

STATE OF ALABAMA — UNIFORM COMMERCIAL CODE — FINANCING STATEMENT FORM UCC-1 ALA.

31694

Important: Read Instructions on Back Before Filling out Form.

REORDER FROM
Registré, Inc.
514 PIERCE ST.
P.O. BOX 218
ANOKA, MN. 55303
(612) 421-1713

☐ The Debtor is a transmitting utility as defined in ALA CODE 7-9-105(n).

No. of Additional
Sheets Presented:

This FINANCING STATEMENT is presented to a Filing Officer for filing pursuant to the Uniform Commercial Code.

1. Return copy or recorded original to:

General Electric Capital Corporation
3379 Peachtree Road, NE ~~XXXXX~~ Suite 400
Atlanta, GA 30326

Pre-paid Acct. #

2. Name and Address of Debtor

Just For Feet, Inc.
7400 Cahaba Valley Parkway
Birmingham, AL 35242

(Last Name First if a Person)

Social Security/Tax ID #

2A. Name and Address of Debtor

(IF ANY)

(Last Name First if a Person)

Social Security/Tax ID #

☐ Additional debtors on attached UCC-E

3. NAME AND ADDRESS OF SECURED PARTY (Last Name First if a Person)

General Electric Capital Corporation
3379 Peachtree Road, NE, Suite 400
Atlanta, GA 30326

Social Security/Tax ID #

☐ Additional secured parties on attached UCC-E

5. The Financing Statement Covers the Following Types (or Items) of Property:

Equipment more fully described on Collateral Schedule No. 001 attached hereto and made a part hereof.

The equipment described on Collateral Schedule No. 001 attached hereto is, and at all times will remain personal property. This financing statement is to be cross-indexed to the real estate records if, contrary to the intention of the parties, the equipment becomes, or is deemed to be affixed to the property located at the above address.

5A. Enter Code(s) From
Back of Form That
Best Describes The
Collateral Covered
By This Filing:

Filed with - shelby County, AL

Check X if covered: ☐ Products of Collateral are also covered.

6. This statement is filed without the debtor's signature to perfect a security interest in collateral (check X, if so)

- ☐ already subject to a security interest in another jurisdiction when it was brought into this state.
☐ already subject to a security interest in another jurisdiction when debtor's location changed to this state.
☐ which is proceeds of the original collateral described above in which a security interest is perfected.
☐ acquired after a change of name, identity or corporate structure of debtor
☐ as to which the filing has lapsed.

7. Complete only when filing with the Judge of Probate:

The initial indebtedness secured by this financing statement is \$ 1,827,869.20

Mortgage tax due (15¢ per \$100.00 or fraction thereof) \$ _____

8. ☐ This financing statement covers timber to be cut, crops, or fixtures and is to be cross indexed in the real estate mortgage records (Describe real estate and if debtor does not have an interest of record, give name of record owner in Box 5)

Signature(s) of Secured Party(ies)
(Required only if filed without debtor's Signature — see Box 6)

Just For Feet, Inc.

Signature(s) of Debtor(s)

Signature(s) of Debtor(s)

Type Name of Individual or Business

General Electric Capital Corporation

Signature(s) of Secured Party(ies) or Assignee

Signature(s) of Secured Party(ies) or Assignee

Type Name of Individual or Business

COLLATERAL SCHEDULE NO. 001

THIS COLLATERAL SCHEDULE NO. 001 is annexed to and made a part of that certain Master Security Agreement dated as of 8-21-97 between **General Electric Capital Corporation** as Secured Party and **Just For Feet, Inc.** as Debtor and describes collateral in which Debtor has granted Secured Party a security interest in connection with the Indebtedness (as defined in the Security Agreement) including without limitation that certain Promissory Note dated 8-22-97 in the original principal amount of \$5,000,000.00.

Year/Model	Serial Number	Description
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All now owned or hereafter acquired equipment located at the stores listed below including, but not limited to, all store fixtures, shelving, displays, point of sale and computer equipment, office machines, and video walls, together with all additions, accessions, and attachments thereto and all substitutions, replacements, and proceeds thereof.

Corporate Headquarters 7400 Cahaba Valley Pkwy. Birmingham, AL 35242	Store #1 Galleria (GAL) 3460 Galleria Circle Birmingham, AL 35244	Store #5 San Antonio (SNA) 5127 NW Loop 410 San Antonio, TX 78229	Store #9 Florida Mall (ORL) 1401 Florida Mall Ave. Orlando, FL 32809
Store #10 Overland Park (OVP) 6700 W 119 th St. Overland Park, KS 66209	Store #12 Hollywood (HOL) 3300 Oakwood Blvd Hollywood, FL 33020	Store #13 Sawgrass (SAW) 13001 W Sunrise Blvd Sunrise, FL 33323	Store #14 Camelback (CAM) 2621 Camelback Rd. Phoenix, AZ 85016
Store #16 Towncenter (TWN) 2636 George Busbee Pkwy Ste A Kennesaw, GA 30144	Store #18 Memphis (MPH) 4656 American Way Memphis, TN 38118	Store #19 Buckhead (BUC) 3627 Peachtree Rd NE Ste B Atlanta, GA 30319	Store #20 Huntsville (HNT) 5850-D University Dr. Huntsville, AL 35816
Store #23 Knoxville (KNX) 215 Perigine Ln Knoxville, TN 37923	Store #24 San Antonio 2 (SA2) 13103 San Pedro Ave San Antonio, TX 78216	Store #31 Tulsa (TUL) 9404 E 71 st St S Tulsa, OK 74133	Store #32 Las Vegas 2 (LV2) 4500 W Sahara Ave Las Vegas, NV 89102
Store #33 Tucson (TUS) 4848 N. Old Oracle Rd. Tucson, AZ 85705	Store #34 Arrowhead (ARW) 7650 W Bell Rd Glendale, AZ 85308	Store #36 Riverchase (RVC) 2000 158-A Riverchase Galleria Birmingham, AL 35244	Store #38 Wolfcreek (WFC) 2825 Germantown Pkwy Memphis, TN 38133
Store #39 Lewisville (LEW) 490 Oak Bend Lewisville, TX 75067	Store #48 Coco Walk (COC) 3008 Grand Ave Coconut Grove, FL 33133	Store #49 Cypress Creek (CYC) 6215 N. Andrews Ave. Ft. Lauderdale, FL 33309	Store #52 Jackson (JAX) 1061 E County Line Rd Jackson, MS 39211
Store #53 Southwest (SWD) 8301 West Cross Dr #4 Littleton, CO 80123	Store #54 Cortana (BRC) 9802 Cortana Pl Baton Rouge, LA 70815		

SECURED PARTY:

General Electric Capital Corporation

By: [Signature]

Title: RCA

Date: 8/21/97

DEBTOR:

Just For Feet, Inc.

By: [Signature]

Title: EXECUTIVE VICE PRESIDENT

Date: 8/21/97

1997-29773

09/16/1997-29773
 12:31 PM CERTIFIED
 SHELBY COUNTY JUDGE OF PROBATE