			2U6II	1114000521500 1/3 24 Cnty Judge of	5 \$3 4 00
UCC FINANCING STATEMENT AMEND FOLLOW INSTRUCTIONS (front and back) CAREFULLY A. NAME & PHONE OF CONTACT AT FILER [optional]	MENT		1 7 ~	4/2007 09:00:44A	7 FILED/CERT
B. SEND ACKNOWLEDGMENT TO: (Name and Address) Ben Hendrix Compass Bank 4958 Valleydale Road, Suite 10 Birmingham, AL 35242	1				
1a. INITIAL FINANCING STATEMENT FILE #				R FILING OFFICE U	
20070223000084990 Probate Office of Shelby	County, AL		to t	pe filed [for record] (or re AL ESTATE RECORDS.	
 CONTINUATION: Effectiveness of the Financing Statement ide continued for the additional period provided by applicable law. ASSIGNMENT (full or partial): Give name of assignee in item 7a AMENDMENT (PARTY INFORMATION): This Amendment affect Also check one of the following three boxes and provide appropriate information and continue in item 6a name (if name and/or address: Give current record name in item 6a name (if name change) in item 7a or 7b and/or new address (if address: Gurrent record name) CURRENT RECORD INFORMATION: 6a. ORGANIZATION'S NAME 	or 7b and address of assignee in itemets Cts Debtor or Secured Part Cts Debtor or Secured Part Cts Debtor or Debtor 7.	n 7c; and also give name of assi	ignor in f these	item 9.	7a or 7b, and also
Highland Lakes Homes, LLC 6b. INDIVIDUAL'S LAST NAME	FIRST NAME	M	IDDLE	NAME	SUFFIX
7. CHANGED (NEW) OR ADDED INFORMATION: 7a. ORGANIZATION'S NAME					
7b. INDIVIDUAL'S LAST NAME	FIRST NAME	M	MIDDLE NAME SUFFIX		
7c. MAILING ADDRESS	CITY ATION 74 HIDISDICTION OF		TATE	POSTAL CODE	COUNTRY
ADD'L INFO RE 7e. TYPE OF ORGANIZATION ORGANIZATION DEBTOR 8. AMENDMENT (COLLATERAL CHANGE); check only one box.	ATION 7f. JURISDICTION OF	JRGANIZATION / E	J. UKG	ANIZATIONAL ID#, if an	NONE
Describe collateral deleted or added, or give entire restate Exhibit B to the above Financing Statement is ame The owners of the Additional Real Estate are set for	ended to add the ADDITI	ONAL REAL ESTA	TE de	escribed on Exhib	oit A-1 hereto.

9. NAME OF SECURED PARTY OF RECORD AUTHORIZING THIS AMENDMENT (name of assignor, if this is an Assignment). If this is an Amendment authorized by a Debtor which adds collateral or adds the authorizing Debtor, or if this is a Termination authorized by a Debtor, check here and enter name of DEBTOR authorizing this Amendment.

9a. ORGANIZATION'S NAME

Highland Lakes Homes (see Addendum, block 13)

9b. INDIVIDUAL'S LAST NAME

FIRST NAME

MIDDLE NAME

SUFFIX

10. OPTIONAL FILER REFERENCE DATA

Amendment to Fixture Filing No. 2 -- file with the Judge of Probate of Shelby County, Alabama.

UCC FINANCING STATEME	NT AMENDMENT ADDENDUM
FOLLOW INSTRUCTIONS (front and back)	CAREFULLY
11. INITIAL FINANCING STATEMENT FILE 20070223000084990 Prob	# (same as item 1a on Amendment form) ate Office of Shelby County, AI
12a. ORGANIZATION'S NAME	S AMENDMENT (same as item 9 on Amendment form) (see Addendum, block 13)
OR 12b. INDIVIDUAL'S LAST NAME	FIRST NAME, SUFFIX
13. Use this space for additional information	<u></u>

THE ABOVE SPACE IS FOR FILING OFFICE USE ONLY

DEBTORS on the referenced Financing Statement (and who have authorized this filing) are:

Highland Lakes Homes, LLC Park Homes, LLC Regent Park Homes, LLC Eddleman Homes, LLC

.

The SECURED PARTY on the referenced Financing statement(and which also authorized this filing) is: Compass Bank

.



File No: NT10700163D

EXHIBIT "A"

Parcel 1:

Lot 2930, according to the Survey of Highland Lakes, 29th Sector, an Eddleman Community, as recorded in Map Book 36, Page 33-B, in the Probate Office of Shelby County, Alabama; being situated in Shelby County, Alabama.

Together with nonexclusive easement to use the private roadways, Common Area all as more particularly described in the Declaration of Easements and Master Protective Covenants for Highland Lakes, a Residential Subdivision, recorded as Instrument #1994-07111 and amended in Instrument No. 1996-17543, and further amended in Instrument #1999-31095, in the Probate Office of Shelby County, Alabama, and the Declaration of Covenants, Conditions and Restrictions for Highland Lakes, a Residential Subdivision, 29th Sector, recorded as Instrument No. 20051229000667930, in the Probate Office of Shelby County, Alabama (which, together with all amendments thereto, is hereinafter collectively referred to as, the "Declaration").

Parcel 2:

Lot 31-14, according to the Survey of Highland Lakes, 31st Sector, Phase I, an Eddleman Community, as recorded in Map Book 34, Page 149, in the Probate Office of Shelby County, Alabama; being situated in Shelby County, Alabama.

Together with nonexclusive easement to use the private roadways, common areas, all as more particularly described in the Declaration of Easement and Master Protective Covenants for Highland Lakes, a Residential Subdivision, recorded as Instrument No. 1994-07111 and amended in Instrument No. 1996-17543 and Instrument No. 1999-31095 in the Probate Office of Shelby County, Alabama, and the Declaration of Covenants, Conditions and Restrictions for Highland Lakes, a Residential Subdivision, 31st Sector, Phase I, recorded in Instrument No. 20051215000649670, in the Probate Office of Shelby County, Alabama (which, together with all amendments thereto, is hereinafter collectively referred to as, the "Declaration").

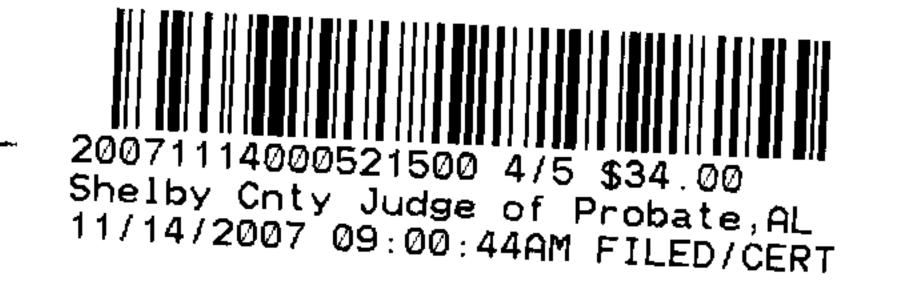
Parcel 3:

Lot 11-15, 11-16 and 11-17, according to the Plat of Chelsea Park 11th Sector, as recorded in Map Book 37, Page 95, in the Probate Office of Shelby County, Alabama; being situated in Shelby County, Alabama (the "Property").

Parcel 4:

Lot 3, 17 and 123, according to the The Village at Highland Lakes, Regent Park Neighborhood, as recorded in Map Book 37, Page 130, in the Office of the Judge of Probate of Shelby County, Alabama.

Together with nonexclusive easement to use the private roadways, Common Areas all as more particularly described in the Declaration of Easements and Master Protective Covenants for The Village at Highland Lakes, a Residential Subdivision, recorded as Instrument No. 20060421000186650 in the Probate Office of Shelby County, Alabama, and the Declaration of Covenants, Conditions and Restrictions for The Village at Highland Lakes, Regent Park Neighborhood, to be recorded as Instrument No. 20070223000084910, in the Probate Office of Shelby County, Alabama (which, together with all amendments thereto, is hereinafter collectively referred to as, the "Declaration").



File No: NT10700163D

Parcel 5:

Lot 85 according to the Survey of The Village at Highland Lakes, Regent Park Neighborhood, Phase Two, an Eddleman Community, as recorded in Map Book 38, Page 125, in the Probate Office of the Shelby County, Alabama; being situated in Shelby County, Alabama.

Together with nonexclusive easement to use the private roadways, Common Areas all as more particularly described in the Declaration of Easements and Master Protective Covenants for The Village at Highland Lakes, a Residential Subdivision, recorded as Instrument No. 20060421000186650 in the Probate Office of Shelby County, Alabama, and the Declaration of Covenants, Conditions and Restrictions for The Village at Highland Lakes, Regent Park Neighborhood, to be recorded as Instrument No. 20070223000084910, in the Probate Office of Shelby County, Alabama (which, together with all amendments thereto, is hereinafter collectively referred to as, the "Declaration").

OWNERS OF ADDITIONAL PROPERTY AS DESCRIBED ABOVE:

PARCELS I AND II - all described real property – Highland Lakes Homes, LLC PARCEL III - all described real property – Park Homes, LLC PARCEL IV AND V - all described real property – Regent Park Homes, LLC

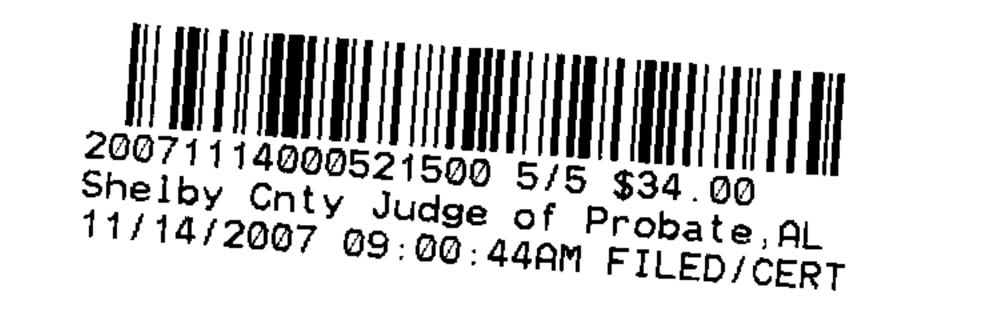


EXHIBIT C-1

Fee Simple interest in the Additional Land Described in the Third Amendment to Future Advance Mortgage, Assignement of Rents and Leases and Security Agreement is owned, as of the date hereof, as follows:

PARCELS I AND II - all described real property - Highland Lakes Homes, LLC

PARCEL III - all described real property – Park Homes, LLC

PARCEL IV AND V - all described real property - Regent Park Homes, LLC