

UCC FINANCING STATEMENT

FOLLOW INSTRUCTIONS (front and back) CAREFULLY

A. NAME & PHONE OF CONTACT AT FILER [optional]
Allen S. Reeves

B. SEND ACKNOWLEDGMENT TO: (Name and Address)

Reeves & Stewart, P.C.
P. O. Box 447
Selma, AL 36702-0447

20190731000274760 1/6 \$40.00
Shelby Cnty Judge of Probate, AL
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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
Blackbelt Outdoor Advertising, LLC

OR 1b. INDIVIDUAL'S LAST NAME FIRST NAME MIDDLE NAME SUFFIX

1c. MAILING ADDRESS CITY STATE POSTAL CODE COUNTRY
476 County Road 206 Marion Junction AL 36759 USA

ADD'L INFO RE ORGANIZATION DEBTOR 1e. TYPE OF ORGANIZATION 1f. JURISDICTION OF ORGANIZATION 1g. ORGANIZATIONAL ID #, if any
LLC Dallas County, Alabama 299-880 ☐ 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
☐ 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
Marion Bank and Trust Company

OR 3b. INDIVIDUAL'S LAST NAME FIRST NAME MIDDLE NAME SUFFIX

3c. MAILING ADDRESS CITY STATE POSTAL CODE COUNTRY
P. O. Box 510 Marion AL 36756 USA

4. This FINANCING STATEMENT covers the following collateral:

All those certain Billboard Easements and Leases, located in Dallas, Shelby, Jefferson, Walker, Tallapoosa, Chilton, and St. Clair Counties of Alabama, as more particularly described in Exhibit A attached hereto and by this reference made a part hereof and all equipment and fixtures including advertising structures billboard signs, poles and equipment and related personal property, fixtures and appurtenances, including replacements and additions thereto, together with accounts, assignment of rents and leases, inventory, and general intangibles, billboard or outdoor advertising site permits, any insurance thereon, and any advertising contracts relating thereto, and the proceeds thereof and all property of every kind and nature whatsoever now or hereafter owned by Debtor and located in, on or about, or used or intended to be used with or in connection with the use, operation or enjoyment of those certain Billboard Easement Leases, including all extensions, additions, improvements, betterments, renewals and replacements, substitutions, or proceeds from a permitted sale of any of the foregoing and all equipment, material and supplies of every kind now or hereafter placed or located thereon.

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 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

Exhibit "A"

ITEM ONE:

Lease Agreement between Larry Cain Real Estate Company Inc., and Blackbelt Outdoor Advertising, LLC, dated April 8, 2016, and recorded in the Probate office of Shelby County, Alabama, as Instrument #20160520000173300.

ITEM TWO:

Lease Agreement between Mark's Window Tint, LLC, and Blackbelt Outdoor Advertising, LLC, dated September 14, 2015, and recorded in the Probate Office of Chilton County, Alabama, in Book 2016 at page 200214.

ITEM THREE:

Lease Agreement between Buchanan Woodlands, LLC, and Blackbelt Advertising, LLC, dated November 4, 2015, and recorded in Book 1552 at Page 65 in the Probate Office of Dallas County, Alabama.

ITEM FOUR:

Lease Agreement between Ricky Ray of M & R Properties, LLC and Blackbelt Outdoor Advertising, LLC, dated June 14, 2017, which has been recorded in the Probate Office of Shelby County, Alabama, Instrument #20170707000241470.

ITEM FIVE:

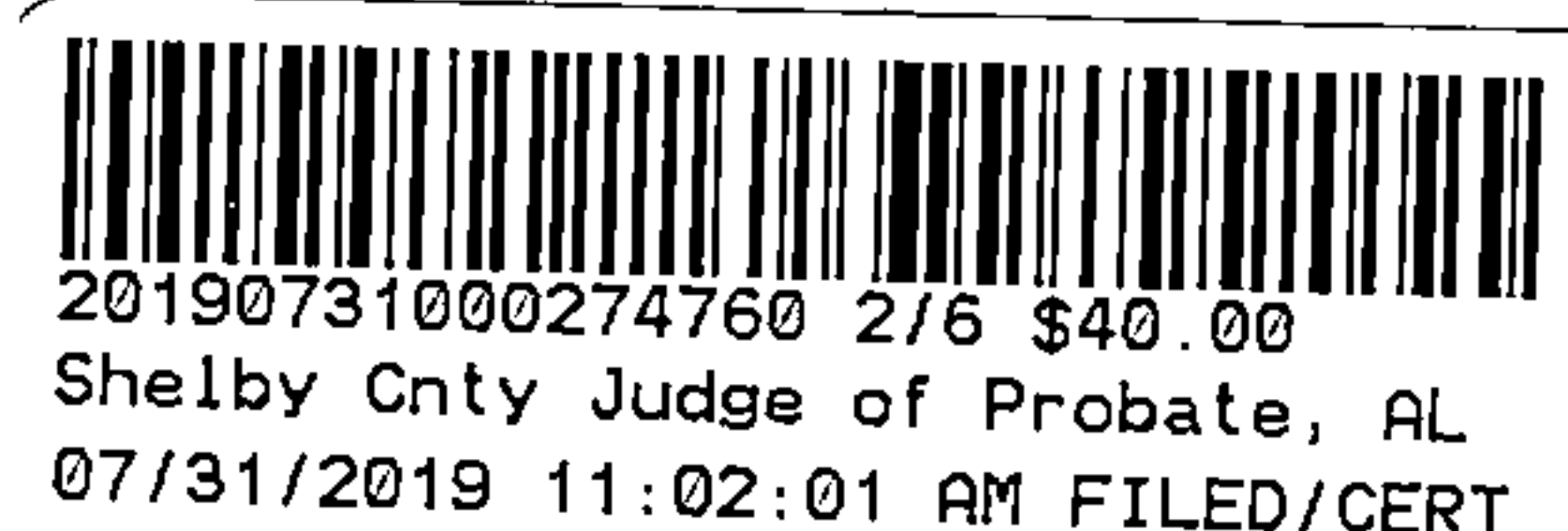
Lease Agreement between New Advertising and Blackbelt Outdoor Advertising, LLC, dated April 25, 2017, which has been recorded in the Probate Office of Shelby County, Alabama, Instrument #20170707000241480.

ITEM SIX:

Lease Agreement between New Advertising and Blackbelt Outdoor Advertising, LLC, dated April 25, 2017, which has been recorded in the Probate Office of Shelby County, Alabama, Instrument #2017070700024190.

ITEM SEVEN:

Lease Agreement between New Advertisement and Blackbelt Outdoor Advertising, LLC, dated April 25, 2017, which has been recorded in the Probate Office of Shelby County, Alabama, Instrument #20170707000241500.



ITEM EIGHT:

Lease Agreement between New Advertising and Blackbelt Outdoor Advertising, LLC, dated April 25, 2017, which has been recorded in the Probate Office of Shelby County, Alabama, Instrument #20170707000241510.

ITEM NINE:

Lease Agreement between New Advertising and Blackbelt Outdoor Advertising, LLC, dated April 25, 2017, which has been recorded in the Probate Office of Shelby County, Alabama, Instrument #20170707000241520.

ITEM TEN:

That certain UNRECORDED Lease Agreement dated August 18, 2011, by and between Alabama Power Company and Bentley Advertising, LLC, for the Billboard Easement Leasehold, the subject of permit number 3-5-00307 at sign location # 59-038-020-600-L, and for the Billboard Easement Leasehold, the subject of permit number 3-5-00308 at sign location # 59-038-020-440L on Tract I owned by Alabama Power Company, by deeds recorded December 12, 2007, in Documents Nos. 20071214000564900 and 20071214000564910 in the Office of the Judge of Probate of Shelby County, Alabama. Said lease is recorded as attachment to an affidavit in Document No. 20151221000435010 in the Office of the Judge of Probate of Shelby County, Alabama. Said lease was assigned by Bentley Advertising, LLC, to Quality Southern Outdoor Advertising, LLC, by assignment recorded in Document No. 20151221000435020 in the Office of the Judge of Probate of Shelby County, Alabama, and assigned to Blackbelt Outdoor Advertising, LLC.

ITEM ELEVEN:

That certain Lease Agreement by and between Michael Taunton and Bentley Outdoor Advertising, LLC, for the Billboard Easement Leasehold, the subject of permit number 3-5-00342 at sign location # 59-038-020-071-R, recorded January 12, 2015, in Document No. 20150112000012320 in the Office of the Judge of Probate of Shelby County, Alabama, on Tract II owned by Michael Taunton, by deed recorded October 1, 2014, in Document Nos. 20141001000307800 and 20141001000307800 in the office of the Judge of Probate of Shelby County, Alabama. Said lease was amended by and evidenced by that memorandum of lease dated February 18, 2015, recorded in Document No. 20151221000434990 in the Office of the Judge of Probate of Shelby County, Alabama. Said lease was assigned by Bentley Advertising, LLC, to Quality Southern Outdoor Advertising, LLC, by assignment recorded in Document No. 20151221000434960 in the Office of the Judge of Probate of Shelby County, Alabama, and assigned to Blackbelt Outdoor Advertising, LLC.

ITEM TWELVE:

That certain Lease Agreement by and between Michael Taunton and Bentley Outdoor Advertising, LLC, for the Billboard Easement Leasehold, the subject of permit number 3-5-00341 at sign location



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59-038-015-002-R, recorded January 12, 2015, in Document No. 20150112000012310 in the Office of the Judge of Probate of Shelby County, Alabama, on Tract IV owned by Michael Taunton, by deed recorded October 1, 2014, in Document Nos. 20141001000307780 and 20141001000307790 in the Office of the Judge of Probate of Shelby County, Alabama. Said lease was amended by and evidenced by that memorandum of lease dated February 18, 2015, recorded in Document No. 20151221000434980 in the Office of the Judge of Probate of Shelby County, Alabama. Said lease was assigned by Bentley Advertising, LLC, to Quality Southern Outdoor Advertising, LLC, by assignment recorded in Document No. 20151221000434960 in the Office of the Judge of Probate of Shelby County, Alabama, and assigned to Blackbelt Outdoor Advertising, LLC.

ITEM THIRTEEN:

That certain Lease Agreement by and between Gloria Ellison and Bentley Outdoor Advertising, LLC, for the Billboard Easement Leasehold, the subject of permit number 4-1-0097 at sign location # 62-038-064-800L, evidenced by Lease Modification and Extension Agreement recorded January 21, 2015, in Document No. 295444 amending the lease recorded June 20, 2001 in Document No. 161603 in the Office of the Judge of Probate of Tallapoosa County, Alabama, on Tract VIII owned by Gloria D. Ellison, as survivor, under that deed recorded February 20, 1985, in Document No. 28431 in the Office of the Judge of Probate of Tallapoosa County, Alabama. Said lease was amended by Lease Modification and Extension Agreement dated January 17, 2015, recorded in Document No. 295443 in the Office of the Judge of Probate of Tallapoosa County, Alabama. Said lease was amended by and evidenced by that memorandum of lease dated March 31, 2015, recorded in Document No. 303278 in the Office of the Judge of Probate of Tallapoosa County, Alabama. Said lease was assigned by Bentley Advertising, LLC, to Quality Southern Outdoor Advertising, LLC, by assignment dated April 10, 2015 and recorded in Document No. 303275 in the Office of the Judge of Probate of Tallapoosa County, Alabama, and assigned to Blackbelt Outdoor Advertising, LLC.

ITEM FOURTEEN:

That certain Lease Agreement by and between Gloria D. Ellison and Bentley Outdoor Advertising, LLC, for the Billboard Easement Leasehold, the subject of permit number 4-1-0085 at sign location # 62-038-064.29R, dated September 14, 2005, recorded January 21, 2015, in Document No. 295444 in the Office of the Judge of Probate of Tallapoosa County, Alabama, on Tract IX owned by Gloria D. Ellison, as survivor, under that deed recorded October 23, 1975, in Book 218 at Page 25 in the Office of the Judge of Probate of Tallapoosa County, Alabama. Said lease was amended by and evidenced by that memorandum of lease dated March 31, 2015, recorded in Document No. 303279 in the Office of the Judge of Probate of Tallapoosa County, Alabama. Said lease was assigned by Bentley Advertising, LLC, to Quality Southern Outdoor Advertising, LLC, by assignment dated April 10, 2015, and recorded in Document No. 303275 in the Office of the Judge of Probate of Tallapoosa County, Alabama, and assigned to Blackbelt Outdoor Advertising, LLC.


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ITEM FIFTEEN:

That certain Lease Agreement by and between John F. Farrow and Bentley Outdoor Advertising, LLC, for the Billboard Easement Leasehold, the subject of permit number 4-1-00127 at sign location # 62-038-081-820R, recorded April 7, 2008, in Document No. 237922 in the Office of the Judge of Probate of Tallapoosa County, Alabama, on Tract X owned by John Frank Farrow, by deeds recorded March 7, 1995, in Document Nos. 100079 and 100081, in the Office of the Judge of Probate of Tallapoosa County, Alabama. Said lease was amended by Lease Modification and Extension Agreement dated January 17, 2015, recorded in Document No. 295442 in the Office of the Judge of Probate of Tallapoosa County, Alabama. Said lease was amended by and evidenced by that memorandum of lease dated March 29, 2015, recorded in Document No. 303276 in the Office of the Judge of Probate of Tallapoosa County, Alabama. Said lease was assigned by Bentley Advertising, LLC, to Quality Southern Outdoor Advertising, LLC, by assignment dated April 10, 2015, and recorded in Document No. 303275 in the Office of the Judge of Probate of Tallapoosa County, Alabama, and assigned to Blackbelt Outdoor Advertising, LLC.

ITEM SIXTEEN:

Lease Agreement between Peggy Calhoun and Quality Southern Outdoor Advertising, LLC, dated June 6, 2019, and assigned to Blackbelt Outdoor Advertising, LLC.

ITEM SEVENTEEN:

Lease Agreement between Peggy Calhoun and Quality Southern Outdoor Advertising, LLC, dated June 6, 2019, and assigned to Blackbelt Outdoor Advertising.

ITEM EIGHTEEN:

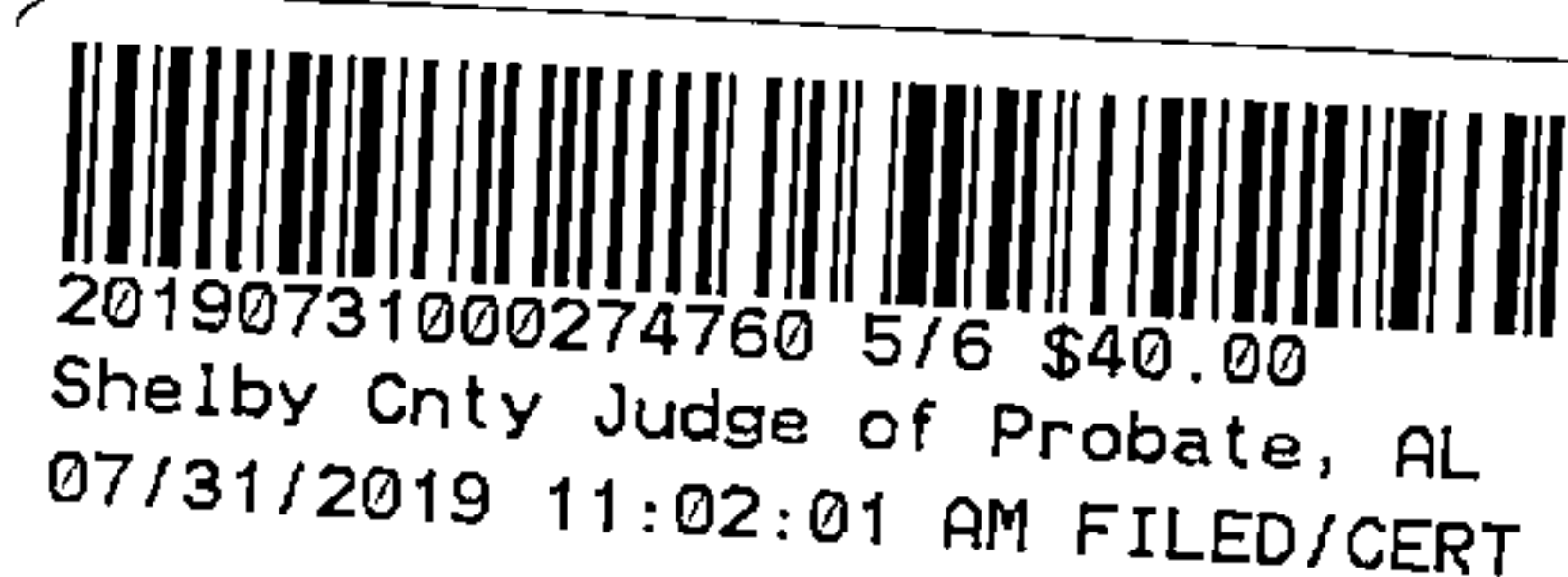
Lease between Harmon Lane, LLC, and Bentley Advertising, LLC, dated January 1, 2015, assigned to Quality Southern Outdoor Advertising, LLC, and further assigned to Blackbelt Outdoor Advertising, LLC.

ITEM NINETEEN:

Lease between McAdory Secure Storage and Bentley Advertising, LLC, dated December 11, 2014, assigned to Quality Southern Outdoor Advertising, LLC, and assigned to Blackbelt Outdoor Advertising, LLC.

ITEM TWENTY:

Lease between McAdory Veterinary Associates, PC, and Bentley Outdoor Advertising, LLC, assigned to Quality Southern Outdoor Advertising, LLC, and assigned to Blackbelt Outdoor Advertising, LLC.



ITEM TWENTY-ONE:

Lease between Phillip and Ann G. Smith and Southern Outdoor, LLC, dated December 5, 2013, and Assigned to Blackbelt Outdoor Advertising, LLC.

ITEM TWENTY-TWO:

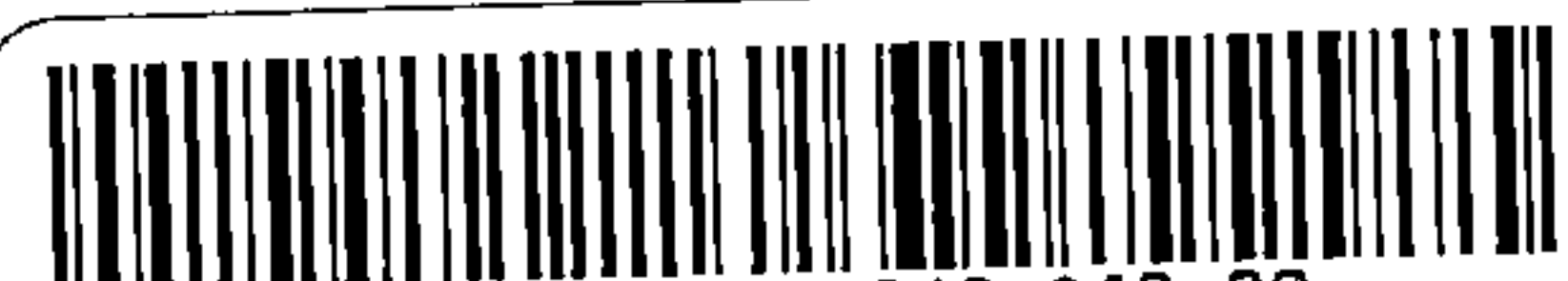
Lease between Phillip and Ann G. Smith and Southern Outdoor, LLC, dated December 5, 2013, and assigned to Blackbelt Outdoor Advertising, LLC.

ITEM TWENTY-THREE:

Grant of Easement to Quality Outdoor Advertising, LLC, recorded in Book 2575 at Page 237 in the Probate Office of Walker County, Alabama, assigned to Quality Outdoor Advertising, LLC, and assigned to Blackbelt Outdoor Advertising, LLC.

ITEM TWENTY-FOUR:

Bilboards and improvements located upon the real property located in Shelby County, Alabama, on Lot 1-B according to the Survey of Golden Corral's Addition to Pelham, as recorded in Map Book 27, Page 149, in the Probate Office of Shelby County, Alabama, Less and Except Lot 1-B-1, Lot 1-B-2, Lot 1-B-3, Lot 1-B-4, according to the Survey of Baptist Health System Inc., Resurvey of Lot 1-B, as recorded in Map Book 30, page 109 in the Probate Office of Shelby County, Alabama.



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