

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

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

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

77969

|                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                    |                                     |                                                                                                                                                                                                                                                                                                                                                                    |
|------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------|-------------------------------------|--------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------|
| <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.                                                                                                                                                                                                                                                      |
| 1. Return copy or recorded original to:<br><br>Hunter, Maclean, Exley & Dunn<br>P. O. Box 9848<br>Savannah, Georgia 31412<br>Attn: Dorothea Costrini                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                               |                                     | THIS SPACE FOR USE OF FILING OFFICER<br>Date, Time, Number & Filing Office<br><br><br><div style="writing-mode: vertical-rl; transform: rotate(180deg);">             Inst # 2000-25903<br/><br/>             08/02/2000-25903<br/>             11:11 AM CERTIFIED<br/>             SHELBY COUNTY JUDGE OF PROBATE<br/>             005 HHS 19.00           </div> |
| 2. Name and Address of Debtor (Last Name First if a Person)<br><br>AR Alabama LLC<br>One Rockefeller Plaza, Suite 2700<br>New York, New York 10020                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                 |                                     |                                                                                                                                                                                                                                                                                                                                                                    |
| Social Security/Tax ID # _____                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                     |                                     |                                                                                                                                                                                                                                                                                                                                                                    |
| 2A. Name and Address of Debtor (IF ANY) (Last Name First if a Person)<br><br>Social Security/Tax ID # _____                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                        |                                     |                                                                                                                                                                                                                                                                                                                                                                    |
| <input type="checkbox"/> Additional debtors on attached UCC-E                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                      |                                     | FILED WITH:<br><br>Judge of Probate of Shelby County                                                                                                                                                                                                                                                                                                               |
| 3. NAME AND ADDRESS OF SECURED PARTY (Last Name First if a Person)<br>General Electric Capital Business<br>Asset Funding Corporation<br>10900 N.E. Fourth St., Suite 500<br>Bellevue, Washington 98004<br>Loan No. 050-0000420-001(RE/T. Bars)<br>Social Security/Tax ID # _____                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                   |                                     | 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:<br><br>All of Debtor's right, title, and interest in and to the fixtures located on or in and the personal property relating to the improved real property located in Pelham, Shelby County, Alabama, and more particularly described in Exhibit A, as such collateral is more particularly described in Exhibit B, and all proceeds thereof.<br><br>** The Debtor is record owner of the land described in Ex. A. This financing statement is filed as additional security for the indebtedness secured by a certain mortgage executed by the Debtor in favor of the Secured PARTY RECORDED currently herewith.<br>Some of the property described in Exhibit B is now, or may in the future, become affixed to the Land described in Exhibit "A" ** |                                     |                                                                                                                                                                                                                                                                                                                                                                    |
| 6. This statement is filed without the debtor's signature to perfect a security interest in collateral (check X, if so)<br><input type="checkbox"/> already subject to a security interest in another jurisdiction when it was brought into this state.<br><input type="checkbox"/> already subject to a security interest in another jurisdiction when debtor's location changed to this state.<br><input type="checkbox"/> which is proceeds of the original collateral described above in which a security interest is perfected.<br><input type="checkbox"/> acquired after a change of name, identity or corporate structure of debtor<br><input type="checkbox"/> as to which the filing has lapsed.                                                                                                                         |                                     |                                                                                                                                                                                                                                                                                                                                                                    |
| 7. Complete only when filing with the Judge of Probate:<br>The initial indebtedness secured by this financing statement is \$ <u>5,275,000</u><br>Mortgage tax due (15¢ per \$100.00 or fraction thereof) \$ <u>7,912.50</u>                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                       |                                     |                                                                                                                                                                                                                                                                                                                                                                    |
| 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 Secured Party(ies)<br>(Required only if filed without debtor's Signature — see Box 6)                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                              |                                     |                                                                                                                                                                                                                                                                                                                                                                    |

Signature(s) of Debtor(s)

AR ALABAMA LLC

Signature(s) of Debtor(s)

See attached signature page

Type Name of Individual or Business

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

GENERAL ELECTRIC CAPITAL BUSINESS  
ASSET FUNDING CORPORATION

Type Name of Individual or Business

**SIGNATURE PAGE FOR UCC-1 FINANCING STATEMENT**

**DEBTOR:**

AR ALABAMA LLC  
One Rockefeller Plaza  
Suite 2700  
New York, New York 10020

**SECURED PARTY:**

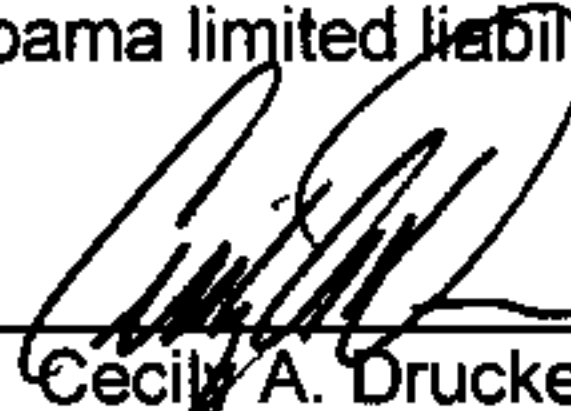
General Electric Capital Business Asset Funding Corporation  
Real Estate Department  
10900 Northeast Fourth Street, Suite 500  
Bellevue, Washington 98004

**SIGNATURE OF DEBTOR:**

AR ALABAMA LLC,  
an Alabama limited liability company

By its sole member,  
AR Alabama Member LLC,  
an Alabama limited liability company

By: \_\_\_\_\_

  
Cecily A. Drucker, ~~Member~~

*Manager*

Loan No.: 050-0000420-001

## EXHIBIT A

(200 Parker Drive & 652 Stuart Lane, Pelham, Shelby County, Alabama)

### Legal Description:

Commence at the Southwest corner of the Northwest One-Quarter of the Southeast One-Quarter of Section 14, Township 20 South, Range 3 West; thence run North along the West line of said quarter-quarter section line for a distance of 536.56 feet to a point on the Northwesterly right-of-way line of Parker Drive; thence turn an angle to the right of 41 degrees, 28 minutes, 50 seconds and run in a Northeasterly direction along the Northwesterly right-of-way line of Parker Drive for a distance of 390.82 feet to the point of beginning; thence continue Northeasterly along last described course for a distance of 479.94 feet to its intersection with the Southwesterly right-of-way line of the Atlantic Coast Line Railroad; thence turn an angle to the left of 90 degrees, and run in a Northwesterly direction along said right-of-way of said railroad for a distance of 106.00 feet to the point of commencement of a curve to the left, said curve having a central angle of 04 degrees, 15 minutes, 02 seconds and a radius of 2741.56 feet; thence run in a Northwesterly direction along the arc of said curve and the Southwesterly right-of-way of said railroad for a distance of 203.39 feet to the end of said curve; thence run along the tangent extended from said curve and the Southwesterly right-of-way line of said railroad for a distance of 381.50 feet; thence turn an angle to the left of 85 degrees, 45 minutes, 23 seconds and run in a Southwesterly direction for a distance of 39.93 feet; thence turn an angle to the right of 98 degrees, 51 minutes, 17 seconds and run in a Northwesterly direction for a distance of 155.15 feet; thence turn an angle to the left of 17 degrees, 02 minutes, 34 seconds and run in a Northwesterly direction for a distance of 97.75 feet; thence turn an angle to the left of 80 degrees, 46 minutes, 57 seconds and run in a Southwesterly direction for a distance of 412.55 feet; thence turn an angle to the left of 90 degrees, 01 minutes, 46 seconds and run in a Southeasterly direction for a distance of 250.01 feet; thence turn an angle to the right of 90 degrees and run in a Southwesterly direction for a distance of 179.93 feet to a point on the Northeastern right-of-way line of Stuart Lane; thence turn an angle to the left of 90 degrees, 05 minutes, 15 seconds and run along said right-of-way line in a Southeasterly direction for a distance of 109.83 feet; thence turn an angle to the left of 89 degrees, 53 minutes, 26 seconds and run in a Northeasterly direction 179.63 feet; thence turn an angle to the right of 89 degrees, 57 minutes, 55 seconds and run in a Southeasterly direction for a distance of 579.71 feet to the point of beginning.

Situated in Shelby County, Alabama.

## **EXHIBIT B**

(200 Parker Drive & 652 Stuart Lane, Pelham, Shelby County, Alabama)

**Secured Party:** GENERAL ELECTRIC CAPITAL BUSINESS ASSET FUNDING CORPORATION, a Delaware corporation, its successors and assigns

**Debtor:** AR ALABAMA LLC, an Alabama limited liability company

**Loan No.:** 050-0000420-001

The collateral includes all of the right, title and interest of Debtor in, to and under:

1. All fixtures, equipment, landscaping, and articles of property now or hereafter attached to, or used or adapted for use in the operation of buildings, structures, improvements, and parking areas located on the real estate (herein the "Premises") described in Exhibit A, including but without being limited to, all heating, air conditioning, lighting, and incinerating apparatus and equipment; all boilers, engines, motors, dynamos, generating equipment, piping and plumbing fixtures, water heaters, ranges, cooking apparatus and mechanical kitchen equipment, refrigerators, freezers, cooling, ventilating, sprinkling and vacuum cleaning systems, fire extinguishing apparatus, gas and electric fixtures, carpeting, floor coverings, underpadding, elevators, escalators, partitions, mantels, built-in mirrors, window shades, blinds, draperies, screens, storm sash, awnings, signs, furnishings of public spaces, halls and lobbies, and shrubbery and plants, and including also all interest of any owner of the Premises in any of such items hereafter at any time acquired under conditional sale contract, chattel mortgage or other title retaining or security instrument, all of which property mentioned in this paragraph 1 shall be referred to as the "Improvements" and shall be deemed part of the realty and not severable wholly or in part without material injury to the freehold of the Premises.

2. All compensation, awards, damages, rights of action and proceeds, including interest thereon and/or the proceeds of any policies of insurance therefor, arising out of or relating to a (a) taking or damaging of the Premises or Improvements thereon by reason of any public or private improvement, condemnation proceeding (including change of grade), sale or transfer in lieu of condemnation, or fire, earthquake or other casualty, or (b) any injury to or decrease in the value of the Premises or the Improvements for any reason whatsoever.

3. Return premiums or other payments upon any insurance any time provided for the benefit of or naming Secured Party with respect to the Premises, Improvements and other collateral described herein, and refunds or rebates of taxes or assessments on the Premises.

4. All written and oral leases and rental agreements (including extensions, renewals and subleases; all of the foregoing shall be referred to collectively herein as the "Leases") now or hereafter affecting the Premises including, without limitation, all rents, issues, profits and other revenues and income therefrom and from the renting, leasing or bailment of Improvements, all guaranties of tenants' performance under the Leases, and all rights and claims of any kind that Debtor may have against any tenant under the Leases or in connection with the termination or rejection of the Leases in a bankruptcy or insolvency proceeding.

5. Plans, specifications, contracts and agreements relating to the design or construction of the Improvements; Debtor's rights under any payment, performance, or other bond in connection with the design or construction of the Improvements; all landscaping and construction materials, supplies, and equipment used or to be used or consumed in connection with construction of the Improvements, whether

stored on the Premises or at some other location; and contracts, agreements, and purchase orders with contractors, subcontractors, suppliers, and materialmen incidental to the design or construction of the Improvements.

6. All contracts, accounts, rights, claims or causes of action pertaining to or affecting the Premises or the Improvements, including, without limitation, all options or contracts to acquire other property for use in connection with operation or development of the Premises or Improvements, management contracts, service or supply contracts, permits, licenses, franchises and certificates, and all commitments or agreements, now or hereafter in existence, intended by the obligor thereof to provide Debtor with proceeds to satisfy the loan evidenced hereby or improve the Premises or Improvements, and the right to receive all proceeds due under such commitments or agreements including refundable deposits and fees.

7. All books, records, surveys, reports and other documents related to the Premises, the Improvements, the Leases, or other items of collateral described herein.

8. All additions, accessions, replacements, substitutions, proceeds and products of the real and personal property, tangible and intangible, described herein.

All of the foregoing described collateral is exclusive of any inventory, equipment, furniture, furnishings or trade fixtures owned or supplied by tenants of the Premises.

**FURTHER ENCUMBRANCE OF THE ABOVE COLLATERAL IS PROHIBITED.**

**Inst # 2000-25903**

**08/02/2000-25903**  
**2 11:11 AM CERTIFIED**  
**SHELBY COUNTY JUDGE OF PROBATE**

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