

20120514000170620 1/6 \$37.00
Shelby Cnty Judge of Probate, AL
05/14/2012 03:04:58 PM FILED/CERT

UCC FINANCING STATEMENT

FOLLOW INSTRUCTIONS (front and back) CAREFULLY

A. NAME & PHONE OF CONTACT AT FILER [optional] James E. Vann (205)930-5484	
B. SEND ACKNOWLEDGMENT TO: (Name and Address) James E. Vann Sirote & Permutt, P.C. 2311 Highland Avenue South Birmingham, Alabama 35205	

Chilton County Alabama
I certify this UCC was filed and
taxes collected on:

2012 May - 9 1:46PM

File Number 23975 Pages 6
Recording 35.00 Mortgage
Deed Min Tax
Index 8.00 DP 5.00
Archive
Judge Robert M. Martin

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 Boatright Railroad Companies, Inc.				
OR 1b. INDIVIDUAL'S LAST NAME				
1c. MAILING ADDRESS 31 Inverness Center Parkway, Suite 120		CITY Birmingham	STATE AL	POSTAL CODE 35242
1d. SEE INSTRUCTIONS		ADD'L INFO RE ORGANIZATION DEBTOR	1e. TYPE OF ORGANIZATION corporation	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

2a. ORGANIZATION'S NAME Boatright Railroad Products, LLC				
OR 2b. INDIVIDUAL'S LAST NAME				
2c. MAILING ADDRESS 31 Inverness Center Parkway, Suite 120		CITY Birmingham	STATE AL	POSTAL CODE 35242
2d. SEE INSTRUCTIONS		ADD'L INFO RE ORGANIZATION DEBTOR	2e. TYPE OF ORGANIZATION LLC	2f. JURISDICTION OF ORGANIZATION Alabama
				2g. ORGANIZATIONAL ID #, if any <input checked="" 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 ServisFirst Bank				
OR 3b. INDIVIDUAL'S LAST NAME				
3c. MAILING ADDRESS 850 Shades Creek Parkway		CITY Birmingham	STATE AL	POSTAL CODE 35209
COUNTRY USA				

4. This FINANCING STATEMENT covers the following collateral:

All of the property and collateral and types of property and collateral described on Schedule A located on or relating to the real property described in Exhibit A attached hereto, whether now owned or existing or hereafter created or acquired.

Additional security for mortgage recorded at 2012 pg 170922. (Chilton County)

Additional security for mortgage recorded at . (Shelby County)

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 [if applicable] 7. Check to REQUEST SEARCH REPORT(S) on Debtor(s) [ADDITIONAL FEE] [optional] All Debtors <input type="checkbox"/> Debtor 1 <input type="checkbox"/> Debtor 2				
8. OPTIONAL FILER REFERENCE DATA				

49210-147

UCC FINANCING STATEMENT ADDENDUM

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

9a. ORGANIZATION'S NAME	Boatright Railroad Companies, Inc.		
OR	9b. INDIVIDUAL'S LAST NAME	FIRST NAME	MIDDLE NAME, SUFFIX

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10. MISCELLANEOUS:

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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	Boatright Railroad Products, Inc.			
OR	11b. INDIVIDUAL'S LAST NAME	FIRST NAME	MIDDLE NAME	SUFFIX
11c. MAILING ADDRESS	CITY	STATE	POSTAL CODE	COUNTRY
31 Inverness Center Parkway, Suite 120	Birmingham	AL	35242	USA
11d. SEE INSTRUCTIONS	ADD'L INFO RE ORGANIZATION DEBTOR	11e. TYPE OF ORGANIZATION	11f. JURISDICTION OF ORGANIZATION	11g. ORGANIZATIONAL ID #, if any
		corporation	Alabama	<input checked="" type="checkbox"/> 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 attached hereto and incorporated herein by reference

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):

Boatright Railroad Products, Inc. and Boatright Railroad Products, LLC

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
☐ Filed in connection with a Public-Finance Transaction

International Association of Commercial Administrators (IACA)

UCC FINANCING STATEMENT ADDENDUM

FOLLOW INSTRUCTIONS (front and back) CAREFULLY

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

9a. OR ORGANIZATION'S NAME	Boatright Railroad Companies, Inc.		
OR	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 name (11a or 11b) - do not abbreviate or combine names

11a. ORGANIZATION'S NAME	Service Industrial Railcar, LLC			
OR	11b. INDIVIDUAL'S LAST NAME	FIRST NAME	MIDDLE NAME	SUFFIX
11c. MAILING ADDRESS	CITY	STATE	POSTAL CODE	COUNTRY
31 Inverness Center Parkway, Suite 120	Birmingham	AL	35242	USA
11d. SEE INSTRUCTIONS	ADD'L INFO RE ORGANIZATION DEBTOR	11e. TYPE OF ORGANIZATION	11f. JURISDICTION OF ORGANIZATION	11g. ORGANIZATIONAL ID #, if any
		LLC	Alabama	
				<input checked="" type="checkbox"/> 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 attached hereto and incorporated herein by reference

16. Additional collateral description:

FILED AT 11:35 AM

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

Boatright Railroad Products, Inc. and Boatright Railroad Products, LLC

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

☐ Filed in connection with a Public-Finance Transaction

Schedule A

(a) All that tract or parcel or parcels of land and estates more particularly described on Exhibit A attached hereto and made a part hereof (the "Land");

(b) All buildings, structures, and improvements of every nature whatsoever now or hereafter situated on the Land, and all fixtures, fittings, building materials, machinery, equipment, furniture and furnishings and personal property of every nature whatsoever now or hereafter owned by the Debtor and used or intended to be used in connection with or with the operation of said property, buildings, structures or other improvements (except household goods of the Debtor not acquired with the proceeds of any amount secured hereby), including all extensions, additions, improvements, betterments, renewals, substitutions and replacements and accessions to any of the foregoing, whether such fixtures, fittings, building materials, machinery, equipment, furniture, furnishings and personal property actually are located on or adjacent to the Land or not, and whether in storage or otherwise, and wheresoever the same may be located (the "Improvements");

(c) All accounts (as presently or hereafter defined in the Uniform Commercial Code), general intangibles, goods, contracts and contract rights relating to the Land, Improvements, and other Mortgaged Property, whether now owned or existing or hereafter created, acquired or arising, including without limitation, all construction contracts, architectural services contracts, management contracts, leasing agent contracts, purchase and sales contracts, put or other option contracts, and all other contracts and agreements relating to the construction of improvements on, or the operation, management and sale of all or any part of the Land, Improvements and other Mortgaged Property;

(d) Together with all easements, rights of way, gores of land, streets, ways, alleys, passages, sewer rights, waters, water courses, water rights and powers, and all estates, leases, subleases, licenses, rights, titles, interests, privileges, liberties, tenements, hereditaments, and appurtenances whatsoever, in any way belonging, relating or appertaining to any of the property hereinabove described, or which hereafter shall in any way belong, relate or be appurtenant thereto, whether now owned or hereafter acquired by the Debtor, and the reversion and reversions, remainder and remainders, rents, issues and profits thereof, and all the estate, right, title, interest, property, possession, claim and demand whatsoever at law, as well as in equity, of the Debtor of, in and to the same, including but not limited to:

(i) All rents, royalties, profits, issues and revenues of the Land, Improvements, and other Mortgaged Property from time to time accruing, whether under leases or tenancies now existing or hereafter created, reserving to Debtor, however, so long as Debtor is not in default hereunder, the right to receive and retain the rents, issues and profits thereof; and

(ii) All judgments, awards of damages and settlements hereafter made resulting from condemnation proceedings or the taking of the Land, Improvements, or other Mortgaged Property, or any part thereof under the power of eminent domain, or for any damage (whether caused by such taking or otherwise) to the Land, Improvements, or other Mortgaged Property, or any part thereof, or to any rights or appurtenances thereto, including any award for change of grade or streets. Lender is hereby authorized on behalf of and in the name of Debtor to execute and deliver valid acquittances for, and appeal from, any such judgments or awards. Lender may apply all such sums or any part thereof so received, after the payment of all its expenses, including costs and attorneys' fees on any of the indebtedness secured hereby in such manner as it elects, or at its option, the entire amount or any part thereof so received may be released.


(e) Any and all licenses, development permits, building permits, utility supply agreements, sewer and water discharge permits and agreements, and other licenses, permits and agreements relating to the use, development, construction, occupancy and operation of the Land and Improvements, whether now or hereafter issued or executed, and all modifications, amendments, replacements or re-issuances of the foregoing;

(f) All proceeds and products, cash or non-cash (including, but not limited to, all insurance, contract and tort proceeds and all inventory, accounts, chattel paper, documents, instruments, equipment, fixtures, consumer goods and general intangibles acquired with cash proceeds of any of the property described above) of any of the foregoing types or items of property described in subparagraphs (a), (b), (c), (d) or (e) above.



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**EXHIBIT A
LEGAL DESCRIPTION**


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PARCEL I:

Commence at a found concrete monument lying at the Southeast corner of Section 16, Township 22 North, Range 14 East, Chilton County, Alabama; thence run South 89 degrees 22 minutes 50 seconds West, 641.10 feet to a found concrete monument; thence run South 89 degrees 27 minutes 51 seconds West, 488.85 feet to a found concrete monument; thence run North 00 degrees 07 minutes 35 seconds West, 312.15 feet to a found capped rebar lying at the Northwest corner of Hardesty Property, as recorded in the Office of the Judge of Probate, Chilton County, Alabama in Deed Book 239, at Page 394, said point being the point of beginning; thence run North 00 degrees 07 minutes 16 seconds West, 377.15 feet to a found concrete monument; thence run North 88 degrees 04 minutes 35 seconds West, 197.76 feet to a found concrete monument; thence run North 00 degrees 54 minutes 51 seconds East, 661.39 feet to a found concrete monument lying at the Northeast corner of Johnson Property, as recorded in the Office of the Judge of Probate, Chilton County, Alabama in Deed Book 628, at Page 277; thence run South 86 degrees 22 minutes 20 seconds West, 1382.66 feet to a set 5/8" rebar GMC CAP NO. CA00156 lying at the Southeast corner of Maddox Property, as recorded in the Office of the Judge of Probate, Chilton County, Alabama in Deed Book 204, at Page 602; thence run North 01 degrees 31 minutes 07 seconds West, 1331.11 feet to a found 2" open top iron pin lying at the Northeast corner of said Maddox Property; thence run North 89 degrees 36 minutes 26 seconds East, 535.28 feet to a found 1" open top iron pin lying at the intersection of the Southeast corner of Jones Property, as recorded in the Office of the Judge of Probate, Chilton County, Alabama in Deed Book 104, at Page 548, and the South right of way of CSX Railroad (100.0'); thence run along said South right of way South 59 degrees 49 minutes 00 seconds East, 1623.94 feet to a found concrete monument; thence run South 59 degrees 48 minutes 34 seconds East, 1128.55 feet to a set 5/8" rebar GMC CAP NO. CA00156 lying on said South right of way of CSX Railroad; thence leaving said South right of way run South 30 degrees 50 minutes 09 seconds West, 60.01 feet to a set 5/8" rebar GMC CAP NO. CA00156 lying on the North line of Smith Property, as recorded in the Office of the Judge of Probate, Chilton County, Alabama in Deed Book 236, at Page 136; thence run along said North line North 59 degrees 49 minutes 56 seconds West, 177.35 feet to a found 1/2" rebar lying at the Northwest corner of said Smith Property; thence run South 23 degrees 34 minutes 09 seconds West, 533.40 feet to a set 5/8" rebar GMC CAP NO. CA00156 lying on the North line of Raycar Properties LLC, as recorded in the Office of the Judge of Probate, Chilton County, Alabama in Deed Book 356, at Page 775; thence run along said North line North 66 degrees 26 minutes 22 seconds West, 278.40 feet to a found capped rebar lying at the Northwest corner of said Raycar Property; thence run South 04 degrees 22 minutes 27 seconds West, 560.37 feet to a found capped rebar lying at the Southwest corner of said Raycar property; thence run South 89 degrees 08 minutes 46 seconds West, 616.21 feet to the point of beginning and lying and being situated in the Southeast Quarter of Section 16, Township 22 North, Range 14 East, Chilton County, Alabama.

PARCEL II:

A parcel of land situated in the East 1/2 of Section 18, and in the West 1/2 of Section 17, both of Township 24 North, Range 12 East, described as follows:

Commence at the Southeast corner of Section 18 and go North 2 degrees 40 minutes West along the East boundary of said Section for 1,575.56 feet; thence South 73 degrees 46 minutes West for 260.46 feet to the point of beginning being a highway right of way marker; thence South 1 degrees 48 minutes East for 10.00 feet to another right of way marker; thence Westerly along a curve on the North boundary of Highway 25 for 352.06 feet, said curve having a radius of 1,096.78 feet and subtended by a cord bearing North 84 degrees 52 minutes West for 350.55 feet; thence continue along this boundary North 73 degrees 07 minutes West for 219.97 feet; thence North 72 degrees 04 minutes West for 523.08 feet; thence North 78 degrees 09 minutes West for 50.23 feet to the beginning of a curve to the left, having a radius of 1,979.38 feet and subtended by a cord bearing North 78 degrees 01 minutes West for 373.70 feet; thence

along this curve 374.21 feet to the beginning of a curve to the left, having a radius of 2,402.85 feet and subtended by a cord bearing South 79 degrees 27 minutes West for 862.02 feet; thence along this curve for 867.14 feet; thence South 69 degrees 07 minutes West for 60.43 feet; thence North 2 degrees 05 minutes West for 1,038.76 feet to the North boundary of the Northwest $\frac{1}{4}$ of the Southeast $\frac{1}{4}$ of Section 18; thence North 89 degrees 02 minutes East along this boundary for 1,276.26 feet to the Northeast corner of said $\frac{1}{4}$ - $\frac{1}{4}$ Section; thence North 49 degrees 27 minutes East for 62.37 feet; thence South 85 degrees 24 minutes East for 1,188.19 feet; thence South 31 degrees 17 minutes East for 1,043.40 feet to the North boundary of Highway 25; thence South 55 degrees 19 minutes West along this boundary for 237.05 feet to the beginning of a curve to the right, having a radius of 914.40 feet and subtended by a cord bearing South 73 degrees 46 minutes West for 457.73 feet; thence along this curve 462.40 feet to the point of beginning.

Less and Except any portion conveyed to the State of Alabama in Instrument #20060831000429130.

Situated in Shelby County, Alabama.



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