UCC FINANCING STATEMENT

FOLLOW INSTRUCTIONS (front and back) CAREFULLY	
A. NAME & PHONE OF CONTACT AT FILER [optional]	
Liz Gibbons @ 205-380-2643	
B. SEND ACKNOWLEDGMENT TO: (Name and Address)	
Liz Gibbons Gibbons Graham LLC 100 Corporate Parkway Suite 125 Birmingham, Alabama 35242	

20130905000362090 1/5 \$37.00
Shelby Cnty Judge of Probate, AL
09/05/2013 04:10:42 PM FILED/CERT

THE ABOVE SPACE IS FOR FILING OFFICE USE ONLY

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1. DEBTOR'S EXACT	FULL LEGAL NAM	E - insert only <u>one</u> debtor name (1a	or 1b) - do not abbreviate or combine names		· · · · · · · · · · · · · · · · · · ·	<u></u>		
1a. ORGANIZATION'S	NAME							
Thornton Custo	om Homes & R	emodeling, Inc.						
1b. INDIVIDUAL'S LAST NAME			FIRST NAME	MIDDLE	NAME	SUFFIX		
1c. MAILING ADDRESS			CITY	STATE	POSTAL CODE	COUNTRY		
5300 Cahaba River Road, Suite 200			Birmingham	AL	35243	USA		
		1e. TYPE OF ORGANIZATION	1f. JURISDICTION OF ORGANIZATION	1g. ORG	RGANIZATIONAL ID #, if any			
	ORGANIZATION DEBTOR	corporation	Alabama	<u> </u>		NONE		
2. ADDITIONAL DEBT	OR'S EXACT FULL	LEGAL NAME - insert only one	debtor name (2a or 2b) - do not abbreviate or com	oine names				
2a. ORGANIZATION'S NAME OR 2b. INDIVIDUAL'S LAST NAME		FIRST NAME	MIDDLE	NAME	SUFFIX			
2c. MAILING ADDRESS ADD'L INFO RE 2e. TYPE OF ORGANIZATION			CITY	STATE	POSTAL CODE	COUNTRY		
			2f. JURISDICTION OF ORGANIZATION	2g. ORG	2g. ORGANIZATIONAL ID #, if any			
	ORGANIZATION DEBTOR	· 		<u> </u>		NONE		
		of TOTAL ASSIGNEE of ASSIGNO	R S/P) - insert only <u>one</u> secured party name (3a or	3b)				
3a. ORGANIZATION'S								
ServisFirst Bar								
3b. INDIVIDUAL'S LAST NAME		FIRST NAME	MIDDLE	NAME	SUFFIX			
3c. MAILING ADDRESS	<u> </u>	· · · · · · · · · · · · · · · · · · ·	CITY	STATE	POSTAL CODE	COUNTRY		
850 Shades Cree	ek Parkwav		Birmingham	AL	35209	USA		
			1		_ ~	10011		

See Schedule A attached hereto for description of Collateral.

This financing statement is being filed as additional security in connection with a Mortgage and Security Agreement being filed simultaneously herewith, on which the appropriate mortgage tax has been paid.

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 ESTATE RECORDS. Attach Addendum	or record] (or recorded)	n the REAL 7. Check to REQ [if applicable] [ADDITIONAL	JEST SEARCH REPOR	RT(S) on Debtor(s) [optional]	All Debtors	Debtor 1 Debtor 2
8. OPTIONAL FILER REFERENCE DATA	· · · ·					
Recorded in Shelby County, Alaba	ma - Heatherwo	od Lot 11 (SR01-00819	€)			

^{4.} This FINANCING STATEMENT covers the following collateral:

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SCHEDULE "A" TO UCC-1 FINANCING STATEMENT (DESCRIPTION OF COLLATERAL)

"Collateral" means the following: (A) the Mortgaged Property; (B) the Assigned Documents; (C) any and all other assets of Borrower Party of any kind, nature or description and which are intended to serve as Collateral under any one or more of the Security Documents; and (D) all interest, dividends, Proceeds (including, but without limitation, insurance proceeds), products, rents, royalties, issues and profits of any of the property described above and all notes, certificates of deposit, checks and other instruments from time to time delivered to or otherwise possessed by Bank for or on behalf of Borrower Party in substitution for or in addition to any of said property.

As used in this Schedule "A", "Borrower" shall mean the Debtor; "Bank" shall mean the Secured Party, and all other capitalized words and phrases shall, except as otherwise defined below, have the meaning as set forth in that certain Credit Agreement between Debtor and Secured Party (as amended from time to time, the "Credit Agreement") (and in the case of any conflict between the meanings set forth below and the meanings set forth in the Credit Agreement, the broader meaning shall apply), and as used herein:

"Proceeds", and other terms not specifically defined herein shall have the same respective meanings as are given to those terms in the Uniform Commercial Code as presently adopted and in effect in the State of Alabama (except in cases and with respect to Collateral when the perfection, the effect of perfection or nonperfection, and the priority of a Lien in the Collateral is governed by another Jurisdiction, in which case such capitalized words and phrases shall have the meanings attributed to those terms under such other Jurisdiction).

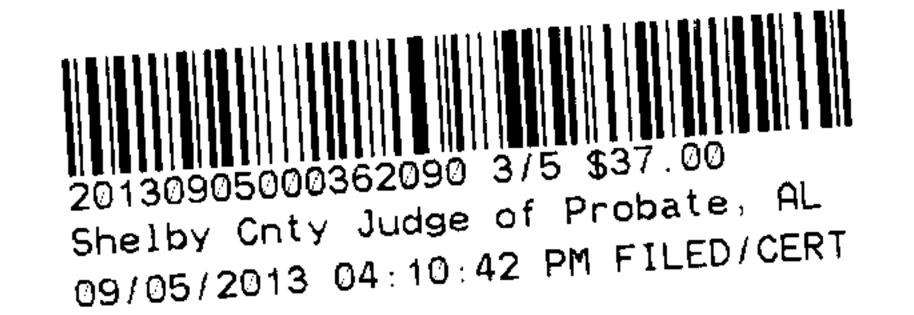
"Assigned Documents" means (i) the Construction Documents; (ii) the Assigned Leases; (iii) any and all other agreements entered into by Borrower with any property manager, broker, or other Person with respect to the ownership, management, leasing, or operation of the Mortgaged Property; (iv) any and all Governmental Approvals with respect to the Mortgaged Property; and (v) any and all operating, service, supply, and maintenance contracts with respect to the Mortgaged Property.

"Assigned Leases" means all leases presently existing or hereafter made, whether written or verbal, or any letting of, or agreement for the use or occupancy of, any part of the Mortgaged Property, and each modification, extension, renewal and guarantee thereof, including the Rents.

"Construction Documents" means any and all agreements entered into by Borrower with any contractor, architect, engineer or other Person with respect to any construction work to be performed at the Mortgaged Property, any and all renewals, extensions or modifications thereof and guaranties of performance to Borrower thereunder, and any and all Plans and Specifications with respect thereto..

"Mortgaged Property" means the "Mortgaged Property" as defined in the attached <u>Schedule "A-1"</u>.

"Rents" means all the rents, issues, and profits now due and which may hereafter become due under or by virtue of the Assigned Leases, together with all claims and rights to the payment of money at any time arising in connection with any rejection or breach of any of the Assigned Leases under Bankruptcy Law, including without limitation, all rights to recover damages arising out of such breach or rejection, all rights to charges payable by a tenant or trustee in respect of the leased premises following the entry of an order for relief under Bankruptcy Law in respect of a tenant and all rentals and charges outstanding under the Assigned Leases as of the date of entry of such order for relief.



SCHEDULE "A-1" TO UCC-1 FINANCING STATEMENT (DESCRIPTION OF MORTGAGED PROPERTY)

All of Borrower's Interest in and to the following described land and interests in land, estates, easements, rights, improvements, personal property, fixtures, equipment, furniture, furnishings, appliances and appurtenances, whether now owned or hereafter acquired, and including replacements and additions thereto (herein referred to collectively as the "Mortgaged Property"):

- (a) All those certain tracts, pieces or parcels of land, and interests in land, located in Shelby County, Alabama, more particularly described in <u>Exhibit "A"</u> attached hereto and by this reference 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 gas and electric fixtures, radiators, heaters, engines and machinery, boilers, ranges, elevators and motors, plumbing and heating fixtures, carpeting and other floor coverings, water heaters, awnings and storm sashes, and cleaning apparatus which are or shall be attached to said buildings, structures or improvements, and all other furnishings, furniture, fixtures, machinery, equipment, appliances, vehicles and personal property of every kind and nature whatsoever now or hereafter owned by Borrower and located in, on or about, or used or intended to be used with or in connection with the construction, use, operation or enjoyment of the Mortgaged Property, including all extensions, additions, improvements, betterments, renewals and replacements, substitutions, or proceeds from a permitted sale of any of the foregoing, and all building materials and supplies of every kind now or hereafter placed or located on the Land (collectively the "Improvements");
- (c) All easements, rights of way, strips and gores of land, vaults, streets, ways, alleys, passages, sewer rights, waters, water courses, water rights and powers, minerals, flowers, shrubs, crops, trees, timber and other emblements now or hereafter located on the Land or under or above the same or any part or parcel thereof, and all ground leases, estates, rights, titles, interests, privileges, liberties, tenements, hereditaments and appurtenances, reversions, and remainders whatsoever, in any way belonging, relating or appertaining to the Mortgaged Property or any part thereof, or which hereafter shall in any way belong, relate or be appurtenant thereto, whether now owned or hereafter acquired by Borrower;
- (d) All rents, issues, profits, revenues and proceeds from any sale or other disposition of the Mortgaged Property, or any part thereof, from time to time accruing (including without limitation all payments under leases, ground leases or tenancies, proceeds of insurance, condemnation payments, tenant security deposits and escrow funds), and all of the estate, right, title, interest, property, possession, claim and demand whatsoever at law, as well as in equity, of Borrower of, in and to the same; and
- (e) All leases presently existing or hereafter made, whether written or verbal, or any letting of, or agreement for the use or occupancy of, any part of the Mortgaged Property, and each modification, extension, renewal and guarantee thereof (collectively, the "Assigned Leases"), including, without limitation, all the rents, issues, and profits now due and which may hereafter become due under or by virtue of the Assigned Leases, together with all claims and rights to the payment of money at any time arising in connection with any rejection or breach of any of the Assigned Leases under Bankruptcy Law, including without limitation, all rights to recover damages arising out of such breach or rejection, all rights to charges payable by a tenant or trustee in respect of the leased premises following the entry of an order for relief under the Bankruptcy Law in respect of a tenant and all rentals and charges outstanding under the Assigned Lease as of the date of entry of such order for relief.

EXHIBIT "A" (DESCRIPTION OF LAND)

Lot 11, according to the plat of Heatherwood 5th Sector recorded in Map Book 40, Page 128, as amended by that Amended Plat of Heatherwood 5th Sector recorded in Map Book 41, Page 86 in the Probate Office of Shelby County, Alabama.

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