



20070928000456090 1/4 \$32.00
Shelby Cnty Judge of Probate, AL
09/28/2007 02:38:36PM FILED/CERT

UCC FINANCING STATEMENT

FOLLOW INSTRUCTIONS (front and back) CAREFULLY

A. NAME & PHONE OF CONTACT AT FILER (optional)

B. SEND ACKNOWLEDGMENT TO: (Name and Address)

Patrick J. Clarke, Esq.
Burr & Forman LLP
171 17th Street NW
Suite 1100
Atlanta, GA 30363

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

Capital Real Estate Investments

OR

1b. INDIVIDUAL'S LAST NAME

FIRST NAME

MIDDLE NAME

SUFFIX

1c. MAILING ADDRESS

4370 La Jolla Village Drive, Suite 850

CITY

San Diego

STATE

CA

POSTAL CODE

92122

COUNTRY

USA

1d. TAX I.D. #: SSN OR EIN

ADD'L INFO RE
ORGANIZATION

DEBTOR

1e. TYPE OF ORGANIZATION

LLC

1f. JURISDICTION OF ORGANIZATION

Nevada

1g. ORGANIZATIONAL I.D.#, if any

480-361

☐ 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

USA

2d. TAX I.D. #: SSN OR EIN

ADD'L INFO RE
ORGANIZATION

2e. TYPE OF ORGANIZATION

2f. JURISDICTION OF ORGANIZATION

2g. ORGANIZATIONAL I.D.#, 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

Wells Fargo Bank, National Association

OR

3b. INDIVIDUAL'S LAST NAME

FIRST NAME

MIDDLE NAME

SUFFIX

3c. MAILING ADDRESS

401 B Street, Suite 1100

CITY

San Diego

STATE

CA

POSTAL CODE

92101

COUNTRY

USA

4. This FINANCING STATEMENT covers the following collateral:

This UCC financing statement covers all property of the Debtor, whether now owned or hereafter acquired by the Debtor, including, without limitation, the property described in Exhibit B attached hereto and made a part hereof, located on or about, and used or useful in connection with the real estate described in Exhibit A attached hereto and made a part hereof, and all cash and non-cash proceeds of said property.

5. ALTERNATIVE DESIGNATION (if applicable): ☐ LESSEE/LESSOR ☐ CONSIGNEE/CONSIGNOR ☐ BAILEE/BAILOR ☐ SELLER/BUYER ☐ AG. LIEN ☐ NON-UCC FILING

6. ☒ This FINANCING STATEMENT is to be filed [for record] (or recorded) in the REAL ESTATE RECORDS. Attach Addendum

7. Check to REQUEST SEARCH REPORT(S) on Debtor(s) ☐ All Debtors ☐ Debtor 1 ☐ Debtor 2
[ADDITIONAL FEE] [optional]

8. OPTIONAL FILER REFERENCE DATA

Fixture Filing - Highway 31 South - Shelby County, Alabama

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 Capital Real Estate Investments		
	9b. INDIVIDUAL'S LAST NAME	FIRST NAME	MIDDLE NAME, SUFFIX



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10. MISCELLANEOUS:

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OFFICE USE ONLY

11. ADDITIONAL DEBTOR'S EXACT FULL LEGAL NAME – insert only one 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
11d. TAX I.D. #: SSN OR EIN	ADD'L INFO RE ORGANIZATION DEBTOR	11e. TYPE OF ORGANIZATION	11f. JURISDICTION OF ORGANIZATION	11g. ORGANIZATIONAL I.D.#, if any <input type="checkbox"/> NONE	

12. ☐ ADDITIONAL SECURED PARTY'S or ☐ ASSIGNOR S/P'S NAME – insert only one name (12a 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

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.

16. Additional collateral description:

See 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):

Debtor is record owner.

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

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

FILING OFFICE COPY – NATIONAL UCC FINANCING STATEMENT (FORM UCC1) (REV. 07/29/98)

EXHIBIT A


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Debtor: Capital Real Estate Investments
Secured Party: Wells Fargo Bank, National Association

Description of the Land

The land referred to in this commitment is described as follows:

A part of the Southwest quarter of the Southwest quarter of Section 25, Township 20 South, Range 3 West and the Southeast quarter of the Southeast quarter of Section 26, Township 20 South, Range 3 West more particularly described as follows: Begin at the Southwest corner of Section 25 and run East along the South line of said Section 25 a distance of 130.60 feet to a point on the Westerly right of way line of U.S. Highway 31; thence turn an angle to the left of 75° 29' and run Northerly along said Westerly right of way line a distance of 34.0 feet to the point of beginning of the tract herein described; thence continue an angle to the left of 90° 00' and run Westerly a distance of 269.93 feet to a point on the Easterly right of way line of the Louisville and Nashville Railroad; thence turn an angle to the left 97° 38' 30" and run Southerly along said Easterly right of way line a distance of 167.49 feet to a point; thence turn an angle to the left of 82° 21' 30" and run Easterly a distance of 247.66 feet to the point of beginning.

And being further described as:

A part of the Southwest 1/4 of the Southwest 1/4 of Section 25, Township 20 South, Range 3 West and the Southeast 1/4 of the Southeast 1/4 of Section 26, Township 20 South, Range 3 West more particularly described as follows:

Begin at the Southwest Corner of Section 25 and run N 90°00'00" E along the South line of said Section 25 a distance of 130.60 feet to a point on the Westerly right of way line of U.S. Highway 31; thence run N 14°31'00" E along said westerly right of way line a distance of 34.0 feet to the point of beginning of the tract herein described; thence continue N 14°30'57" E a distance of 166.00 feet to a point on the said westerly right-of-way of U.S. Highway 31; thence leaving the said westerly right-of-way of U.S. Highway 31, run N 75°29'00" W for a distance of 269.93 feet to a point on the easterly right-of-way line of the Louisville and Nashville Railroad; thence run S 06°52'30" W and run along said Easterly right-of-way line of the Louisville and Nashville Railroad a distance of 167.49 feet to a point; thence run S 75°20'00" E a distance of 247.66 feet back to the point of beginning.

Source of title: Instrument 2006/01909 Shelby County, Alabama

SURVEYOR'S LEGAL DESCRIPTION:

A part of the Southwest 1/4 of the Southwest 1/4 of Section 25, Township 20 South, Range 3 West and the Southeast 1/4 of the Southeast 1/4 of Section 26, Township 20 South, Range 3 West more particularly described as follows:

Begin at the Southwest Corner of Section 25 and run N 90°00'00" E along the South line of said Section 25 a distance of 130.60 feet to a point on the Westerly right of way line of U.S. Highway 31; thence run N 14°31'00" E along said westerly right of way line a distance of 34.0 feet to the point of beginning of the tract herein described; thence continue N 14°30'57" E a distance of 166.00 feet to a point on the said westerly right-of-way of U.S. Highway 31; thence leaving the said westerly right-of-way of U.S. Highway 31, run N 75°29'00" W for a distance of 269.93 feet to a point on the easterly right-of-way line of the Louisville and Nashville Railroad; thence run S 06°52'30" W and run along said Easterly right-of-way line of the Louisville and Nashville Railroad a distance of 167.49 feet to a point; thence run S 75°20'00" E a distance of 247.66 feet back to the point of beginning.

Land containing 42960.63 sq. ft. and 0.99 acres.

EXHIBIT B



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Debtor: Capital Real Estate Investments

Secured Party: Wells Fargo Bank, National Association

Description of the Property

(a) All that tract or parcel of land particularly described in Exhibit A attached hereto and made a part hereof.

(b) All buildings, structures, and improvements of every nature whatsoever now or hereafter situated on the property described in Exhibit A, and all fixtures, machinery, equipment, furniture, furnishings, and personal property of every nature whatsoever now or hereafter owned by the Borrower and located in, on, or used or intended to be used in connection with or with the operation of said property, buildings, structures, or other improvements, including all extensions, additions, improvements, betterments, renewals and replacements to any of the foregoing.

(c) All building materials, equipment, fixtures, fittings, and personal property of every kind or character now owned or hereafter acquired by Borrower for the purpose of being used or useful in connection with the improvements located or to be located on the real estate described herein, whether such materials, equipment, fixtures, fittings, and personal property are actually located on or adjacent to said real estate or not, and whether in storage or otherwise, wheresoever the same may be located, including, but without limitation, all lumber and lumber products, bricks, building stones, and building blocks, sand and cement, roofing material, paint, doors, windows, hardware, nails, wires and wiring, plumbing and plumbing fixtures, heating and air conditioning equipment and appliances, electrical and gas equipment and appliances, pipes and piping, ornamental and decorative fixtures, furniture, and in general all building materials and equipment of every kind and character used or useful in connection with said improvements.

TOGETHER with all easements, rights of way, gores of land, streets, ways, alleys, passages, sewer rights, waters, water courses, water rights and powers, and all estates, rights, titles, interests, privileges, liberties, tenements, hereditaments, and appurtenances whatsoever, in any way belonging, relating or appertaining to any of the property hereinabove described, or which hereafter shall in any way belong, relate or be appurtenant thereto, whether now owned or hereafter acquired by Borrower, and the reversion and reversions, remainder and remainders, rents, issues, and profits thereof, and all the estate, right, title, interest, property, possession, claim, and demand whatsoever at law, as well as in equity, of Borrower of, in and to the same, including but not limited to:

(a) All rents, profits, issues, and revenues of the Mortgaged Property from time to time accruing, whether under leases or tenancies now existing or hereafter created, reserving to Borrower, however, so long as Borrower is not in default hereunder, the right to receive and retain the rents, issues, and profits thereof; and

(b) All judgments, awards of damages, and settlements hereafter made resulting from condemnation proceedings or the taking of the premises or any part thereof under the power of eminent domain, or for any damage (whether caused by such taking or otherwise) to the premises or the improvements thereon or any part thereof, or to any rights appurtenant thereto, including any award for change of grade or streets. Lender hereby is authorized on behalf and in the name of Borrower to execute and deliver valid acquittances for, and appeal from, any such judgments or awards.