

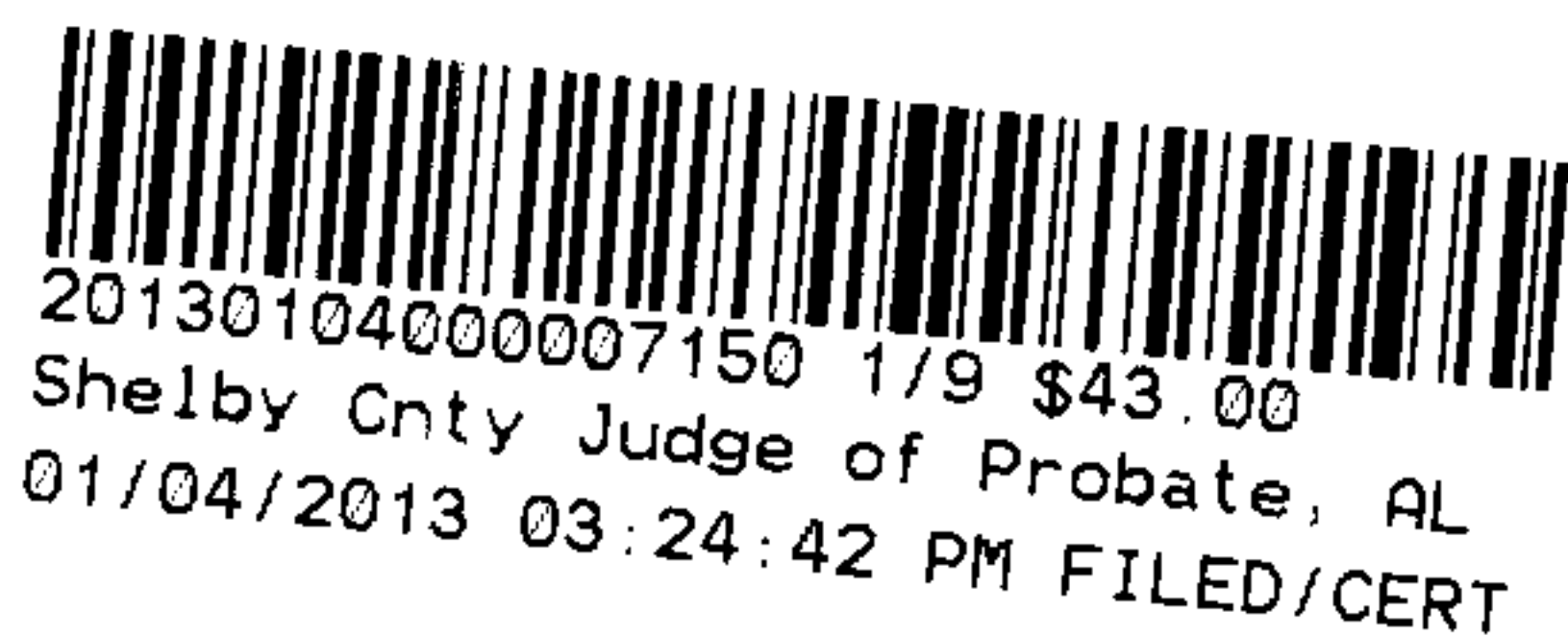
UCC FINANCING STATEMENT

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



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
Schroeder Holdings, LLC

OR 1b. INDIVIDUAL'S LAST NAME

1c. MAILING ADDRESS
3504 U.S. Highway 280

1d. SEE INSTRUCTIONS ADD'L INFO RE ORGANIZATION DEBTOR 1e. TYPE OF ORGANIZATION **LLC** 1f. JURISDICTION OF ORGANIZATION **Alabama** 1g. ORGANIZATIONAL ID #, if any ☒ 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
South Central Steel, Inc.

OR 2b. INDIVIDUAL'S LAST NAME

2c. MAILING ADDRESS
3504 U.S. Highway 280

2d. SEE INSTRUCTIONS ADD'L INFO RE ORGANIZATION DEBTOR 2e. TYPE OF ORGANIZATION **corporation** 2f. JURISDICTION OF ORGANIZATION **Alabama** 2g. ORGANIZATIONAL ID #, if any ☒ 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
First Partners Bank

OR 3b. INDIVIDUAL'S LAST NAME

3c. MAILING ADDRESS
1360 Montgomery Highway, Suite 100

4. This FINANCING STATEMENT covers the following collateral:

See Schedule "A" attached hereto and incorporated herein by reference.

Additional security for mortgage recorded at _____/_____.

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

54411-22 (SBA 1st lien)

UCC FINANCING STATEMENT ADDENDUM

FOLLOW INSTRUCTIONS (front and back) CAREFULLY

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

9a. ORGANIZATION'S NAME	Schroeder Holdings, LLC	
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				
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 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)

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 "B" attached hereto and incorporated herein by reference.

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

Schroeder Holdings, LLC

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
- ☐ Filed in connection with a Public-Finance Transaction

International Association of Commercial Administrators (IACA)

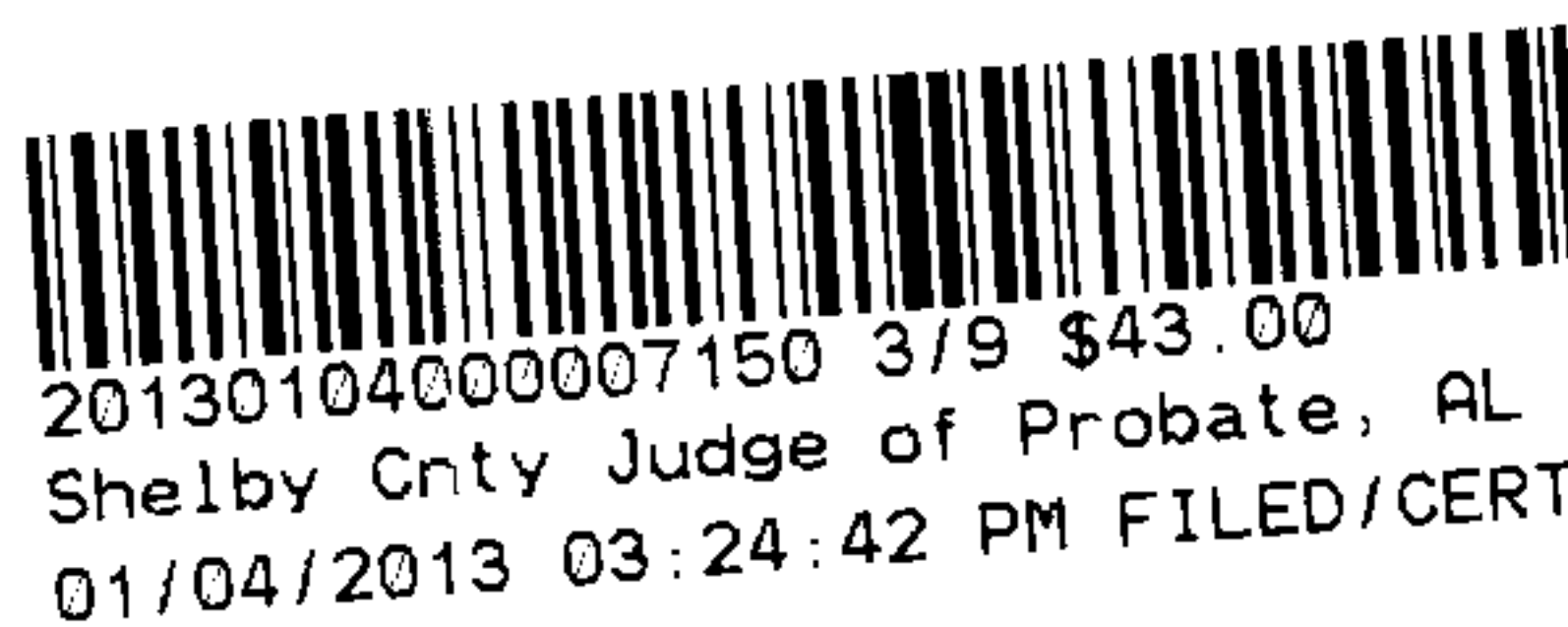
SCHEDULE A

All of the Debtor's right, title, and interest of every kind or nature, without limitation, in, to and under all of the following items and types of property, whether now owned or hereafter created or acquired and wherever located (collectively referred to for convenience as the "Collateral"):

A. Any and all of Debtor's fixtures, equipment and machinery, now owned or hereafter acquired and wherever located (hereinafter referred to for convenience as the "Equipment"), including, without limitation, the equipment described in Exhibit A attached hereto, and all fixtures located at the real property described in Exhibit B, and all proceeds of the Equipment;

B. Any and all of Debtor's presently existing and hereafter arising instruments, chattel paper and general intangibles; and

C. Any and all proceeds (including, without limitation, insurance proceeds) and products of any and all of the foregoing; all accessions, accessories, additions, amendments, attachments, modifications, replacements and substitutions to any of the above; all policies of insurance pertaining to any of the above as well as any proceeds and unearned premiums pertaining to such policies; and all books and records pertaining to any of the above.



Confidential Appraisal Report
 South Central Steel
 Appraisal Date: October 16, 2012
 Report Date: October 19, 2012

Exhibit A

Capital Equipment

Item #	Description	Manufacturer	Model No.	Serial/VIN No.	Remaining Useful Life	Condition	Fair Market Value	Ordinary Liquidation Value	Forced Liquidation Value
1	Drill (2009)	Peddinghaus	BDL 1250	74218	10 Years	Good	\$305,000	\$177,000	\$106,200
2	Band Saw	Peddinghaus	1140-510	17489	10 Years	Good	\$80,300	\$42,200	\$25,300
3	Beam Cooper (2012)	Peddinghaus	Liberator	58405	10 Years	Good	\$106,400	\$59,000	\$35,400
4	Drill Sharpener	Rush Machinery	250A	2681	10 Years	Good	\$4,800	\$2,400	\$1,400
5	Conveyor System	N/A	N/A	N/A	10 Years	Good	\$50,000	\$30,000	\$18,000
6	Overhead Cranes (Qty 8)	N/A	N/A	N/A	10 Years	Good	\$148,000	\$81,600	\$49,000
7	Press Brake	Prime Line	712003	7005	10 Years	Good	\$44,500	\$23,100	\$13,900
8	Beam Cambering Machine	Camco	30"	N/A	10 Years	Good	\$22,000	\$12,600	\$7,600
9	Rotary Screw Air Compressor (1988)	LeRol	2468-353	104076	10 Years	Good	\$7,600	\$4,100	\$2,500
10	Fork Lift	Sellick	SD-80	3212711832	10 Years	Good	\$24,500	\$14,400	\$8,600
11	Fork Lift (2001)	Mastercraft	C-08-706	51246	10 Years	Good	\$13,900	\$8,000	\$4,800
12	Heavy Duty Work Truck (2002)	Freightliner	FL 60	N/A	10 Years	Good	\$23,300	\$14,000	\$8,400
13	Hydraulic Flange Punch	Franklin	100 ton	N/A	10 Years	Good	\$3,300	\$1,800	\$1,100
14	Punch	Peddinghaus	100 Ton Hyd Webb and Flange Punch	N/A	10 Years	Good	\$12,100	\$6,900	\$4,100
15	Band Saw	Hyd Mech	S-20 Series II	N/A	10 Years	Good	\$10,600	\$5,800	\$3,500
16	Proma Cut PMC Cold Saw	Trenkleger	PMC 8-L	37400/1	10 Years	Good	\$7,600	\$4,100	\$2,500
17	Iron Workers (Qty 2)	Piranha	P-90	N/A	10 Years	Good	\$40,200	\$22,900	\$13,700
18	Iron Worker	Geka	HYD-100	14150	10 Years	Good	\$15,000	\$8,500	\$5,100
19	Brake Press	Cincinnati	9	35312	10 Years	Good	\$37,900	\$21,800	\$13,100
20	CNC Punch	Geka	Puma 110/E-500	1026	10 Years	Good	\$37,700	\$22,000	\$13,200
21	Hydraulic Plate Shear	Adira	GHO-0630	1163485	10 Years	Good	\$25,000	\$14,400	\$8,600

Nationwide Valuations



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Confidential Appraisal Report
 South Central Steel
 Appraisal Date: October 16, 2012
 Report Date: October 19, 2012

Exhibit A (cont'd)

Item #	Description	Manufacturer	Model No.	Serial/VIN No.	Remaining Useful Life	Condition	Fair Market Value - Continuous Use	Orderly Liquidation Value	Forced Liquidation Value
22	Initial Pinch Plate Bending Roll	Bertsch & Company	N/A	7991	10 Years	Good	\$24,500	\$13,500	\$8,100
23	Plate Processing Table	Kolke Aronson	Plate-Pro PLP 2500	40388	10 Years	Good	\$32,500	\$18,000	\$10,800
24	Plate Processing Table	K.N. Aronson/Versagraph	4700 DH	VG93037	10 Years	Good	\$57,000	\$32,400	\$19,400
25	Air Compressor	Ingersoll Rand	T15	30T35877D	10 Years	Good	\$3,000	\$1,500	\$900
26	Tractor (1988)	Volvo	N/A	10YF52489DA562108	10 Years	Good	\$7,400	\$4,400	\$2,600
27	Pickup Truck (2006)	Ford	F250	N/A	10 Years	Good	\$19,000	\$11,400	\$6,800
28	Gooseneck Construction Trailer	N/A	N/A	N/A	10 Years	Good	\$6,700	\$4,000	\$2,400
29	Diesel Welding Machines (Qty 4)	Big 50's	Big 50's	N/A	10 Years	Good	\$5,000	\$2,600	\$1,600
30	Security System	Closed Circuit	N/A	N/A	10 Years	Good	\$3,000	\$1,800	\$1,100
31	Stud Welders (Qty 3)	Lincoln/Miller	N/A	N/A	10 Years	Good	\$8,500	\$4,900	\$2,900
							\$1,186,300	\$671,100	\$402,600

* This estimate assumes all items receive periodic maintenance according to instructions of original manufacturing companies (or their successors) and by use of replacement components (new, used, remanufactured, or reverse-engineered) available either from those companies or from alternative suppliers in the aftermarket.

Nationwide Valuations

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Exhibit A (cont'd)

2006 Ford F250 pick-up truck – VIN 1FTSW20P26ED58177



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Exhibit B


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PARCEL I:

Commence at the Southeast corner of the Southwest Quarter of the Southwest Quarter of Section 35, Township 19 South, Range 2 East, Shelby County, Alabama, thence run Northerly along Quarter-Quarter line 1,433.01 feet to a point; thence 128 degrees 30 minutes left and run 688.12 feet to a point; thence 51 degrees 30 minutes left and run 594.97 feet to a point; thence 51 degrees 30 minutes right and run 185.0 feet to the point of beginning of the property being described; thence continue along last described course 156.70 feet to a point on the North right of way line of Highway 280; thence 75 degrees 58 minutes right and run Northwesterly along said right of way line 194.08 feet to a point; thence 88 degrees 18 minutes right and run 213.50 feet to a point; thence 90 degrees 0 minutes right and run 110.75 feet to a point; thence 46 degrees 31 minutes right and run 36.48 feet to a point; thence 23 degrees 59 minutes left 108.80 feet to the point of beginning.

PARCEL II:

Commence at the Southeast corner of the Southwest $\frac{1}{4}$ of the Southwest $\frac{1}{4}$ of Section 35, Township 19 South, Range 2 East, Shelby County, Alabama; thence run Northerly along the East line of said Quarter-Quarter 1,433.01 feet to a point; thence 128 degrees 30 minutes left and run Southwesterly 688.12 feet to a point; thence 51 degrees 30 minutes left and run Southerly 276.58 feet to the point of beginning of Tract "B", thence continue along last described course 181.42 feet to a point; thence 65 degrees 27 minutes right and run Southwesterly 140.67 feet to a point; thence 110 degrees 58 minutes 09 seconds right and run Northerly 240.34 feet to a point; thence 93 degrees 34 minutes 51 seconds right and run Easterly 142.96 feet to the point of beginning.

ALSO:

Commence at the Southeast corner of the Southwest $\frac{1}{4}$ of the Southwest $\frac{1}{4}$ of Section 35, Township 19 South, Range 2 East; thence run North along the East line of said Quarter-Quarter section 676.0 feet to the point of beginning; thence continue along the last described course 420.56 feet; thence left 128 degrees 30 minutes and run Southwesterly 661.74 feet; thence turn left 51 degrees 30 minutes and run South 420.56 feet; thence turn left 128 degrees 30 minutes and run Northeasterly 661.74 feet to the point of beginning.

ALSO:

A 20 foot easement for ingress and egress, described as follows:

Commence at the Southeast corner of the Southwest $\frac{1}{4}$ of the Southwest $\frac{1}{4}$ of Section 35, Township 19 South, Range 2 East; thence run North along the East line of said Quarter-Quarter section 676.0 feet; thence turn left 128 degrees 30 minutes and run Southwesterly 1030.0 feet to the Northeasterly right of way line of U. S. Hwy. 280; thence turn right 76 degrees 00 minutes and run Northwesterly 110 feet to the point of beginning; thence continue along last described course 20.61 feet; thence turn right 104 degrees 00 minutes and run Northeasterly 500.16 feet; thence turn right 128 degrees 30 minutes and run South 25.56 feet; thence turn right 51 degrees 30 minutes and run Southwesterly 479.76 feet to the point of beginning.

PARCEL III:

Commence at the Southeast corner of the Southwest Quarter of the Southwest Quarter of Section 35, Township 19 South, Range 2 East, Shelby County, Alabama, thence run Northerly along the East line of said Quarter-Quarter 1,433.01 feet to a point; thence 128 degrees 30 minutes left and run Southwesterly



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Shelby Cnty Judge of Probate, AL
01/04/2013 03:24:42 PM FILED/CERT

688.12 feet to a point; thence 51 degrees 30 minutes left and run Southerly 458.0 feet to the point of beginning of the Tract ("C") being described, thence continue along last described course 136.97 feet to a point, thence 51 degrees 30 minutes right and run Southwesterly 185.0 feet to a point; thence 118 degrees 56 minutes 14 seconds right and run Northwesterly 175.14 feet to a point; thence turn 75 degrees 00 minutes 46 seconds right and run Northeasterly 191.16 feet to the point of beginning.

Also commence at the Southeast corner of the Southwest Quarter of the Southwest Quarter of Section 35, Township 19 South, Range 2 East, Shelby County, Alabama and run Northerly along the East line of said Quarter-Quarter a distance of 1,433.01 feet to a point; thence turn an angle of 128 degrees 30 minutes to the left and run Southwesterly a distance of 688.12 feet to a point; thence turn an angle of 51 degrees 30 minutes to the left and run Southerly a distance of 594.97 feet to a point; thence turn an angle of 51 degrees 30 minutes to the right and run Southwesterly a distance of 185.0 feet to the point of beginning of the property being described, thence turn an angle of 96 degrees 48 minutes to the right and run Northwesterly a distance of 108.80 feet to a point, thence turn an angle of 23 degrees 59 minutes to the right and run Northerly a distance of 36.50 feet to a point; thence turn an angle of 46 degrees 38 minutes to the right and run Northeasterly a distance of 54.66 feet to a point; thence turn an angle of 131 degrees 53 minutes to the right and run Southerly a distance of 173.50 feet to the point of beginning.

PARCELIV:

Commence at the Southeast corner of the Southwest $\frac{1}{4}$ of the Southwest $\frac{1}{4}$ of Section 35, Township 19 South, Range 2 East, thence run North along the East line of said $\frac{1}{4}$ - $\frac{1}{4}$ section 676.0 feet; thence turn left 128 degrees and run Southwesterly 661.74 feet to the point of beginning; thence continue along the last described course 368.26 feet to the Northeasterly right of way line of U.S. Highway 280; thence turn right 76 degrees 00 minutes and run Northwesterly along said right of way line 110.0 feet; thence turn right 104 degrees 00 minutes and run Northeasterly 479.76 feet; thence turn right 128 degrees 30 minutes and run South 136.38 feet to the point of beginning; being situated in Southwest $\frac{1}{4}$ of Section 35, Township 19 South, Range 2 East. Less and except any part within Condemnation Case No. 23-89 as recorded in Instrument # 1993-3104 and Instrument # 1993-4137.

All being situated in Shelby County, Alabama.

Parcels I – IV also described as follows:

Parcel #1

A part of the SW $\frac{1}{4}$ of the SW $\frac{1}{4}$ of Section 35, T 19 South, Range 2 East, Shelby County, Alabama Described as follows:

Commence at the SE Corner of the SW $\frac{1}{4}$ of the SW $\frac{1}{4}$ of Section 35, T 19 South, Range 2 East, Shelby County, Alabama; thence N 03°12'55" E along the East line of Said $\frac{1}{4}$ - $\frac{1}{4}$ Section a distance of 676.00' to the point of beginning; thence N 03°12'55" E along said line a distance of 416.34'; thence S 54°43'23" W a distance of 659.49'; thence S 03°09'43" W a distance of 284.53'; thence S 54°53'26" W a distance of 346.44' to a point on the Northern Right of Way for U.S. Highway 280; thence S 49°27'00" E along Said right of Way a distance of 113.39'; thence N 54°20'39" E a distance of 895.93' to the Point of Beginning;

Together with a 20 foot easement for ingress and egress, described as follows:


Commence at the Southeast corner of the Southwest $\frac{1}{4}$ of the Southwest $\frac{1}{4}$ of Section 35, Township 19 South, Range 2 East; thence N 03°12'55" E along the East line of Said Section a distance of 676.00'; thence S 54°20'39" W a distance of 895.93' to a point on the Northern Right of Way for U.S. Highway

280; thence N 49°27'00" W a distance of 113.39' to the point of beginning; thence continue along said right of Way and N 49°27'00" W a distance of 20.64'; thence N 54°53'26" E a distance of 367.33'; thence S 03°09'43" W a distance of 25.47'; thence S 54°53'26" W a distance of 346.44' to a point on the Northern Right of Way of U.S. Highway 280 and the point of beginning.

Parcel #2

A part of the SW ¼ of the SW ¼ of Section 35, T 19 South, Range 2 East, Shelby County, Alabama
Described as follows:

Commence at the SE Corner of the SW ¼ of the SW ¼ of Section 35, T 19 South, Range 2 East, Shelby County, Alabama; thence N 03°12'55" E along the East line of Said ¼ - ¼ Section a distance of 676.00'; thence S 54°20'39" W a distance of 895.93' to a Point on the Northern Right of Way for U.S. Highway 280; thence N 49°27'00" W along said Right of Way a distance of 134.03' to the Point of Beginning; thence N 54°53'30" E a distance of 340.44'; thence N 03°24'45" E a distance of 319.07'; thence N 86°58'26" W a distance of 142.89'; thence S 00°21'53" E a distance of 239.66'; thence S 68°08'46" W a distance of 50.76'; thence S 42°26'12" W a distance of 50.63'; thence N 53°11'11" W a distance of 110.72'; thence S 38°55'43" W a distance of 213.34' to a point on the Northern Right of Way for U.S. Highway 280; thence S 49°27'12" E a distance of 194.30' to the Point of beginning.


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