## STATE OF ALABAMA — UNIFORM COMMERCIAL CODE STATEMENTS OF CONTINUATION, PARTIAL RELEASE, ASSIGNMENT, ETC. — FORM UCC-3

33095 Important: Read Instructions on Back Before Filling out Form.

REORDER FROM

Registré, Inc.

514 PIERCE ST.

P.O. BOX 218

AMORA, MN. 55303

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 filing pursuant to the Uniform Commercial (	to a Filing Officer for Code.
Return copy or recorded original to		THIS SPACE FOR USE OF FILING OFFICER Date, Time, Number & Filing Office	
			Section 19
			0 6
		,	
Pre-paid Acct.#		·	
2. Name and Address of Debtor	(Last Name First if a Person)		e e ii e
Just For Feet, Inc.	•		e Bos
7400 Cahaba Valley Par	kway		マラ 三 三 三 三 三 三 三 三 三 三 三 三 三 三 三 三 三 三 三
Birmingham, AL 35242			
	·		
Social Security/Tax ID #	200 A cost Name First if a Dargon)	<u> </u>	H O O
2A. Name and Address of Debtor (IF AN	(Last Name First if a Person)		
		-	
		‡ •	
		1	
Social Security/Tax ID #	· · · · · · · · · · · · · · · · · · ·	FILED WITH:	
Additional debtors on attached UCC-E		Shelby, AL	A Description of the Control of the
3. NAME AND ADDRESS OF SECURED PARTY) (Last Name First if a Person)		4. ASSIGNEË OF SECURED PARTY (IF /	ANY) (Last Name First if a Person)
General Electric Capital			
3379 Peachtree Road, NE, Suite 400 Atlanta, GA 30326			
netanea, on sosto			
Social Security/Tax ID #	·		
Additional secured parties on attached UCC-E			
		1997-29773	
5. This statement refers to original Financing Statement bearing File No		0/16	19 97
	nt between the foregoing Debtor and Secured F	Party, bearing file number shown above, is still effective	
7. Termination. Secured Party no longer claim	is a security interest under the financing statement	ent bearing the file number shown above.	
	er the financing statement bearing file number s or to all of the property listed on this file, is assig		
Assignment, whose name and address app  9XX Amendment Financing statement bearing fi	ears in item 4. ile number shown above is amended as set forti	h in item 11.	
10. Partial Secured Party releases the co	llateral described in item 11 from the financing :		
Release number shown above.		·····	
Additional Debtors: 3	Just For Feet of Texas	s. Inc.	11A. Enter Code(s) From
	7400 Cahaba Valley Par		Back of Form That Best Describes The
Birmingham, AL 35242		•	Collateral Covered By This Filing:
	and		
		_	
Just For Feet of Navad 7400 Cahaba Valley Par			
		kway	
I	Birmingham, AL 35242		
Additional Equipment: H	Equipment more fully d	described on Collateral	
Check X if covered: Products of Collateral and	e also covered Schedule N	No. 002 attached hereto a	nd made a part hereof.
Tuet For Fork Total	dditional Debtors Attachment Hereto)		+a1 Campana++
Just For Feet, Inc. Or Signature(s) of Deptons)	. Attachment Hereto)	General Filestric Capi Signature(s) of Secured Party(ies)	STATE POLICIES
Signature(s) of Debto/(s) (necessary only if iter	m Q is annticable)	Signature(s) of Secured Party(ies)	<u> 104</u>
	т в та арриовою)	District Contract Laury (1931	
Type Name of Individual or Business	ING DEFICER CORY.ACKNOW! EDGEMENT	Type Name of Individual or Business	- UNIFORM COMMERCIAL CODE — FORM UCC-3

## ATTACHMENT TO UCC-3 AMENDMENT JUST FOR FEET, INC. (DEBTORS)

ADDITIONAL DEBTOR:

JUST FOR FEET OF NEVADA, INC. 7400 CAHABA VALLEY PARKWAY BIRMINGHAM, AL 35242

BY: X Signature of Deptor

JUST FOR FEET OF TEXAS, INC. 7400 CAHABA VALLEY PARKWAY BIRMINGHAM, AL 35242

 $\mathbf{Y}: \mathbf{X} \longrightarrow \mathbf{A}$ 

Signature of Debtor

## **COLLATERAL SCHEDULE NO. 002**

THIS COLLATERAL SCHEDULE NO. 002 is annexed to and made a part of that certain Security Agreement dated as of August 21, 1997 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 9/3/98 in the original principal amount of \$5,000,000.00.

## Year/Model Serial Number Description

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	Store #1 Galleria (GAL)	Store #2 Brookwood (BWD)	Store #3 Las Vegas (LVS)
7400 Cahaba Valley Pkwy.	3460 Galleria Circle	618 Brookwood Village	3500 Las Vegas Blvd.
Birmingham, AL 35242	Birmingham, AL 35244	Birmingham, AL 35209	Las Vegas, NV 89109
Store #5 San Antonio (SAN)	Store #9 Orlando (ORL)	Store #10 Overland Park (OVP)	Store #11 McAllen (MAC)
5127 NW Loop 410	1401 Florida Mall Ave.	6700 W 119 <sup>th</sup> St.	2201 S. 10 <sup>th</sup> St.
San Antonio, TX 78229	Orlando, FL 32809	Overlank Park, KS 66209	McAllen, TX 78503
Store #12 Hollywood (HOL)	Store #13 Sawgrass (SAW)	Store #14 Camelback (CAM)	Store #16 Towncenter (TWN)
3300 Oakwood Blvd.	13001 W Sunrise Blvd	2621 Camelback Rd.	2636 George Busbee Pkwy
Hollywood, FL 33020	Sunrise, FL 33323	Phoenix, AZ 85016	Kennesaw, GA 30144
Store #18 Memphis (MPH)	Store #19 Buckhead (BUC)	' Store #20 Huntsville (HNT)	Store #21 Roswell (ROS)
4656 American Way	3627 Peachtree Rd NE Ste B	5850-D University Dr.	1580 Holcomb Bridge Rd.
Memphis, TN 38118	Atlanta, GA 30319	Huntsville, AL 35816	Roswell, GA 30076
•			, and the second
Store #23 Knoxville (KNX)	Store #24 San Antonio 2 (SA2)	Store #31 Tulsa (TUL)	Store #32 Las Vegas 2 (LV2)
215 Perigine Ln	13103 San Pedro Ave	9404 E 71st St S	4500 W Sahara Ave
Knoxville, TN 37923	San Antonio, TX 78216	Tulsa, OK 74133	Las Vegas, NV 89102
Store #33 Tucson (TUS)	Store #34 Arrowhead (ARW)	Store #36 Riverchase (RVC)	Store #38 Wolfcreek (WFC)
4848 N. Old Oracle Rd.	7650 W Bell Rd	2000 158-A Riverchase Galleria	2825 Germantown Pkwy
Tucson, AZ 85705	Glendale, AZ 85308	Birmingham, AL 35244	Memphis, TN 38133
Store #39 Lewisville (LEW)	Store #44 Tatum (TAT)	Store #48 Coco Walk (COC)	Store#49 CypressCreek (CYC)
490 Oak Bend	4740 E Shea Blvd.	3008 Grand Ave	6215 N. Andrews Ave
Lewisville, TX 75067	Phoenix, AZ 85028	Coconut Grove, FL 33133	Ft. Lauderdale, FL 33309
Store #50 Ontario Mills (ONT)	Store #52 Jackson (JAX)	Store #53 Southwest (SWD)	Store #54 Cortana (BRC)
One Mills Circle	1061 E County Line Rd	8301 West Cross Dr #4	9802 Cortana Pl
Ontario, CA 91764	Jackson, MS 39211	Littleton, CO 80123	Baton Rouge, LA 70815
Store #55 El Paso (ELP)	Store #60 Willowbrook (WIL)	Store #61 Hialeah (HIA)	Store #62
750 Sunland Park Dr.	17780 Tomball Pkwy.	1734 West 49th Street	1545 Briargate Blvd.
El Paso, TX 79912	Houston, TX 77064	Hialeah, FL 33012	Colorado Springs, CO 80920

Store #64

2770 So. Colorado Blvd.

Denver, CO 80222

Store #70 Knoxville (KX2) 3240 East Town Mall Circle

Knoxville, TN 37924

Store #76 La Mesa (LMS)

8191 Fletcher Pkwy.

La Mesa, CA 91942

Store #80 Sharpstown (SHR)

6900 Southwest Freeway

Houston, TX 77074

Store #65 Lakewood (LAK)

14275 W. Colfax Avenue

Lakewood, CO 80215

Store #71 Grapevine Mills (GRP)

3000 Grapevine Mills Pkwy.

Grapevine, TX 76051

Store #77 Almeda (ALM)

12200 Gulf Freeway, Almeda Mall

Houston, TX 77034

Store #83 Montgomery (MTG)

4003 Eastern Blvd.

Montgomery, AL 36116

Store #66 Mesquite (MES)

18600 LBJ Freeway

Mesquite, TX 75150

Storė #72 Burnsville (BRN)

14001 Aldrich Blvd. South

Burnsville, MN 55337

Store #78 Sugarland (SGR)

16550 Southwest Freeway

Sugarland, TX 77479

Store #84 Maplewood (MPL)

3090 Southlawn Ave.

Maplewood, MN 55108

Store #67 Southlake (SLK)

1929 Mt. Zion Rd.

Morrow, GA 30280

Store #74 New Orleans (NOR)

3520 Veterans Memorial Blvd.

Metarie, LA 70002

Store #79 Woodlands (WOD)

1640 Lake Woodlands Dr.

Woodlands, TX 77380

Store #85 Norman (NRM)

3030 Pereira Drive

Norman, OK 73072

SECURED PARTY:

General Electric Capital Corporation

By:

CHRIS GARRETT

Title: RISK ANALYST

Date:

DEBTOR:

Just For Feet, Inc.

EXECUTIVE VICE PRESIDENT

Date:

DEBTOR:

Just For Feet of Texas, Inc.

VICE PRESIDEN

Date:

DEBTOR:

Just For Feet of Nevada, Inc.

By:

Date:

Inst 1998-37390

09/25/1998-37390 08:29 AM CERTIFIED

SHELBY COUNTY JUDGE OF PROBATE

004 CRH

19.00