

UCC FINANCING STATEMENT

FOLLOW INSTRUCTIONS (front and back) CAREFULLY

A. NAME & PHONE OF CONTACT AT FILER [optional]	
B. SEND ACKNOWLEDGMENT TO: (Name and Address)	
Return acknowledgment to: ★ Capitol Services, Inc. P.O. Box 1831 Austin TX 78767 800/345-4647	

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						
Border Properties, Ltd						
OR	1b. INDIVIDUAL'S LAST NAME		FIRST NAME	MIDDLE NAME	SUFFIX	
1c. MAILING ADDRESS		CITY		STATE	POSTAL CODE	COUNTRY
500 Chase Park South, Suite 130		Birmingham		AL	35244	USA
1d. TAX ID #: SSN OR EIN	ADD'L INFO RE ORGANIZATION DEBTOR	1e. TYPE OF ORGANIZATION	1f. JURISDICTION OF ORGANIZATION	1g. ORGANIZATIONAL ID #, if any		
		Limited Partnership	Georgia	K532539 <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	COUNTRY
2d. TAX ID #: SSN OR EIN	ADD'L INFO RE ORGANIZATION DEBTOR	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						
OR	3b. INDIVIDUAL'S LAST NAME		FIRST NAME	MIDDLE NAME	SUFFIX	
3c. MAILING ADDRESS		CITY		STATE	POSTAL CODE	COUNTRY
Sixth & Marquette		Minneapolis		MN	55479	USA

4. This FINANCING STATEMENT covers the following collateral:

IN LIEU OF CONTINUATION for:

FILE 1995-25541 filed on 09/14/95 in Shelby County, AL

TO BE FILED WITH Shelby County, AL
Loan # 9000789, 9000738, 9000742
Store # 5207, 16079, 15970

5. ALTERNATIVE DESIGNATION [if applicable]:	LESSEE/LESSOR	CONSIGNEE/CONSIGNOR	BAILEE/BAILOR	SELLER/BUYER	AG. LIEN	NON-UCC FILING
6. 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]		All Debtors <input type="checkbox"/> Debtor 1 <input type="checkbox"/> Debtor 2 <input type="checkbox"/>			
8. OPTIONAL FILER REFERENCE DATA						

UCC FINANCING STATEMENT AMENDMENT ADDENDUM

FOLLOW INSTRUCTIONS (front and back) CAREFULLY

11. INITIAL FINANCING STATEMENT FILE # (same as item 1a on Amendment form)

1995-25541 09/14/95

12. NAME OF PARTY AUTHORIZING THIS AMENDMENT (same as item 9 on Amendment form)

12a. ORGANIZATION'S NAME

Norwest Bank Minnesota

OR

12b. INDIVIDUAL'S LAST NAME

FIRST NAME

MIDDLE NAME,SUFFIX

13. Use this space for additional information

THE ABOVE SPACE IS FOR FILING OFFICE USE ONLY

IN LIEU OF CONTINUATION for:

FILE 1995-25541 filed on 09/14/95 in Shelby County, AL

TO BE FILED WITH Shelby County, AL

Loan # 9000789, 9000738, 9000742

Store # 5207, 16079, 15970

#5207

EXHIBIT "A"

That tract or lot of land lying in the County of Franklin, State of Alabama, known and described as follows, to-wit:

Begin at the Northeast corner of the S 1/2 of Section 20, Township 6 South, Range 11 West; thence South 87 degrees 00' West along the North boundary line of said S 1/2 a distance of 2829.76 feet to the East right-of-way line of U. S. Highway No. 43; thence South 03 degrees 25' West along said East right-of-way line a distance of 1228.55 feet to the point of beginning of the land herein described; thence South 85 degrees 40' East a distance of 200 feet; thence South 03 degrees 25' West a distance of 135 feet; thence North 85 degrees 40' West a distance of 200 feet to the East right-of-way line of said Highway No. 43; thence North 03 degrees 25' East along said East right-of-way line a distance of 135 feet to the point of beginning, lying and being situated in the South 1/2 of Section 20, Township 6 South, Range 11 West, Franklin County, Alabama.

Alabama
Sec. Of State

B 95-35231 FS
Date 8/28/95
Time 1:29 PM

File \$10.00
ExpG \$5.00
ExNm \$1.00
Form \$.00

\$16.00

#16079

Exhibit A

Alabama					
Sec. Of State	B 95-16792 FS				
	Date 4/25/95				
	Time 11:38 AM				
	File	\$10.00			
	EXPg	\$5.00			
	EXNm	\$1.00			
	Form	\$1.00			
					\$16.00

A parcel of land situated in the Northwest 1/4 of the Northeast 1/4 of Section 23, Township 14 South, Range 3 West, in Jefferson County, Alabama, more particularly described as follows: Commence at the Southwest corner of the Northwest 1/4 of the Northeast 1/4 of Section 23, Township 14 South, Range 3 West, and run East along the South line of said Quarter-Quarter Section for 747.45 feet; thence turn $92^{\circ}06'14''$ left and run northerly for 394.42 feet to the point of beginning; thence continue along the last described course for 175.0 feet to the southerly right of way of the Warrior Jasper Road, said point being on a curve to the left having a radius of 3377.75 feet and a central angle of $2^{\circ}20'06''$; thence turn $77^{\circ}35'20''$ left, tangent to curve and run westerly along the arc of said curve for 137.63 feet; thence turn $100^{\circ}04'33''$ left, tangent to said curve and run southerly for 201.85 feet; thence turn $90^{\circ}00'$ left and run easterly for 135.0 feet to the point of beginning.

EXHIBIT A

Beginning at the northeast corner of the NW 1/4 of NE 1/4 Section 9, Township 15 South, Range 5 West, Walker County, Alabama; thence South 87 degrees 15 minutes west 56.7 feet along the north line of said forty to the south line of the Old Sloss Road; thence south 42 degrees 53 minutes west 120.9 feet along said road; thence south 52 degrees 39 minutes west 385.2 feet along said road to the east right of way line of U.S. 78 Highway; thence South 61 degrees 59 minutes west 188.4 feet to a point in the west right of way line of U.S. 78 Highway, said point being the point of beginning of the tract of land to be described; thence south 39 degrees 18 minutes east 200.3 feet along the west right of way line of said Highway to the north right of way line of the Alabama Power Company transmission line; thence south 43 degrees 04 minutes west 151.30 feet along said right of way line; thence north 39 degrees 18 minutes west 223.40 feet parallel to U.S. 78 Highway, to the south line of the Old Sloss Road; thence north 51 degrees 36 minutes east 150.02 feet along the south line of the Old Sloss road to the point of beginning. The above tract of land is situated in the NW 1/4 of NE 1/4, Section 9, Township 15 South, Range 5 West, Walker County, Alabama.

LESS AND EXCEPT THE FOLLOWING:

Commencing at the Southeast corner of the NW 1/4 of NE 1/4 Section 9, Township 15 South, Range 5 West; thence northerly along east line of said NW 1/4 of NE 1/4 a distance of 69 feet, more or less, to the present southwest right of way line of U.S. Highway No. 78; thence northwesterly along said present southwest right of way line a distance of 1055 feet, more or less, to a point that is 150.64 feet southeasterly of the centerline of Project No. S-6408(104) and the point of beginning of the property herein to be conveyed; thence southeasterly along a straight line a distance of 138 feet, more or less, to a point that is 85 feet southeasterly of and at right angles to the centerline of said project at Station 145+52; thence south 31 degrees 06' West parallel to the centerline of said project a distance of 18 feet, more or less to southwest property line; thence northwesterly along said southwest property line, a distance of 47 feet, more or less, to the present southeast right of way line of a county road; thence northeasterly along said present southeast right of way a distance of 162 feet, more or less, to present southwest right of way line of U.S. Highway 78; thence southeasterly along said present southwest right of way line a distance of 51 feet, more or less, to point of beginning.

END