

[REDACTED]

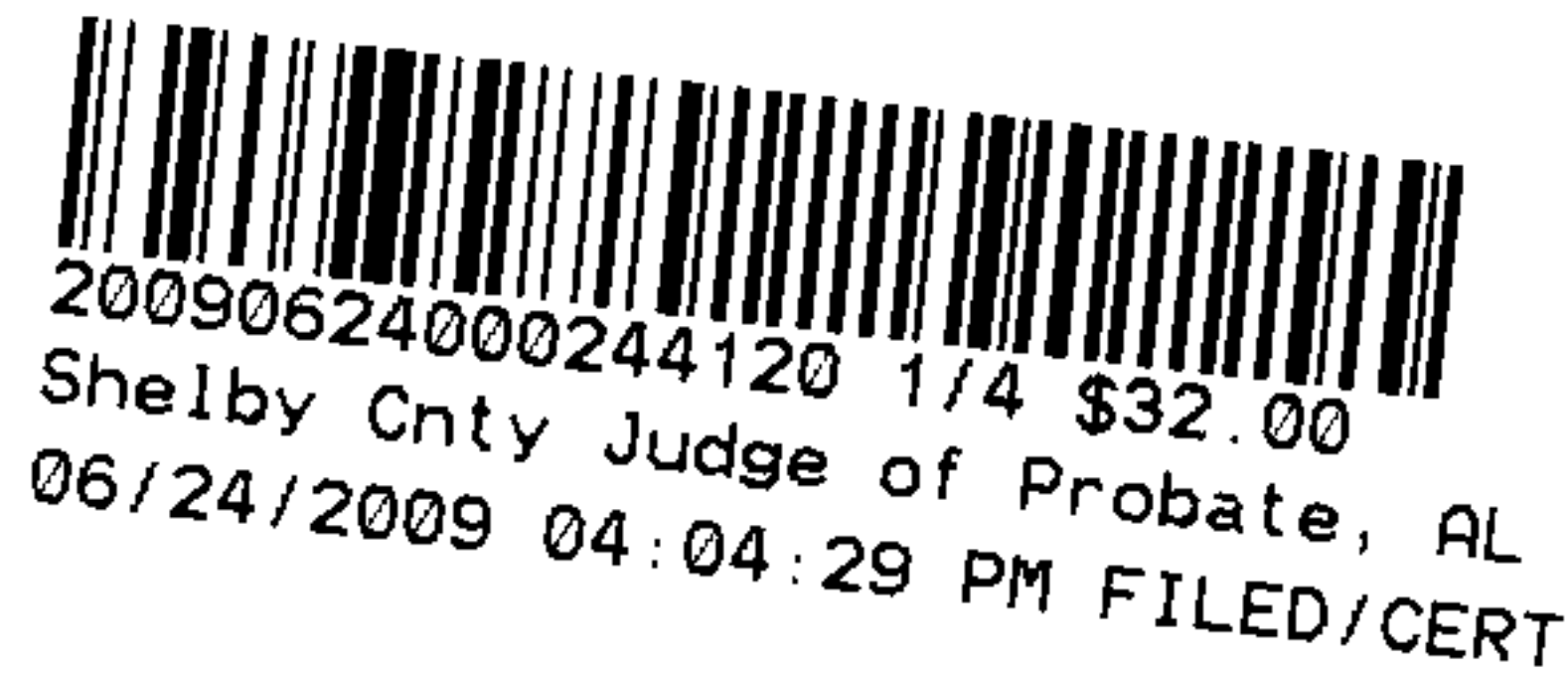
UCC FINANCING STATEMENT

FOLLOW INSTRUCTIONS (front and back) CAREFULLY

A. NAME & PHONE OF CONTACT AT FILER [optional]
Cheryl T. Cartee - (205) 874-7972

B. SEND ACKNOWLEDGMENT TO: (Name and Address)

Gordon, Dana, Still, Knight & Gilmore, LLC
600 University Park Place
Suite 100
Birmingham, Alabama 35209



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
3Kids, Inc.

OR

1b. INDIVIDUAL'S LAST NAME

FIRST NAME

MIDDLE NAME

SUFFIX

1c. MAILING ADDRESS
501 Riverwoods Court

CITY
Helena

STATE
AL

POSTAL CODE
35080

COUNTRY
USA

ADD'L INFO RE ORGANIZATION DEBTOR

1e. TYPE OF ORGANIZATION
Corporation

1f. JURISDICTION OF ORGANIZATION
Alabama

1g. ORGANIZATIONAL ID #, if any

☒ 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

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
CIT SMALL BUSINESS LENDING CORPORATION

OR

3b. INDIVIDUAL'S LAST NAME

FIRST NAME

MIDDLE NAME

SUFFIX

3c. MAILING ADDRESS
1 CIT DRIVE

CITY
Livingston

STATE
NJ

POSTAL CODE
07039

COUNTRY
USA

4. This FINANCING STATEMENT covers the following collateral:

All the personal property of the Debtor listed on Schedule I, which includes, but is not limited to, all furniture, fixtures, machinery, equipment, books, records, accounts receivable, etc. wherever located, including, but not limited to 501 Riverwoods Court, Helena, Alabama 35080.

THIS UCC IS FILED AS ADDITIONAL COLLATERAL FOR AN INDEBTEDNESS SECURED BY A MORTGAGE RECORDED SIMULTANEOUSLY HERewith.

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

8. OPTIONAL FILER REFERENCE DATA
\$2,000,000 SBA Loan

UCC FINANCING STATEMENT ADDENDUM

FOLLOW INSTRUCTIONS (front and back) CAREFULLY

9. NAME OF FIRST DEBTOR (1a or 1b) ON RELATED FINANCING STATEMENT

9a. ORGANIZATION'S NAME

3Kids, Inc.


OR

9b. INDIVIDUAL'S LAST NAME

FIRST NAME

MIDDLE NAME,SUFFIX

10. MISCELLANEOUS:


20090624000244120 2/4 \$32.00
Shelby Cnty Judge of Probate, AL
06/24/2009 04:04:29 PM FILED/CERT

THE ABOVE SPACE IS FOR FILING OFFICE USE ONLY

11. ADDITIONAL DEBTOR'S EXACT FULL LEGAL NAME - insert only one 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

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 filed as a ☒ fixture filing.

14. Description of real estate:

See Exhibit "A"

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

DEBTOR: 3Kids Inc.
SHAW No. 0117651-9601

SCHEDULE I

The Collateral in which this security interest is granted is all of the Debtor's property described below, and indicated by an "X" or other mark on the applicable line, now owned or hereinafter acquired, wherever located, together with all replacements, accessions, proceeds and products, including but not limited to the items used in connection with the business located at:

501 Riverwoods Court, Helena, Alabama 35081

<u> x </u>	Equipment	<u> x </u>	Chattel Paper
<u> x </u>	Fixtures	<u> x </u>	General Intangibles
<u> x </u>	Inventory	<u> x </u>	Documents
<u> x </u>	Accounts	<u> </u>	Farms Products
<u> x </u>	Instruments	<u> </u>	Deposit Accounts
<u> </u>	Investment Property		

Titled motor vehicles, including mobile or manufactures homes (list make, model, and serial #):

N/A

Other: Insert specific description of other forms of Collateral not included in the categories above (for example, specific commercial tort claim, letter-of-credit rights):

Machinery and Furniture

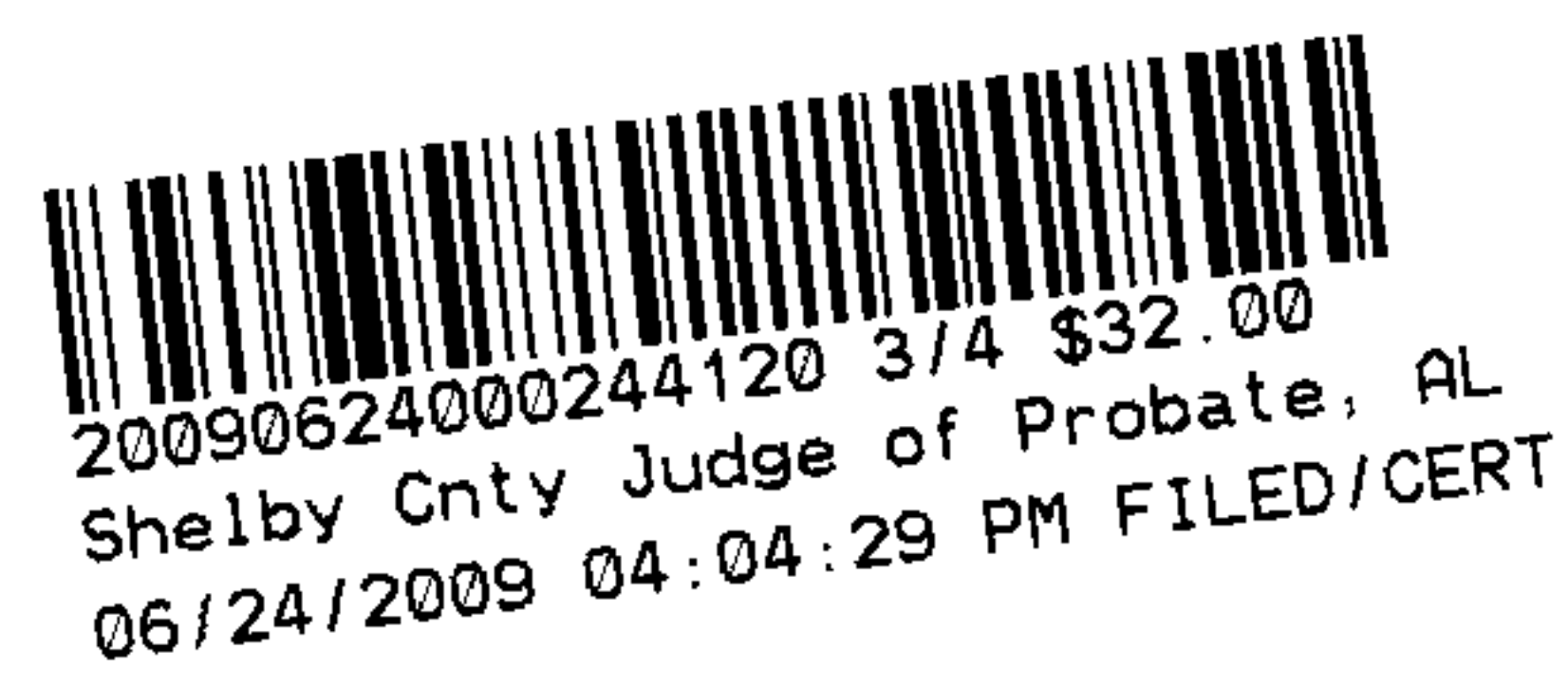



EXHIBIT “A”

**Lot 2, according to the Final Plat of Riverwoods
Commercial, as recorded in Map Book 38, Page 131,
in the Probate Office of Shelby County, Alabama**


20090624000244120 4/4 \$32.00
Shelby Cnty Judge of Probate, AL
06/24/2009 04:04:29 PM FILED/CERT