now or hereafter erected on the property, and all heretofore or hereafter vacated alleys and streets abutting the property, and all easements, rights, appurtenances, rents, royalties, mineral, oil and gas rights and profits, water, water rights, and water stock appurtenant to the property, and all fixtures, machinery, equipment, engines, boilers, incinerators, building materials, appliances and goods of every nature whatsoever now or hereafter located in, or on, or used, or intended to be used in connection with the property, including, but not limited to, those for the purposes of supplying or distributing heating, cooling, electricity, gas, water, air and light; and all elevators, and related machinery and equipment, fire prevention and extinguishing apparatus, security and access control apparatus, plumbing, bath tubs, water heaters, water closets, sinks, ranges, stoves, refrigerators, dishwashers, disposals, washers, dryers, awnings, storm windows, storm doors, screens, blinds, shades, curtains and curtain rods, mirrors, cabinets, paneling, rugs, attached floor coverings, furniture, pictures, antennas, trees and plants; all of which, including replacements and additions thereto, shall be deemed to be and remain a part of the real property covered by this Instrument; and all of the foregoing, together with said property (or the leasehold estate in the event this Instrument is on a leasehold) are herein referred to as the "Property".
- (d) All easements, rights-of-way, strips and gores of land, vaults, streets, ways, alleys, passages, sewer rights, waters, water courses, water rights and powers, minerals, flowers, shrubs, trees, timber and other emblements now or hereafter located on the Property or under or above the same or any part or parcel thereof or appurtenant to the title to the Property, and all estates, rights, titles, interests, privileges, liberties, tenements, hereditaments and appurtenances, reversion and reversions, remainder and remainders, whatsoever, in any way belonging, relating or appertaining to the Land or any part thereof, or which hereafter shall in any way belong, relate or be appurtenant thereto, whether now owned or hereafter acquired by Debtor; and
- (e) All income, rents, issues, profits and revenues of the Property from time to time accruing (including, without limitation, all payments under leases or tenancies,



proceeds of insurance, condemnation payments, tenant security deposits whether held by Debtor or in a trust account, and escrow funds), and all the estate, right, title, interest, property, possession, claim and demand whatsoever at law, as well as an equity, of Debtor in and to the same; reserving only the right to Debtor to collect the same so long as an Event of Default has not occurred hereunder.

(f) All products and/or proceeds of any of the foregoing, including without limitation, insurance proceeds.

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