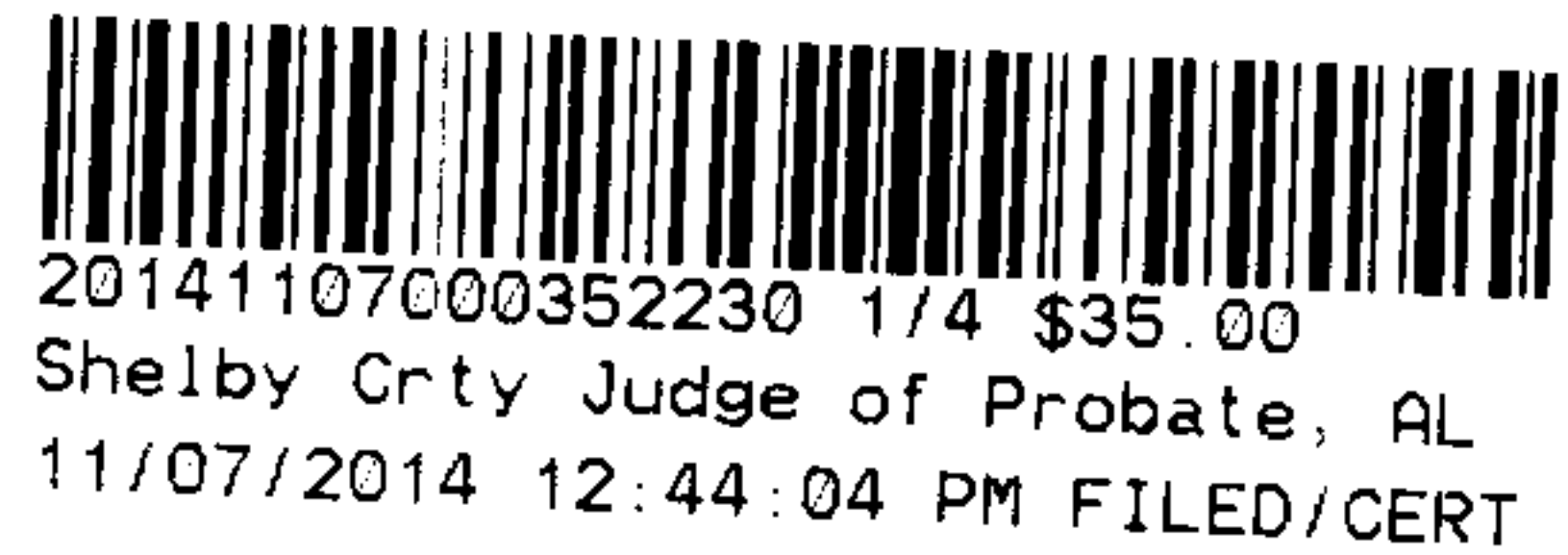


UCC FINANCING STATEMENT

FOLLOW INSTRUCTIONS (front and back) CAREFULLY

A. NAME & PHONE OF CONTACT AT FILER [optional] A. Wade Cornelius, Esq.
B. SEND ACKNOWLEDGMENT TO: (Name and Address) A. Wade Cornelius, Esq. Two Perimeter Park South, Suite 550E Birmingham, Alabama 35243 (205) 259-6633



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 Hillside Partners, LLC						
OR	1b. INDIVIDUAL'S LAST NAME		FIRST NAME	MIDDLE NAME	SUFFIX	
1c. MAILING ADDRESS 120 18th Street South, Suite 101			CITY Birmingham	STATE AL	POSTAL CODE 35233	COUNTRY USA
ADD'L INFO RE ORGANIZATION DEBTOR		1e. TYPE OF ORGANIZATION LLC	1f. JURISDICTION OF ORGANIZATION Jefferson	1g. ORGANIZATIONAL ID #, if any		<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
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 First United Security Bank						
OR	3b. INDIVIDUAL'S LAST NAME		FIRST NAME	MIDDLE NAME	SUFFIX	
3c. MAILING ADDRESS 131 West Front Street, P.O. Box 249			CITY Thomasville	STATE AL	POSTAL CODE 36784	COUNTRY USA

4. This FINANCING STATEMENT covers the following collateral:

All of the property and collateral in Exhibit A located on the real property described in Exhibit B, attached hereto and made a part hereof.

3 pages attached (Exhibit A and Exhibit B)

This financing statement is filed as additional security for a mortgage recorded simultaneously herewith upon which recording taxes have been paid.

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) [ADDITIONAL FEE] [optional]		All Debtors				Debtor 1	Debtor 2
8. OPTIONAL FILER REFERENCE DATA Filed with Shelby County Judge of Probate								

EXHIBIT A
TO FINANCING STATEMENT

The Property covered by this financing statement includes all the Debtor's right, title and interest in, to and under the following described property, whether now owned or hereafter acquired by the debtor(s) described in this Financing Statement (the "Debtor"), and whether now existing or hereafter incurred, created, arising or entered into:

All personal property located on or connected with that certain real property located at 224 First Street North, Alabaster, Alabama 35007 and more particularly described in Exhibit B attached hereto (together with all buildings and other improvements now or hereafter erected or placed thereon, the "Property"), including without limitation the following property, whether now owned or hereafter arising or acquired by Debtor:

1. All farm products, inventory, equipment, accounts, documents, instruments, chattel paper, general intangibles, and all other items of personal property of Debtor owned now or in the future and that are used or useful in the construction, ownership, operation, management, or maintenance of the Property (all of which shall also be included in the term "Property"). The term "personal property" specifically excludes that property described as "household goods" secured in connection with a "consumer" loan as those terms are defined in applicable federal regulations governing unfair and deceptive credit practices.

2. Existing or future leases, subleases, licenses, guaranties and any other written or verbal agreements for the use and occupancy of the Property, including any extensions, renewals, modifications or replacements (all referred to as "Leases").

3. Rents, issues and profits (all referred to as "Rents"), including but not limited to security deposits, minimum rent, percentage rent, additional rent, common area maintenance charges, parking charges, real estate taxes, other applicable taxes, insurance premium contributions, liquidated damages following default, cancellation premiums, "loss of rents" insurance, guest receipts, revenues, royalties, proceeds, bonuses, accounts, contract rights, general intangibles, and all rights and claims which Debtor may have that in any way pertain to or are on account of the use or occupancy of the whole or any part of the Property.



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EXHIBIT B

(Legal Description)

PARCEL I:

Part of Lots 12 and 13 and 14, in Block 2, of Nickerson-Scott Survey as recorded in Map Book 3, page 34, in the Probate Office of Shelby County, Alabama.

ALSO, a parcel of land situated In the Southeast quarter of the Southeast quarter of Section 35, Township 20 South, Range 3 West Shelby County, Alabama, being more particularly described as follows:

Begin at a point on the Easterly right of way of U.S. Highway 31, also known as Montgomery Highway and First Street, said point being on the Southerly line of said Lot 12, Block 2 of said Nickerson-Scott Survey and run In an Easterly direction along the Southerly line of said Lot 12 and a projection thereof for a distance of 262.73 feet thence turn an angle to the left of $90^{\circ} 03' 16''$ and run in a Northerly direction for a distance of 149.91 feet thence turn an angle to the left of $89^{\circ} 56' 44''$ and run In a Westerly direction along a line, which is a projection of the Northerly line of said Lot 14, Block 2, of said Nickerson-Scott Survey, and along said Northerly line of said Lot 14 for a distance of 262.55 feet to a point on said Easterly right of way of U.S. Highway 31 (Montgomery Highway, First Street); thence turn an angle to the left of $89^{\circ} 59' 08''$ and run in a Southerly direction along said right of way for a distance of 149.91 feet to the point of beginning.

PARCEL II:

Part of Lots 15, 16 and 17, in Block 2, of Nickerson-Scott Survey, as recorded In Map Book 3, page 34, in the Probate Office of Shelby County, Alabama.

ALSO, a parcel of land situated in the Southeast quarter of the Southeast quarter of Section 35, Township 20 South, Range 3 West Shelby County, Alabama, being more particularly described as follows:

Begin at a point on the Easterly right of way of U.S. Highway 31, also known as Montgomery Highway and First Street, said point being on the Southerly line of said Lot 15, Block 2 of said Nickerson-Scott Survey, and run in an Easterly direction along the Southerly line of said Lot 15, and a projection thereof for a distance of 262.55 feet thence turn an angle to the left of $90^{\circ} 03' 16''$ and run in a Northerly direction for a distance of 50.37 feet thence turn an angle to the left of $90^{\circ} 02' 51''$ and run in a Westerly direction along a line which is a projection of the Northerly line of said Lot 15 for a distance of 100.08 feet to the Northeast corner of said Lot 15; thence turn an angle to the right of $89^{\circ} 59' 56''$ and run in a Northerly direction along the Easterly line of said Lot 16 and 17, Block 2 of said Nickerson-Scott Survey for a distance of 60.02 feet thence turn an angle to the left of $89^{\circ} 58' 10''$ and run In a Westerly direction for a



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EXHIBIT B

(Legal Description – continued)


distance of 162.29 feet to a point on said Easterly right of way of U.S. Highway 31 (Montgomery Highway, First Street); thence turn an angle to the left of 89° 54' 47" and run in a Southerly direction along said right of way for a distance of 110.00 feet to the point of beginning.

All situated in Shelby County, Alabama.

Also Described As:

PARCEL III:

Beginning at an existing iron rebar set by Weygand being the locally accepted Southwest corner of Lot 12, Block 2, Nickerson-Scott Survey, as recorded in Map Book 3, Page 34, in the Probate Office of Shelby County, Alabama, and also being on the East right of way line of the Montgomery Highway, run in an Easterly direction along the South line of said Lot 12 and its Easterly extension thereof for a distance of 262.73 feet to an existing iron rebar set by Weygand; Thence turn an angle to the left of 89 Degrees 59 Minutes 17 Seconds and run in a Northerly direction for a distance of 199.87 feet to an existing iron rebar set by Weygand; Thence turn an angle to the left of 90 Degrees 01 Minutes 23 Seconds and run in a Westerly direction for a distance of 100.08 feet to an existing iron rebar set by Weygand; Thence turn an angle to the right of 89 Degrees 59 Minutes 20 Seconds and run in a Northerly direction for a distance of 60.01 feet to an existing iron rebar set by Weygand; Thence turn an angle to the left of 89 Degrees 58 Minutes 01 second and run in a Westerly direction for a distance of 162.24 feet to an existing iron rebar set by Weygand and being on the East right of way line of said Montgomery Highway; Thence, turn an angle to the left of 89 Degrees 54 Minutes 59 Seconds and run in a Southerly direction along the East right of way line of said Montgomery Highway for a distance of 259.89 feet, more or less, to the point of beginning.


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