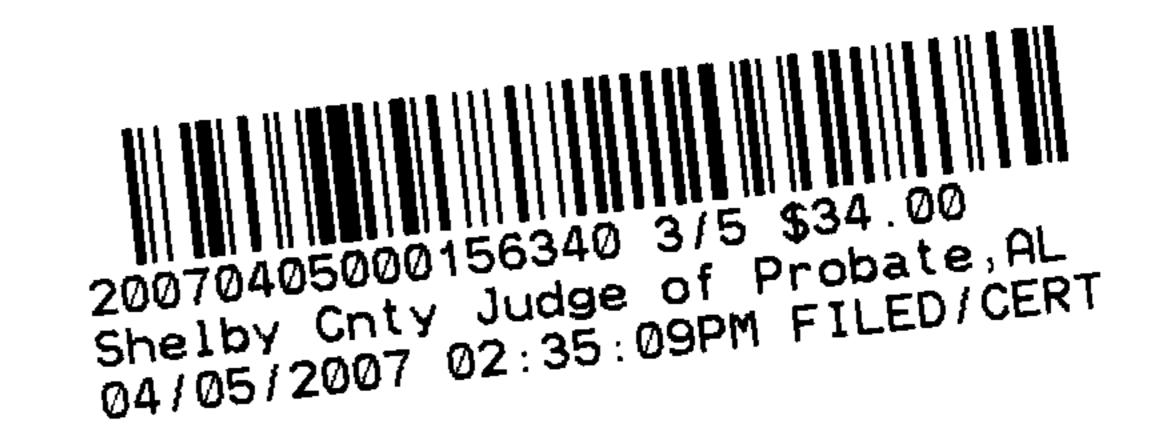
THE ABOVE	SPACE IS FOR FILING	G OFFICE USE ONLY
a or 1b) - do not abbreviate or combine names	· · · · · · · · · · · · · · · · · · ·	
FIRST NAME	MIDDLE NAME	SUFFIX
CITY	STATE POSTAL	CODE COUNTRY
Birmingham	AL 35243	USA
1f. JURISDICTION OF ORGANIZATION	1g. ORGANIZATIO	NAL ID #, if any
Alabama		NON
debtor name (2a or 2b) - do not abbreviate or comb	ine names	IV INON
debion hame (2a or 2b) - do not abbreviate or comb	ine names	······································
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FIRST NAME	MIDDLE NAME	SUFFIX
CITY	STATE POSTAL	CODE COUNTRY
CITY Birmingham	STATE POSTAL AL 35243	CODE COUNTRY USA
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CITY Birmingham	STATE POSTAL AL 35243	CODE COUNTRY USA
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CITY Birmingham 2f. JURISDICTION OF ORGANIZATION Alabama	STATE POSTAL AL 35243 2g. ORGANIZATIO	CODE COUNTRY USA NAL ID #, if any
CITY Birmingham 2f. JURISDICTION OF ORGANIZATION Alabama OR S/P) - insert only one secured party name (3a or 3)	STATE POSTAL AL 35243 2g. ORGANIZATIO	CODE COUNTRY USA NAL ID #, if any V NON
CITY Birmingham 2f. JURISDICTION OF ORGANIZATION Alabama OR S/P) - insert only one secured party name (3a or 3) FIRST NAME CITY	STATE POSTAL AL 35243 2g. ORGANIZATIO Bb) MIDDLE NAME STATE POSTAL	CODE COUNTRY USA NAL ID #, if any NON
CITY Birmingham 2f. JURISDICTION OF ORGANIZATION Alabama OR S/P) - insert only one secured party name (3a or 3) FIRST NAME	STATE POSTAL AL 35243 2g. ORGANIZATIO	CODE COUNTRY USA NAL ID #, if any SUFFIX CODE COUNTRY
CITY Birmingham 2f. JURISDICTION OF ORGANIZATION Alabama OR S/P) - insert only one secured party name (3a or 3) FIRST NAME CITY	STATE POSTAL AL 35243 2g. ORGANIZATIO Bb) MIDDLE NAME STATE POSTAL	CODE COUNTRY USA NAL ID #, if any V NON SUFFIX
CITY Birmingham 2f. JURISDICTION OF ORGANIZATION Alabama OR S/P) - insert only one secured party name (3a or 3) FIRST NAME CITY Birmingham	STATE POSTAL AL 35243 2g. ORGANIZATIO Bb) MIDDLE NAME STATE POSTAL	CODE COUNTRY USA NAL ID #, if any V NON SUFFIX
CITY Birmingham 2f. JURISDICTION OF ORGANIZATION Alabama OR S/P) - insert only one secured party name (3a or 3) FIRST NAME CITY	STATE POSTAL AL 35243 2g. ORGANIZATIO Bb) MIDDLE NAME STATE POSTAL	CODE COUNTRY USA NAL ID #, if any V NON SUFFIX
	FIRST NAME CITY Birmingham 1f. JURISDICTION OF ORGANIZATION Alabama	FIRST NAME CITY Birmingham 1f. JURISDICTION OF ORGANIZATION MIDDLE NAME AL POSTAL AL 35243

Ins financing statement is filed in connection with a Mortgage being filed simultaneously herewith, on which the appropriate taxes have been paid.

	SIGNEE/CONSIGNOR BAILEE/BAILOR	SELLER/BUYER	AG. LIEN	NON-U	CC FILING
6. This FINANCING STATEMENT is to be filed [for record] (or recorded) in the RE ESTATE RECORDS. Attach Addendum [if appli		RT(S) on Debtor(s) [optional]	All Debtors	Debtor 1	Debtor 2
8. OPTIONAL FILER REFERENCE DATA Shelby County, Alabama					
Difference of the country, Anabama					

UCC FINANCING STATEMENT ADDENDUM					
FOLLOW INSTRUCTIONS (front and back) CAREFULLY 9. NAME OF FIRST DEBTOR (1a or 1b) ON RELATED FINANCING STA	TEMENT				
9a. ORGANIZATION'S NAME					
Chelsea Park Homes, Inc.					
OR CHEISCA LAIN HUILLOS, HILC. 9b. INDIVIDUAL'S LAST NAME FIRST NAME	MIDDLE NAME, SUFFIX				
10. MISCELLANEOUS:					
		THE ABOVE SP	ACE	S FOR FILING OFF	ICE USE ONLY
11. ADDITIONAL DEBTOR'S EXACT FULL LEGAL NAME - insert only one r	name (11a or 11b) - do not abbrevia	te or combine names			
11a. ORGANIZATION'S NAME					
Thornton Construction Company, Inc.		······································			
11b. INDIVIDUAL'S LAST NAME	FIRST NAME	MIE	DDLE I	NAMÉ	SUFFIX
· · · · · · · · · · · · · · · · · · ·				- 	· · · · · · · · · · · · · · · · · · ·
11c. MAILING ADDRESS	CITY	ST	ATE	POSTAL CODE	COUNTRY
3570 Grandview Parkway, Suite 100	Birmingham		L	35243	USA
11d. <u>SEE INSTRUCTIONS</u> ADD'L INFO RE 11e. TYPE OF ORGANIZATION ORGANIZATION	11f. JURISDICTION OF ORGANI	ZATION 111	g. ORG	SANIZATIONAL ID #, if	any —
DEBTOR Corporation	Alabama				NONE
12. ADDITIONAL SECURED PARTY'S or ASSIGNOR S/P'S 12a. ORGANIZATION'S NAME	NAME - insert only <u>one</u> name (2a or 12b)	· · · · · · · · · · · · · · · · · · ·		
12a. ORGANIZATION S NAIVIE					
OR ASE INDIVIDUALIST ACTINANTE		1 5 41 5			
12b. INDIVIDUAL'S LAST NAME	FIRST NAME	MIE	DDLE !	NAME	SUFFIX
12c. MAILING ADDRESS			A *T-	TOOCTAL CODE	
TZU, WIZIEING ZUDINEGO	CITY		ATE	POSTAL CODE	COUNTRY
12 This CINIANICINIC CTATERAENT SAVERS ASSESSED AS SA	4 C A L Dat				
13. This FINANCING STATEMENT covers timber to be cut or as-extracted collateral, or is filed as a fixture filing.	16. Additional collateral descript	ion:			
14. Description of real estate:					
See Exhibit A attached hereto for description of real					
estate.					
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	check <u>only</u> one box.			
	· t	stee acting with respec	t to pr	operty held in trust or	Decedent's Estate
	18. Check only if applicable and		• •		
	Debtor is a TRANSMITTING	_ _			
	Filed in connection with a Ma		action	effective 30 years	
	 			fective 30 years	

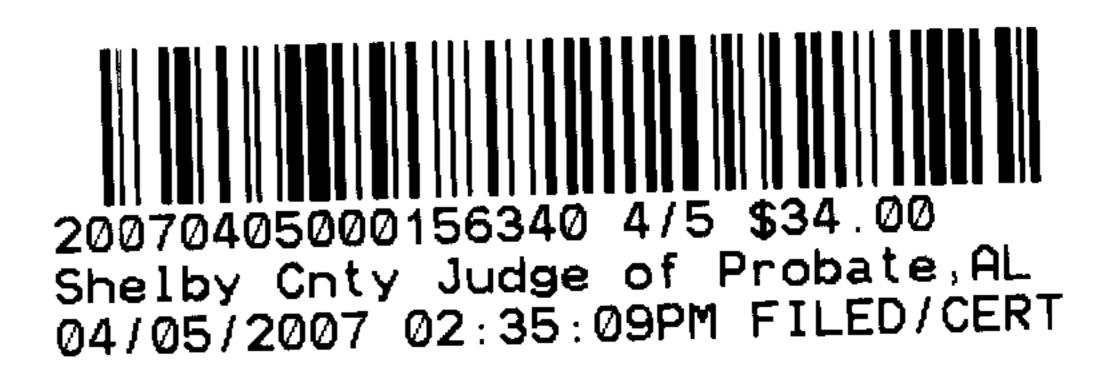


SCHEDULE A

DESCRIPTION OF COLLATERAL

All of the following described land and interests in land, estates, easements, rights, improvements, personal property, fixtures, equipment, furniture, furnishings, appliances and appurtenances, including replacements and additions thereto (hereinafter referred to collectively as the "Mortgaged Property"):

- (a) All those certain tracts, pieces or parcels of land, and interests in land, located in Shelby County, Alabama, more particularly described in Exhibit A attached hereto and by this reference made a part hereof (the "Land");
- (b) All buildings, structures and improvements of every nature whatsoever now or hereafter situated on the Land, and all gas and electric fixtures, radiators, heaters, engines and machinery, boilers, ranges, elevators and motors, plumbing and heating fixtures, carpeting and other floor coverings, water heaters, awnings and storm sashes, and cleaning apparatus which are or shall be attached to said buildings, structures or improvements, and all other furnishings, furniture, fixtures, machinery, equipment, appliances, vehicles and personal property of every kind and nature whatsoever now or hereafter owned by Debtor and located in, on or about, or used or intended to be used with or in connection with the construction, use, operation or enjoyment of the Mortgaged Property, including all extensions, additions, improvements, betterments, renewals and replacements, substitutions, or proceeds from a permitted sale of any of the foregoing, and all building materials and supplies of every kind now or hereafter placed or located on the Land (collectively the "Improvements");
- (c) 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, crops, trees, timber and other emblements now or hereafter located on the Land or under or above the same or any part or parcel thereof, and all ground leases, estates, rights, titles, interests, privileges, liberties, tenements, hereditaments and appurtenances, reversions, and remainders whatsoever, in any way belonging, relating or appertaining to the Mortgaged Property 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;
- (d) All rents, issues, profits, revenues and proceeds from any sale or other disposition of the Mortgaged Property, or any part thereof, from time to time accruing (including without limitation all payments under leases, ground leases or tenancies, proceeds of insurance, condemnation payments, tenant security deposits and escrow funds), and all of the estate, right, title, interest, property, possession, claim and demand whatsoever at law, as well as in equity, of Debtor of, in and to the same; and
- (e) All leases (whether presently existing or hereafter made, whether written or verbal, and including any agreement for the letting of or for the use or occupancy of any part of the Mortgaged Property (collectively, the "Assigned Leases), including each modification, extension, renewal and guaranty thereof), rents, issues, profits, revenues and proceeds from any sale, lease or other disposition of the Mortgaged Property, or any part thereof, from time to time



accruing (including without limitation all payments under leases, ground leases or tenancies, proceeds of insurance, condemnation payments, tenant security deposits and escrow funds, and all claims and rights to the payment of money at any time arising in connection with any rejection or breach of any lease under Bankruptcy Law, including, without limitation, all the rents, issues, and profits now due and which may hereafter become due under or by virtue of the Assigned Leases (collectively, the "Rents"), together with all claims and rights to the payment of money at any time arising in connection with any rejection or breach of any of the Assigned Leases under Bankruptcy Law, including without limitation, all rights to recover damages arising out of such breach or rejection, all rights to charges payable by a tenant or trustee in respect of the leased premises following the entry of an order for relief under the Bankruptcy Law in respect of a tenant and all rentals and charges outstanding under the Assigned Lease as of the date of entry of such order for relief, and all of the estate, right, title, interest, property, possession, claim and demand whatsoever at law, as well as in equity, of Debtor of, in and to the same.

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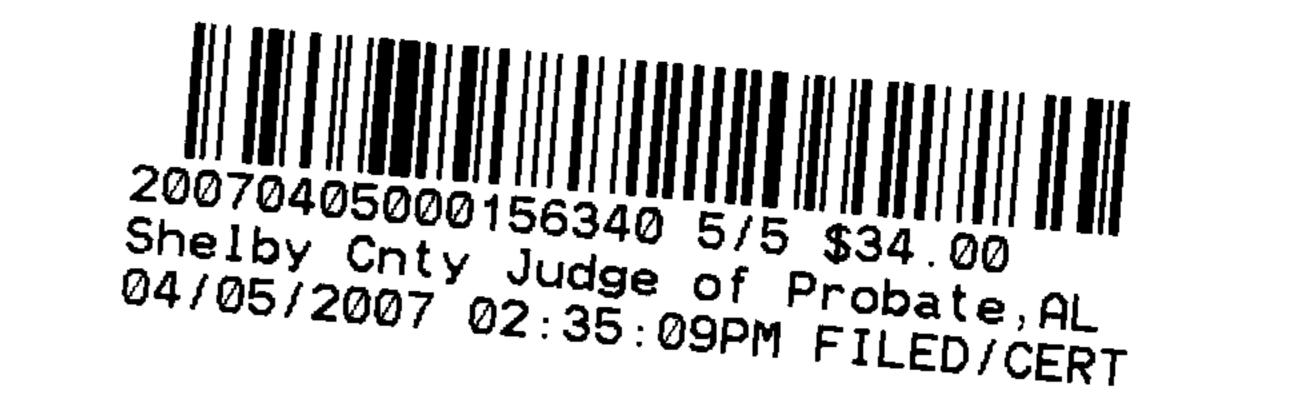


EXHIBIT A

Legal Description

Lots 4-18 thru 4-24, inclusive, 4-26 thru 4-33, inclusive, 4-35 thru 4-37, inclusive, 4-40, 4-41, 4-69 thru 4-71, inclusive, 4-73, 4,74, 4-78 thru 4-82, inclusive, 4-85, 4-88 and 4-89, according to the Map and Survey of Chelsea Park, 4th Sector, as recorded in Map Book 34, Page 147 A & B, in the Office of the Judge of Probate of Shelby County, Alabama.