

20120113000017950 1/4 \$33.00  
 Shelby Cnty Judge of Probate, AL  
 01/13/2012 03:01:50 PM FILED/CERT

**UCC FINANCING STATEMENT**

FOLLOW INSTRUCTIONS (front and back) CAREFULLY

A. NAME & PHONE OF CONTACT AT FILER (optional)  
 Christine Keifer Borton, 205-254-1000

B. SEND ACKNOWLEDGEMENT TO: (Name and Address)

Christine Keifer Borton  
 Maynard, Cooper & Gale, P.C.  
 1901 Sixth Avenue North  
 2400 Regions Harbert Plaza  
 Birmingham, Alabama 35203

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

OR	1a. ORGANIZATION'S NAME <b>Ponder Properties, L.L.C.</b>			
	1b. INDIVIDUAL'S LAST NAME	FIRST NAME	MIDDLE NAME	SUFFIX
1c. MAILING ADDRESS 850 Corporate Parkway		CITY Birmingham	STATE AL	POSTAL CODE 35242
1d. <b>SEE INSTRUCTIONS</b>	ADD'L INFO RE ORGANIZATION DEBTOR	1e. TYPE OF ORGANIZATION LLC	1f. JURISDICTION OF ORGANIZATION Alabama	1g. ORGANIZATIONAL ID #, if any <input checked="" 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

OR	2a. ORGANIZATION'S NAME			
	2b. INDIVIDUAL'S LAST NAME	FIRST NAME	MIDDLE NAME	SUFFIX
2c. MAILING ADDRESS		CITY	STATE	POSTAL CODE
2d. <b>SEE INSTRUCTIONS</b>	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)

OR	3a. ORGANIZATION'S NAME Regions Bank			
	3b. INDIVIDUAL'S LAST NAME	FIRST NAME	MIDDLE NAME	SUFFIX
3c. MAILING ADDRESS 1901 Sixth Avenue North, 19 <sup>th</sup> Floor		CITY Birmingham	STATE AL	POSTAL CODE 35203

4. This FINANCING STATEMENT covers the following collateral:  
 See Schedule I and Exhibit A attached hereto and made a part hereof.

NOTE TO PROBATE JUDGE: This Financing Statement is being recorded as additional security for obligations described in those certain mortgages recorded as Instrument Nos. 20090721000279610 and 20090616000229610, each as assigned and assumed pursuant to that certain Note and Mortgage Assumption Agreement recorded as Instrument No. 20111215000379570, upon which mortgage taxes have previously been paid in full.

TO BE FILED IN: Shelby County, Alabama  
 Project: Regions/T&T Investments / MCG # 2-3960

5. ALTERNATIVE DESIGNATION [if applicable]:  LESSEE/LESSOR  COSIGNEE/COSIGNOR  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)  All Debtors  Debtor 1  Debtor 2 [ADDITIONAL FEE] [optional]

8. OPTIONAL FILER REFERENCE DATA

**UCC FINANCING STATEMENT ADDENDUM**  
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9. NAME OF FIRST DEBTOR (1a OR 1b) ON RELATED FINANCING STATEMENT

OR	9a. ORGANIZATION'S NAME Ponder Properties, L.L.C.		
	9b. INDIVIDUAL'S LAST NAME	FIRST NAME	MIDDLE NAME, SUFFIX

10. MISCELLANEOUS:

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11. ADDITIONAL DEBTOR'S EXACT FULL LEGAL NAME – insert only one debtor 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. <b>SEE INSTRUCTIONS</b>	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 A to Schedule I attached hereto.

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.

  
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### Schedule I

All of Debtor's right, title and interest in and to the property described in "Exhibit A" attached hereto (the "Real Property"), together with all existing or subsequently erected or affixed buildings, improvements and fixtures, including without limitation all existing and future improvements, buildings, structures, mobile homes affixed to the Real Property, facilities, additions, replacements and other construction on the Real Property, all of the Debtor's present and future rights, title and interest in, to and under any and all present and future leases with respect to all or any part of the Real Property, including without limitation the Debtor's right to enforce such leases and to receive and collect payment and proceeds thereunder, all of the rents, revenues, income, issues, royalties, bonuses, accounts receivable, cash or security deposits, advance rentals, profits, proceeds and other payments or benefits now due or to become due and derived from the Real Property, and all equipment, fixtures, and other articles of personal property now or hereafter owned by Debtor, and now or hereafter attached or affixed to the Real Property; together with all accessions, parts, and additions to, all replacements of, and all substitutions for, any of such personal property, and together with all proceeds (including without limitation all insurance proceeds and refunds of premiums) from any sale or other disposition of the property.



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**EXHIBIT "A"**

**Lot 1 and 2, Block 2, according to the Survey of Cedar Grove Estates, as recorded in Map Book 3, page 53,  
in the Probate Office of Shelby County, Alabama.**

**Less and Except any part of subject property lying Highway 31, right of way.**