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Shelby Cnty Judge of Probate, AL
05/31/2002 15:40:00 FILED/CERTIFIED

UCC FINANCING STATEMENT

FOLLOW INSTRUCTIONS (front and back) CAREFULLY

A. NAME & PHONE OF CONTACT AT FILER [optional] Randolph H. Lanier 205-226-3487	
B. SEND ACKNOWLEDGMENT TO: (Name and Address) Randolph H. Lanier Balch & Bingham LLP 1901 Sixth Avenue North Suite 2600 Birmingham, Alabama 35203	

THE ABOVE SPACE IS FOR FILING OFFICE USE ONLY

1. DEBTOR'S EXACT FULL LEGAL NAME - insert only one debtor name (1a or 1b) - do not abbreviate or combine names

1a. ORGANIZATION'S NAME AIG Baker Brookstone, L.L.C.				
OR	1b. INDIVIDUAL'S LAST NAME	FIRST NAME	MIDDLE NAME	SUFFIX
1c. MAILING ADDRESS 1701 Lee Branch Road		CITY Birmingham	STATE AL	POSTAL CODE 35242
1d. TAX ID #: SSN OR EIN [REDACTED]		1e. TYPE OF ORGANIZATION limited liability co.	1f. JURISDICTION OF ORGANIZATION Delaware	1g. ORGANIZATIONAL ID #, if any <input type="checkbox"/> NONE

2. ADDITIONAL DEBTOR'S EXACT FULL LEGAL NAME - insert only one debtor name (2a or 2b) - do not abbreviate or combine names

2a. ORGANIZATION'S NAME				
OR	2b. INDIVIDUAL'S LAST NAME	FIRST NAME	MIDDLE NAME	SUFFIX
2c. MAILING ADDRESS		CITY	STATE	POSTAL CODE
2d. TAX ID #: SSN OR EIN		2e. TYPE OF ORGANIZATION	2f. JURISDICTION OF ORGANIZATION	2g. ORGANIZATIONAL ID #, if any <input type="checkbox"/> NONE

3. SECURED PARTY'S NAME (or NAME of TOTAL ASSIGNEE of ASSIGNOR S/P) - insert only one secured party name (3a or 3b)

3a. ORGANIZATION'S NAME Compass Bank				
OR	3b. INDIVIDUAL'S LAST NAME	FIRST NAME	MIDDLE NAME	SUFFIX
3c. MAILING ADDRESS P.O. Box 10566, Attn: Birmingham Real Estate banking		CITY Birmingham	STATE AL	POSTAL CODE 35296

4. This FINANCING STATEMENT covers the following collateral:

All that Collateral more particularly described on Exhibit A, attached hereto and made a part hereof.

8 pages attached (consisting of Addendum, Exhibit A and Exhibit B)

5. ALTERNATIVE DESIGNATION [if applicable]:	<input type="checkbox"/> LESSEE/LESSOR	<input type="checkbox"/> CONSIGNEE/CONSIGNOR	<input type="checkbox"/> BAILEE/BAILOR	<input type="checkbox"/> SELLER/BUYER	<input type="checkbox"/> AG. LIEN	<input type="checkbox"/> NON-UCC FILING
6. <input checked="" type="checkbox"/> This FINANCING STATEMENT is to be filed [for record] (or recorded) in the REAL ESTATE RECORDS. Attach Addendum [if applicable]	7. Check to REQUEST SEARCH REPORT(S) on Debtor(s) [ADDITIONAL FEE] [optional]		<input type="checkbox"/> All Debtors	<input type="checkbox"/> Debtor 1	<input type="checkbox"/> Debtor 2	
8. OPTIONAL FILER REFERENCE DATA						

Fixture Filing -- Judge of Probate of Shelby County, Alabama

EXHIBIT A
DESCRIPTION OF COLLATERAL

- (a) All buildings, structures, and improvements of every nature whatsoever now or hereafter situated on the property described in **Exhibit B**, and all fixtures, fittings, building materials, machinery, equipment, furniture and furnishings and personal property of every nature whatsoever now or hereafter owned by the Debtor and used or intended to be used in connection with or with the operation of said property, buildings, structures or other improvements, including all extensions, additions, improvements, betterments, renewals, substitutions and replacements to any of the foregoing, whether such fixtures, fittings, building materials, machinery, equipment, furniture, furnishings and personal property are actually located on or adjacent to the property described in **Exhibit B** or not and whether in storage or otherwise wheresoever the same may be located;
- (b) All accounts (as presently or hereafter defined in the UCC), general intangibles, goods, contracts and contract rights relating to the property described on **Exhibit B** and the improvements thereon, whether now owned or existing or hereafter created, acquired or arising, including without limitation, all construction contracts, architectural services contracts, management contracts, leasing agent contracts, purchase and sales contracts, put or other option contracts, and all other contracts and agreements relating to the construction of improvements on, or the operation, management and sale of all or any part of the real property described on **Exhibit B** and the improvements thereon;
- (c) Together with all easements, rights of way, gores of land, streets, ways, alleys, passages, sewer rights, waters, water courses, water rights and powers, and all estates, leases, rights, titles, interest, privileges, liberties, tenements, hereditaments, and appurtenances whatsoever, in any way belonging, relating or appertaining to any of the property hereinabove described, or which hereafter shall in any way belong, relate or be appurtenant thereto, whether now or hereafter acquired by the Debtor, and the reversion and reversions, remainder and remainders, rents, issues, profits thereof, and all the estate, right, title, interest, property, possession, claim and demand whatsoever at law, as well as in equity, of the Debtor of, in and to the same, including but not limited to:
 - (i) All rents, royalties, profits, issues and revenues of the Collateral from time to time accruing, whether under leases or tenancies now existing or hereafter created, reserving to Debtor, however, so long as Debtor is not in default beyond any applicable grace period under any loan documents executed in connection herewith, the right to receive and retain the rents, issues and profits thereof; and
 - (ii) All judgments, awards of damages and settlements hereafter made resulting from condemnation proceedings or the taking of the Collateral or any part thereof under the power of eminent domain, or for any damage (whether caused by such taking or otherwise) to the Collateral or the improvements thereon or any part thereof, or to any rights appurtenant thereto, including any award for change of grade or streets. Secured Party is hereby authorized on behalf and in the name of Debtor to execute and deliver valid acquittances for, and appeal from, any such judgments or awards. Secured Party may apply all such sums or any part thereof so received, after the payment of all its expenses, including costs and reasonable attorney's fees, on any of

the indebtedness secured hereby in such manner as it elects, or at its option, the entire amount or any part thereof so received may be released.

- (d) Any and all licenses, development permits, building permits, utility supply agreements, sewer and water discharge permits and agreements, and other licenses, permits and agreements relating to the use, development, construction, occupancy and operation of the property described on **Exhibit B** and the improvements thereon, whether now or hereafter issued or executed, and all modifications, amendments, replacements or re-issuances of the foregoing;
- (e) All cash and non-cash proceeds and all products of any of the foregoing items or types of property described in (a) - (d) above, including, but not limited to, all insurance, contract and tort proceeds and claims, and including all inventory, accounts, chattel paper, documents, instruments, equipment, fixtures, consumer goods and general intangibles acquired with cash proceeds of any of the foregoing items or types of property described in (a) - (d) above.

Debtor hereby grants Secured Party a security interest in the foregoing (the “**Collateral**”).

Record Owner of Real Estate: AIG Baker Brookstone, L.L.C.

DEBTOR:

AIG BAKER BROOKSTONE, L.L.C.,
a Delaware limited liability company

By: **AIG BAKER SHOPPING CENTER
PROPERTIES, L.L.C.,**
a Delaware limited liability company,
its sole Member

By: 
Its: **PRESIDENT**

EXHIBIT B

**TO UCC-1 FINANCING STATEMENT NAMING AIG BAKER
BROOKSTONE, L.L.C., AS DEBTOR, AND COMPASS BANK, AS
SECURED PARTY**

LEGAL DESCRIPTION

Parcel I:

A parcel of land situated in the Southeast quarter of the Northwest quarter of Section 5, Township 19 South, Range 1 West, Shelby County, Alabama, being more particularly described as follows:

Commence at the Southeast corner of the Southeast quarter of the Northwest quarter of Section 5, Township 19 South, Range 1 West, Shelby County, Alabama said point being the POINT OF BEGINNING; thence proceed South 88° 49' 06" West along said South line of said Southeast quarter of Northwest quarter for a distance of 760.20 feet to a point; thence proceed North 23° 08' 39" East for a distance of 1085.69 feet to a point; thence proceed North 88° 41' 32" East for a distance of 326.16 feet to a point on the East line of said Southeast quarter of Northwest quarter; thence proceed South 00° 25' 08" East along said East line of said Southeast quarter of Northwest quarter for a distance of 629.58 feet to a point; thence proceed North 70° 03' 41" West for a distance of 152.68 feet to a point; thence proceed South 00° 01' 46" East for a distance of 133.15 feet to a point; thence proceed South 70° 07' 57" East for a distance of 153.57 feet to a point on the East line of said Southeast quarter of Northwest quarter; thence proceed South 00° 25' 08" East along said East line of said Southeast quarter of Northwest quarter for a distance of 227.25 feet to the POINT OF BEGINNING.

Parcel II:

A parcel of land situated in the Southeast quarter of the Northwest quarter of Section 5, Township 19 South, Range 1 West, Shelby County, Alabama, being more particularly described as follows:

Commence at the Southeast corner of the Southeast quarter of the Northwest quarter of Section 5, Township 19 South, Range 1 West, Shelby County, Alabama; thence proceed North 00° 25' 08" West along the East line of said Southeast quarter of Northwest quarter for a distance of 227.25 feet to the POINT OF BEGINNING; thence proceed North 70° 07' 57" West for a distance of 153.57 feet to a point; thence proceed North 00° 01' 46" West for a distance of 133.15 feet to a point; thence proceed South 70° 03' 41" East for a distance of 152.68 feet to a point on the East line of the Southeast quarter of the Northwest quarter; thence proceed South 00° 25' 08" East along said East line of said

Southeast quarter of Northwest quarter for a distance of 133.28 feet to the POINT OF BEGINNING.

Parcel III:

A parcel of land situated in the Southeast quarter of the Northeast quarter of Section 5, Township 19 South, Range 1 West, Shelby County, Alabama, being more particularly described as follows:

Commence at the Southwest corner of the Southwest quarter of the Northeast quarter of Section 5, Township 19 South, Range 1 West, Shelby County, Alabama, said point being the POINT OF BEGINNING; thence proceed North $00^{\circ} 25' 08''$ West along the West line of said Southwest quarter of Northeast quarter for a distance of 470.00 feet to a point; thence proceed North $88^{\circ} 49' 06''$ East for a distance of 165.30 feet to a point on the West right of way of U. S. Highway 280; thence proceed South $03^{\circ} 59' 20''$ West along said West right of way of U. S. Highway 280 for a distance of 89.76 feet to a concrete right of way monument; thence proceed South $07^{\circ} 19' 16''$ East along said West right of way of U. S. Highway 280 for a distance of 382.76 feet to a point on the South line of said Southwest quarter of Northeast quarter; thence proceed South $88^{\circ} 40' 06''$ West along said South line of said Southwest quarter of Northeast quarter for a distance of 204.40 feet to the POINT OF BEGINNING.

Parcel IV:

A parcel of land situated in the Southeast quarter of the Northwest quarter of Section 5, Township 19 South, Range 1 West, Shelby County, Alabama, being more particularly described as follows:

Commence at a 2 inch capped pipe purported to be the Southwest corner of the Southeast quarter of the Northwest quarter of Section 5, Township 19 South, Range 1 West, Shelby County, Alabama; thence proceed North $00^{\circ} 30' 04''$ West along the West line of said Southeast quarter of Northwest quarter for a distance of 395.59 feet to the POINT OF BEGINNING; thence continue North $00^{\circ} 30' 04''$ West along said West line of the Southeast quarter of Northwest quarter for a distance of 591.56 feet to a rebar found; thence proceed North $88^{\circ} 41' 32''$ East for a distance of 1009.80 feet to a point; thence proceed South $23^{\circ} 08' 39''$ West for a distance of 651.90 feet to a point; thence proceed South $88^{\circ} 50' 25''$ West for a distance of 403.29 feet to a point; thence proceed North $20^{\circ} 26' 26''$ West for a distance of 114.82 feet to a point; thence proceed North $60^{\circ} 33' 36''$ West for a distance of 31.16 feet to a point; thence proceed South $28^{\circ} 19' 52''$ West for a distance of 142.74 feet to a point; thence proceed South $88^{\circ} 50' 25''$ West for a distance of 210.00 feet to the POINT OF BEGINNING.

Parcel V:

A parcel of land situated in the Southeast quarter of the northwest quarter of Section 5, Township 19 South, Range 1 West, Shelby County, Alabama, being more particularly described as follows:

Commence at a 2 inch capped pipe purported to be the Southwest Corner of the Southeast quarter of the Northwest quarter of Section 5, Township 19 South, Range 1 West, Shelby County, said point being the POINT OF BEGINNING; thence proceed North 00° 30' 04" West along the West line of said Southeast quarter of Northwest quarter for a distance of 395.59 feet to a point; thence proceed North 88° 50' 25" East for a distance of 748.29 feet to a point; thence proceed South 23° 08' 39" West for a distance of 433.79 feet to a point on the South line of said Southeast quarter of Northwest quarter; thence proceed South 88° 49' 06" West along said South line of said Southeast quarter of Northwest quarter for a distance of 574.30 feet to the POINT OF BEGINNING.

Parcel VI:

A parcel of land situated in the Southeast quarter of the Northwest quarter of Section 5, Township 19 South, Range 1 West, Shelby County, Alabama, being more particularly described as follows:

Commence at a 2 inch capped pipe purported to be the Southwest corner of the Southeast quarter of the Northwest quarter of Section 5, Township 19 South, Range 1 West, Shelby County, Alabama; thence Proceed North 00° 30' 04" West along the West line of said Southeast quarter of Northwest quarter for a distance of 395.59 feet to a point; thence proceed North 88° 50' 25" East for a distance of 210.00 feet to the POINT OF BEGINNING; thence North 28° 19' 52" East for a distance of 142.74 feet to a point; thence proceed South 60° 33' 36" East for a distance of 31.16 feet to a point; thence proceed South 20° 26' 26" East for a distance of 114.82 feet to a point; thence proceed South 88° 50' 25" for a distance of 135.00 feet to the POINT OF BEGINNING.

Parcel VII:

A parcel of land situated in the Northeast quarter of Southwest quarter of Section 5, Township 19 South, Range 1 West, Shelby County, Alabama, being the middle one-third of the North one-half of the Northeast quarter of Southwest quarter of Section 5, Township 19 South, Range 1 West, Shelby County, Alabama, more particularly described as follows:

Commence at a set capped rebar purported to be the Northwest corner of the Northeast quarter of the Southwest quarter of Section 5, Township 19 South, Range 1 West, Shelby County, Alabama; thence proceed North 88° 49' 06" East along the north line of said Northeast quarter of Southwest quarter for a distance of 444.83 feet to a point, said point being the POINT OF BEGINNING of herein described parcel; thence proceed North 88° 49' 06" East continuing along the North line of said Northeast quarter of Southwest quarter for a distance of 444.83

feet to a point; thence proceed South 00° 25' 57" East for a distance of 658.31 feet to a point; thence proceed South 88° 52' 06" West for a distance of 444.67 feet to a point; thence proceed North 00° 26' 46" West for a distance of 657.92 feet to the POINT OF BEGINNING.

Parcel VIII: [Intentionally Deleted].

Parcel IX:

A parcel of land situated in the Northeast quarter of Southwest quarter of Section 5, Township 19 South, Range 1 West, Shelby County, Alabama, being the North one-third of the West one-third of the North half of the Northeast quarter of Southwest quarter of Section 5, Township 19 South, Range 1 West, Shelby County, Alabama, more particularly described as follows:

Commence at a 2 inch capped pipe purported to be the Northwest corner of the Northeast quarter of the Southwest quarter of Section 5, Township 19 South, Range 1 West, Shelby County, Alabama, said point also known as the POINT OF BEGINNING; thence proceed North 88° 49' 06" East along the North line of said Northeast quarter of Southwest quarter for a distance of 444.83 feet to a point; thence proceed South 00° 26' 46" East for a distance of 219.31 feet to a point; thence proceed South 88° 50' 06" West for a distance of 444.78 feet to a point on the West line of said Northeast quarter of the Southwest quarter; thence along the West line of said Northeast quarter of the Southwest quarter proceed North 00° 27' 35" West for a distance of 219.18 feet to the POINT OF BEGINNING.

Parcel X:

A parcel of land situated in the Northeast quarter of Southwest quarter of Section 5, Township 19 South, Range 1 West, Shelby County, Alabama, being the North half of the South two-thirds of the West one-third of the North half of the Northeast quarter of Southwest quarter of Section 5, Township 19 South, Range 1 West, Shelby County, Alabama, more particularly described as follows:

Commence at a 2" capped pipe purported to be the N.W. corner of the N.E. 1/4 of the S.W. 1/4 of Section 5, Township 19 South, Range 1 West, Shelby County, Alabama; thence proceed South 00°27'35" East along the West line of said N.E. 1/4 of S.W. 1/4 for a distance of 219.18 feet a point, said point also known as the POINT OF BEGINNING of herein described parcel; thence proceed North 88°50'06" East for a distance of 444.78 feet to a point; thence proceed South 00°26'46" East for a distance of 219.31 feet to a point; thence proceed South 88°51'06" West for a distance of 444.73 feet to a point on the West line of said N.E. 1/4 of S.W. 1/4; thence along the West line of said N.E. 1/4 of S.W. 1/4 proceed N 00°27'35" W for a distance of 219.18 feet to the POINT OF BEGINNING.

Parcel XI:

All of the North half (N1/2) of the North half (N1/2) of the Southwest quarter (SW1/4) of the Northwest quarter (NW1/4) of Section 5, Township 19 South, Range 1 West. Also a part of the North half (N1/2) of the North half (N1/2) of the Southeast quarter (SE1/4) of the Northeast quarter (NE1/4) of Section 6, Township 19 South, Range 1 West that lies East of Alabama Highway #119 (Cahaba Valley Highway) right of way; being more particularly described as follows:

BEGIN at a point commonly purported to be the Northwest corner of the Southwest quarter of the Northwest quarter of Section 5, Township 19 South, Range 1 West; thence proceed North $88^{\circ} 38' 50''$ East along the North line of said SW 1/4 of the NW1/4 for a distance of 1334.18 feet to a point purported to be the Northeast corner of said quarter section; thence proceed South $00^{\circ} 29' 13''$ East along the East line of said quarter section for a distance of 331.15 feet to a point; thence leaving the East line of said quarter section proceed South $88^{\circ} 45' 44''$ West for a distance of 1333.86 feet to a point on the West line of said Section 5; thence proceed South $88^{\circ} 54' 17''$ West for a distance of 715.74 feet to a point; thence proceed North $24^{\circ} 11' 22''$ West for a distance of 52.13 feet to a point; thence proceed North $58^{\circ} 49' 55''$ West for a distance of 73.62 feet to a point on the Southeasterly right of way margin of Alabama Highway #119 (Cahaba Valley Highway), said point lying on a curve to the right, said curve having a radius of 2824.79 feet, a central angle of $03^{\circ} 18' 07''$ and a chord which bears North $43^{\circ} 30' 40''$ East for a distance of 162.77 feet; thence proceed along the arc of said curve 162.79 feet and along said Southeasterly right of way margin of Alabama Highway #119 (Cahaba Valley Highway) to a point of tangency; thence continuing along said Southeasterly right of way margin of Alabama Highway #119 (Cahaba Valley Highway) proceed North $45^{\circ} 09' 43''$ East for a distance of 181.26 feet to a point on the North line of the Southeast quarter of the Northeast quarter of said Section 6; thence proceed North $88^{\circ} 54' 18''$ East along the North line of said Southeast quarter of the Northeast quarter of Section 6 for a distance of 556.39 feet to the POINT OF BEGINNING.

Parcel XII:

Rights of ingress and egress in, to, over, and across that certain private roadway easement created pursuant to those certain deeds recorded in (i) Deed Book 174, Page 402, as amended by Deed Book 247, Page 645, and (ii) Deed Book 314, Page 344 in the Probate Office of Shelby County, Alabama.

Rights of ingress and egress in, to, over and across that certain 15' Private Road Way Easement, created pursuant to that certain Agreement recorded as Instrument No. 1992-25099.