



**Important: Read Instructions on Back Before Filling out Form.**

REORDER FROM  
**Registré, Inc.**  
314 PIERCE ST.  
ANN ARBOR, MI 48106  
(512) 421-1713

78652

<input type="checkbox"/> 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.  <b>THIS SPACE FOR USE OF FILING OFFICER</b> Date, Time, Number & Filing Office  <div style="text-align: right; font-size: small;">           Inst # 1997-41632            12/23/1997-41632            10:42 AM CERTIFIED            SHELBY COUNTY JUDGE OF PROBATE            20.00            00% MCD         </div>
1. Return copy or recorded original to: <b>Access Information Services, Inc.</b> 1773 Western Avenue P.O. Box 3709 Albany, New York 12203  Pre-paid Acct. # _____	
2. Name and Address of Debtor (Last Name First if a Person) <b>Bruno's, Inc.</b> 800 Lakeshore Parkway Birmingham, AL 35211  Social Security/Tax ID # [REDACTED]	
2A. Name and Address of Debtor (IF ANY) (Last Name First if a Person)     Social Security/Tax ID # _____	
<input type="checkbox"/> Additional debtors on attached UCC-E  3. NAME AND ADDRESS OF SECURED PARTY (Last Name First if a Person) <b>The Chase Manhattan Bank, as Administrative Agent</b> 200 Jericho Quadrangle Jericho, NY 11753  Social Security/Tax ID # _____	FILED WITH: <b>Shelby County</b>  4. ASSIGNEE OF SECURED PARTY (IF ANY) (Last Name First if a Person)
<input type="checkbox"/> Additional secured parties on attached UCC-E  5. The Financing Statement Covers the Following Types (or items) of Property: <del>ALL X REAL ESTATE X IN THE STATE OF ALABAMA X TOGETHER WITH ALL X FIXTURES X ATTACHED HEREWITH AND INCORPORATED BY REFERENCE HEREIN X</del> <del>X DOCUMENTS X INSTRUMENTS X GENERAL INTANGIBLES X</del> <del>X GOODS X EQUIPMENT X INVENTORY X AND PRODUCTS X</del> <del>X OTHER ASSETS X DESCRIBED ON EXHIBIT A ATTACHED HERETO AND INCORPORATED BY REFERENCE HEREIN X</del> <del>THE X REAL ESTATE X IN THE STATE OF ALABAMA X TOGETHER WITH ALL X FIXTURES X ATTACHED HEREWITH AND INCORPORATED BY REFERENCE HEREIN X</del> <del>X COLLATERAL X COVERED BY THIS FILING X</del> real estate, and the improvements and fixtures thereon, as described on Exhibit A attached herewith and incorporated by reference herein. <i>Additional collateral for Mortgage recorded at Book 1997, Page 41631.</i> Check X if covered: <input checked="" type="checkbox"/> Products of Collateral are also covered.	5A. Enter Code(s) From Back of Form That Best Describes The Collateral Covered By This Filing:  _____ _____ _____ _____ _____ _____ _____ _____
6. This statement is filed without the debtor's signature to perfect a security interest in collateral (check X, if so) <input type="checkbox"/> already subject to a security interest in another jurisdiction when it was brought into this state. <input type="checkbox"/> already subject to a security interest in another jurisdiction when debtor's location changed to this state. <input type="checkbox"/> which is proceeds of the original collateral described above in which a security interest is perfected. <input type="checkbox"/> acquired after a change of name, identity or corporate structure of debtor <input type="checkbox"/> 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 \$ _____ Mortgage tax due (15¢ per \$100.00 or fraction thereof) \$ _____ 8. <input checked="" type="checkbox"/> 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 Debtor(s)  Signature(s) of Debtor(s) <b>Bruno's, Inc.</b> Type Name of Individual or Business	Signature(s) of Secured Party(ies) or Assignee  Signature(s) of Secured Party(ies) or Assignee <b>The Chase Manhattan Bank, as Administrative Agent</b> Type Name of Individual or Business

Store No. 37  
4524 Southlake Parkway  
Hoover, Alabama  
Shelby County

EXHIBIT A

All that certain real property lying, being and situated in Hoover, Shelby County, Alabama, being described as follows:

Lot 4, according to the Survey of Village of Valleydale at Southlake, as recorded in Map Book 11, page 84 in the Probate Office of Shelby County, Alabama.

Store No. 070  
529 Highway 119, South  
Alabaster, Alabama  
Shelby County

**EXHIBIT A**

All that certain real property lying, being and situated in the County of Shelby, State of Alabama, being described as follows:

PARCEL 1:

TRACT C

A portion of the N 1/2 of the SW 1/4 of the NE 1/4 Section 2, Township-21-South, Range-3-West, described as follows: Begin at the Southwest corner of the N 1/2 of the SW 1/4 of the NE 1/4 of Section 2, Township-21-South, Range-3-West, and run easterly along the South side of the said N 1/2 for 790.66 ft., to the point of beginning; then continue along the last described course for 342.22 ft., thence turn an angle of 57 deg 13 min 19 sec to the left and run northeasterly for 26.54 ft., then turn an angle of 84 deg 09 min 30 sec to the left and run northwesterly for 894.71 ft; then turn an angle of 107 deg 39 min 31 sec to the left and run southwesterly for 218.29 ft., then turn an angle of 72 deg 20 min 29 sec to the left and run southeasterly for 445.66 ft; then turn an angle of 90 deg 0 min 0 sec to the right and run southwesterly for 32.0 ft; then turn an angle of 90 deg 0 min 0 sec to the left and run southeasterly 118.15 ft., back to the point of beginning.

The above described parcel contains 3.799 acres  
(165,467.73) sq. ft.

PARCEL 2:

25' RESALE TRACT

A portion of the N 1/2 of the S 1/2 of the NE 1/4 of Section 2, Township-21-South, Range-3-West described as follows:

A portion within Tracts A, B C, D and a portion of the 25 ft., wide service road.

And further described as follows:

Begin at the SW corner of the N 1/2 of the SW 1/4 of the NE 1/4 of Section 2, Township-21-South, Range-3-West and run easterly along the South side of the said



N 1/2 for 790.66 ft.; then turn an angle of 141 deg 22 min 49 sec to the left and run northwesterly for 118.15 ft., to the point of beginning. Then turn an angle of 90 deg 0 min 0 sec to the right and run northeasterly for 32.0 ft.; then turn an angle of 90 deg 0 min 0 sec to the left and run northwesterly for 445.66 ft.; then turn an angle of 107 deg 39 min 41 sec to the left and run southwesterly for 26.23 ft.; then turn an angle of 72 deg 20 min 29 sec to the left and run southeasterly for 292.51 ft.; then turn an angle of 90 deg 0 min 0 sec to the right and run southwesterly for 7.00 ft.; then turn an angle of 90 deg 0 min 0 sec to the left and run southeasterly for 145.19 ft.; to the point of beginning.

The above described parcel contains .278 acres  
(12,110.27) sq. ft.

PARCEL 3:

25 FOOT WIDE SERVICE ROAD

A portion of the South 1/2 of the SW 1/4 of the NE 1/4 of Section 2, Township-21-South, Range-3-West described as follows:

Begin at the SW corner of the N 1/2 of the SW 1/4 of the NE 1/4 of Section 2, Township-21-South, Range-3-West and run easterly along the South side of the said N 1/2 for 118.64 ft., to the point of beginning; then continue along the last described course for 26.77 ft., then turn an angle of 69 deg 02 min 20 sec to the left and run northeasterly for 194.65 ft., then turn an angle of 25 deg 55 min 35 sec to the right and run northeasterly for 251.86 ft., then turn an angle of 98 deg 16 min and 04 sec to the left and run northwesterly for 33.22 ft., then turn an angle of 107 deg 39 min 41 sec to the left and run southwesterly for 26.23 ft., then turn an angle of 25 deg 55 min 35 sec to the right and run southwesterly for 228.72 ft., then turn an angle of 25 deg 55 min 35 sec to the left and run southwesterly for 209.98 ft., back to the point of beginning.

The above described parcel contains .264 acres  
(11,486.56) sq. ft.

PARCEL 4:TRACT A, B, C & D

A portion of the N 1/2 of the S 1/2 of the NE 1/4 of the NE 1/4 of Section 2, Township-21-South, Range-3-West described as follows:

Begin at the SW corner of the N 1/2 of the SW 1/4 of the NE 1/4 of Section 2, Township-21-South, Range-3-West and run easterly along the South side of the said N 1/2 for 500.51 ft. to the point of beginning. Then continue along the last described course of 632.37 ft., then turn an angle of 57 deg 13 min 19 sec to the left and run northeasterly for 307.74 ft., then turn an angle of 2 deg 48 min 21 sec to the left and run northeasterly for 160.43 ft., then turn an angle of 83 deg 18 min 52 sec to the left and run northwesterly for 126.60 ft., then turn an angle of 1 deg 42 min 10 sec to the left and run northwesterly for 94.04 ft., then turn an angle of 3 deg 39 min 53 sec to the right and run northwesterly for 215.68 ft., then turn an angle of 3 deg 27 min 06 sec to the left and run northwesterly for 185.79 ft., then turn an angle of 1 deg 00 min 24 sec to the right and run northwesterly for 90.27 ft., then turn an angle of 37 deg 09 min 03 sec to the left and run westerly for 176.72 ft., then turn an angle of 1 deg 32 min 05 sec to the left and run westerly for 93.19 ft., then turn an angle of 66 deg 31 min 41 sec to the left and run southwesterly for 469.14 ft., then turn an angle of 72 deg 20 min 29 sec to the left and run southeasterly for 33.22 ft., then turn an angle of 98 deg 16 min 04 sec to the right and run southwesterly for 25.26 ft., then turn an angle of 98 deg 16 min 04 sec to the left and run southeasterly for 160.33 ft., then turn an angle of 52 deg 38 min 44 sec to the right and run southerly for 236.63 ft., back to the point of beginning.

The above described parcel contains 13.426 acres (584,855.56 sq. ft.).

PARCEL 5:TRACT B (DEVELOPER'S PARCEL)

A portion of the N 1/2 of the SW 1/4 of the NE 1/4 of Section 2, Township-21-South, Range-3-West described as follows:

Begin at the SW corner of the N 1/2 of the SW 1/4 of the NE 1/4 of Section 2, Township-21-South, Range-3-West and run easterly along the south side of the said N 1/2 for 500.51 ft., to the point of beginning. Then continue along the last described course for 290.15 ft.; then turn an angle of 141 deg 22 min 49 sec to the left and run northwesterly for 118.15 ft.; then turn an angle of 90 deg 0 min 0 sec to the right and run northeasterly for 32.0 ft.; then turn an angle of 90 deg 0 min 0 sec to the left and run northwesterly for 412.44 ft.; then turn an angle of 81 deg 43 min 56 sec to the left and run southwesterly for 25.26 ft.; then turn an angle of 98 deg 16 min 04 sec to the left and run southeasterly for 160.33 ft.; then turn an angle of 52 deg 38 min 44 sec to the right and run southwesterly for 236.63 ft.; back to the point of beginning.

The above described parcel contains 1.036 acres (45,145.71) sq. ft.

LESS AND EXCEPT:

A portion of the North 1/2 of the Southwest 1/4 of the Northeast 1/4 of Section 2, Township 21 South, Range 3 West, Shelby County, Alabama, and being more particularly described as follows:

Commence at the Southwest corner of said North 1/2 of the Southwest 1/4 of the Northeast 1/4 of said Section 2,

thence along the South line of said North 1/2 of said 1/4-1/4 and the North Right-of-Way margin of the City of Alabaster public road 6th Avenue Southwest 790.66 feet,

thence 141 degrees 22 minutes 49 seconds left and leaving the North Right-of-Way margin 133.34 feet to the Point of Beginning of the parcel herein described,

thence continue along last stated course 130.00 feet to an iron pin,

thence 90 degrees 00 minutes 00 seconds right 7.00 feet to an iron pin,

thence 90 degrees 00 minutes 00 seconds left 292.51 feet to an iron pin,

thence 72 degrees 20 minutes 29 seconds right 26.24 feet,

thence 107 degrees 39 minutes 31 seconds right 430.47 feet,

thence 90 degrees 00 minutes 00 seconds right 32.00 feet to the Point of Beginning.

Said parcel contains 11,572 feet more or less or 0.27 acres, more or less.

Inst # 1997-41632

12/23/1997-41632  
10:42 AM CERTIFIED  
SHELBY COUNTY JUDGE OF PROBATE  
006 MCD 20.00