

**SHELBY MART SHOPPING CENTER AND OUTLOTS  
AFFIDAVIT**

**STATE OF FLORIDA  
COUNTY OF PINELLAS**

Personally appeared before me, the undersigned notary public, **Phillip C. Giovinco** ("Affiant"), who, being first duly sworn, deposes and says on oath as follows:

- 1) Affiant is President of Fairview Corporation, a Pennsylvania corporation ("Fairview").
- 2) That the principals of FDI Capital Placement Corporation, a Delaware corporation (hereinafter referred to as "CPC") and FDI Investment Corporation, a Delaware corporation (hereinafter referred to as "FDI") transferred all of their stock in CPC and FDI to the Fred E. Fisher ("Fisher").
- 3) That Fisher transferred all of the stock in both CPC and FDI to the Fred E. Fisher Trust (the "Trust"), in which the Fisher is the Trustee, (see attached Master Affidavit of FDI-CPC).
- 4) The Trust transferred one-third (1/3) of the stock of CPC and FDI to Parkemore Corporation, a Pennsylvania corporation ("Parkemore") and one-third (1/3) to Fairview and subsequently transferred an additional one-sixth (1/6) of the stock of both corporations to Parkemore and one-sixth (1/6) of all the stock of both corporations to Fairview, (see attached Master Affidavit of FDI-CPC).
- 5) As a result of the foregoing assignments and transfers of stock, neither Fisher nor the Trust has any interest in the properties described in **Exhibit A or B** attached hereto and incorporated herein by reference nor do Fisher or the Trust own any interest in any note, mortgage, wraparound note or mortgage, or any other collateral instruments which could create a lien encumbering the properties described in **Exhibit A or B** nor does FDI have any interest in the right of first refusal granted in that certain Agreement dated the 14<sup>th</sup> day of July, 1980, recorded in Book 37, page 98, Public Records of Shelby County, Alabama (the "Right of First Refusal").
- 6) Parkemore and Fairview own all of the right, title and interest in and to the Right of First Refusal which expires on its face the 14<sup>th</sup> day of July, 2000, and Fairview hereby agrees to relinquish any right to said Right of First Refusal and as of the date hereof has no further interest in the property described in **Exhibit B** attached hereto and incorporated herein by reference.

*Inst. # 1999-30706*

7) This affidavit is given to induce Lawyers Title Insurance Company or any other title insurance company which may be issuing either owner title insurance policies or mortgagee title insurance policies in connection with the real property described in **Exhibit A or Exhibit B.**



Phillip C. Giovinco

The foregoing instrument was acknowledged before me this 12<sup>th</sup> day of July, 1999, by Phillip C. Giovinco, as President of Fairview Corporation, a Pennsylvania corporation, on behalf of the corporation,  who is personally known to me or  who has produced \_\_\_\_\_ as identification, and who  has  has not taken an oath.

[SEAL]



Janet L. Johnson  
Notary Public

Notarial Seal Janet L. Johnson, Notary Public Pennsbury Twp., Chester County My Commission Expires Oct. 24, 2002
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LEGAL DESCRIPTION

## PARCEL I:

Part of the SW 1/4 of NE 1/4 of Section 12, Township 20 South, Range 3 West, Shelby County, Alabama, said part being more particularly described as follows:

From the Northwest corner of said SW 1/4 of NE 1/4, run East along the North line thereof for 881.83 feet, more or less, to a point on the West right of way of U. S. Highway 31; thence turn an angle to the right of 115 degrees 53' and run Southwesterly along said West right of way line for a distance of 392.81 feet to the point of beginning; thence continue Southwesterly along said right of way for a distance of 460.36 feet; thence turn at an angle to the right of 90 degrees and run Northwesterly for a distance of 125 feet; thence turn an angle to the left of 90 degrees 00' and run Southwesterly for a distance of 18 feet; thence turn an angle to the right of 90 degrees 00' and run Northwesterly for a distance of 333.22 feet to the center line of the Old Montgomery Highway; thence turn an angle to the right of 86 degrees 07' and run Northerly along the center line of the Old Montgomery Highway for a distance of 124.34 feet; thence turn an angle to the right of 12 degrees 09' and run Northerly along the centerline of Old Highway, 251.86 feet; thence turn at an angle to the right of 55 degrees 51' and run Easterly for a distance of 389.50 feet; thence turn at an angle to the right of 115 degrees 53' and run Southerly for a distance of 65 feet; thence turn at an angle to the left of 90 degrees 00' and run Easterly for a distance of 80 feet to the point of beginning, said land containing 205,114 square feet, more or less.

PARCEL A:

Part of the SW  $\frac{1}{4}$  of NE  $\frac{1}{4}$  and part of the SE  $\frac{1}{4}$  of NW  $\frac{1}{4}$  of Section 12, Township 20 South, Range 3 West, Shelby County, Alabama, said parts being more particularly described as follows:

From the Northwest corner of said SW  $\frac{1}{4}$  of NE  $\frac{1}{4}$ , run East along the North line thereof for 881.83 feet, more or less, to a point on the West line of the right of way of U.S. Highway 31; thence turn at an angle to the right of 115°53' and run Southwesterly along said West right of way line for a distance of 944.93 feet to a point; thence turn at an angle to the right of 65°01' and run Westerly for a distance of 137.90 feet to the point of beginning; thence continue along the same course for 346.76 feet to the center of the Old Montgomery Highway; thence turn at an angle to the right of 111°06' and run Northeasterly along the center of the old highway for a distance of 279.14 feet; thence turn at an angle to the right of 93°53' and run Easterly 333.22 feet; thence turn at an angle to the right of 90°00' and run Southwesterly for a distance of 132.00 feet to the point of beginning.

PARCEL B:

Part of the SW  $\frac{1}{4}$  of NE  $\frac{1}{4}$  of Section 12, Township 20 South, Range 3 West, Shelby County, Alabama, said part being more particularly described as follows:

From the Northwest corner of said SW  $\frac{1}{4}$  of NE  $\frac{1}{4}$ , run East along the North line thereof for 881.83 feet, more or less to a point on the West line of the right of way of U.S. Highway 31; thence turn an angle to the right of 115°53' and run Southwesterly along said West right of way line for a distance of 288.99 feet to a point of beginning; thence continue Southwesterly along said West right of way line for a distance of 103.82 feet; thence turn at an angle to the right of 90°00' and run Westerly for a distance of 80 feet; thence turn at an angle to the right of 90°00' and run Northerly for a distance of 65 feet; thence turn at an angle to the right of 64°07' and run Easterly for a distance of 88.92 feet to the point of beginning.

PARCEL C:

Part of the SW  $\frac{1}{4}$  of NE  $\frac{1}{4}$  of Section 12, Township 20 South, Range 3 West, Shelby County, Alabama, said part being more particularly described as follows:

From the Northwest corner of said SW  $\frac{1}{4}$  of NE  $\frac{1}{4}$  run East along the North line thereof for 881.83 feet, more or less, to a point on the West line of the right of way of U.S. Highway 31; thence turn at an angle to the right 115°53' and run Southwesterly along said West right of way line for a distance of 853.17 feet to the point of beginning; thence continue Southwesterly along said West right of way line for a distance of 91.76 feet; thence turn at an angle to the right of 65°01' and run Westerly for a distance of 137.90 feet; thence turn at an angle to the right of 114°59' and run Northeasterly for a distance of 150.00 feet; thence turn at an angle to the right of 90°00' and run Easterly 125.0 feet to the point of beginning.

EXHIBIT B

MASTER AFFIDAVIT  
FDI-CPC

STATE OF North Carolina  
COUNTY OF Macon

Personally appeared before me, the undersigned notary public, Fred E. Fisher ("Affiant"), who being duly sworn, deposes and says on oath as follows:

- 1) That the principals of FDI Capital Placement Corporation, a Delaware corporation (hereinafter referred to as "CPC") and FDI Investment Corporation, a Delaware corporation (hereinafter referred to as "FDI") transferred all of their stock in CPC and FDI to the Affiant.
- 2) The Affiant transferred all of the stock in both CPC and FDI to the Fred E. Fisher Trust (the "Trust"), in which the Affiant is the Trustee.
- 3) The Trust transferred one-third (1/3) of the stock of CPC and FDI to Parkemore Corporation, a Pennsylvania corporation, and one-third (1/3) to Fairview Corporation, a Pennsylvania corporation, and subsequently transferred an additional one-sixth (1/6) of the stock of both corporations to Parkemore Corporation and one-sixth (1/6) of all the stock of both corporations to Fairview Corporation.
- 4) As a result of the foregoing assignments and transfers of stock, neither Affiant nor the Trust has any interest in the properties described in Exhibit A attached hereto and incorporated herein by reference nor do the Affiant or the Trust own any interest in any note, mortgage, wraparound note or mortgage, or any other collateral instruments which could create a lien encumbering the properties described in Exhibit A.
- 5) This affidavit is given to induce Lawyers Title Insurance Company or any other title insurance company which may be issuing either owner title insurance policies or, mortgagee title insurance policies in connection with the real property described in Exhibit A.

Fred E. Fisher  
Fred E. Fisher, Individually

Fred E. Fisher, Trustee  
Fred E. Fisher, as Trustee of the Fred E. Fisher Trust

The foregoing instrument was acknowledged before me this 13 day of July, 1999, by Fred E. Fisher, individually and as Trustee of the Fred E. Fisher Trust,  who is personally known to me or  who has produced Driver's Lic. as identification, and who  has  has not taken an oath.

[SEAL]

Cheryl Farrell

Notary Public

My Commission Expires July 14, 2002

EXHIBIT

A

LEGAL DESCRIPTION

**PARCEL I:**

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**PARCEL A:**

Part of the SW  $\frac{1}{4}$  of NE  $\frac{1}{4}$  and part of the SE  $\frac{1}{4}$  of NW  $\frac{1}{4}$  of Section 12, Township 20 South, Range 3 West, Shelby County, Alabama, said parts being more particularly described as follows:

From the Northwest corner of said SW  $\frac{1}{4}$  of NE  $\frac{1}{4}$ , run East along the North line thereof for 881.83 feet, more or less, to a point on the West line of the right of way of U.S. Highway 31; thence turn at an angle to the right of 115°53' and run Southwesterly along said West right of way line for a distance of 944.93 feet to a point; thence turn at an angle to the right of 65°01' and run Westerly for a distance of 137.90 feet to the point of beginning; thence continue along the same course for 346.76 feet to the center of the Old Montgomery Highway; thence turn at an angle to the right of 111°06' and run Northwesterly along the center of the old highway for a distance of 279.14 feet; thence turn at an angle to the right of 93°53' and run Easterly 333.22 feet; thence turn at an angle to the right of 90°00' and run Southwesterly for a distance of 132.00 feet to the point of beginning.

**PARCEL B:**

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From the Northwest corner of said SW  $\frac{1}{4}$  of NE  $\frac{1}{4}$ , run East along the North line thereof for 881.83 feet, more or less to a point on the West line of the right of way of U.S. Highway 31; thence turn an angle to the right of 115°53' and run Southwesterly along said West right of way line for a distance of 288.99 feet to a point of beginning; thence continue Southwesterly along said West right of way line for a distance of 103.82 feet; thence turn at an angle to the right of 90°00' and run Westerly for a distance of 80 feet; thence turn at an angle to the right of 90°00' and run Northerly for a distance of 65 feet; thence turn at an angle to the right of 64°07' and run Easterly for a distance of 88.92 feet to the point of beginning.

**PARCEL C:**

Part of the SW  $\frac{1}{4}$  of NE  $\frac{1}{4}$  of Section 12, Township 20 South, Range 3 West, Shelby County, Alabama, said part being more particularly described as follows:

From the Northwest corner of said SW  $\frac{1}{4}$  of NE  $\frac{1}{4}$  run East along the North line thereof for 881.83 feet, more or less, to a point on the West line of the right of way of U.S. Highway 31; thence turn at an angle to the right 115°53' and run Southwesterly along said West right of way line for a distance of 853.17 feet to the point of beginning; thence continue Southwesterly along said West right of way line for a distance of 91.76 feet; thence turn at an angle to the right of 65°01' and run Westerly for a distance of 137.90 feet; thence turn at an angle to the right of 114°59' and run Northeasterly for a distance of 150.00 feet; thence turn at an angle to the right of 90°00' and run Easterly 125.0 feet to the point of beginning.

Inst # 1999-30706

07/22/1999-30706  
11:17 AM CERTIFIED  
SHELBY COUNTY JUDGE OF PROBATE  
008 MMS 26.00