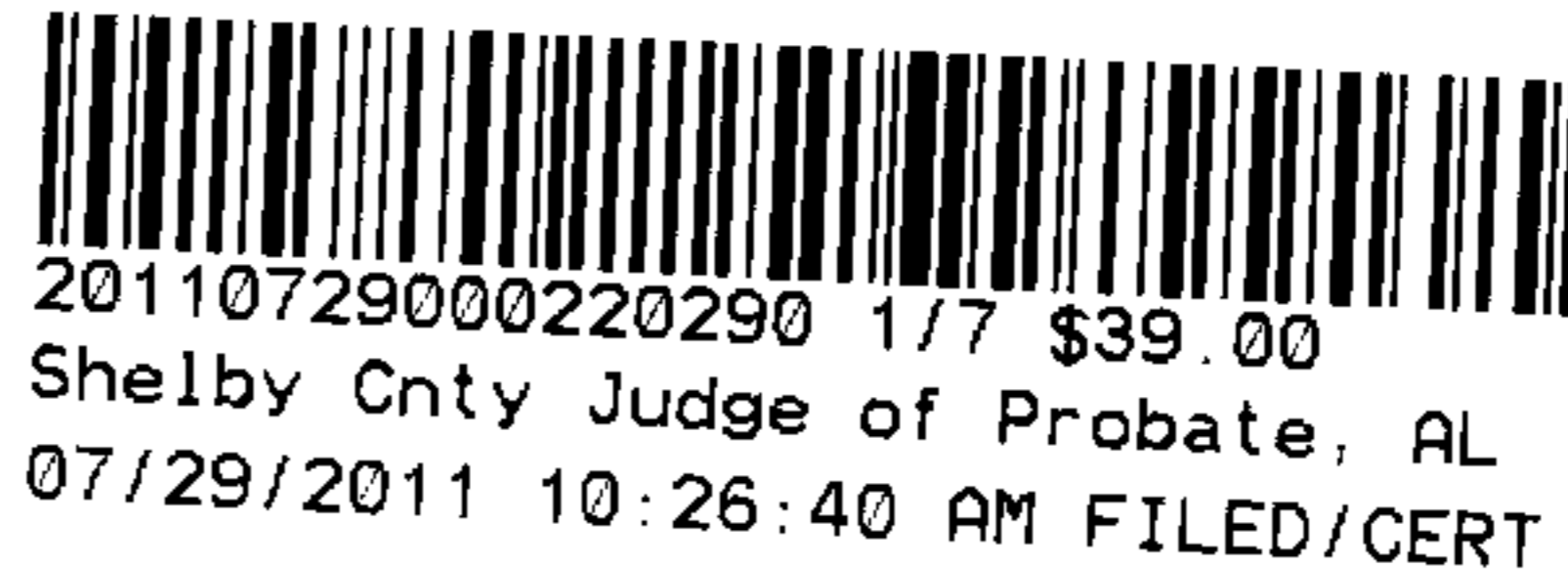


UCC FINANCING STATEMENT AMENDMENT

FOLLOW INSTRUCTIONS (front and back) CAREFULLY

A. NAME & PHONE OF CONTACT AT FILER [optional] Saikat Ray & 877-873-6990
B. SEND ACKNOWLEDGMENT TO: (Name and Address) ALLY Attn: Uniform Commercial Code/UCC PO Box 29057 Hot Springs, AR 71903-9057



THE ABOVE SPACE IS FOR FILING OFFICE USE ONLY

1a. INITIAL FINANCING STATEMENT FILE # 20061208000596500 Original file date: 12/08/2006	1b. This FINANCING STATEMENT AMENDMENT is to be filed [for record] (or recorded) in the REAL ESTATE RECORDS. <input checked="" type="checkbox"/>
2. <input type="checkbox"/> TERMINATION: Effectiveness of the Financing Statement identified above is terminated with respect to security interest(s) of the Secured Party authorizing this Termination Statement.	
3. <input checked="" type="checkbox"/> CONTINUATION: Effectiveness of the Financing Statement identified above with respect to security interest(s) of the Secured Party authorizing this Continuation Statement is continued for the additional period provided by applicable law.	
4. <input type="checkbox"/> ASSIGNMENT (full or partial): Give name of assignee in item 7a or 7b and address of assignee in item 7c; and also give name of assignor in item 9.	
5. AMENDMENT (PARTY INFORMATION): This Amendment affects <input type="checkbox"/> Debtor or <input type="checkbox"/> Secured Party of record. Check only <u>one</u> of these two boxes. Also check <u>one</u> of the following three boxes and provide appropriate information in items 6 and/or 7. <input type="checkbox"/> CHANGE name and/or address: Give current record name in item 6a or 6b; also give new name (if name change) in item 7a or 7b and/or new address (if address change) in item 7c. <input type="checkbox"/> DELETE name: Give record name to be deleted in item 6a or 6b. <input type="checkbox"/> ADD name: Complete item 7a or 7b, and also item 7c; also complete items 7d-7g (if applicable).	
6. CURRENT RECORD INFORMATION: 6a. ORGANIZATION'S NAME OR 6b. INDIVIDUAL'S LAST NAME Schein FIRST NAME Susan MIDDLE NAME S. SUFFIX	
7. CHANGED (NEW) OR ADDED INFORMATION: 7a. ORGANIZATION'S NAME OR 7b. INDIVIDUAL'S LAST NAME FIRST NAME MIDDLE NAME SUFFIX	
7c. MAILING ADDRESS CITY STATE POSTAL CODE COUNTRY	
7d. ADD'L INFO RE ORGANIZATION DEBTOR 7e. TYPE OF ORGANIZATION 7f. JURISDICTION OF ORGANIZATION 7g. ORGANIZATIONAL ID #, if any <input type="checkbox"/> NONE	
8. AMENDMENT (COLLATERAL CHANGE): check only <u>one</u> box. Describe collateral <input type="checkbox"/> deleted or <input type="checkbox"/> added, or give entire <input type="checkbox"/> restated collateral description, or describe collateral <input type="checkbox"/> assigned.	

All Of the property of Debtor described on Exhibit "B" attached hereto and made a part hereof. See Exhibit "A" attached hereto for description of real estate.

Record Owner of the real estate is Susan S. Schein

This UCC filing is additional security for that certain Real Estate Mortgage and Security Agreement between Secured Party and Debtor.

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 GMAC BANK
OR 9b. INDIVIDUAL'S LAST NAME FIRST NAME MIDDLE NAME SUFFIX

10. OPTIONAL FILER REFERENCE DATA

BC 340,PDN 83479, Filing In Shelby County Alabama, Includes Additional Pages , XZLBL1

UCC FINANCING STATEMENT AMENDMENT ADDENDUM

FOLLOW INSTRUCTIONS (front and back) CAREFULLY

11. INITIAL FINANCING STATEMENT FILE # (same as item 1a on Amendment form)

20061208000596500 Orig File Date: 12/08/06

12. NAME OF PARTY AUTHORIZING THIS AMENDMENT (same as item 9 on Amendment form)

12a. ORGANIZATION'S NAME

GMAC BANK

OR

12b. INDIVIDUAL'S LAST NAME

FIRST NAME

MIDDLE NAME, SUFFIX

13. Use this space for additional information

See Attached Exhibit 'A' & 'B'.



20110729000220290 2/7 \$39.00
Shelby Cnty Judge of Probate, AL
07/29/2011 10:26:40 AM FILED/CERT

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20061208000596500 1/3 \$30.00
Shelby Cnty Judge of Probate, AL
12/08/2006 11:32:12AM FILED/CERT

UCC FINANCING STATEMENT

FOLLOW INSTRUCTIONS (front and back) CAREFULLY

A. NAME & PHONE OF CONTACT AT FILER [optional] John G. McCullough
B. SEND ACKNOWLEDGMENT TO: (Name and Address) McCullough Payne & Haan, LLC 171 17th Street, NW, Suite 975 Atlanta, Georgia 30363

20110729000220290 3/7 \$39.00
Shelby Cnty Judge of Probate, AL
07/29/2011 10:26:40 AM FILED/CERT

THE ABOVE SPACE IS FOR FILING OFFICE USE ONLY

1. 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					
OR					
1b. INDIVIDUAL'S LAST NAME Schein		FIRST NAME Susan		MIDDLE NAME S.	
1c. MAILING ADDRESS 1406 Sutherland Place		CITY Pelham		STATE Ala.	POSTAL CODE 35209
1d. TAX ID #: SSN OR EIN	ADDL INFO RE ORGANIZATION DEBTOR	1e. TYPE OF ORGANIZATION	1f. JURISDICTION OF ORGANIZATION	1g. ORGANIZATIONAL ID #, if any	
				<input type="checkbox"/> NONE	
2. ADDITIONAL DEBTOR'S EXACT FULL LEGAL NAME - insert only <u>one</u> 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	
2c. MAILING ADDRESS		CITY		STATE	POSTAL CODE
2d. TAX ID #: SSN OR EIN	ADDL INFO RE ORGANIZATION DEBTOR	2e. TYPE OF ORGANIZATION	2f. JURISDICTION OF ORGANIZATION	2g. ORGANIZATIONAL ID #, if any	
				<input type="checkbox"/> NONE	
3. SECURED PARTY'S NAME (or NAME of TOTAL ASSIGNEE of ASSIGNOR S/P) - insert only <u>one</u> secured party name (3a or 3b)					
3a. ORGANIZATION'S NAME GMAC Bank					
OR					
3b. INDIVIDUAL'S LAST NAME		FIRST NAME		MIDDLE NAME	
3c. MAILING ADDRESS 6985 Union Park Center, Suite 435		CITY Midvale		STATE UT	POSTAL CODE 84047

4. This FINANCING STATEMENT covers the following collateral:

All of the property of Debtor described on Exhibit "B" attached hereto and made a part hereof. See Exhibit "A" attached hereto for description of real estate.

Record Owner of the real estate is Susan S. Schein.

This UCC filing is additional security for that certain Real Estate Mortgage and Security Agreement between Secured Party and Debtor, securing an indebtedness in the sum of \$2,257,592.78.

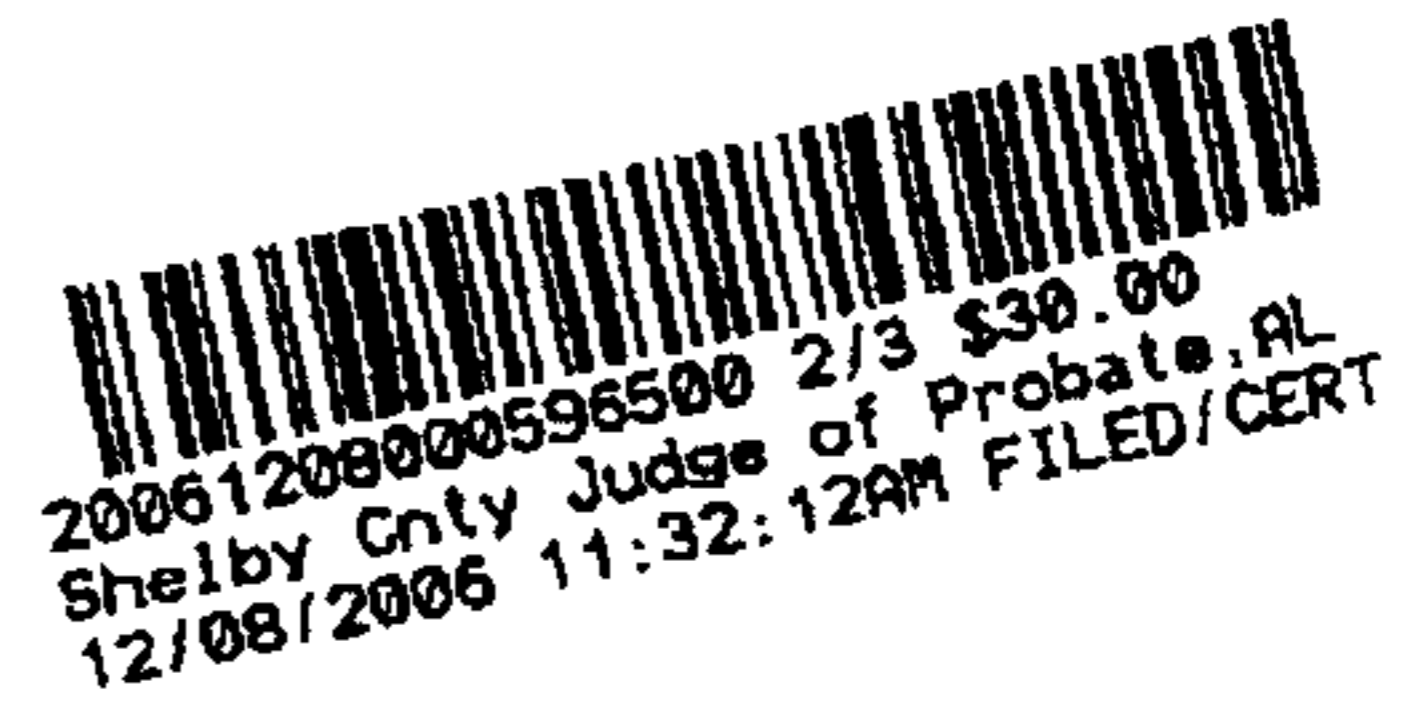
5. ALTERNATIVE DESIGNATION (if applicable):	LESSEE/LESSOR	CONSIGNEE/CONSIGNOR	BAILEE/BAILOR	SELLER/BUYER	AG. LIEN	NON-UCC FILING
6. This FINANCING STATEMENT is to be filed (for record) (or recorded) in the REAL ESTATE RECORDS. Attach Addendum (if applicable)	7. Check to REQUEST SEARCH REPORT(S) on Debtor(s) (ADDITIONAL FEE) (optional)		All Debtors Debtor 1 Debtor 2			
8. OPTIONAL FILER REFERENCE DATA						

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

FORM SHOULD BE TYPEWRITTEN OR COMPUTER GENERATED



20110729000220290 4/7 \$39.00
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12/08/2006 11:32:12AM FILED/CERT

EXHIBIT "A"

LEGAL DESCRIPTION

Parcel I [Chrysler Property]

Commence at the Northwest corner of the Northwest quarter of the Southwest quarter of Section 24, Township 20 South, Range 3 West; thence run in an Easterly direction along the North line of the Northwest quarter of the Southwest quarter of Section 24, Township 20 South, Range 3 West, for a distance of 808.01 feet to a point on the Easterly right of way line of U.S. Highway #31 South, said point being the point of beginning; from point of beginning thus obtained, thence turn an angle to the right of 98 degrees 52 minutes 34 seconds and run in a Southwesterly direction along the Easterly right of way line of U.S. Highway #31 South for a distance of 656.59 feet; thence turn an angle of 90 degrees to the left and run in a Southeasterly direction for a distance of 331.71 feet; thence turn an angle to the left of 90 degrees and in a Northeasterly direction for a distance of 656.59 feet; thence turn an angle to the left of 90 degrees and run in a Northwesterly direction for a distance of 331.71 feet to the point of beginning. Situated in Shelby County, Alabama.

Parcel II [Chevrolet Property]


A part of the NE 1/4 of the NW 1/4 and the NW 1/4 of the NW 1/4 of Section 24, Township 20 South, Range 3 West, of the Huntsville Principal Meridian, Shelby County, Alabama and being more particularly described as follows:

Commence at the Northwest corner of Section 24, Township 20 South, Range 3 West, H.P.M., Shelby County, Alabama and run thence Easterly along the North line of said Section a distance of 969.58 feet to an existing steel corner set on the Easterly right of way line of U.S. Highway No. 31 and the point of beginning of the property being described; thence continue along last described course a distance of 702.31 feet to an existing steel corner; thence turn a deflection angle of 106 degrees 26 minutes 00 seconds to the right and run Southwesterly a distance of 190.51 feet to an existing steel corner; thence turn a deflection angle of 6 degrees 59 minutes 10 seconds to the left and run a distance of 369.30 feet to an existing steel pin, thence turn a deflection angle of 69 degrees 00 minutes 18 seconds to the right and run a distance of 37.50 feet to an existing corner, thence turn a deflection angle of 69 degrees 00 minutes 18 seconds to the left and run Southwesterly a distance of 74.13 feet to an existing corner in or near the centerline of a chert based road serving a Pelham Water Storage Tank, thence turn a deflection angle of 69 degrees 00 minutes 18 seconds to the right and run west southwesterly along the approximate centerline of said chert road a distance of 408.93 feet to an existing corner set on the same said Easterly right of way line of U.S. Highway No. 31 in a curve to the left having a central angle of 4 degrees 49 minutes 24 seconds and a radius of 3,877.97; thence run Northwesterly along the arc of said right of way line an arc distance of 326.46 feet to the P.T. of said curve, thence continue along the tangent of said curve and along the same said right of way line of same said Highway No. 31 a tangent distance of 396.65 feet to the point of beginning.



20110729000220290 5/7 \$39.00
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UCC FINANCING STATEMENT ADDENDUM
FOLLOW INSTRUCTIONS (front and back) CAREFULLY


20061208000596500 3/3 \$30.00
Shelby Cnty Judge of Probate, AL
12/08/2006 11:32:12AM FILED/CERT

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

or

9b. INDIVIDUAL'S LAST NAME FIRST NAME MIDDLE NAME, SUFFIX
Schein, Susan S.

EXHIBIT "B"

1. All fixtures, fittings, furnishings, appliances, apparatus, equipment, and machinery, including, without limitation, all gas and electric fixtures, radiators, heaters, engines and machinery, boilers, ranges, ovens, elevators and motors, bathtubs, sinks, water closets, basins, pipes, faucets and other air conditioning, plumbing, and heating fixtures, mirrors, mantles, refrigerating plant, refrigerators, iceboxes, dishwashers, carpeting, furniture, laundry equipment, cooking apparatus and appurtenances, and all building material, supplies and equipment now located on or hereafter delivered to the real property described on Exhibit "A" attached hereto and made a part hereof (the "Fee Property") and personal property of whatever kind and nature at present contained in or hereafter placed in any building standing on the Fee Property and intended to be installed therein but only to the extent said personalty constitutes "fixtures" as provided for in the Alabama Commercial Code, Section 7-9A-102(a)(41); and all renewals or replacements thereof or articles in substitution thereof; and all proceeds and profits thereof and all of the estate, right, title and interest of the Debtor in and to all property of any nature whatsoever, now or hereafter situated on the Fee Property or intended to be used in connection with the operation thereof; all leases and use agreements of machinery, equipment and other personal property of Debtor in the categories hereinabove set forth, under which Debtor is the lessee of, or entitled to use, such items, and all deposits made therefor; and


2. All rents, incomes, profits, revenues, royalties, bonuses, rights, accounts, contract rights, general intangibles and benefits under any and all leases or tenancies now existing or hereafter created of the Fee Property or personal property described in Paragraph 1, above, or any part thereof; and

3. To the extent provided in the Real Estate Mortgage, Assignment of Leases and Rents, Security Agreement and Financing Statement between the parties, all judgments, awards of damages and settlements hereafter made as a result of or in lieu of any taking of the Fee Property or any part thereof or interest therein under the power of eminent domain, or for any damage (whether caused by such taking or otherwise) to the Fee Property or the improvements thereon or any part thereof or interest therein, including any award for change of grade of streets; and


4. All proceeds of the conversion, voluntary or involuntary, of any of the foregoing into cash or liquidated claims.

5. All rights of Debtor in and to all tradenames, service marks, logos and goodwill now or hereafter used, reserved, or otherwise related to the Fee Property.

Exhibit A


20061208000596480 3/4 \$20.00
Shelby Cnty Judge of Probate, AL
12/08/2006 11:32:10AM FILED/CERT

1. Renewal Promissory Note of Susan S. Schein in favor of GMAC dated November 30, 2006, in the original principal sum of \$2,270,000.00.
2. Certification of Leases by Susan S. Schein dated November 30, 2006.
3. Contract of Guaranty of Susan Schein Chevrolet, Inc., Susan Schein Chrysler, Dodge, Inc. and Schein Holding Company, Inc., dated November 30, 2006.
4. Environmental Indemnity Agreement of Susan S. Schein, Susan Schein Chevrolet, Inc., Susan Schein Chrysler, Dodge, Inc. and Schein Holding Company, Inc. in favor of GMAC dated November 30, 2006.


20110729000220290 6/7 \$39.00
Shelby Cnty Judge of Probate, AL
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20110729000220290 7/7 \$39.00
Shelby Cnty Judge of Probate, AL
07/29/2011 10:26:40 AM FILED/CERT



20061208000596480 4/4 \$20.00
Shelby Cnty Judge of Probate, AL
12/08/2006 11:32:10AM FILED/CERT

EXHIBIT "B"

LEGAL DESCRIPTION

Parcel I [Chrysler Property]

Commence at the Northwest corner of the Northwest quarter of the Southwest quarter of Section 24, Township 20 South, Range 3 West; thence run in an Easterly direction along the North line of the Northwest quarter of the Southwest quarter of Section 24, Township 20 South, Range 3 West, for a distance of 808.01 feet to a point on the Easterly right of way line of U.S. Highway #31 South, said point being the point of beginning; from point of beginning thus obtained, thence turn an angle to the right of 98 degrees 52 minutes 34 seconds and run in a Southwesterly direction along the Easterly right of way line of U.S. Highway #31 South for a distance of 656.59 feet; thence turn an angle of 90 degrees to the left and run in a Southeasterly direction for a distance of 331.71 feet; thence turn an angle to the left of 90 degrees and in a Northeasterly direction for a distance of 656.59 feet; thence turn an angle to the left of 90 degrees and run in a Northwesterly direction for a distance of 331.71 feet to the point of beginning. Situated in Shelby County, Alabama.

Parcel II [Chevrolet Property]

A part of the NE 1/4 of the NW 1/4 and the NW 1/4 of the NW 1/4 of Section 24, Township 20 South, Range 3 West, of the Huntsville Principal Meridian, Shelby County, Alabama and being more particularly described as follows:

Commence at the Northwest corner of Section 24, Township 20 South, Range 3 West, H.P.M., Shelby County, Alabama and run thence Easterly along the North line of said Section a distance of 969.58 feet to an existing steel corner set on the Easterly right of way line of U.S. Highway No. 31 and the point of beginning of the property being described; thence continue along last described course a distance of 702.31 feet to an existing steel corner; thence turn a deflection angle of 106 degrees 26 minutes 00 seconds to the right and run Southwesterly a distance of 190.51 feet to an existing steel corner; thence turn a deflection angle of 6 degrees 59 minutes 10 seconds to the left and run a distance of 369.30 feet to an existing steel pin, thence turn a deflection angle of 69 degrees 00 minutes 18 seconds to the right and run a distance of 37.50 feet to an existing corner, thence turn a deflection angle of 69 degrees 00 minutes 18 seconds to the left and run Southwesterly a distance of 74.13 feet to an existing corner in or near the centerline of a chert based road serving a Pelham Water Storage Tank, thence turn a deflection angle of 69 degrees 00 minutes 18 seconds to the right and run west southwesterly along the approximate centerline of said chert road a distance of 408.93 feet to an existing corner set on the same said Easterly right of way line of U.S. Highway No. 31 in a curve to the left having a central angle of 4 degrees 49 minutes 24 seconds and a radius of 3,877.97; thence run Northwesterly along the arc of said right of way line an arc distance of 326.46 feet to the P.T. of said curve, thence continue along the tangent of said curve and along the same said right of way line of same said Highway No. 31 a tangent distance of 396.65 feet to the point of beginning.