

UCC FINANCING STATEMENT

FOLLOW INSTRUCTIONS

A. NAME & PHONE OF CONTACT AT FILER (optional) E. Alston Ray (205) 297-2200
B. E-MAIL CONTACT AT FILER (optional) Alston.Ray@butlersnow.com
C. SEND ACKNOWLEDGMENT TO: (Name and Address) E. Alston Ray Butler Snow LLP 1819 5th Ave N, Suite 1000 Birmingham, AL 35203

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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 THE CITIZENSHIP TRUST				
OR	1b. INDIVIDUAL'S SURNAME	FIRST PERSONAL NAME	ADDITIONAL NAME(S)/INITIAL(S)	SUFFIX
1c. MAILING ADDRESS Post Office Box 6		CITY Montevallo	STATE AL	POSTAL CODE
			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 of ASSIGNOR SECURED PARTY): Provide only one Secured Party name (3a or 3b)

3a. ORGANIZATION'S NAME The American Village Public Educational Building Authority of the City of Montevallo				
OR	3b. INDIVIDUAL'S SURNAME	FIRST PERSONAL NAME	ADDITIONAL NAME(S)/INITIAL(S)	SUFFIX
3c. MAILING ADDRESS City Hall		CITY Montevallo	STATE AL	POSTAL CODE 35115
				COUNTRY USA

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

See Exhibit A attached hereto.

5. Check <u>only</u> if applicable and check <u>only</u> one box: Collateral is <input type="checkbox"/> held in a Trust (see UCC1Ad, item 17 and Instructions) <input type="checkbox"/> being administered by a Decedent's Personal Representative				
6a. Check <u>only</u> if applicable and check <u>only</u> one box: <input type="checkbox"/> Public-Finance Transaction <input type="checkbox"/> Manufactured-Home Transaction <input type="checkbox"/> A Debtor is a Transmitting Utility			6b. Check <u>only</u> if applicable and check <u>only</u> one box: <input type="checkbox"/> Agricultural Lien <input type="checkbox"/> Non-UCC Filing	
7. ALTERNATIVE DESIGNATION (if applicable): <input type="checkbox"/> Lessee/Lessor <input type="checkbox"/> Consignee/Consignor <input type="checkbox"/> Seller/Buyer <input type="checkbox"/> Bailee/Bailor <input type="checkbox"/> Licensee/Licensor				
8. OPTIONAL FILER REFERENCE DATA:				

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

THE CITIZENSHIP TRUST

OR

9b. INDIVIDUAL'S SURNAME

FIRST PERSONAL NAME

ADDITIONAL NAME(S)/INITIAL(S)

SUFFIX



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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 Attachment No. 2 to Exhibit A, attached hereto.

17. MISCELLANEOUS:

EXHIBIT A

to
FINANCING STATEMENT
filed by
THE CITIZENSHIP TRUST,
as Debtor
and
THE AMERICAN VILLAGE PUBLIC EDUCATIONAL
BUILDING AUTHORITY OF THE CITY OF MONTEVALLO,
as Secured Party

The collateral covered by the Financing Statement of which this Exhibit A forms a part consists of all items (whether or not fixtures) of furniture, furnishings, fixtures, machinery, equipment or other personal property described in Attachment No. 1 of this Financing Statement and all other items (whether or not fixtures) of furniture, furnishings, fixtures, machinery, equipment or other personal property which shall hereafter by the terms of the "security agreement" hereinafter referred to become part of the "Project Equipment" as therein defined and which, as such "Project Equipment", shall be subject to the lien or demise of said "security agreement". The said "security agreement" consists of a Lease Agreement dated as of July 1, 2012, as supplemented and amended by a First Supplemental Lease Agreement dated as of June 1, 2017, between The Citizenship Trust (the "Debtor"), and The American Village Public Educational Building Authority of the City of Montevallo (the "Secured Party"). An assignment of the interests of the Secured Party in said Lease Agreement and said First Supplemental Lease Agreement have been made to Regions Bank, as Trustee, under a Mortgage and Trust Indenture dated as of July 1, 2012, as supplemented and amended by a First Supplemental Mortgage and Trust Indenture dated as of June 1, 2017. The items (whether or not fixtures) of furniture, furnishings, fixtures, machinery, equipment and other personal property covered by this Financing Statement are to be located in or about the land specifically described on Attachment No. 2 of this Financing Statement. The execution and filing of this Financing Statement in no way constitutes an admission that the collateral covered by this Financing Statement is not part of a public corporation financing specifically exempted from the Alabama Uniform Commercial Code by the provisions of Section 7-9A-109(d)(14) of Code of Alabama 1975, as amended.

NOTE: The aforesaid Lease Agreement and Mortgage and Trust Indenture have heretofore been recorded in the real property records in the office of the Judge of Probate of Shelby County, Alabama. The aforesaid First Supplemental Lease Agreement and First Supplemental Mortgage and Trust Indenture are being recorded in the real property records in the office of the Judge of Probate of Shelby County, Alabama, simultaneously with the filing in said office of the Financing Statement of which this Exhibit A forms a part. Any person reviewing said Financing Statement is placed on notice to review said Lease Agreement, First Supplemental Lease Agreement, Mortgage and Trust Indenture and First Supplemental Mortgage and Trust Indenture. Any such person is further placed on notice that the "Project Equipment" listed on Attachment No. 1 hereto may not be an exclusive list of personal property which is covered by said Financing Statement; and any such person is placed on notice to inquire further of the parties to such Financing Statement as to the specific items of personal property covered thereby.




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ATTACHMENT NO. 1

**to
EXHIBIT A
forming a part of the
FINANCING STATEMENT
filed by
THE CITIZENSHIP TRUST,
as Debtor
and
THE AMERICAN VILLAGE PUBLIC EDUCATIONAL
BUILDING AUTHORITY OF THE CITY OF MONTEVALLO,
as Secured Party**

The "Project Equipment" leased by The Citizenship Trust from The American Village Public Educational Building Authority of the City of Montevallo pursuant to that certain Lease Agreement between the said parties dated as of July 1, 2012, as supplemented and amended by that certain First Supplemental Lease Agreement dated as of June 1, 2017, includes initially, without limitation, the following:

All items (whether or not fixtures) of furniture, furnishings, machinery, equipment and other personal property installed in the Project Buildings or elsewhere on the Project Site.


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ATTACHMENT NO. 2


**to
EXHIBIT A
forming a part of the
FINANCING STATEMENT
filed by
THE CITIZENSHIP TRUST,
as Debtor
and
THE AMERICAN VILLAGE PUBLIC EDUCATIONAL
BUILDING AUTHORITY OF THE CITY OF MONTEVALLO,
as Secured Party**

PARCEL I:

Beginning at the NE corner of Section 10, Township 22 South, Range 3 West; thence North 89 degrees 45 minutes 37 seconds West along the North line of said section a distance of 299.38 feet to a point; thence South 13 degrees 01 minute 00 seconds West a distance of 2700.64 feet to a point that is 15.00 feet North of the centerline of Quinn Lane; thence South 66 degrees 04 minutes 55 seconds East parallel with said Quinn Lane a distance of 640.82 feet to a point, said point being on the westerly right of way line of Highway 119 (Montevallo-Ashville Road); thence North 32 degrees 40 minutes 07 seconds East along said right of way line a distance of 383.02 feet to a point; thence North 57 degrees 19 minutes 53 seconds West a distance of 20.00 feet to a point; thence North 32 degrees 40 minutes 07 seconds East a distance of 408.30 feet to a point of curve to the right through a central angle of 08 degrees 06 minutes 07 seconds an arc distance of 239.99 feet a chord bearing of North 36 degrees 43 minutes 11 seconds East a distance of 239.79 feet to a point; thence South 49 degrees 13 minutes 46 seconds East a distance of 20.00 feet to a point; thence around a curve to the right through a central angle of 30 degrees 06 minutes 18 seconds an arc distance of 886.14 feet a chord bearing of North 55 degrees 54 minutes 23 seconds East a distance of 875.87 feet to a point; thence North 18 degrees 57 minutes 28 seconds West a distance of 20.00 feet to a point; thence North 71 degrees 02 minutes 32 seconds East a distance of 312.15 feet to a point of a curve to the left through a central angle of 01 degree 45 minutes 37 seconds an arc distance of 48.45 feet a chord bearing of North 70 degrees 09 minutes 44 seconds East a distance of 48.45 feet to a point; thence North 21 degrees 08 minutes 18 seconds West leaving said right of way a distance of 811.46 feet to a point; thence North 66 degrees 05 minutes 09 seconds East a distance of 153.39 feet to a point; thence North 28 degrees 47 minutes 32 seconds West a distance of 299.21 feet to a point; thence North 10 degrees 35 minutes 26 seconds East a distance of 315.07 feet to a point on the North line of Section 11, Township 22 South, Range 3 West; thence North 89 degrees 04 minutes 10 seconds West along said North line a distance of 1058.21 feet to the point of beginning; being situated in Shelby County, Alabama.

PARCEL II:

Begin at the point where the northerly boundary of Section 11, Township 22 South, Range 3 West, intersects the West boundary of the Montevallo-Siluria Public Road, run South along the West boundary of said public road 150 feet; thence run West and perpendicular to said public road 300 feet; thence North and parallel to said public road 150 feet, more or less, to the North boundary line of said Section 11; thence East along the North boundary line of said Section 11 to the point of beginning; being situated in Shelby County, Alabama.


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PARCEL III:

Commence at the NW corner of Section 11, Township 22 South, Range 3 West; thence South 89 degrees 04 minutes 10 seconds East along the North line of said Section 11, a distance of 1058.21 feet to the point of beginning; thence South 10 degrees 35 minutes 26 seconds West a distance of 315.07 feet to a point; thence South 28 degrees 47 minutes 32 seconds East a distance of 299.21 feet to a point; thence South 66 degrees 05 minutes 09 seconds West a distance of 153.39 feet to a point; thence South 21 degrees 08 minutes 18 seconds East a distance of 811.46 feet to a point, said point being on the westerly right of way line of Highway 119 (Montevallo-Ashville Road), said point also on a curve to the left through a central angle of 13 degrees 59 minutes 20 seconds an arc distance of 385.05 feet a chord bearing of North 62 degrees 07 minutes 16 seconds East a distance of 384.10 feet to a point; thence North 34 degrees 42 minutes 25 seconds West a distance of 15.00 feet to a point; thence around a curve to the left through a central angle of 20 degrees 59 minutes 57 seconds an arc distance of 572.51 feet a chord bearing of North 44 degrees 47 minutes 37 seconds East a distance of 569.32 feet to a point; thence South 55 degrees 42 minutes 22 seconds East a distance of 35.00 feet to a point; thence around a curve to the left through a central angle of 25 degrees 14 minutes 59 seconds an arc distance of 703.82 feet a chord bearing North 21 degrees 40 minutes 09 seconds East a distance of 698.14 feet to a point; thence North 89 degrees 04 minutes 48 seconds West leaving said westerly right of way a distance of 300.00 feet to a point; thence North 06 degrees 21 minutes 06 seconds East a distance of 150.00 feet to a point; thence North 89 degrees 04 minutes 10 seconds West, a distance of 976.83 feet to the point of beginning; being situated in Shelby County, Alabama.

All being situated in Shelby County, Alabama.

LESS AND EXCEPT that parcel conveyed to The Citizenship Trust, a nonprofit corporation dated February 23, 2001 and recorded in Inst. No. 2001-06806 in the Probate Office of Shelby County, Alabama, described as follows:

Commence at the northwest corner of the NW $\frac{1}{4}$ of the NW $\frac{1}{4}$ of Section 11, Township 22 South, Range 3 west; thence run easterly along the North line of said Section 2,335.05 feet to a point on the westerly right of way line of Alabama Highway #119, said point being on a curve to the right, said curve to the right having a radius of 1,597.10 feet and being subtended by a central angle of 30 degrees 37 minutes 51 seconds; thence turn an angle to the right of 108 degrees 12 minutes 53 seconds to chord of said curve to the right and run southeasterly along the arc of said curve 853.82 feet to the end of said curve; thence turn an angle to the right of 105 degrees 18 minutes 55 seconds from chord and run northwesterly 35.00 feet to the beginning of a curve to the right, said curve to the right having a radius of 1,562.10 feet and being subtended by a central angle of 20 degrees 59 minutes 57 seconds; thence turn an angle to the left of 79 degrees 30 minutes 01 seconds to chord of said curve to the right and run southwesterly along the arc of said curve 572.51 feet to the end of said curve; thence turn an angle to the left of 79 degrees 30 minutes 03 seconds from chord and run southeasterly 15.00 feet to the beginning of a curve to the right, said curve to the right having a radius of 1,577.10 feet and being subtended by a central angle of 15 degrees 44 minutes 57 seconds; thence turn an angle to the right of 97 degrees 52 minutes 30 seconds to chord of said curve to the right and run southwesterly along the arc of said curve 433.50 feet to the end of said curve; thence at tangent to said curve run southwesterly 312.15 feet; thence turn an angle to the left of 90 degrees 00 minutes 00 seconds and run southwesterly 20.00 feet to the beginning of a curve to the left, said curve to the left having a radius of 1,677.21 feet and being subtended by a central angle of 7 degrees 02 minutes 39 seconds; thence turn an angle to the right of 86 degree 28 minutes 41 seconds to chord of said curve to the left and run southwesterly along the arc of said curve 206.20 feet; thence turn an angle to the right of 84 degrees 17 minutes 07 seconds from chord and run Northwesterly 335.17 feet; thence turn an angle to the right of 86 degrees 35 minutes 36 seconds and run northeasterly 260.50 feet; thence turn an angle to the left of 89 degrees 58 minutes 04 seconds and run northwesterly 279.71 feet; thence turn an angle to the right of 90 degrees 00 minutes 00 seconds and run northeasterly 37.61 feet to the point of

beginning; thence continue along the last described course 201.00 feet; thence turn an angle to the right of 90 degrees 00 minutes 00 seconds and run southeasterly 65.00 feet; thence turn an angle to the left of 90 degrees 00 minutes 00 seconds and run northeasterly 42.00 feet; thence turn an angle to the right of 90 degrees 00 minutes 00 seconds and run southeasterly 135.85 feet to the beginning of a curve to the right, said curve to the right having a radius of 309.99 feet and being subtended by a central angle of 25 degrees 06 minutes 56 seconds; thence turn an angle to the right of 83 degrees 00 minutes 11 seconds to chord of said curve to the right and run southwesterly along the arc of said curve 135.88 feet to the end of said curve to the right and the beginning of another curve to the left, said curve to the left having a radius of 168.43 feet and being subtended by a central angle of 48 degrees 36 minutes 53 seconds; thence turn an angle to the right of 45 degrees 02 minutes 32 seconds from chord to chord of said curve to the left and run northwesterly along the arc of said curve 142.91 feet to the end of said curve; thence turn an angle to the right of 51 degrees 57 minutes 17 seconds from chord and run northwesterly 131.81 feet to the point of beginning; being situated in Shelby County, Alabama.

PARCEL IV:

A parcel of land lying in the East ½ of Section 10, Township 22 South, Range 3 West, Shelby County, Alabama, being more particularly described as follows:

Commencing at a found 2-inch pipe at the Northeast corner of Section 10, Township 22 South, Range 3 West, Shelby County, Alabama, and run North 88 degrees 05 minutes 49 seconds West along the North line of said Section for a distance of 299.59 feet to the point of beginning; thence continue North 88 degrees 05 minutes 49 seconds West along said North section line for a distance of 1706.76 feet; thence leaving said North section line run South 08 degrees 17 minutes 34 seconds East for a distance of 1928.90 feet; thence run South 06 degrees 53 minutes 49 seconds West for a distance of 561.21 feet to a point in the centerline of Killough Mill Road; thence run South 76 degrees 13 minutes 16 seconds East along said centerline for a distance of 284.79 feet; thence run South 76 degrees 02 minutes 05 seconds East along said centerline for a distance of 222.22 feet; thence run South 75 degrees 01 minutes 15 seconds East along said centerline for a distance of 199.60 feet; thence run South 70 degrees 48 minutes 51 seconds East along said centerline for a distance of 68.55 feet; thence turn South 66 degrees 31 minutes 30 seconds East along said centerline for a distance of 51.73 feet; thence leaving said centerline run North 14 degrees 53 minutes 00 seconds East a distance of 2716.52 feet back to the point of beginning.

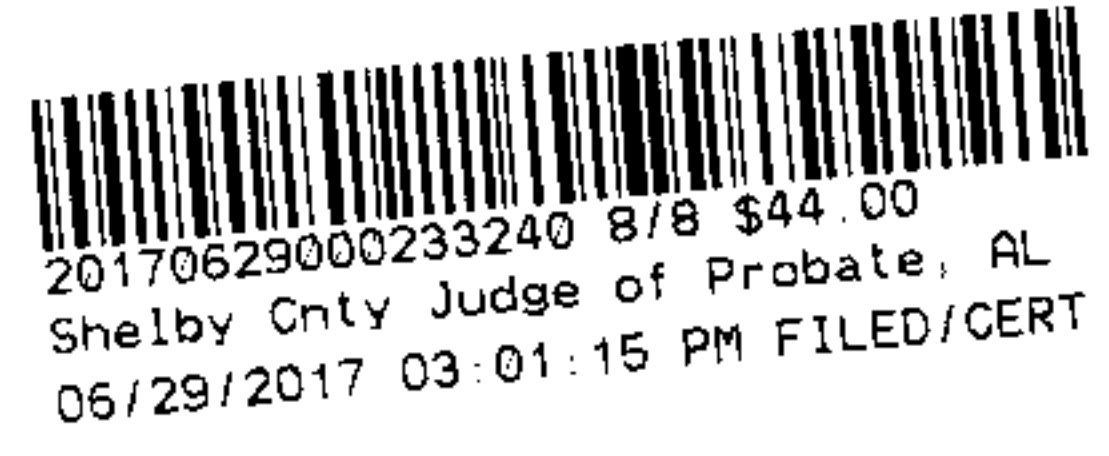
PARCEL V (constituting the 2017 Addition to the Project Site):

A parcel of land a part of which is situated in the SE 1/4 of the SW 1/4 of Section 2, Township 22 South, Range 3 West, a part of the SW 1/4 of the SW 1/4 of said section, and a part in the North 1/2 of the NW 1/4 of Section 11, Township 22 South, Range 3 West, and described as follows: Begin at the SW corner of the SE 1/4 of the SW 1/4 of said Section 2 and go South 1.58 feet and then West 14.59 feet to a point at the junction of a fence forming the West boundary of this tract, with a fence forming the South boundary of same for point of beginning; thence go North 89 degrees 45 minutes East along this fence forming the South border 1026.22 feet to West border of Highway 119; thence North 0 degrees 27 minutes West along this Highway border 193.58 feet; thence continue along this border North 4 degrees 27 minutes West 36.42 feet; thence North 89 degrees 08 minutes West 1031.67 feet; thence South 2 degrees 13 minutes East along fence forming West border 249.84 feet to point of beginning.

LESS AND EXCEPT a parcel of land described as follows: Begin at the SW corner of the SE 1/4 of the SW 1/4 of Section 2, Township 22 South, Range 3 West and go South 1.58 feet' thence West 14.59 feet to a point on a fence; thence go North 2 degrees 13 minutes West along a fence for 249.84 feet; thence go South 89 degrees 08 minutes East for 798.17 feet to the point of beginning; thence continue South 89 degrees 08 minutes East for 233.50 feet to a point on the West border of State Highway No. 119; thence

go South 4 degrees 27 minutes East along the West boundary of said highway for 36.42 feet; thence go South 00 degrees 27 minutes East for 88.58 feet along the West boundary of said highway; thence go North 89 degrees 10 minutes West for 236.06 feet; thence go North 00 degrees 26 minutes West for 125.00 feet back to the point of beginning.

Situated in Shelby County, Alabama.



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