

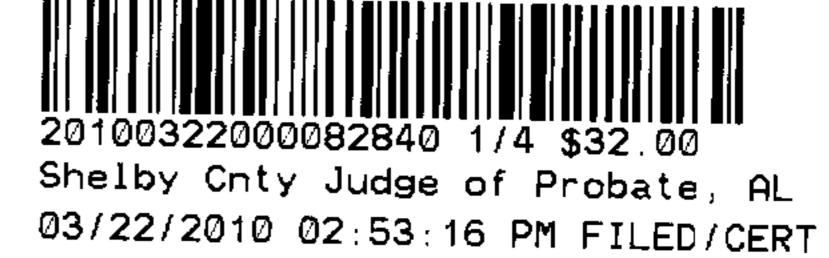
FOLLOW INSTRUCTIONS (front and back) CAREFULLY

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

B. SEND ACKNOWLEDGMENT TO: (Name and Address)

Bank Independent

P O Box 5000



	Sheffield,	AL 35660										
				THE A	ROVE SDACE IS EC	ND EIL INIC OFFICE III	CE ONI V					
1. [DEBTOR'S EXACT F	ULL LEGAL NAM	F - insert only one debtor name (1a			R FILING OFFICE US	SE ONLY					
., .	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											
	South Pointe Development, Ltd											
OR	1b. INDIVIDUAL'S LAST NAME			FIRST NAME	MIDDLE	MIDDLE NAME						
1c.	MAILING ADDRESS			CITY	STATE	TROSTAL CODE	COLINATOR					
920 Florence Boulevard				Florence	AL	35631	USA					
1d.	SEE INSTRUCTIONS		1e. TYPE OF ORGANIZATION	1f. JURISDICTION OF ORGANIZATION	1g. ORG	1g. ORGANIZATIONAL ID #, if any						
		ORGANIZATION DEBTOR	Partnership	_i AL	i		NONE					
OB	2a. ORGANIZATION'S N											
	2b. INDIVIDUAL'S LAST NAME		FIRST NAME	MIDDLE	MIDDLE NAME							
2c. l	MAILING ADDRESS			CITY	STATE	STATE POSTAL CODE						
2d.	SEE INSTRUCTIONS	ADD'L INFO RE ORGANIZATION DEBTOR	2e. TYPE OF ORGANIZATION	2f. JURISDICTION OF ORGANIZATION	2g. ORG/	ANIZATIONAL ID #, if any						
3. S	ECURED PARTY'S	NAME (or NAME of	of TOTAL ASSIGNEE of ASSIGNOR	S/P) - insert only one secured party name ((20 or 2h)		NONE					
ſ	3a. ORGANIZATION'S NA	AME	TO THE PROPERTY OF THE PROPERT	On y - insert only one secured party name ((3a 01 3b)	 						
	Bank Independent	t										
OR	3b. INDIVIDUAL'S LAST I	VAME		FIRST NAME	MIDDLE	JAME	SUFFIX					
3c. N	MAILING ADDRESS			CITY	STATE	POSTAL CODE	COUNTRY					
Р (O Box 5000			Sheffield	AL	35660	USA					
4. Tr	his FINANCING STATEME	NT covers the follow	ing collateral:				0.574					

See Attached Exhibit "A".

This UCC Statement is being recorded in addition to the Mortgage filed with the Judge of Probate of Shelby County, Alabama on 10/31/2007 at 20071031000502980.

5. ALTERNATIVE DESIGNATION [if applicable]:		CONSIGNEE		BAILEE/BAILOR	SELLER/BUYER	AG. LIEN	NON-UCC FILING
6. This FINANCING STATEMENT is to be filed [for ESTATE RECORDS. Attach Addendum	or record] (or recorded) in	the REAL [if applicable]	7. Check to REOI [ADDITIONAL I	JEST SEARCH REPOR [EE]	RT(S) on Debtor(s) [optional]	All Debtors	Debtor 1 Debtor 2
8. OPTIONAL FILER REFERENCE DATA Secretary of State of Alabama.		· · · · · · · · · · · · · · · · · · ·					

03/22/2010 02:53:16 PM FILED/CERT UCC FINANCING STATEMENTADDENDUM FOLLOW INSTRUCTIONS (front and back) CAREFULLY 9. NAME OF FIRST DEBTOR (1a or 1b) ON RELATED FINANCING STATEMENT 9a. ORGANIZATION'S NAME South Pointe Development, Ltd OR 9b. INDIVIDUAL'S LAST NAME FIRST NAME MIDDLE NAME, SUFFIX 10. MISCELLANEOUS: 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 11d. SEE INSTRUCTIONS ADD'L INFO RE | 11e. TYPE OF ORGANIZATION 11f. JURISDICTION OF ORGANIZATION 11g. ORGANIZATIONAL ID #, if any ORGANIZATION DEBTOR ADDITIONAL SECURED PARTY'S or ASSIGNOR S/P'S NAME - insert only one name (12a or 12b) 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 X timber to be cut or x as-extracted 16. Additional collateral description: collateral, or is filed as a fixture filing. 14. Description of real estate: Lots 62 through 81 and 86 through 115, according to the Final Plat, Shiloh Creek Sector One Plat One, as recorded in Map Book 38, Page 54, in the Office of the Judge of Probate of Shelby County, Alabama. 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 only one box. Trustee acting with respect to property held in trust 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

Filed in connection with a Public-Finance Transaction

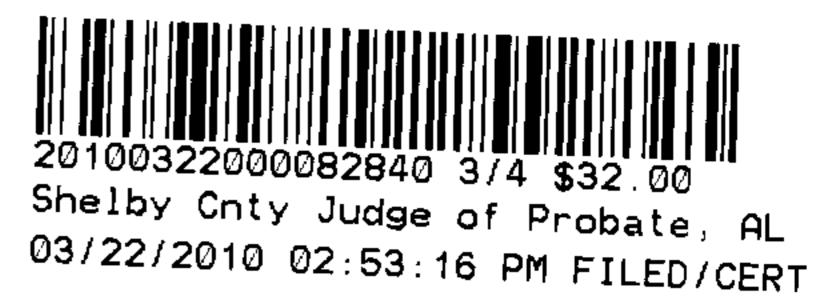


Exhibit "A"

A. All cash, contracts, leases, furnishings, fixtures, machinery, equipment, appliances, vehicles, building supplies and materials, books and records, Low Income Tax Credit Syndication Agreements and proceeds thereof, chattels, inventory, accounts, farm products, consumer goods, general intangibles and personal property of every kind and nature whatsoever now or hereafter owned by the DEBTOR and located in, on or about, or used or intended to be used with or in connection with the use, operation or enjoyment of the property described as:

South Pointe Development, Ltd., Shelby County, Alabama, more particularly described in mortgage of even date herewith, (herein sometimes "PROJECT"),

Including all extensions, additions, improvements, betterment's, after-acquired property, renewals, replacements and substitutions, or proceeds from a permitted sale of any of the foregoing, and all the right, title and interest of DEBTOR in any such furnishings, furniture, fixtures, machinery, equipment, appliances, vehicles and personal property subject to or covered by any prior security agreement, conditional sales contract, chattel mortgage or similar lien or claim, together with the benefit of any deposits or payments now or hereafter made by DEBTOR or on behalf of DEBTOR, all trade names, trademarks, service marks, logos and good will related thereto which in any way now or hereafter belong, relate or appertain to the PROJECT or in any part thereof or are now or hereafter acquired by DEBTOR; are hereby declared an shall be deemed to be fixtures and accessions to the Land and a part of the PROJECT as between the parties hereto and all persons claiming by, through or under them, and which shall be deemed to be a portion of the security for the indebtedness herein described and to be secured by this Mortgage. The location of the above described COLLATERAL is also the location of the Land described above.

B. 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 PROJECT or under or above the same of any part or parcel thereof, and all estates, rights, titles, interests, privileges, liberties, tenements, hereditaments and appurtenances, reversions, remainder and remainders, whatsoever, in any way belonging, relating or appertaining to the PROJECT 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.

C. All right, title, and interest in, to, and under any and all documents and instruments relating to the construction of the improvements contemplated on the PROJECT, including, without limitation, any and

all construction contracts, architectural contracts, engineering contracts, plans, specifications, drawings, surveys, bonds, permits, licenses and other governmental approval, and all income, rents, issues, profits and revenues of the PROJECT from time to time accruing (including without limitation all payments under leases or tenancies, proceeds of insurance, condemnation payments, tenant security deposits whether held by DEBTOR or in a trust account, and escrow funds), and all the estate, right, title, interest, property, possessions, claim and demand whatsoever at law, as well as in equity, of DEBTOR of, in and to the same; reserving only the right to DEBTOR to collect the same so long as DEBTOR is not in default hereunder.

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Shelby Cnty Judge of Probate, AL 03/22/2010 02:53:16 PM FILED/CERT