

20060801000368720 1/5 \$34.00  
Shelby Cnty Judge of Probate, AL  
08/01/2006 10:17:38AM FILED/CERT

UCC FINANCING STATEMENT

FOLLOW INSTRUCTIONS (front and back) CAREFULLY

A. NAME AND PHONE OF CONTACT AT FILER [optional] Nancy D'Anna (205) 521-8267
B. SEND ACKNOWLEDGEMENT TO: (Name and Address)  Nancy D'Anna Bradley Arant Rose & White LLP 1819 Fifth Avenue North Birmingham, Alabama 35203

THE ABOVE SPACE IS FOR FILING OFFICE USE ONLY

1. DEBTOR'S EXACT FULL LEGAL NAME – insert only <u>one</u> debtor name (1a or 1b) – do not abbreviate or combine names				
1a. ORGANIZATION'S NAME <b>Chelsea Station, LLC</b>				
1b. INDIVIDUAL'S LAST NAME		FIRST NAME	MIDDLE NAME	SUFFIX
1c. MAILING ADDRESS <b>5502 Caldwell Mill Road</b>		CITY <b>Birmingham</b>	STATE <b>AL</b>	POSTAL CODE <b>35242</b>
1d. <u>SEE INSTRUCTIONS</u>		1e. TYPE OF ORGANIZATION Limited Liability Company	1f. JURISDICTION OF ORGANIZATION <b>Alabama</b>	
		1g. ORGANIZATIONAL ID#, if any <input checked="" type="checkbox"/> NONE		
2. ADDITIONAL DEBTOR'S EXACT FULL LEGAL NAME – insert only <u>one</u> debtor name (2a or 2b) – do not abbreviate or combine names				
2a. ORGANIZATION'S NAME				
OR 2b. INDIVIDUAL'S LAST NAME				
2c. MAILING ADDRESS		CITY	STATE	POSTAL CODE
				COUNTRY
2d. <u>SEE INSTRUCTIONS</u>		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 <u>one</u> secured party name (3a or 3b)				
3a. ORGANIZATION'S NAME <b>First Commercial Bank</b>				
OR 3b. INDIVIDUAL'S LAST NAME				
3c. MAILING ADDRESS <b>P.O. Box 11746</b>		CITY <b>Birmingham</b>	STATE <b>AL</b>	POSTAL CODE <b>35202</b>
				COUNTRY <b>USA</b>

4. This FINANCING STATEMENT covers the following collateral:

The items and types of property described on Schedule I attached hereto, which together with the Exhibit A hereto, are incorporated herein by reference.

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 checked="" type="checkbox"/> 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) [ADDITIONAL FEE] [optional] <input type="checkbox"/> All Debtors <input type="checkbox"/> Debtor 1 <input type="checkbox"/> Debtor 2
8. OPTIONAL FILER REFERENCE DATA Shelby County, AL – Chelsea Station, LLC (F2935-86156) (local)	



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## 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		
	<b>Chelsea Station, LLC</b>		
	9b. INDIVIDUAL'S LAST NAME	FIRST NAME	MIDDLE NAME, SUFFIX

10. MISCELLANEOUS

File with Judge of Probate, Shelby County, AL

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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:

OR	11a. ORGANIZATION'S NAME			
	11b. INDIVIDUAL'S LAST NAME	FIRST NAME	MIDDLE NAME	SUFFIX

11c. MAILING ADDRESS		CITY	STATE	POSTAL CODE	COUNTRY
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11d. <u>SEE INSTRUCTIONS</u>	ADD'L INFO RE ORGANIZATION DEBTOR	11e. TYPE OF ORGANIZATION	11f. JURISDICTION OF ORGANIZATION	11g. ORGANIZATIONAL ID#, if any <input type="checkbox"/> NONE
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12. ☐ ADDITIONAL SECURED PARTY'S or ☐ ASSIGNOR S/P'S NAME – insert only one name (12 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
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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:

See Exhibit A attached hereto and made a part hereof.

15. Name and address of 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.

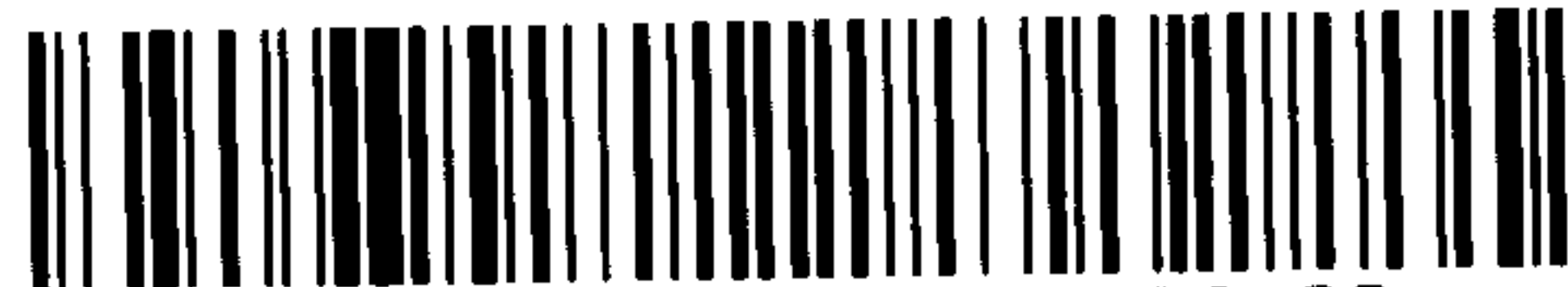
☐ Debtor is a TRANSMITTING UTILITY

☐ Filed in connection with a Manufactured-Home Transaction – effective 30 years

☐ Filed in connection with a Public-Finance Transaction – effective 30 years



**SCHEDULE 1 TO  
UCC-1 FINANCING STATEMENT**

  
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All of Debtor's right, title and interest in and to certain real property (the "Real Estate") more particularly described in Schedule A attached hereto and made a part hereof;

All of Debtor's title and interest in and to any and all buildings, constructions and improvements now or hereafter erected in or on the Real Estate, including the fixtures and those attachments, appliances, equipment, machinery and other articles that are attached to said buildings, constructions and improvements, all of which shall be deemed and construed to be a part of the realty;

All right, title and interest of Debtor in and to all of the items incorporated as part of or attributed or affixed to any of the Real Estate or any other interest of Debtor, whether now owned or hereafter acquired, in, to or relating to the Real Estate, in such a manner that such items are no longer personal property under the law of the state where the property is situated;

All personal property including, without limitation, all supplies, equipment, tools, furniture, furnishings, fixtures, machinery and construction materials that Debtor now or hereafter owns or in which Debtor now or hereafter acquires an interest or right and that are now or hereafter located on or affixed to the Real Estate or used or useful in the operation, use or occupancy of the Real Estate or the construction of any improvement on the Real Estate, including any interest of Debtor in and to personal property that is leased or subject to any superior security interest and including all heating, lighting, plumbing, ventilating, air conditioning, refrigerating, incinerating and/or compacting plants, systems, fixtures and equipment, elevators, escalators, sprinkler systems and other fire prevention and extinguishing apparatus and materials, vacuum cleaners, office furniture, telephones and telecommunication equipment, compartment safes, carpeting, window coverings and all proceeds of and substitutions and replacements for any such items;

All rents, issues, profits, royalties, income and other benefits derived from the Real Estate (collectively, the "Rents"), now or hereafter existing or entered into;

All interests, estates or other claims, both in law and in equity, that Debtor now has or may hereafter acquire in the Real Estate including, but not limited to all of Debtor's interest in any and all options to purchase the Real Estate that Debtor may have or may hereafter acquire;

All easements, rights-of-way and rights now owned or hereafter acquired by Debtor used in connection with or as a means of access to the Real Estate including all rights pursuant to any trackage agreement and all rights to the nonexclusive use of common drive entries, and all tenements, hereditaments and appurtenances of and to such easements rights-of-way and rights, and all water and water rights and shares of stock evidencing the same;

All interests of Debtor as lessor or sublessor (and similar interests) in and to all leases or subleases covering all or any portion of the Real Estate, now or hereafter existing or entered into,



and all right, title and interest of Debtor under such leases and subleases, including, without limitation, all cash or security deposits, advance rentals, and deposits or payments of similar nature;


All right, title and interest now owned or hereafter acquired by Debtor in and to any greater estate in the Real Estate;

All right, title and interest now owned or hereafter acquired by Debtor in and to any land lying within the right-of-way of any street, open or proposed, adjoining the Real Estate, and any and all sidewalks, alleys and strips and gores of land adjacent to or used in connection with the Real Estate;

All rights and interests of Debtor in, to and under all plans, specifications, maps, surveys, studies, reports, permits, licenses, architectural, engineering and construction contracts, books of account, insurance policies and other documents, of whatever kind or character, relating to use, construction upon, occupancy, leasing, sale or operation of the Real Estate; and

All of the estate, interest, right, title, other claim or demand, both in law and in equity, including claims or demands with respect to the proceeds of insurance, that Debtor now has or may hereafter acquire in the Real Estate, and other proceeds from sale or disposition of real or personal property hereby secured that Debtor now has or may hereafter acquire and any and all awards made for the taking by eminent domain, or by any proceeding or purchase in lieu of eminent domain, of the whole or any part of the Real Estate, including any award resulting from a change of grade of streets and any award for severance damages.

## EXHIBIT A

  
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### LEGAL DESCRIPTION

- (a) that part of the Southeast Quarter of the Northeast Quarter of Section 31, Township 19 South, Range 1 West, lying south of Shelby County Highway 11;
- (b) the Northeast Quarter of the Southeast Quarter of Section 31, Township 19 South, Range 1 West;
- (c) that part of the Northeast Quarter of the Northeast Quarter of Section 31, Township 19 South, Range 1 West, lying south of Shelby County Highway 11.

All of the above located in Shelby County, Alabama.

#### LESS AND EXCEPT:

Lot 1, Morningstar United Methodist Church, as recorded in the Office of the Judge of Probate in Map Book 29, Page 64, Shelby County, Alabama.