

UCC FINANCING STATEMENT

FOLLOW INSTRUCTIONS

A. NAME & PHONE OF CONTACT AT FILER (optional)

B. E-MAIL CONTACT AT FILER (optional)

C. SEND ACKNOWLEDGMENT TO: (Name and Address)

Emily H. Bowman, Esq.
Bradley Arant Boult Cummings LLP
1600 Division Street, Suite 700
Nashville, TN 37203



20150108000008140 1/13 \$53.00
Shelby Cnty Judge of Probate, AL
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THE ABOVE SPACE IS FOR FILING OFFICE USE ONLY

1. DEBTOR'S NAME: Provide only one Debtor name (1a or 1b) (use exact, full name; do not omit, modify, or abbreviate any part of the Debtor's name); if any part of the Individual Debtor's name will not fit in line 1b, leave all of item 1 blank, check here ☐ and provide the Individual Debtor information in item 10 of the Financing Statement Addendum (Form UCC1Ad)

1a. ORGANIZATION'S NAME

AR-INVERNESS, LLC

OR

1b. INDIVIDUAL'S SURNAME

FIRST PERSONAL NAME

ADDITIONAL NAME(S)/INITIAL(S)

SUFFIX

1c. MAILING ADDRESS

1930 Stonegate Drive

CITY

Birmingham

STATE

AL

POSTAL CODE

35242

COUNTRY

USA

2. DEBTOR'S NAME: Provide only one Debtor name (2a or 2b) (use exact, full name; do not omit, modify, or abbreviate any part of the Debtor's name); if any part of the Individual Debtor's name will not fit in line 2b, leave all of item 2 blank, check here ☐ and provide the Individual Debtor information in item 10 of the Financing Statement Addendum (Form UCC1Ad)

2a. ORGANIZATION'S NAME

OR

2b. INDIVIDUAL'S SURNAME

FIRST PERSONAL NAME

ADDITIONAL NAME(S)/INITIAL(S)

SUFFIX

2c. MAILING ADDRESS

CITY

STATE

POSTAL CODE

COUNTRY

3. SECURED PARTY'S NAME (or NAME of ASSIGNEE or ASSIGNOR SECURED PARTY): Provide only one Secured Party name (3a or 3b)

3a. ORGANIZATION'S NAME

WELLS FARGO BANK, NATIONAL ASSOCIATION

OR

3b. INDIVIDUAL'S SURNAME

FIRST PERSONAL NAME

ADDITIONAL NAME(S)/INITIAL(S)

SUFFIX

3c. MAILING ADDRESS

608 2nd Ave S, 11th Flr, MAC N9303-110

CITY

Minneapolis

STATE

MN

POSTAL CODE

55402

COUNTRY

USA

4. COLLATERAL: This financing statement covers the following collateral:

See Exhibit A, Exhibit B and Exhibit C attached hereto and incorporated herein by reference.

5. Check only if applicable and check only one box: Collateral is ☐ held in a Trust (see UCC1Ad, item 17 and Instructions) ☐ being administered by a Decedent's Personal Representative

6a. Check only if applicable and check only one box:

☐ Public-Finance Transaction ☐ Manufactured-Home Transaction ☐ A Debtor is a Transmitting Utility

6b. Check only if applicable and check only one box:

☐ Agricultural Lien ☐ Non-UCC Filing

7. ALTERNATIVE DESIGNATION (if applicable): ☐ Lessee/Lessor ☐ Consignee/Consignor ☐ Seller/Buyer ☐ Bailee/Bailor ☐ Licensee/Licensor

8. OPTIONAL FILER REFERENCE DATA:

Shelby County, Alabama

UCC FINANCING STATEMENT ADDENDUM

FOLLOW INSTRUCTIONS

9. NAME OF FIRST DEBTOR: Same as line 1a or 1b on Financing Statement; if line 1b was left blank because Individual Debtor name did not fit, check here ☐

9a. ORGANIZATION'S NAME

AR-INVERNESS, LLC

OR

9b. INDIVIDUAL'S SURNAME

FIRST PERSONAL NAME

ADDITIONAL NAME(S)/INITIAL(S)

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10. DEBTOR'S NAME: Provide (10a or 10b) only one additional Debtor name or Debtor name that did not fit in line 1b or 2b of the Financing Statement (Form UCC1) (use exact, full name; do not omit, modify, or abbreviate any part of the Debtor's name) and enter the mailing address in line 10c

10a. ORGANIZATION'S NAME

OR

10b. INDIVIDUAL'S SURNAME

INDIVIDUAL'S FIRST PERSONAL NAME

INDIVIDUAL'S ADDITIONAL NAME(S)/INITIAL(S)

SUFFIX

10c. MAILING ADDRESS

CITY

STATE

POSTAL CODE

COUNTRY

11. ☐ ADDITIONAL SECURED PARTY'S NAME or ☐ ASSIGNOR SECURED PARTY'S NAME: Provide only one name (11a or 11b)

11a. ORGANIZATION'S NAME

OR

11b. INDIVIDUAL'S SURNAME

FIRST PERSONAL NAME

ADDITIONAL NAME(S)/INITIAL(S)

SUFFIX

11c. MAILING ADDRESS

CITY

STATE

POSTAL CODE

COUNTRY

12. ADDITIONAL SPACE FOR ITEM 4 (Collateral):

13. ☒ This FINANCING STATEMENT is to be filed [for record] (or recorded) in the REAL ESTATE RECORDS (if applicable)

14. This FINANCING STATEMENT:

☐ covers timber to be cut ☐ covers as-extracted collateral ☒ is filed as a fixture filing

15. Name and address of a RECORD OWNER of real estate described in item 16 (if Debtor does not have a record interest):

16. Description of real estate:

SEE EXHIBIT B FOR LEGAL DESCRIPTION OF THE REAL ESTATE.

17. MISCELLANEOUS:
Shelby County, Alabama

EXHIBIT A

(Collateral Description)

This Financing Statement covers the following collateral:

All goods, building and other materials, supplies, inventory, work in process, equipment, machinery, fixtures, furniture, furnishings, signs and other personal property, including, but not limited to, those items shown on Exhibit C attached hereto, as well as embedded software included therein and supporting information, wherever situated, which are or are to be incorporated into, used in connection with, or appropriated for use on the real property described on Exhibit B attached hereto (the "**Property**"); together with all payments and other rents and security deposits derived from the Property; all inventory, accounts, cash receipts, deposit accounts (including impound accounts, if any), accounts receivable, contract rights, licenses, agreements, general intangibles, payment intangibles, software, chattel paper (whether electronic or tangible), instruments, documents, promissory notes, drafts, letters of credit, letter of credit rights, supporting obligations, insurance policies, insurance and condemnation awards and proceeds, proceeds of the sale of promissory notes, any other rights to the payment of money, trade names, trademarks and service marks arising from or related to the ownership, management, leasing, operation, sale or disposition of the Property or any business now or hereafter conducted thereon by Debtor; all development rights and credits, and any and all permits, consents, approvals, licenses, authorizations and other rights granted by, given by or obtained from, any governmental entity with respect to the Property; all water and water rights, wells and well rights, canals and canal rights, ditches and ditch rights, springs and spring rights, and reservoirs and reservoir rights appurtenant to or associated with the Property, whether decreed or undecreed, tributary, non-tributary or not non-tributary, surface or underground or appropriated or unappropriated, and all shares of stock in water, ditch, lateral and canal companies, well permits and all other evidences of any of such rights; all deposits or other security now or hereafter made with or given to utility companies by Debtor with respect to the Property; all advance payments of insurance premiums made by Debtor with respect to the Property; all plans, drawings and specifications relating to the Property; all loan funds held by Secured Party, whether or not disbursed; all funds deposited with Secured Party pursuant to any loan agreement; all reserves, deferred payments, deposits, accounts, refunds, cost savings and payments of any kind related to the Property or any portion thereof; all of Debtor's right, title and interest, now or hereafter acquired, to the payment of money from Secured Party to Debtor under any Swap Agreement (as defined in that Construction Loan Agreement between Debtor and Secured Party); together with all replacements and proceeds of, and additions and accessions to, any of the foregoing; together with all books, records and files relating to any of the foregoing.



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Exhibit A

0W3741-301096

7/3554022.1

EXHIBIT B

(Legal Description of Property)

Property Address: 1000 Hunt Cliff Road, Birmingham, Alabama

A parcel of land situated in the Northeast quarter of Section 36, Township 18 South, Range 2 West, Shelby County, Alabama, and being more particularly described as follows:

Commencing at the Southeast corner of said quarter section run in a Westerly direction along the South line of said quarter section for a distance of 311.91 feet to a point on the West right of way line of a public county road known as Cahaba Beach Road, said point being the Point of Beginning of the parcel herein described; from the point of beginning thus obtained run Westerly along said South line of said quarter section for a distance of 1009.39 feet to the Southwest corner of the Southeast quarter of the Northeast quarter of said section; thence turn an angle to the right of 87 degrees 52 minutes 43 seconds and run in a Northerly direction along the West line of the East half of the Northeast quarter of said Section 36 for a distance of 2687.32 feet to the Northwest corner of said East half of the Northeast quarter section; thence turn an angle to the right of 92 degrees 09 minutes 31 seconds and run in an Easterly direction along the North line of said section for a distance of 1314.78 feet to the Northeast corner of said section; thence turn an angle to the right of 87 degrees 42 minutes 06 seconds and run in a Southerly direction along the East line of said section for a distance of 2128.72 feet to a point on the West right of way line of said Cahaba Beach Road, said point lying in a curve to the left, said curve having a radius of 756.37 feet, a central angle of 15 degrees 33 minutes 20 seconds and a chord of 204.72 feet which forms an interior angle of 145 degrees 24 minutes 26 seconds with the East line of said section; thence run in a Southwesterly direction along the arc of said curve in said right of way for a distance of 205.35 feet to the end of said curve; thence run Southwesterly along said right of way and tangent to the last curve for a distance of 327.30 feet to the beginning of a curve to the right in said right of way; said curve having a central angle of 5 degrees 01 minute 58 seconds and a radius of 1111.0 feet; thence run in a Southwesterly direction along the arc of said curve for a distance of 97.58 feet to the Point of Beginning.

TOGETHER WITH rights to the extent they represent an interest in real property, contained in that certain Restrictive Use Agreement among JRC Lakeside Limited Partnership, JRC Lakeside Property (GMO), LLC, JRC Lakeside Property (O'Hare), LLC, JRC Lakeside (Quail Ridge), LLC, JRC Lakeside (Quail/Queen), LLC, JRC Property (Quail), L.L.C., JRC Hunter's Pointe LLC, JRC Drake/Georgia Limited Partnership, JRC Charleston Limited Partnership, JRC Southfield/W-L Limited Partnership, R&J Southfield LLC, CCC, LLC, JRC Powerline Chattanooga LLC, TMG Southfield Associates LLC, Victorville Evanston, L.L.C., JRC Parcwood Prope1iy (O'Hare), LLC, JRC Parcwood Property (GMO), LLC, JRC Mt. Pleasant/Vermillion, LLC and Cahaba Beach Investments, LLC, dated October 14, 2005, filed October 24, 2005 as Instrument No. 20051024000550540, Office of the Judge of Probate, Shelby County, Alabama; and re-recorded October 24, 2006 as Instrument No. 20061024000523460, aforesaid records.

Exhibit B

0W3741-301096

7/3554022.1



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EXHIBIT C

(Personal Property)

[See Attached]



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Exhibit C


0W3741-301096

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Inventory

Lakes at Inverness

Main Pool	Quantity	Description
	8	Umbrellas
	5	Bar top tables
	15	Bar top chairs
	8	Regular size round tables
	32	Regular size chairs for round tables
	52	Lounge chairs
	18	Small round table (black and beige)
	4	Ash Trays
	5	Square black trash cans
	3	Grills and propane tanks
	1	Pool rings
	2	Pool hooks
	7	Large clay planters
	4	Outside speakers (white)
	3	Ceiling fans
	3	Pool rules signs
Main Office (clubhouse)		
Cyber Café Area	1	TV in Cyber Café area
	2	Wood/slate bar top tables
	6	Leather bar top chairs
	3	Leather high back chairs (Cyber Café)
	1	Small plant
	1	Vase with lid (grey)
	1	Wicker and silver tray
	2	Silver framed pictures over sink in Cyber Café
	16	Curtain panels (throughout clubroom)
	2	Gold mirrors
	2	Silver lamps
	3	Small silver candle holders
	4	Turquoise planters with moss
	4	Tan chairs with 4 turquoise throw pillows
	1	Round wooden coffee table
	1	Glass candle holder
	2	White finials
	1	Ngage screen
Entry from front door	1	Umbrella Holder
	4	Camel back tan chairs
	2	Small round wooden tables
	2	Leaf lamps
	1	Small rug at front door


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	2	Small silver candle holders
	1	Plant
	2	Brown candle sticks
	1	Snake skin turquoise tray
	2	Bird Statues
	1	Wooden sofa table
Cyber Café	2	Gold wall mirrors
	2	Silver table lamps
	3	Small silver candle holders
	4	Turquoise planters with moss
	4	Tan chairs with 4 turquoise throw pillows
	1	Round wooden coffee table
	0	Glass candle holder
	2	White finials
	1	Ngage screen with key board
Closing Rooms	2	Glass tables with wooden base
	8	Leather high back chairs
	2	Mirrored trays
	2	Gold star shaped mirrors
Main Office (leasing area)	4	Leather and wood desks
	4	Leather and wood chairs
	8	Grey high back chairs
	2	Small desk plants
	4	Black and tan desk lamps
	1	Small tree in grey planter
	1	Umbrella holder
	2	Pictures (no frames-grey, blue, gold and white)
	1	Picture (no frame-blue and brown)
	1	Black star shaped mirror
	1	Large floor mirror (beige)
	4	2 Drawer filing cabinets
	4	Monitors
	4	PC towers
	4	Key boards and accessories
	4	Small black trash cans
Alicia/Sherrye/Tammy Office	3	Leather and wood desks
	3	Small rolling filing cabinet
	3	Black and tan desk lamp
	3	Small desk plants
	2	Round black mirrors
	2	Bird pictures with frames
	6	Grey high back chairs
	3	Monitors
	3	PC towers



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	3	Keyboards and accessories
Storage Room	1	E-machine (Monitor, tower, mouse and keyboard)
		Tower: Model #EL1360G
		Serial #: PTND5P2003208033613000
		Monitor: SNID: 20802124343
Hallway	1	Long small picture over water fountain
Women's Bath	1	Black star shaped metal mirror
Men's Bath	1	Black star shaped metal mirror
Movie theatre	13	Leather recliners with cup holders
	2	Silver star shaped mirrors
	1	Screen
	1	Amp
	1	Projector
Mechanical Room	2	Blue ray DVD player
	1	Wire path Surveillance System
	1	Hi-Def Power Center
	1	Denon Sound System
	1	AT-4 Multi-room Controller
	1	Audio Source-AMP 110
	1	Universal Remote
	1	Apple TV Box
Fitness Center	2	Matrix Treadmills
		Serial # FTM509D120500882
		Serial # FTM509D120500883
	2	Matrix Recumbent Bikes
		Serial #EP603120501918
		Serial #EP603120501920
	2	Matrix Elliptical machines
		Serial # EP304120502214
		Serial # EP304120502213
	1	Chest Press
	1	Shoulder Press
	1	Leg Extension
	1	Leg Press
	1	Arm Curl
	0	Jump Ropes
	0	Big balls
	0	Small ball
	2 each	Free weights (Lbs. 5, 10, 15, 20, 25, 30, 35,40, 45,50)
Break Room	1	GE Stainless Range
	1	GE Stainless Space Saver Microwave
	1	GE Stainless Quite 1 Dishwasher
	1	GE Stainless Refrigerator



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Model 1413		
Living Room	1	Leather love seat with two throw pillows
	1	Glass with wood base coffee table
	1	Paisley and wood chair
	1	TV cabinet
	2	Large pictures (gold frames) over couch
	2	Small pictures (red and black) over fireplace
	1	Gold mirror over fireplace
	1	Small gold mirror over tv cabinet
	2	Table lamps
	1	Standing lamp
	2	Small plants
	1	Radio
	2	Table books
	2	Wooden pieces (hand and acorn)
	1	Valance over SGD
	2	Small glass candle holders
	2	Glass and gold candle holders
	1	Wicker end table
	0	Black and green bar stool
	2	Wicker and green plants
Dining Room	1	Valance (DR window)
	1	Wicker and green plant
	1	Dining room table (glass top)
	3	Paisley and wooden chairs
	2	Green plates, 2 red napkins with holders
	2	Small plants
	1	Large gold mirror
	1	Picture (no frame) Wine Bottles
Kitchen	1	Washer/Dryer, Refrigerator, Range and Dishwasher
	1	Picture (no frame) Wine Bottles
	2	Pictures (no frames) Fruit
	2	Small plants
	1	Wooden Tray
	1	Green pitcher, 4 green goblets and 2 green wine glasses
	3	Vegetable and vinegar bottles
Bathroom	1	Small plant
	2	Green hand towels
	1	Green candle
	2	Small pictures (gold frames)
	1	Shower curtain


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Bedroom	2	Night stands (wooden)
	3	Table lamps
	1	Empty silver picture frame
	1	Queen bed with linens. Wooden head board.
	1	Silver clock
	2	Pillows and shams
	5	Throw pillows
	2	Black window boxes
	2	Green candles
	1	Dressor
	1	Wooden Mirror
	1	Red piece of pottery
	1	Brown vase with top
	1	Large picture with gold frame
	2	Medium pictures with wooden frames
	1	Valance
	1	Leather chair
Closet	8	Hat Boxes
	1	Plant
	12	Padded hangers
Balcony	1	Green wooden chair
	1	White wooden table
Model #1415		
Living Room	2	Green and wooden chairs
	1	TV cabinet
	2	Small pictures (silver frames)
	1	Large picture (gold frame) over Fireplace
	1	Glass coffee table
	2	Glass and wood base end tables
	1	Full size sofa (gold)
	6	Throw pillows of assorted colors
	7	Small plants
	3	Table lamps
	1	Green and wicker bar stool
	1	Wicker bowl (coffee table)
	2	Mirrors (black and gold) over couch
	1	Picture (over couch) Black and gold frame
	1	Valance
Balcony	1	Metal chair
	1	Glider
	1	Small table
Dining Room	2	Pictures (gold and beige frames)
	1	Mirror (wooden and silver)



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	1	Glass table with wooden base
	4	Plaid Chairs
	8	Plates
	3	Napkins
	1	Plant
	2	Trees
	2	Fake cool-aid pitcher and glasses
Hallway	3	Pictures with gold frames
Kitchen	1	Clock radio
	1	Soap Dispenser
	1	Cutting Board with fake food
	2	Small plants
	1	Picture (Olive Oil)
	1	Valance
	1	Washer/Dryer, Refrigerator, Range and Dishwasher
1ts Bathroom	2	Hand rags
	3	Hand towels
	2	Small plants
	1	Soap dispenser
	1	Shower Curtain
	2	White shelves
	5	Knickknacks on the shelving
1 st Bedroom	1	Queen bed-no linens
	6	Throw pillows
	1	Silver queen bed frame
	2	Night stands (beige)
	3	Table lamps
	1	Sofa table (half moon-beige)
	1	Dresser
	3	Yellow candle
	1	Pig, cow and sheep
	1	Fake old dial phone
	1	Small plant
	1	Fake laptop
	1	Flowered pitcher
	2	Picture books (1 yellow/1 green)
	3	Large pictures (silver frames)
	3	Small pictures (silver frames) Flowers
	5	Wicker basket
1 st Bedroom Closet	4	Small baskets
	8	Padded hangers
2 nd Bedroom	1	Queen bed with linens
	2	Pillows with cases
	5	Throw pillows



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	1	Wooden/Padded leather queen head board
	1	Side table
	1	Table lamp
	1	Fake phone
	2	Plants
	1	Dresser
	2	Glass vases
	2	Blue candles
	4	Picture (silver frames)
	1	Round wooden mirror
2 nd Bedroom Closet	6	Wicker baskets
	1	Wicker stool
2 nd Bathroom	1	Cotton ball holder
	1	Small plant
	1	Soap dispenser and cup
	2	Blue candles
	3	Pictures
	5	Hand towels
	1	Shower Curtain
Pool #2	3	Bar top tables
	10	Bar top chairs
	1	Regular table
	3	Regular chairs
	39	Lounge chairs
	25	Small Round Tables
	7	Beige square trash cans
	1	Ring
	1	Hook
	1	Pool rules signs



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**WILKINSON REAL ESTATE ADVISORS
MAINTENANCE SHOP INVENTORY**

COMMUNITY:

EQUIPMENT MANUFACTURER	EQUIPMENT TOOL DESCRIPTION	MODEL/SERIAL NUMBER	PURCHASE DATE	ESTIMATED COST	DATE OF INVENTORY	ASSIGNED EMPLOYEE COMPLETED INVENTORY
LG	PORTABLE A/C	LP1111WXRY1/101TAXT07082		\$300	9/5/2013	Mat Higdon
SAMSUNG	MICROWAVE	MW538OW/71SJ603252K		\$100	9/5/2013	Mat Higdon
GE	DEHUMIDIFIER	ADEL70RL1/AA100172		\$300	9/5/2013	Mat Higdon
INFICON	VACUUM PUMP	SHARK 6		\$200	9/5/2013	Mat Higdon
YELLOW JACKET	RECOVERY MACHINE	R-70A/R106920		\$400	9/5/2013	Mat Higdon
ECHO	LEAF/LAWN BLOWER	PB-500HP/3132004598		\$300	9/5/2013	Mat Higdon
MIWALKEE	APPLIANCE DOLLY			\$150	9/5/2013	Mat Higdon
	KEY MACHINE			\$200	9/5/2013	Mat Higdon
	DREMEL	ROTARY TOOL		\$100	9/5/2013	Mat Higdon
		14FT A-FRAME LADDER		\$250	9/5/2013	Mat Higdon
		20FT A-FRAME LADDER		\$320	9/5/2013	Mat Higdon
		22FT SINGLE LADDER		\$125	9/5/2013	Mat Higdon
EZ-GO	LEASING GOLF CART	EZ-GO SPORT 2X2/2757099		\$2,800	9/11/2013	Mat Higdon
EZ-GO	LEASING GOLF CART	EZ-GO EXPRESS S6/2792071		\$3,500	9/11/2013	Mat Higdon
EZ-GO	MAINTENANCE GOLF CART	EZ-GO SPORT II/2774693		\$2,500	9/11/2013	Mat Higdon
EZ-GO	MAINTENANCE GOLF CART	EZ-GO SPORT II/2774665		\$2,500	9/11/2013	Mat Higdon
WINDSHEAR	CARPET BLOWER	98772MW/05120B5724	9/9/2013	\$300	9/11/2013	Mat Higdon
LG	DEHUMIDIFIER	LD451EGL/212TAGH00255	9/9/2013	\$300	9/11/2013	Mat Higdon
	OXY/ACTYLENE TORCH			\$135	9/11/2013	Mat Higdon
Alumacraft	Boat	Model# 1032 Serial# ACBA2130L112	Oct-11	\$500.00	10/21/2014	Mat Higdon
EQUIPMENT MANUFACTURER	EQUIPMENT TOOL DESCRIPTION	MODEL/SERIAL NUMBER	PURCHASE DATE	ESTIMATED COST	DATE OF INVENTORY	ASSIGNED EMPLOYEE COMPLETED INVENTORY