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UCC1 1/9

UCC FINANCING STATEMENT

FOLLOW INSTRUCTIONS

A. NAME & PHONE OF CONTACT AT FILER (optional) Austin A. Averitt (205) 297-2200
B. E-MAIL CONTACT AT FILER (optional) Austin.Averitt@butlersnow.com
C. SEND ACKNOWLEDGMENT TO: (Name and Address) Austin A. Averitt Butler Snow LLP 1819 5th Ave N, Suite 1000 Birmingham, AL 35203 NC8-800816-51

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 NEWCo2, LLC				
OR 1b. INDIVIDUAL'S SURNAME	FIRST PERSONAL NAME	ADDITIONAL NAME(S)/INITIAL(S)		SUFFIX
1c. MAILING ADDRESS One Office Park Circle, Suite 300	CITY Birmingham	STATE AL	POSTAL CODE 35223	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 Renasant Bank				
OR 3b. INDIVIDUAL'S SURNAME	FIRST PERSONAL NAME	ADDITIONAL NAME(S)/INITIAL(S)		SUFFIX
3c. MAILING ADDRESS 2001 Park Place N, Suite 600	CITY Birmingham	STATE AL	POSTAL CODE 35203	COUNTRY USA

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

See Exhibit A and Exhibit B attached hereto.

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 ☐ Agricultural Lien ☐ Non-UCC Filing

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

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

8. OPTIONAL FILER REFERENCE DATA:

File with Shelby County Judge of Probate

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 NEWCo2, LLC	
OR	
9b. INDIVIDUAL'S SURNAME	
FIRST PERSONAL NAME	
ADDITIONAL NAME(S)/INITIAL(S)	SUFFIX

THE ABOVE SPACE IS FOR FILING OFFICE USE ONLY

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 A attached hereto.

17. MISCELLANEOUS:

EXHIBIT A

LEGAL DESCRIPTION

LOT 11, ACCORDING TO THE SURVEY OF SOUTH PARK, AS RECORDED IN MAP BOOK 20, PAGE 100, IN THE PROBATE OFFICE OF SHELBY COUNTY, ALABAMA.

EXHIBIT B

COLLATERAL DESCRIPTION

1.0 DEFINED TERMS. As used in this Financing Statement, the following terms shall have the meanings unless the context hereof shall otherwise indicate (capitalized terms not defined herein shall have the meaning ascribed to them in the Mortgage):

Accounts has the meaning given such term in the UCC, and includes, without limitation, any rights of Debtor arising from the operation of the Mortgaged Property to payment for goods sold or leased or for services rendered, not evidenced by an Instrument, including, without limitation, (i) all accounts arising from the operation of the Mortgaged Property, (ii) all moneys and accounts, if any, held by Secured Party pursuant to this Mortgage or any other Loan Document, (iii) receivables arising out of the use of a credit or charge card or information contained on or for use with the card, (iv) Supporting Obligations, letter-of-credit rights and letters of credit given by any Person with respect to any of the foregoing, and (v) all books and records in whatever media (paper, electronic or otherwise) recorded or stored, with respect to any or all of the foregoing and all equipment and general intangibles necessary or beneficial to retain, access and/or process the information contained in those books and records. Accounts shall include the Proceeds thereof.

Appurtenant Rights means all air rights, development rights, zoning rights, easements, rights-of-way, strips and gores of land, vaults, streets, roads, alleys, tenements, passages, sewer rights, waters, water courses, water rights and powers, minerals, flowers, shrubs, crops, trees, timber, and other emblements now or hereafter appurtenant to, or used or useful in connection with, or located on, under or above the Land, 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 Land, if any, or any part thereof, now or hereafter.

Chattel Paper has the meaning given such term in the UCC, and includes, without limitation, a record or records (including, without limitation, electronic chattel paper) which evidence both a monetary obligation and a security interest in specific goods, a security interest in specific goods and software used in the goods, or a lease of specific goods; all Supporting Obligations with respect thereto; any returned, rejected, or repossessed goods and software covered by any such record or records and all proceeds (in any form including, without limitation, accounts, contract rights, documents, chattel paper, instruments, and general intangibles) of such returned, rejected, or repossessed goods; and all proceeds (cash proceeds and noncash proceeds) of the foregoing.

Commercial Tort Claims has the meaning set forth in the UCC.

Contracts means all license agreements, operating contracts, and all management, service, employment, supply, and maintenance contracts and agreements, and any other agreements, licenses, or contracts of any nature whatsoever now or hereafter obtained or entered into by Debtor with respect to the acquisition, construction, renovation, expansion, ownership, occupancy, use, operation, maintenance, and administration of the Mortgaged Property,

including, without limitation, any and all contracts, authorizations, agreements, and/or consents executed by or on behalf of any customer or other Person seeking services from Debtor pursuant to which Debtor provides or furnishes services at the Mortgaged Property..

Deposit Accounts has the meaning given such term in the UCC.

Equipment has the meaning given such term in the UCC, and includes, without limitation, all equipment, machinery, furniture, furnishings, vehicles, vehicle chassis, tools, spare parts, materials, supplies, store fixtures, leasehold improvements, all other goods (including embedded software to the extent provided for in Article 9 of the UCC) of every kind and nature (other than Inventory and Fixtures) and all "equipment" as defined in Article 9 of the UCC and all renewals and replacements thereof and substitutions therefor; provided, however, that with respect to any items which are leased for the benefit of the Mortgaged Property and not owned by Mortgagor, the Equipment shall include the leasehold interest only of Mortgagor together with any options to purchase any of said items and any additional or greater rights with respect to such items which Mortgagor may hereafter acquire, but the foregoing shall not be construed to mean that such leasing shall be permitted hereunder and under the other Loan Documents.

Fixtures means all property which is now or hereafter so attached to the Land or the Improvements as to constitute a fixture under applicable law and all renewals and replacements thereof and substitutions therefor, including, without limitation: machinery, equipment, engines, boilers, incinerators, installed building materials; systems and equipment for the purpose of supplying or distributing heating, cooling, electricity, gas, water, air, or light; antennas, cable, wiring, and conduits used in connection with radio, television, security, fire prevention, or fire detection or otherwise used to carry electronic signals; telephone systems and equipment; elevators and related machinery and equipment; fire detection, prevention, and extinguishing systems and apparatus; security and access control systems and apparatus; plumbing systems; water heaters, ranges, stoves, microwave ovens, refrigerators, dishwashers, garbage disposers, washers, dryers, and other appliances; light fixtures, awnings, storm windows, and storm doors; pictures, screens, blinds, shades, curtains, and curtain rods; mirrors; cabinets, paneling, rugs, and floor and wall coverings; fences, trees and plants; and exercise equipment.

General Intangibles has the meaning given such term in the UCC, and includes, without limitation, all intangible personal property of Mortgagor arising out of or connected with the Mortgaged Property and all renewals and replacements thereof and substitutions therefor (other than Accounts, Rents, Instruments, Inventory, Money and, Permits), including, without limitation, things in action, contract rights and other rights to payments of Money, commercial tort claims, other claims (including without limitation all claims for income tax and other refunds), payment intangibles, and Supporting Obligations.

Imposition Deposits means the additional deposits to be made by Debtor, if any, for (i) the premiums for fire and other hazard insurance, business interruption insurance and such other insurance as Secured Party may reasonably require under the Loan Documents and (ii) the yearly property Taxes.

Impositions means the obligations of Debtor for which the Imposition Deposits are required.

Improvements means all buildings, structures, and improvements of every nature whatsoever now or hereafter situated on the Land, including but not limited to, 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 apparatuses which are or shall be attached to the Land or said buildings, structures or improvements.

Instruments has the meaning given such term in the UCC, and includes, without limitation, all instruments, Chattel Paper, documents or other writings obtained by Mortgagor from or in connection with the operation of the Mortgaged Property or the construction and operation of the Mortgaged Property (including without limitation, all ledger sheets, computer records and printouts, data bases, programs, books of account, software, trademarks or trade names, utility contracts, maintenance and service contracts, and files of Mortgagor relating thereto).

Inventory has the meaning given such term in the UCC, and includes, without limitation, all goods, merchandise and other personal property held by the Mortgagor for sale or lease or license or furnished or to be furnished by the Mortgagor under contracts of service or otherwise, raw materials, parts, finished goods, work-in-process, scrap inventory and supplies and materials used or consumed, or to be used or consumed, in the Mortgagor's present or any future business, and all such property returned to or repossessed or stopped in transit by the Mortgagor, whether in transit or in the constructive, actual or exclusive possession of the Mortgagor or of the Secured Party or held by the Debtor or any other person for the Secured Party's account and wherever the same may be located, including all such property that may now or hereafter be located on the premises of the Debtor or upon any leased location or upon the premises of any carriers, forwarding agents, warehousemen, vendors, selling agents, processors or third parties, and all "inventory" as defined in Article 9 of the UCC.

Investment Property has the meaning given such term in the UCC, and includes, without limitation, a security, whether certificated or uncertificated, security entitlement, securities account, commodity contract, or commodity account, and all proceeds (cash proceeds and noncash proceeds) of, and Supporting Obligations with respect to, the foregoing.

Land means that certain real property described in Exhibit A attached hereto and made a part hereof.

Leases means any and all oral or written leases and other agreements for the use or occupancy of the Mortgaged Property made or agreed to by any person or entity (including, without limitation of the foregoing, Debtor and Secured Party under the Loan Documents) and any and all amendments, extensions, renewals, modifications, replacements, and guaranties thereof pertaining to all or any part of the Mortgaged Property, whether such leases or other agreements have been heretofore or are hereafter made or agreed to.

Loan Agreement means that certain Construction Loan Agreement dated as of December 11, 2017, by and between Debtor and Secured Party, together with all amendments and supplements thereto.

Loan Documents has the meaning set forth in the Loan Agreement.

Loan Obligations means the aggregate of all principal and interest owing from time to time under the Note and all expenses, charges, premiums and other amounts from time to time owing under the Note, this Mortgage, the Loan Agreement or the other Loan Documents, and all covenants, agreements and other obligations from time to time owing to, or for the benefit of, Secured Party pursuant to the Loan Documents.

Money means all monies, cash, rights to Deposit Accounts, or other items of legal tender obtained from or for use in connection with the operation of the Mortgaged Property.

Mortgage means that certain Future Advance Mortgage, Assignment of Rents and Leases and Security Agreement of even date with the Loan Agreement, executed by Debtor in favor of Secured Party creating a first priority mortgage lien on the Mortgaged Property and a security interest in all of the personal property located thereon and described therein, together with all amendments and supplements thereto.

Mortgaged Property means all of Debtor's present and future right, title and interest in and to all of the following, provided that if any of the following capitalized terms are defined in the UCC, each such term shall have the meaning given such term in the UCC and shall include, without limitation, the additional items set forth in the Mortgage with respect to such term:

- (a) the Land;
- (b) all Appurtenant Rights;
- (c) all Commercial Tort Claims;
- (d) all Equipment;
- (e) all Improvements;
- (f) all Fixtures;
- (g) all Accounts;
- (h) all Deposit Accounts;
- (i) all Contracts;
- (j) all General Intangibles;
- (k) all Permits (to the extent assignable);
- (l) all Money;
- (m) all Instruments;
- (n) all Inventory;

- (o) all Rents;
- (p) all Personalty;
- (q) all Leases;
- (r) all Chattel Paper;
- (s) all Supporting Obligations;
- (t) all Investment Property;
- (u) all Stock;
- (v) all Proceeds;

(w) all contracts, options, and other agreements for the sale of the Land, the Improvements, the Fixtures, the Personalty, or any other part of the Mortgaged Property entered into by Debtor now or in the future, including cash or securities deposited to secure performance by parties of their obligations;

- (x) all Imposition Deposits;

(y) all refunds or rebates of Impositions by any municipal, state, or federal authority or insurance company (other than refunds applicable to periods before the real property tax year in which this Mortgage is dated); and

(z) all renewals, replacements, and Proceeds of any of the foregoing and any substitutions therefor, whether now owned or hereafter acquired, and including replacements, additions, accessions, substitutions, and products, and all other property which is or hereafter may become subject to a lien in favor of Secured Party as security for any of the Loan Obligations.

Permits means all licenses, permits, and certificates used or necessary in connection with the construction, ownership, operation, use, or occupancy of the Mortgaged Property, including, without limitation, business licenses, state health department licenses, food service licenses, licenses to conduct business, and all such other permits, licenses, and rights, obtained from any governmental, quasi-governmental, or private person or entity whatsoever concerning ownership, operation, use, or occupancy of the Mortgaged Property.

Person means an individual, partnership, limited partnership, corporation, limited liability company, business trust, joint stock company, trust, unincorporated association, joint venture, governmental authority or other entity of whatever nature.

Personalty means all Equipment, Inventory, or General Intangibles which are used now or in the future in connection with the ownership, management or operation of the Land or the Improvements or are located on the Land or in the Improvements, including furniture, furnishings, machinery, building materials, appliances, goods, supplies, tools, books, records

(whether in written or electronic form), computer equipment (hardware and software) and other tangible personal property (other than Fixtures) which are used now or in the future in connection with the ownership, management or operation of the Land or the Improvements or are located on the Land or in the Improvements, and any operating agreements relating to the Land or the Improvements, and any surveys, plans and specifications and contracts for architectural, engineering, and construction services relating to the Land or the Improvements and all other intangible property and rights relating to the operation of, or used in connection with, the Land or the Improvements, including all governmental Permits relating to any activities on the Land.

Proceeds means all awards, payments, earnings, royalties, issues, profits, liquidated claims, and proceeds (including proceeds of insurance and condemnation and any conveyance in lieu thereof), whether cash or noncash, moveable or immovable, tangible or intangible, from the sale, conversion (whether voluntary or involuntary), exchange, transfer, collection, loss, damage, condemnation, disposition, substitution, or replacement of any of the Mortgaged Property.

Rents means all rent and other payments of whatever nature from time to time payable pursuant to the Leases.

Stock means all shares, options, warrants, general or limited partnership interests, membership interests, participations or other equivalents (regardless of how designated) in a corporation, limited liability company, partnership or any equivalent entity, whether voting or nonvoting, including, without limitation, common stock, preferred stock, or any other "equity security" (as such term is defined in Rule 3a11-1 of the General Rules and Regulations promulgated by the Securities and Exchange Commission under the Securities Exchange Act of 1934, as amended).

Supporting Obligation has the meaning given such term in the UCC, and includes, without limitation, a letter-of-credit right, secondary obligation, or obligation of a secondary obligor, or secondary obligation that supports the payment or performance of an Account, Chattel Paper, a document, a General Intangible, an Instrument, or Investment Property.

Taxes means all taxes, assessments, vault rentals, and other charges, if any, general, special or otherwise, including all assessments for schools, public betterments and general or local improvements, which are levied, assessed or imposed by any public authority or quasi-public authority, and which, if not paid, will become a lien, on the Land or the Improvements.

UCC means the Uniform Commercial Code as in effect from time to time in the State of Alabama.

2.0 COLLATERAL COVERED This Financing Statement covers all of Debtor's right, title and interest in and to the Mortgaged Property.

ButlerSnow 21415259v1



Filed and Recorded
 Official Public Records
 Judge James W. Fuhrmeister, Probate Judge,
 County Clerk
 Shelby County, AL
 12/28/2017 08:37:05 AM
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