



W2811939

E# 2811939 PG 1 OF 4
Leann H. Kilts, WEBER COUNTY RECORDER
29-Aug-16 0411 PM FEE \$16.00 DEP JC
REC FOR: FOUNDERS TITLE COMPANY - LAYTON
ELECTRONICALLY RECORDED

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)
Greer, Herz & Adams, LLP 2525 South Shore Blvd., Suite 203 League City, Texas 77573 Attn: Deanna Rehm

15-474-0001 JS

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 Saint Paul Properties Fund III, LLC				
OR	1b. INDIVIDUAL'S SURNAME	FIRST PERSONAL NAME	ADDITIONAL NAME(S)/INITIAL(S)	SUFFIX
1c. MAILING ADDRESS	CITY	STATE	POSTAL CODE	COUNTRY
274 East Fillmore Avenue	Saint Paul	MN	55107	U.S

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 American National Insurance Company				
OR	3b. INDIVIDUAL'S SURNAME	FIRST PERSONAL NAME	ADDITIONAL NAME(S)/INITIAL(S)	SUFFIX
3c. MAILING ADDRESS	CITY	STATE	POSTAL CODE	COUNTRY
2525 South Shore Blvd., Suite 207	League City	TX	77573	U.S

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

All assets of Debtor and all proceeds thereof.

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/Licenser	

8. OPTIONAL FILER REFERENCE DATA:
358027 - LCM 16-148; To be recorded with the Weber County Recorders Office, Weber County, Utah

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 Saint Paul Properties Fund III, 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 and made a part hereof.

17. MISCELLANEOUS:

NAME OF DEBTOR: SAINT PAUL PROPERTIES FUND III, LLC

EXHIBIT "One"

This Financing Statement covers the following collateral:

(1) any and all of the goods, articles of personal property, accounts, general intangibles, instruments, documents, furniture, furnishings, equipment and/or fixtures of every kind and nature whatsoever that are usually furnished by landlords in letting an unfurnished building; provided that in no event shall the term "Collateral" include trade fixtures or trade personal property (including without limitation, the items described in subsections (2) - (6) herein) now or hereafter owned by Debtor, in or hereafter placed in or used or which may become used, in connection with or in the use, enjoyment, ownership or operation of the real estate described on **Exhibit "A"** attached hereto and made a part hereof (the "Mortgaged Premises"), together with all additions thereto, replacements thereof, substitutions therefor and all proceeds therefrom;

(2) any and all rents, rentals, payments, compensations, revenues, profits, incomes, leases, licenses, concession agreements, insurance policies, plans and specifications, contract rights, accounts, escrowed funds and general intangibles in any way relating to the Mortgaged Premises or used or useful in the use, enjoyment, ownership or operation of the Mortgaged Premises;

(3) any and all names, trade names, signs, marks and trademarks under which the Mortgaged Property, or any part thereof, is known or operated and all of Debtor's rights to carry on the business of Debtor under all such name or names and any variant or variance thereof;

(4) any and all deposits, awards, damages, payments, escrowed monies, insurance proceeds, condemnation awards or other compensation, and interests, fees, charges or payments accruing on or received from or to be received on any of the foregoing in any way relating to the Mortgaged Premises, or the ownership, enjoyment or operation of the Mortgaged Premises together with all proceeds of the foregoing described in this paragraph.

(5) any and all cash, securities, uncertificated securities, investment property, securities accounts, financial assets, deposit accounts, securities entitlements, and other personal property now or hereafter in or coming into or being credited to, or represented by any escrow account pledged as collateral for the Indebtedness, including, without limitation, all interest, dividends, rights, splits and income on such items; and

(6) any and all products, proceeds, substitutions, re-numberings and replacements of any of the above-described collateral. Notwithstanding the foregoing, the term "Collateral" shall not include rights and obligations of the members of Debtor under the Operating Agreement (as defined herein).

NAME OF DEBTOR: SAINT PAUL PROPERTIES FUND III, LLC

Exhibit "A"

Legal Description

PARCEL 1

All of Lot 1, WALL COMMERCIAL SUBDIVISION. according to the Official Plat thereof, recorded in the Office of the County Recorder of WEBER County, State of Utah.

The following is shown for informational purposes only: Tax Parcel No. 15-474-0001

PARCEL 2

An easement for ingress and egress, but not for parking in favor of Lot 2, as set forth in Declaration of Easements recorded September 24, 2007, as Entry No. 2293736 and as shown on the Survey of Reeve & Associates, Inc., dated May 23, 2007, last revised August 30, 2007, Job No. 1756-10, and as shown on the dedicated plat.