

STATE MS.-DESOTO CO.

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FILED

FEB 9 9 52 AM '04

Mississippi - UCC1 FINANCING STATEMENT

FOLLOW INSTRUCTIONS (front and back) CAREFULLY

BK 1923 PG 81
W.E. DAVIS CH. CLK.

A. NAME & PHONE OF CONTACT AT FILER [optional]
Brooke Garrett - (615) 244-5480

B. SEND ACKNOWLEDGMENT TO: (Name and Address)

Brooke Garrett
Chernau, Chaffin & Burnsed, PLLC
424 Church Street, Suite 1750
Nashville, TN 37219

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						
BT Horn Lake Associates, LLC						
OR	1b. INDIVIDUAL'S LAST NAME		FIRST NAME	MIDDLE NAME	SUFFIX	
1c. MAILING ADDRESS			CITY	STATE	POSTAL CODE	1d. COUNTY #
943 Oak Valley Lane			Nashville	TN	37220	
	ADD'L INFO RE ORGANIZATION DEBTOR	1e. TYPE OF ORGANIZATION	1f. JURISDICTION OF ORGANIZATION	1g. ORGANIZATIONAL ID #, if any		
		LLC	Tennessee	<input checked="" 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	2d. COUNTY #
	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						
SouthTrust Bank						
OR	3b. INDIVIDUAL'S LAST NAME		FIRST NAME	MIDDLE NAME	SUFFIX	
3c. MAILING ADDRESS			CITY	STATE	POSTAL CODE	COUNTRY
230 Fourth Avenue North			Nashville	TN	37219	USA

4. This FINANCING STATEMENT covers the following collateral:

Please see attached Exhibit "A" and Exhibit "B."

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) [optional]		All Debtors		Debtor 1	Debtor 2
8. OPTIONAL FILER REFERENCE DATA						
RE-3455						

Mississippi - UCC1AD FINANCING STATEMENT ADDENDUM

FOLLOW INSTRUCTIONS (front and back) CAREFULLY

9. NAME OF FIRST DEBTOR (1a or 1b) ON RELATED FINANCING STATEMENT

9a. ORGANIZATION'S NAME			
OR	9b. INDIVIDUAL'S LAST NAME	FIRST NAME	MIDDLE NAME, SUFFIX

10. MISCELLANEOUS:

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11. ADDITIONAL DEBTOR'S EXACT FULL LEGAL NAME - insert only one name (11a or 11b) - do not abbreviate or combine names

11a. ORGANIZATION'S NAME					
OR	11b. INDIVIDUAL'S LAST NAME	FIRST NAME	MIDDLE NAME	SUFFIX	
11c. MAILING ADDRESS		CITY	STATE	POSTAL CODE	11d. COUNTY #
11d. TAX ID #: SSN OR EIN	ADD'L INFO RE ORGANIZATION DEBTOR	11e. TYPE OF ORGANIZATION	11f. JURISDICTION OF ORGANIZATION	11g. ORGANIZATIONAL ID #, if any	
					<input type="checkbox"/> NONE

12. ADDITIONAL SECURED PARTY'S or ASSIGNOR S/P'S NAME - insert only one name (12a or 12b)

12a. ORGANIZATION'S NAME					
OR	12b. INDIVIDUAL'S LAST NAME	FIRST NAME	MIDDLE NAME	SUFFIX	
12c. MAILING ADDRESS		CITY	STATE	POSTAL CODE	COUNTRY

13. This FINANCING STATEMENT covers timber to be cut or as-extracted collateral, or is filed as a fixture filing.

14. Description of real estate:
Please see attached Exhibit "A."

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

16. Additional collateral description:
Please see attached Exhibit "B."

17. Check only if applicable and check only one box.
Debtor is a Trust or Trustee acting with respect to property held in trust or Decedent's Estate

18. Check only if applicable and check only one box.
 Debtor is a TRANSMITTING UTILITY
 Filed in connection with a Manufactured-Home Transaction — effective 30 years
 Filed in connection with a Public-Finance Transaction — effective 30 years

EXHIBIT "A"
TO UCC-1 FINANCING STATEMENT

FIXTURE FILING
FOR RECORDATION IN LAND RECORDS

Debtor: BT Horn Lake Associates, LLC
943 Oak Valley Lane
Nashville, TN 37220

Secured Party: SouthTrust Bank
230 Fourth Avenue North
Nashville, TN 37219

Debtor has granted to Secured Party a security interest in and to all fixtures and improvements located upon or within the following real property described in EXHIBIT "B," attached hereto, together with all building materials and landscaping materials, of any kind or nature whatsoever, whether delivered to such site, delivered to any warehouse or storage facility, or installed within the subject real property, and whether or not acquired with funds provided by Secured Party; together with all related manufacturers' warranties, policies of insurance, and the products and proceeds therefrom.

THE PROPERTY DESCRIBED IN EXHIBIT "B" IS OWNED BY DEBTOR AND IS NOT THE ADDRESS OF DEBTOR SHOWN ON THE UCC-1 FINANCING STATEMENT TO WHICH THIS EXHIBIT "A" IS ATTACHED.

TO BE FILED IN THE LAND RECORDS OF MISSISSIPPI.

EXHIBIT "B"
LEGAL DESCRIPTION

Lot 4, Second Revision, Windchase Subdivision, situated in Section 35, Township 1 South, Range 8 West, City of Horn Lake, DeSoto County, Mississippi, as per plat thereof recorded in Plat Book 85, Page 3, in the office of the Chancery Clerk of DeSoto County, Mississippi.