

20111229000396380 1/16 \$58.00
Shelby Cnty Judge of Probate: AL
12/29/2011 03:34:12 PM FILED/CERT

UCC FINANCING STATEMENT

FOLLOW INSTRUCTIONS (front and back) CAREFULLY

A. NAME & PHONE OF CONTACT AT FILER [optional] REBECCA L. RAMSTROM (404) 581-8253	
B. SEND ACKNOWLEDGMENT TO: (Name and Address) JONES DAY, Attn: A. Michael Lee, Esq. 1420 Peachtree Street N.E., Suite 800 Atlanta, Georgia 30309-3053	

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 Vulcan Construction Materials, LP				
OR	1b. INDIVIDUAL'S LAST NAME	FIRST NAME	MIDDLE NAME	SUFFIX
1c. MAILING ADDRESS 1200 Urban Center Drive		CITY Birmingham	STATE AL	POSTAL CODE 35242 COUNTRY USA
1d. <u>SEE INSTRUCTIONS</u>	ADD'L INFO RE ORGANIZATION DEBTOR	1e. TYPE OF ORGANIZATION LP	1f. JURISDICTION OF ORGANIZATION Delaware	1g. ORGANIZATIONAL ID #, if any 2961982 <input type="checkbox"/> 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
2d. <u>SEE INSTRUCTIONS</u>	ADD'L 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 one secured party name (3a or 3b)

3a. ORGANIZATION'S NAME SunTrust Bank, as Administrative Agent				
OR	3b. INDIVIDUAL'S LAST NAME	FIRST NAME	MIDDLE NAME	SUFFIX
3c. MAILING ADDRESS 303 Peachtree Street, 23rd Floor		CITY Atlanta	STATE GA	POSTAL CODE 30308 COUNTRY USA

4. This FINANCING STATEMENT covers the following collateral:

See Exhibit A attached hereto and made a part hereof for a description of the collateral.

The maximum principal amount of indebtedness secured by this financing statement is \$600,000,000 subject to an Alabama Department of Revenue mortgage tax allocation order.

This is an as-extracted collateral filing to be filed in the real property records of Shelby County, Alabama.

5. ALTERNATIVE DESIGNATION (if applicable):	<input type="checkbox"/> LESSEE/LESSOR	<input type="checkbox"/> CONSIGNEE/CONSIGNOR	<input type="checkbox"/> BAILEE/BAILOR	<input type="checkbox"/> SELLER/BUYER	<input type="checkbox"/> AG. LIEN	<input type="checkbox"/> NON-UCC FILING
6. <input checked="" type="checkbox"/> 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) [if applicable] [ADDITIONAL FEE] [optional]		All Debtors <input type="checkbox"/> Debtor 1 <input type="checkbox"/> Debtor 2 <input type="checkbox"/>			
8. OPTIONAL FILER REFERENCE DATA						

To be filed in the Real Estate Records of Shelby County, Alabama (Helena Quarry) 566957-640035

FILING OFFICE COPY — UCC FINANCING STATEMENT (FORM UCC1) (REV. 05/22/02)

DEUCC1PNAT - 12/17/2002 C T System Online

040393-2

UCC FINANCING STATEMENT ADDENDUM

FOLLOW INSTRUCTIONS (front and back) CAREFULLY

20111229000396380 2/16 \$58.00
Shelby Cnty Judge of Probate, AL
12/29/2011 03:34:12 PM FILED/CERT

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

OR	9a. ORGANIZATION'S NAME Vulcan Construction Materials, LP		
	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

OR	11a. ORGANIZATION'S NAME				
	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 ORGANIZATION DEBTOR	11e. TYPE OF ORGANIZATION	11f. JURISDICTION OF ORGANIZATION		11g. ORGANIZATIONAL ID #, 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 B attached hereto and made a part hereof

16. Additional collateral description:

15. Name and address of a RECORD OWNER of above-described real estate (if Debtor does not have a record interest):

**Vulcan Lands, Inc.
1200 Urban Center Drive
Birmingham, Alabama 35242**

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 — UCC FINANCING STATEMENT ADDENDUM (FORM UCC1Ad) (REV. 05/22/02)

EXHIBIT A

DEBTOR/GRANTOR:	SECURED PARTY:
As listed on the UCC financing statement	SunTrust Bank, in its capacity as Administrative Agent on behalf of the Lender Group (together with its successors and assigns, the " <u>Administrative Agent</u> ") 303 Peachtree Street, N.E., 23rd Floor Atlanta, Georgia 30308

Description of Collateral:

All of Grantor's right, title and interest in and to the following to the extent located on, relating to, extracted from or otherwise pertaining to the real property described in Exhibit B attached hereto and made a part hereof, whether now or hereafter existing and whether now owned or hereafter acquired or arising (collectively, the "Collateral"):

(a) all Accounts (as defined in the Uniform Commercial Code, the "UCC"), including, without limitation, As-Extracted Collateral (as defined in the UCC) which constitutes Accounts;

(b) all Inventory (as defined in the UCC), including, without limitation, As-Extracted Collateral which constitutes Inventory; and

(c) all of the products and Proceeds (as defined in the UCC) of any of the foregoing.

EXHIBIT "B"

25911811



20111229000396380 4/16 \$58.00
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12/29/2011 03:34:12 PM FILED/CERT

A parcel of land containing 111.567 acres, more or less, being all that portion of North Half of the North Half of Section 11 lying West of State Highway 261 and the Northeast Quarter of the Northeast Quarter of Section 10, both in Township 20 South, Range 3 West, Shelby County, Alabama; being more particularly described as follows with a bearing basis being an assumed bearing for the North line of Section 11:

Commence and begin at a three inch capped pipe found at the Northwest Corner of the Northwest Quarter of the Northwest Quarter of Section 11, Township 20 South, Range 3 West, Shelby County, Alabama; thence run an assumed bearing of North 90°00'00" East 1322.19 feet to a three inch capped pipe found; thence continue North 90°00'00" East 1373.73 feet to a 1/2 inch rebar set (all set with a "CAE 00010" imprinted on a yellow cap) on the Westerly right-of-way line of Alabama Highway 261; thence South 24°03'41" West 397.44 feet along said West right-of-way line to a 1/2 inch rebar set at the PC of a curve to the right, concave Westerly with a radius of 2824.79 feet, a central angle of 9°02'00", a chord bearing of South 28°34'40" West and a chord length of 444.87 feet; thence continue Southerly, then Southwesterly along the arc of the said curve 445.33 feet, being along said West right-of-way line to a 1/2 inch rebar set; thence continue South 33°28'16" West along said West right-of-way line 520.10 feet to a 1/2 inch rebar set at the PC of a curve to the left, concave Easterly with a radius of 2904.79 feet, a central angle of 3°18'38", a chord bearing of South 31°48'57" West and a chord length of 167.81 feet; thence continue Southwesterly, then Southerly along the arc of said curve 167.83 feet, being along said West right-of-way line to a 1/2 inch rebar set; thence leaving said right-of-way line, South 89°58'05" West 586.92 feet to a 5/8 inch rebar found; thence South 89°58'05" West 1320.44 feet to a 1 1/2 inch open pipe found; thence South 89°46'37" West 1318.68 feet to a 5/8 inch rebar found; thence North 1°33'06" West 1331.90 feet to a three inch capped pipe found; thence North 89°47'28" East 1316.35 feet to the Point of Beginning.

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20111229000396380 5/16 \$58.00
Shelby Cnty Judge of Probate, AL
12/29/2011 03:34:12 PM FILED/CERT

The SE 1/4 of the NE 1/4 of Section 10, Township 20 South,
Range 3 West, containing forty (40) acres, more or less;

Also, all that part of the SW 1/4 of the NW 1/4 of Section 11,
Township 20 South, Range 3 West lying and being situated on
the North side of spur track leading from the Acton Branch of
L & N Railroad to and past the tipple of Paramount Coal
Company, Number 4 mine, containing four (4) acres, more or
less;

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20111229000396380 6/16 \$58.00
Shelby Cnty Judge of Probate, AL
12/29/2011 03:34:12 PM FILED/CERT

the fol-

lowing described real estate, situated in Shelby County, Alabama, to-wit:

Lots 11, 12, 13, 14, 15, 16, 17, 18, and 19,
Block D, of Pickett Survey of Liberty Heights,
situated in NW $\frac{1}{4}$ of NE $\frac{1}{4}$ of Section 15, Township
20 South, Range 3 West.

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20111229000396380 7/16 \$58.00
Shelby Cnty Judge of Probate, AL
12/29/2011 03:34:12 PM FILED/CERT

therein referred to as grantee, whether one or more), the following described real estate, situated in
Shelby County, Alabama, to-wit:

A parcel of land located in the SE 1/4 of the NW 1/4 of Section 11,
Township 20 South, Range 3 West, more particularly described as follows:
Commence at the SE corner of the SE 1/4 of the NW 1/4 of said section;
thence run West on a bearing of S 90 deg. 00 min. 00 sec. W for a
distance of 445.11 feet to the Point of Beginning; thence N 21 deg. 46
min. 23 sec. E for a distance of 595.94 feet to a point; thence N 88
deg. 50 min. 50 sec. W for a distance of 105.47 feet to a point; thence
N 22 deg. 22 min. 31 sec. E for a distance of 448.54 feet; thence S 89
deg. 27 min. 37 sec. W, 716.08 feet to the Right-of-Way of Alabama State
Highway No. 261; thence S 27 deg. 52 min. 45 sec. W along said R.O.W.
for a distance of 440.59 feet to the P.C. of a curve to the right having
a delta of 3 deg. 25 min. 12 sec. and a radius of 2751.23; thence S 29
deg. 32 min. 47 sec. W along said chord for a distance of 164.20 feet to
a point; thence S 60 deg. 36 min. 39 sec. E for a distance of 478.95
feet to a point; thence S 89 deg. 23 min. 07 sec E for a distance of
75.88 feet to a point; thence S 2 deg. 37 min. 43 sec. E for a distance
of 195.62 feet to a point; thence N 90 deg. 00 min. 00 sec. E for a
distance of 214.53 feet to the Point of Beginning; being situated in
Shelby County, Alabama.

Subject to existing easements, restrictions, set-back lines, rights of way, limitations,
if any, of record.



20111229000396380 8/16 \$58.00
Shelby Cnty Judge of Probate, AL
12/29/2011 03:34:12 PM FILED/CERT

the following described real estate,
situated in Shelby County, Alabama, to-wit:

Part of the NW $\frac{1}{4}$ of NE $\frac{1}{4}$, Section 15, Township 20 South, Range 3 West, described as follows: Commence at the NW corner of said $\frac{1}{4}$ - $\frac{1}{4}$ Section and run East 3 deg. South 2.26 chains to point of beginning; thence South 3 deg. East 8.22 chains; thence West 3 deg. North 2.20 chains; thence South 3 deg. East 1.28 chains; thence East 3 deg. South 463.84 feet; thence North 3 deg. West 9.50 chains to the North line of said $\frac{1}{4}$ - $\frac{1}{4}$ Section; thence West 3 deg. North 318.64 feet to point of beginning.
Situated in Shelby County, Alabama.



20111229000396380 9/16 \$58.00
 Shelby Cnty Judge of Probate, AL
 12/29/2011 03:34:12 PM FILED/CERT

Part of the West $\frac{1}{4}$ of the NE $\frac{1}{4}$ of Section 15, Township 20 South, Range 3 West, Shelby County, Alabama, being more particularly described as follows: Beginning at a point of intersection of the West line of the West $\frac{1}{4}$ of NE $\frac{1}{4}$ of said Section 15, with the North right-of-way line of that certain 100-foot railroad right-of-way, as shown on the tax plats as Seaboard Railroad, and being marked with an existing iron pin, run in a Northeasterly direction along said North right-of-way line for a distance of 580.89 feet to an existing iron pin; thence turn an angle to the left of $84^{\circ}46'37''$ and run in a Northerly direction for a distance of 211.20 feet to an existing iron pin; thence turn an angle to the right of $84^{\circ}46'37''$ and run in a Northeasterly direction for a distance of 105.6 feet to an existing iron pin; thence turn an angle to the right of $95^{\circ}13'23''$ and run in a Southeasterly direction for a distance of 106.20 feet to an existing iron pin; thence turn an angle to the left of $95^{\circ}13'23''$ and run in a Northeasterly direction for a distance of 105 feet to an existing iron pin, being on the West line of Block E, Liberty Heights, as recorded in the Office of the Judge of Probate, Shelby County, Alabama, in Map Book 3, Page 26; thence turn an angle to the left of $84^{\circ}46'37''$ and run in a Northerly direction along said West line of Block E, Liberty Heights, for a distance of 191.33 feet to an existing iron pin; thence turn an angle to the left of $86^{\circ}38'50''$ and run in a Westerly direction for a distance of 129.94 feet to an existing iron pin; thence turn an angle to the right of $90^{\circ}14'45''$ and run in a Northerly direction for a distance of 242.04 feet to an existing iron pin, being on the South right-of-way line of Pickett Avenue; thence turn an angle to the left of $89^{\circ}21'17''$ and run in a Westerly direction for a distance of 47.04 feet to an existing iron pin; thence turn an angle to the left of $90^{\circ}38'43''$ and run in a Southerly direction for a distance of 100 feet to an existing iron pin; thence turn an angle to the right of $90^{\circ}38'43''$ and run in a Westerly direction for a distance of 50.0 feet to an existing iron pin; thence turn an angle to the left of $90^{\circ}38'43''$ and run in a Southerly direction for a distance of 10.0 feet to an existing iron pin; thence turn an angle to the right of $101^{\circ}00'$ and run in a Northwesterly direction for a distance of 50.0 feet to an existing iron pin; thence turn an angle to the right of $62^{\circ}26'58''$ and run in a Northwesterly direction for a distance of 125 feet to an existing 2" solid iron pin; thence turn an angle to the left of $72^{\circ}19'50''$ and run in a Westerly direction for a distance of 461.72 feet to an existing axle iron found, being on the West line of the West $\frac{1}{4}$ of the NE $\frac{1}{4}$ of said Section 15; thence turn an angle to the left of $91^{\circ}55'55''$ and run in a Southerly direction along said West line of said West $\frac{1}{4}$ of NE $\frac{1}{4}$ of said Section 15 for a distance of 688.14 feet, more or less, to the point of beginning. Containing 9.158 acres, more or less.

THIS IS NOT HOMESTEAD PROPERTY.

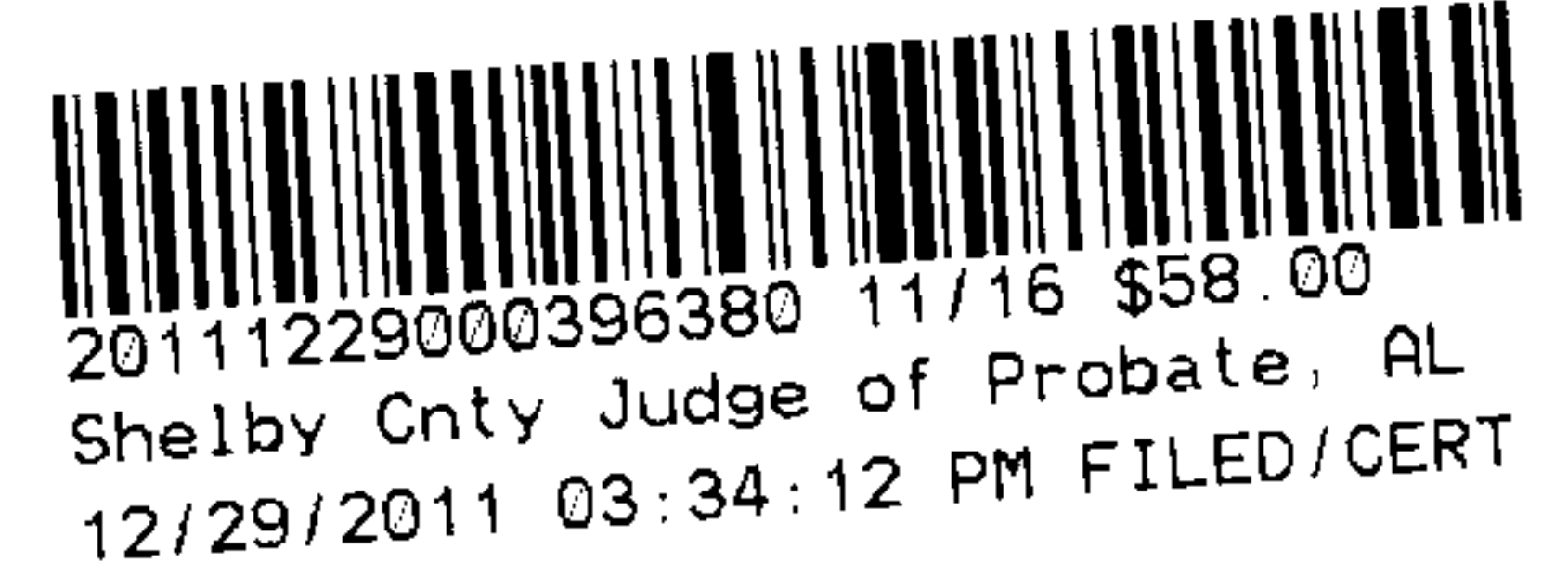
R5911803



20111229000396380 10/16 \$58.00
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12/29/2011 03:34:12 PM FILED/CERT

following described real estate, situated in Shelby County, Alabama,
to wit:

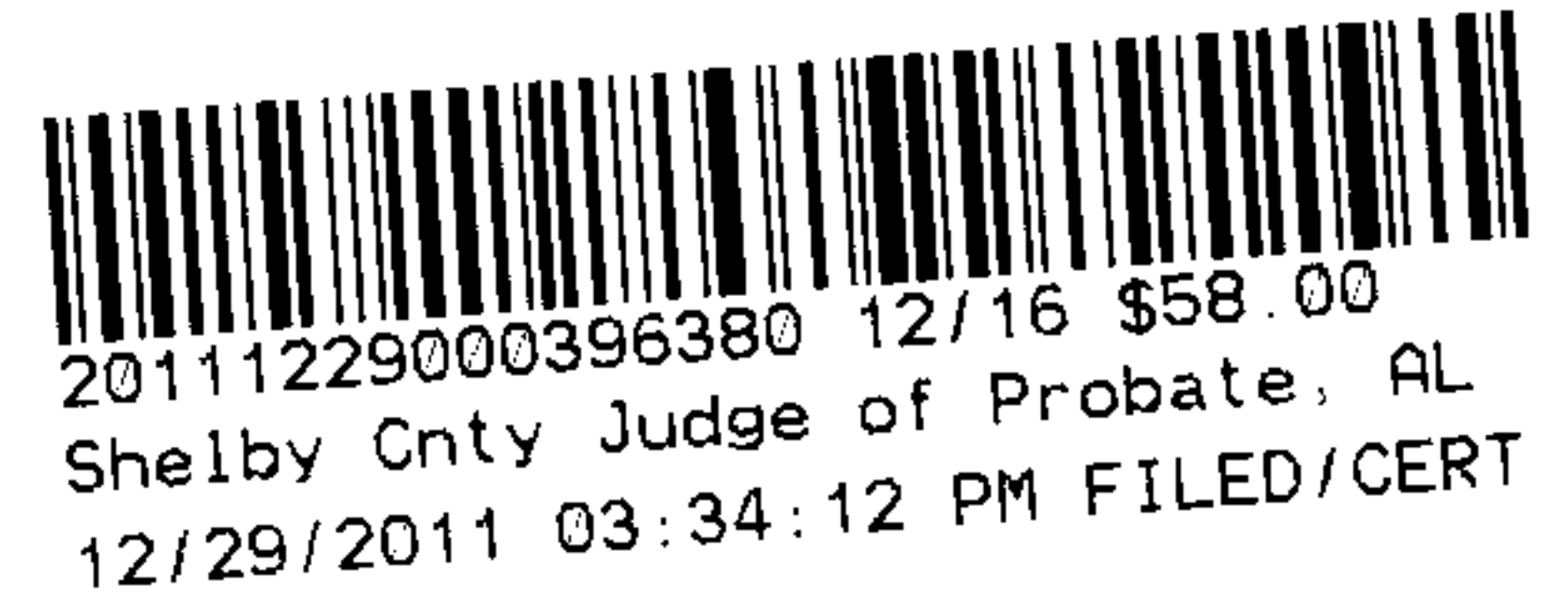
All that part of the SW $\frac{1}{4}$ of SE $\frac{1}{4}$ of Section 10, Township
20, Range 3 West lying South of the Helena-Acton Road.
Situated in Shelby County, Alabama.



the following described real estate, situated in
Shelby County, Alabama, to-wit:

Tract I: Begin at the Southeast corner of the SE $\frac{1}{4}$ of the SW $\frac{1}{4}$ of Section 10, Township 20 South, Range 3 West; thence North along the East line of said $\frac{1}{4}$ - $\frac{1}{4}$ Section for 242.91 feet to the point of beginning; thence continue North along said East line 298.09 feet to the point of beginning of a curve, turning to the left, being subtended by a central angle of 20 degrees 49 minutes, having a radius of 511.49 feet and a chord of 184.69 feet, said chord forming an angle of 160 degrees 33 minutes 30 seconds to the left from said East line, said point being the Southeast right-of-way of Helena-Acton Road; thence Southwesterly along the arc of said curve - 185.71 feet; thence Southwesterly along a straight line - tangent to said arc 88.00 feet; thence left 72 degrees 51 minutes in a Southeasterly direction 83.90 feet to the point of beginning.

Tract II: Begin at the Southeast corner of the SE $\frac{1}{4}$ of the SW $\frac{1}{4}$ of Section 10, Township 20 South, Range 3 West; thence North along the East line of said $\frac{1}{4}$ - $\frac{1}{4}$ Section for 187.91 feet; thence left 63 degrees 49 minutes in a Northwesterly direction 93.00 feet to the point of beginning of a curve, turning to the right, being subtended by a central angle of 30 degrees 01 minutes, having a radius of 780.10 feet and a chord of 404.11 feet, said chord forming an angle of 92 degrees 24 minutes to the left from last mentioned straight line, said point being the Southeast right-of-way of Helena-Acton Road; thence Southwesterly along the arc of said curve - 408.69 feet; thence Southwesterly along a straight line - tangent to said arc 264.00 feet; thence left 93 degrees 20 minutes 30 seconds in a Southeasterly direction 255.47 feet; thence left 32 degrees 34 minutes 30 seconds in an Easterly direction 199.08 feet to intersection with the East line of the NE $\frac{1}{4}$ of the NW $\frac{1}{4}$ of Section 15, Township 20 South, Range 3 West at a point 500.96 feet South of the Northeast corner of said NE $\frac{1}{4}$ of the NW $\frac{1}{4}$; thence right 41 degrees 10 minutes 30 seconds in a Southeasterly direction 153.63 feet; thence left 133 degrees 08 minutes 30 seconds in a Northerly direction 603.36 feet to intersection with the North line of the NW $\frac{1}{4}$ of the NE $\frac{1}{4}$ of said Section 15; thence West along said North line 111.54 feet to the point of beginning.



the following-described property:

Commence at the southeast corner of the SW $\frac{1}{4}$ of SE $\frac{1}{4}$, Section 10, Township 20 South, Range 3 West and run South 84 deg. 52 min. West (Magnetic Bearing) a distance of 458.80 ft. to a point on the centerline of Project Helena Street 71-1 at Station 1+63.2; thence run N 1 deg. 30 min. W along said centerline a distance of 22.2 ft. to a point at P.C. Station 1+85.4; thence continue along said centerline along an 8 deg. curve to the left (concave southwesterly) a distance of 28.6 ft. to the point of beginning on the south boundary line of said $\frac{1}{4}$ - $\frac{1}{4}$ section; thence run westerly along said S boundary line a distance of 30.0 ft., more or less, to a point on the SW 30 ft. right-of-way line of said project; thence run northwesterly along said 30 ft. right-of-way line along a curve to the left (concave southwesterly) and having a radius of 686.20 ft. a distance of 346.0 ft., more or less, to a point 30.0 ft. left of P.T. Station 5+81.2; thence run N 33 deg. 10 min. W along said right-of-way line a distance of 110.2 ft. to a point 30.0 ft. left of P.C. Station 6+91.4; thence run northwesterly along said right-of-way line along a curve to the right (concave northeasterly) and having a radius of 1939.86 ft. a distance of 336.8 ft. to a point 30.0 ft. left of Sta. 10+23.0; thence run northwesterly along a flare a distance of 112.0 ft. to a point on the S 40 ft. right-of-way line of State Hwy. #261; thence run easterly along said right-of-way line a distance of 203.0 ft. to a point; thence run southwesterly along a flare a distance of 80.0 ft. to a point on the NE 30 ft. right-of-way line of said project at Station 10+05.0; thence run southeasterly along said R.O.W. line along a curve to the left (concave northeasterly) and having a radius of 1879.86 ft. a distance of 308.7 ft. to a point 30 ft. right of P.C. Sta. 6+91.4; thence run S 33 deg. 10 min. E a distance of 110.2 ft. to a point 30 ft. right of P.T. Sta. 5+81.2; thence run southeasterly along a curve to the right (concave southwesterly) and having a radius of 746.20 ft. a distance of 385.0 ft., more or less, to a point on the S boundary line of said $\frac{1}{4}$ - $\frac{1}{4}$ section, thence run westerly along said S boundary line a distance of 30.0 ft., more or less, to the point of



20111229000396380 13/16 \$58.00
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that certain real
property which is situated entirely in Shelby County, Alabama, and which is
more particularly described as follows:

Commence at the SW corner of the SW1/4 of SE1/4, Section 10,
Township 20 South, Range 3 West, thence north along the west
line of said 1/4 1/4 section for a distance of 50' to the true point
of beginning; thence north along the west line of said section for a
distance of 208.7 feet to an iron pipe; thence south 88°30' east for
a distance of 417.4 feet to an iron pipe; thence south 00°09' west
for a distance of 208.7 feet to an iron pipe; thence north 88°30'
west for a distance of 417.4 feet to the true point of beginning,
containing 2 acres all lying and being in the SW1/4 of the SE1/4,
Section 10, Township 20 South, Range 3 West.

R5911810



20111229000396380 14/16 \$58.00
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Begin at the Southeast corner of the NW 1/4 of the SE 1/4 of Section 10, Township 20 South, Range 3 West; thence run Northerly along the East boundary line of the said NW 1/4 of the SE 1/4 of Section 10 Township 20 South, Range 3 West for 692.17 feet; thence turn an angle of 142 deg. 27 min. 50 sec. to the left and run Southwesterly for 857.17 feet, more or less, to a point on the South boundary line of the NW 1/4 of the SE 1/4 of Section 10, Township 20 South, Range 3 West; thence turn an angle of 126 deg. 10 min. 10 sec. to the left and run Easterly along the South boundary line of the NW 1/4 of the SE 1/4 of Section 10, Township 20 South, Range 3 West for 522.39 feet, more or less, to the point of beginning, said property being a part of the NW 1/4 of the SE 1/4 of Section 10, Township 20 South, Range 3 West; being situated in Shelby County, Alabama. Mineral and mining rights excepted.

Subject to the following easements:

Transmission Line Permit to Alabama Power Company as shown by instrument recorded in Deed Book 223, Page 74 in Probate Office.

Easement to Colonial Pipeline Co., as shown by instrument recorded in Deed Book 318, page 377 in the Probate Office.

Easement to Plantation Pipeline Co. as shown by instrument recorded in Deed Book 112 Page 292 in Probate Office.

Title to all minerals within and underlying the premises, together with all mining rights and other rights, privileges and immunities relating thereto, including rights set out in Deed Book 55, Pages 499, and 503, in Probate Office.

2011 6081
Recorded in the Above
UCC Book & Page
12-27-2011 01:59:05 PM
W. Hardy McCollum - Probate Judge
Tuscaloosa County, Alabama

UCC FINANCING STATEMENT

FOLLOW INSTRUCTIONS (front and back) CAREFULLY

A. NAME & PHONE OF CONTACT AT FILER [optional] REBECCA L. RAMSTROM (404) 581-8253	
B. SEND ACKNOWLEDGMENT TO: (Name and Address) JONES DAY, Attn: A. Michael Lee, Esq. 1420 Peachtree Street N.E., Suite 800 Atlanta, Georgia 30309-3053	

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OR 1b. INDIVIDUAL'S LAST NAME				
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1d. SEE INSTRUCTIONS		1e. TYPE OF ORGANIZATION LP	1f. JURISDICTION OF ORGANIZATION Delaware	
ADDL INFO RE ORGANIZATION DEBTOR		1g. ORGANIZATIONAL ID #, if any 2961982		<input type="checkbox"/> NONE

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OR 2b. INDIVIDUAL'S LAST NAME				
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ADDL INFO RE ORGANIZATION DEBTOR		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 one secured party name (3a or 3b)

3a. ORGANIZATION'S NAME SunTrust Bank, as Administrative Agent				
OR 3b. INDIVIDUAL'S LAST NAME				
3c. MAILING ADDRESS 303 Peachtree Street, 23rd Floor		CITY Atlanta	STATE GA	POSTAL CODE 30308
			COUNTRY USA	

4. This FINANCING STATEMENT covers the following collateral:

See Exhibit A attached hereto and made a part hereof for a description of the collateral.

The maximum principal amount of indebtedness secured by this financing statement is \$600,000,000 subject to an Alabama Department of Revenue mortgage tax allocation order.

This is an as-extracted collateral filing to be filed in the real property records of Tuscaloosa County, Alabama.

% of property located in Tuscaloosa County 90%

% of property located in Blbb County 10%

5. ALTERNATIVE DESIGNATION (if applicable)	LESSEE/LESSOR	CONSIGNEE/CONSIGNOR	BAILEE/BAILOR	SELLER/BUYER	AG. LIEN	NON-UCC FILING
6. <input checked="" type="checkbox"/> 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) (optional)		All Debtor's Debtor 1 Debtor 2			
8. OPTIONAL FILER REFERENCE DATA						

To be filed in the Real Estate Records of Tuscaloosa County, Alabama (Tuscaloosa Quarry) 566957-640035

FILING OFFICE COPY — UCC FINANCING STATEMENT (FORM UCC1) (REV. 05/22/02)

DEUCC1PNAT - 12/17/2002 C T System Online

Tuscaloosa County Probate Office

Instrument Recording Receipt

Book: UCC
Inst: UCC-1 Financing Statement
Book/Page: 2011 / 6081

Mortgage Tax	45720.00
Probate Judge Fee	2.00
Recording Fee	22.00
Recording Fee	8.00
Total Fees :	\$ 45750.00
<hr/>	
Total Due :	\$ 45750.00
Cash Paid :	\$ 30.00
Checks Paid:	\$ 45720.00
Total Paid :	\$ 45750.00
<hr/>	
Change Due :	\$ 0.00

Have a Nice Day
W. Hardy McCollum - Probate Judge

Term/Cashier: SCAM1 / Klatner
Tran: 10378.650901.823408
Printed: 12-27-2011 01:59:10 PM

Other County Tax

Book: UCC
Book/Page: 2011 / 6081

MTG - Mortgage Tax \$45720.00
PCT COUNTY

1.50	Calhoun County
15.35	Colbert County
3.43	DeKalb County
2.40	Escambia County
1.70	Etowah County
4.77	Franklin County
2.56	Jackson County
10.74	Jefferson County
17.21	Lee County
4.38	Madison County
6.20	Morgan County
18.13	Shelby County
3.43	Talladega County
7.37	Tuscaloosa County
0.03	Wibb County

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