

UCC FINANCING STATEMENT

FOLLOW INSTRUCTIONS (front and back) CAREFULLY

20060407000161190 1/6 \$36.00
Shelby Cnty Judge of Probate, AL
04/07/2006 10:56:24AM FILED/CERT

A. NAME & PHONE OF CONTACT AT FILER [optional]
B. SEND ACKNOWLEDGEMENT TO: (Name and Address)
Rubin, Ehrlich & Buckley, PC 731 Alexander Road Princeton, New Jersey 08540

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 224 HM PRIVATE INVESTOR V, LLC					
OR	1b. INDIVIDUAL'S LAST NAME		FIRST NAME	MIDDLE NAME	SUFFIX
1c. MAILING ADDRESS c/o ACC Investments, 3325 Healy Drive, Suite B			CITY Winston-Salem	STATE NC	POSTAL CODE 27102
1d. TAX ID #: SSN OR EIN		ADD'L INFO RE ORGANIZATION DEBTOR	1e. TYPE OF ORGANIZATION limited liability company	1f. JURISDICTION OF ORGANIZATION Alabama	1g. ORGANIZATIONAL ID #, if any AL-20060314000120580 ☐ 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
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 ☐ 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 LaSalle Bank National Association					
OR	3b. INDIVIDUAL'S LAST NAME		FIRST NAME	MIDDLE NAME	SUFFIX
3c. MAILING ADDRESS 135 South LaSalle Street			CITY Chicago	STATE Illinois	POSTAL CODE 60603

4. This FINANCING STATEMENT covers the following collateral:

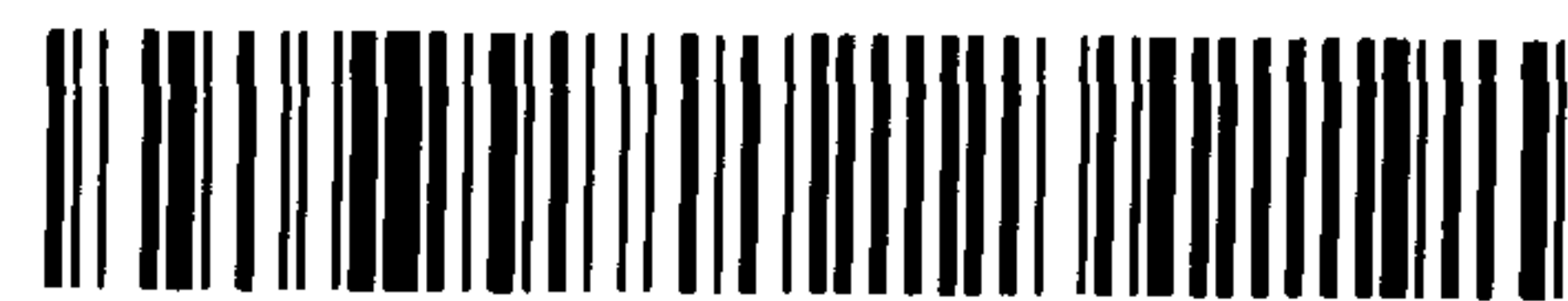
The items described in the Schedule of Collateral attached hereto and incorporated herein by reference as Exhibit A.

Proceeds of the Collateral are also covered.

5. ALTERNATIVE DESIGNATION [if applicable]: ☐ LESSEE/LESSOR ☐ CONSIGNEE/CONSIGNOR ☐ BAILEE/BAILOR ☐ SELLER/BUYER ☐ AG LIEN ☐ ON-UCC FILING					
6. ☒ 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) ☐ All Debtors ☐ Debtor 1 ☐ Debtor 2 [ADDITIONAL FEE] [optional]					
8. OPTIONAL FILER REFERENCE DATA Filed with: SHELBY COUNTY, ALABAMA					

UCC FINANCING STATEMENT ADDENDUM

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9. NAME OF FIRST DEBTOR (1a or 1b) ON RELATED FINANCING STATMENT			
9a. ORGANIZATION'S NAME 224 HM PRIVATE INVESTOR V, 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 one debtor 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 ☐ NONE

12. ☐ ADDITIONAL SECURED PARTY'S or ☐ ASSIGNOR S/P'S NAME - insert only one 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 filled as a ☒ fixture filing.

14. Description real estate:

Hillside Medical Office
224 1st Street North
Alabaster, Shelby County, Alabama

More particularly described on Exhibit B attached hereto.

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

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" TO UCC-1 FINANCING STATEMENT

Debtor:

Secured Party:

224 HM PRIVATE INVESTOR V, LLC, an
Alabama limited liability company
c/o ACC Investments
3325 Healy Drive, Suite B
Winston-Salem, North Carolina 27102

LaSalle Bank National Association
135 S. LaSalle Street, Suite 3410
Chicago, Illinois 60603
Attn: Real Estate Capital Markets

Identification No.: AL-20060314000120580

Taxpayer Identification No.: [REDACTED]

The Financing Statement covers, and the Debtor does hereby pledge, assign, transfer and deliver to the Secured Party and does hereby grant to the Secured Party a continuing and unconditional security interest in and to the following types (or items) of property:

Any and all assets of the Debtor, of any kind or description, tangible or intangible, whether now existing or hereafter arising or acquired, including, but not limited to:

(a) all property of, or for the account of, the Debtor now or hereafter coming into the possession, control or custody of, or in transit to, the Secured Party or any agent or bailee for the Secured Party or any parent, affiliate or subsidiary of the Secured Party or any participant with the Secured Party in the loans to the Debtor (whether for safekeeping, deposit, collection, custody, pledge, transmission or otherwise), including all earnings, dividends, interest, or other rights in connection therewith and the products and proceeds therefrom, including the proceeds of insurance thereon; and

(b) the additional property of the Debtor, whether now existing or hereafter arising or acquired, and wherever now or hereafter located, together with all additions and accessions thereto, substitutions for, and replacements, products and proceeds therefrom, and all of the Debtor's books and records and recorded data relating thereto (regardless of the medium of recording or storage), together with all of the Debtor's right, title and interest in and to all computer software required to utilize, create, maintain and process any such records or data on electronic media, identified and set forth as follows:

- (i) All Accounts and all Goods whose sale, lease or other disposition by the Debtor has given rise to Accounts and have been returned to, or repossessed or stopped in transit by, the Debtor, or rejected or refused by an Account Debtor;
- (ii) All Inventory, including, without limitation, raw materials, work-in-process and finished goods;

- (iii) All Goods (other than Inventory), including, without limitation, embedded software, Equipment, vehicles, furniture and Fixtures;
- (iv) All Software and computer programs;
- (v) All Securities and Investment Property;
- (vi) All Chattel Paper, Electronic Chattel Paper, Instruments, Documents, Letter of Credit Rights, all proceeds of letters of credit, Health-Care-Insurance Receivables, Supporting Obligations, notes secured by real estate, Commercial Tort Claims, contracts, licenses, permits and all other General Intangibles, including Payment Intangibles and collateral assignments of beneficial interest in land trusts;
- (vii) All insurance policies and proceeds insuring the foregoing property or any part thereof, including unearned premiums; and
- (viii) All operating accounts, the loan funds, all escrows, reserves and any other monies on deposit with or for the benefit of Secured Party, including deposits for the payment of real estate taxes and insurance, maintenance and leasing reserves, and any cash collateral accounts, clearing house accounts, operating accounts, bank accounts of Debtor or any other Deposit Accounts of Debtor.

Capitalized words and phrases used herein and not otherwise defined herein shall have the respective meanings assigned to such terms in either: (i) Article 9 of the Uniform Commercial Code as in force in Illinois at the time the financing statement was filed by the Secured Party, or (ii) Article 9 as in force at any relevant time in Illinois, the meaning to be ascribed thereto with respect to any particular item of property shall be that under the more encompassing of the two definitions.

SCHEDULE A

- 224 HM GROUP I, LLC**, an Alabama limited liability company (as to an undivided 14.276% interest),
224 HM PRIVATE INVESTOR I, LLC, an Alabama limited liability company (as to an undivided 5.488% interest),
224 HM PRIVATE INVESTOR II, LLC, an Alabama limited liability company (as to an undivided 12.727% interest),
224 HM PRIVATE INVESTOR III, LLC, an Alabama limited liability company (as to an undivided 6.734% interest),
224 HM PRIVATE INVESTOR IV, LLC, an Alabama limited liability company (as to an undivided 6.801% interest),
224 HM PRIVATE INVESTOR V, LLC, an Alabama limited liability company (as to an undivided 8.754% interest),
224 HM PRIVATE INVESTOR VI, LLC, an Alabama limited liability company (as to an undivided 8.081% interest),
224 HM PRIVATE INVESTOR VII, LLC, an Alabama limited liability company (as to an undivided 8.081% interest),
224 HM PRIVATE INVESTOR VIII, LLC, an Alabama limited liability company (as to an undivided 1.684% interest),
224 HM PRIVATE INVESTOR IX, LLC, an Alabama limited liability company (as to an undivided 3.367% interest),
224 HM PRIVATE INVESTOR X, LLC, an Alabama limited liability company (as to an undivided 3.367% interest),
224 HM PRIVATE INVESTOR XI, LLC, an Alabama limited liability company (as to an undivided 1.684% interest),
224 HM PRIVATE INVESTOR XII, LLC, an Alabama limited liability company (as to an undivided 6.734% interest),
224 HM PRIVATE INVESTOR XIII, LLC, an Alabama limited liability company (as to an undivided 5.488% interest),
224 HM PRIVATE INVESTOR XIV, LLC, an Alabama limited liability company (as to an undivided 3.367% interest), and
224 HM PRIVATE INVESTOR XV, LLC, an Alabama limited liability company (as to an undivided 3.367% interest) as tenants-in-common.

c/o ACC Investments
3325 Healy Drive, Suite B
Winston-Salem, North Carolina 27102

Exhibit "B"

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PARCEL I:

Part of Lots 12 and 13 and 14, in Block 2, of Nickerson-Scott Survey as recorded in Map Book 3, page 34, in the Probate Office of Shelby County, Alabama.

ALSO, a parcel of land situated in the Southeast quarter of the Southeast quarter of Section 35, Township 20 South, Range 3 West, Shelby County, Alabama, being more particularly described as follows:

Begin at a point on the Easterly right of way of U.S. Highway 31, also known as Montgomery Highway and First Street, said point being on the Southerly line of said Lot 12, Block 2 of said Nickerson-Scott Survey and run in an Easterly direction along the Southerly line of said Lot 12 and a projection thereof for a distance of 262.73 feet; thence turn an angle to the left of $90^{\circ} 03' 16''$ and run in a Northerly direction for a distance of 149.91 feet; thence turn an angle to the left of $89^{\circ} 56' 44''$ and run in a Westerly direction along a line, which is a projection of the Northerly line of said Lot 14, Block 2, of said Nickerson-Scott Survey, and along said Northerly line of said Lot 14 for a distance of 262.55 feet to a point on said Easterly right of way of U.S. Highway 31 (Montgomery Highway, First Street); thence turn an angle to the left of $89^{\circ} 59' 08''$ and run in a Southerly direction along said right of way for a distance of 149.91 feet to the point of beginning.

PARCEL II:

Part of Lots 15, 16 and 17, in Block 2, of Nickerson-Scott Survey, as recorded in Map Book 3, page 34, in the Probate Office of Shelby County, Alabama.

ALSO, a parcel of land situated in the Southeast quarter of the Southeast quarter of Section 35, Township 20 South, Range 3 West, Shelby County, Alabama, being more particularly described as follows:

Begin at a point on the Easterly right of way of U.S. Highway 31, also known as Montgomery Highway and First Street, said point being on the Southerly line of said Lot 15, Block 2 of said Nickerson-Scott Survey, and run in an Easterly direction along the Southerly line of said Lot 15, and a projection thereof for a distance of 262.55 feet; thence turn an angle to the left of $90^{\circ} 03' 16''$ and run in a Northerly direction for a distance of 50.37 feet; thence turn an angle to the left of $90^{\circ} 02' 51''$ and run in a Westerly direction along a line which is a projection of the Northerly line of said Lot 15 for a distance of 100.08 feet to the Northeast corner of said Lot 15; thence turn an angle to the right of $89^{\circ} 59' 56''$ and run in a Northerly direction along the Easterly line of said Lot 16 and 17, Block 2 of said Nickerson-Scott Survey for a distance of 60.02 feet; thence turn an angle to the left of $89^{\circ} 58' 10''$ and run in a Westerly direction for a distance of 162.29 feet to a point on said Easterly right of way of U.S. Highway 31 (Montgomery Highway, First Street); thence turn an angle to the left of $89^{\circ} 54' 47''$ and run in a Southerly direction along said right of way for a distance of 110.00 feet to the point of beginning.

All situated in Shelby County, Alabama.

Also Described As:

Beginning at an existing iron rebar set by Weygand being the locally accepted Southwest corner of Lot 12, Block 2, Nickerson-Scott Survey, as recorded in Map Book 3, Page 34, in the Probate Office of Shelby County, Alabama, and also being on the East right-of-way line of the Montgomery Highway, run in an Easterly direction along the South line of said Lot 12 and its Easterly extension thereof for a distance of 262.73 feet to an existing iron rebar set by Weygand; thence turn an angle to the left of $89^{\circ} 59' 17''$ and run in a Northerly direction for a distance of 199.87 feet to an existing iron rebar set by Weygand; thence turn an angle to the left of $90^{\circ} 01' 23''$ and run in a Westerly direction for a distance of 100.08 feet to an existing iron rebar set by Weygand; thence turn an angle to the right of $89^{\circ} 59' 20''$ and run in a Northerly direction for a distance of 60.01 feet to an existing iron rebar set by Weygand; thence turn an angle to the left of $89^{\circ} 58' 01''$ and run in a Westerly direction for a distance of 162.24 feet to an existing iron rebar set by Weygand and being on the East right-of-way line of said Montgomery Highway; thence turn an angle to the left of $89^{\circ} 54' 59''$ and run in a Southerly direction along the East right-of-way line of said Montgomery Highway for a distance of 259.89 feet, more or less, to the point of beginning.