

20030210000081170 Pg 1/6 36.00
Shelby Cnty Judge of Probate, AL
02/10/2003 13:02:00 FILED/CERTIFIED

UCC FINANCING STATEMENT

FOLLOW INSTRUCTIONS (front and back) CAREFULLY

A. NAME & PHONE OF CONTACT AT FILER [optional] Pamela W. Griffith (205) 458-5273
B. SEND ACKNOWLEDGMENT TO: (Name and Address) J. Andrew Robison, Esq. BURR & FORMAN LLP P. O. Box 830719 Birmingham, Alabama 35283-0719

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 ALABASTER RETAIL PROPERTY, L.L.C.				
OR				
1b. INDIVIDUAL'S LAST NAME		FIRST NAME	MIDDLE NAME	SUFFIX
1c. MAILING ADDRESS 3500 Eastern Boulevard		CITY Montgomery	STATE AL	POSTAL CODE 36116
				COUNTRY USA
1d. TAX ID #: SSN OR EIN	ADD'L INFO RE ORGANIZATION DEBTOR	1e. TYPE OF ORGANIZATION limited liability co.	1f. JURISDICTION OF ORGANIZATION Alabama	1g. ORGANIZATIONAL ID #, if any <input checked="" 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 SOUTHTRUST BANK				
OR				
3b. INDIVIDUAL'S LAST NAME		FIRST NAME	MIDDLE NAME	SUFFIX
3c. MAILING ADDRESS P. O. Box 2554 (Attn: Commercial Real Estate)		CITY Birmingham	STATE AL	POSTAL CODE 35290
				COUNTRY USA

4. This FINANCING STATEMENT covers the following collateral:

The collateral is more fully described on Exhibit B attached hereto and made a part hereof. The real estate referred to in Exhibit B is more fully described in Exhibit A attached hereto and made a part hereof.

Filed with: Judge of Probate of Shelby County, Alabama

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 12627-189 ST/Aronov Alabaster						

FOLLOW INSTRUCTIONS (front and back) CAREFULLY

9a. ORGANIZATION'S NAME		
ALABASTER RETAIL PROPERTY, L.L.C.		
9b. INDIVIDUAL'S LAST NAME	FIRST NAME	MIDDLE NAME, SUFFIX

10. MISCELLANEOUS:

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11a. ORGANIZATION'S NAME										
OR		11b. INDIVIDUAL'S LAST NAME			FIRST NAME		MIDDLE NAME		SUFFIX	
11c. MAILING ADDRESS					CITY		STATE	POSTAL CODE		COUNTRY USA
11d. TAX ID #: SSN OR EIN		ADD'L INFO RE ORGANIZATION DEBTOR	11e. TYPE OF ORGANIZATION		11f. JURISDICTION OF ORGANIZATION		11g. ORGANIZATIONAL ID #, if any			
							<input type="checkbox"/> NON			

12a. ORGANIZATION'S NAME					
OR	12b. INDIVIDUAL'S LAST NAME		FIRST NAME	MIDDLE NAME	SUFFIX
	12c. MAILING ADDRESS		CITY	STATE	POSTAL CODE
					COUNTRY USA

14. Description of real estate:

16. Additional collateral description:

Alabaster Retail Property, L.L.C., the debtor, is the record owner

Debtor is a ☐ Trust or ☐ Trustee acting with respect to property held in trust or ☐ Decedent's Estate

☐ Debtor is a TRANSMITTING UTILITY

☐ Filed in connection with a Manufactured-Home Transaction — effective 40 years

☐ Filed in connection with a Public-Finance Transaction — effective 40 years

EXHIBIT A

LEGAL DESCRIPTION

PARCELS 1-7

A parcel of land located in the Northwest quarter of the Northwest quarter and in the Northeast quarter of the Northwest quarter of Section 14, Township 21 South, Range 3 West and being more particularly described as follows:

Commence at a 3 inch pipe found at the Northwest corner of said Section 14; thence run South 89 degrees 03 minutes 42 seconds East and along the Section line 1538.52 feet to a half inch capped rebar set at the POINT OF BEGINNING, said POINT being on the East right of way of Alabama Highway 119, a variable-width right of way; thence continue South 89 degrees 03 minutes 42 seconds East and along the section line 804.97 feet to a half inch capped rebar set; thence run South 25 degrees 30 minutes 31 seconds West 1443.13 feet to a half inch capped rebar set on the North right of way of Shelby County Road 26, an 80 foot wide right of way; thence North 83 degrees 11 minutes 42 seconds West and along said right of way 658.64 feet; thence run North 19 degrees 20 minutes 38 seconds West along a right of way transition 109.84 feet to a point on the East right of way of Alabama Highway 119 that is 117 feet right of centerline station 455+70; thence run North 22 degrees 54 minutes 14 seconds East along said right of way 166.37 feet to a point that is 110 feet right of centerline station 457+37; thence run North 25 degrees 20 minutes 17 seconds East along said right of way 313.00 feet to a point that is 110 feet right of centerline station 460+50; thence run North 47 degrees 08 minutes 22 seconds East along said right of way 26.93 feet to a point that is 120 feet right of centerline station 460+75; thence run North 25 degrees 20 minutes 17 seconds East along said right of way 175.00 feet to a point that is 120 feet right of centerline station 462+50; thence run North 14 degrees 01 minutes 41 seconds East along said right of way 152.97 feet to a point that is 90 feet right of centerline station 464+00; thence run North 25 degrees 20 minutes 17 seconds East along said right of way 412.63 feet to the POINT OF BEGINNING.

LESS AND EXCEPT from the above description the following described parcel.

Commence at a 3 inch pipe found at the Northwest corner of said Section 14; thence run South 89 degrees 03 minutes 42 seconds East and along the section line 1837.00 feet; thence run South 00 degrees 56 minutes 18 seconds West 13.00 feet to a half inch capped rebar set at the POINT OF BEGINNING; thence run South 89 degrees 03 minutes 42 seconds East 100.00 feet to a half inch capped rebar set; thence run South 00 degrees 56 minutes 18 seconds West 100.00 feet to a half inch capped rebar set; thence run North 89 degrees 03 minutes 18 seconds 100.00 feet to a half inch capped rebar set; thence run North 00 degrees 56 minutes 18 seconds East 100.00 feet to the POINT OF BEGINNING.

PARCEL 8

An easement located in the Northeast quarter of the Northwest quarter of Section 14, Township 21 South, Range 3 West, Shelby County, Alabama and being more particularly described as follows:

Commence at the Northwest corner of Section 14; thence run South 89 degrees 03 minutes 42 seconds East and along the section line 2343.49 feet; thence run South 25 degrees 30 minutes 31 seconds West 617.60 feet to the POINT OF BEGINNING; thence continue South 25 degrees 30 minutes 31 seconds West 589.55 feet; thence run North 44 degrees 42 minutes 44 seconds East 69.92 feet; thence run North 25 degrees 30 minutes 31 seconds East 355.71 feet; thence run North 17 degrees 42 minutes 15 seconds East 169.38 feet to the POINT OF BEGINNING.

PARCEL 9

An easement located in the Northeast quarter of the Northwest quarter of Section 14, Township 21 South, Range 3 West and being more particularly described as follows:

Commence at the Northwest corner of said Section 14; thence run South 89 degrees 03 minutes 42 seconds East and along the section line 2343.49 feet to the POINT OF BEGINNING; thence continue South 89 degrees 03 minutes 42 seconds East along the section line 348.00 feet; thence run South 26 degrees 56 minutes 53 seconds East 306.56 feet; thence run South 25 degrees 30 minutes 13 seconds West 306.26 feet; thence run North 64 degrees 29 minutes 47 seconds West 559.58 feet; thence run North 25 degrees 30 minutes 31 seconds East 348.41 feet to the POINT OF BEGINNING.

PARCEL 10

An easement for ingress over and across a part of the Northeast quarter of the Northwest quarter of Section 14, Township 21 South, Range 3 West, said easement being more particularly described as follows:

Commence at the Northwest corner of said Section 14; thence run South 89 degrees 03 minutes 42 seconds East and along the section line 2343.49 feet; thence run South 25 degrees 30 minutes 31 seconds West 348.41 feet to the POINT OF BEGINNING; thence run South 25 degrees 30 minutes 31 seconds West 60.00 feet; thence run South 64 degrees 29 minutes 47 seconds East 559.59 feet; thence run North 25 degrees 30 minutes 13 seconds East 60.00 feet; thence run North 64 degrees 29 minutes 47 seconds West 559.58 feet to the POINT OF BEGINNING.

EXHIBIT B
TO UCC-1 FINANCING STATEMENT
BY AND BETWEEN
ALABASTER RETAIL PROPERTY, L.L.C. AS DEBTOR
AND
SOUTHTRUST BANK AS SECURED PARTY

All personal property and fixtures now or hereafter owned by the Debtor, including but not limited to the following:

(1) All buildings, structures and improvements of every nature whatsoever now or hereafter situated on the those certain tracts or parcels of land located in Shelby County, Alabama as more particularly described in Exhibit A attached hereto and by this reference made a part hereof (the "Land"), and all gas and electric fixtures, radiators, heaters, engines and machinery, boilers, ranges, elevators and motors, plumbing and heating fixtures, carpeting and other floor coverings, water heaters, awnings and storm sashes, and cleaning apparatus which are or shall be attached to said buildings, structures or improvements, and all other furnishings, furniture, fixtures, machinery, equipment, appliances, and personal property of every kind and nature whatsoever now or hereafter owned by Debtor and located in, on or about, or used or intended to be used with or in connection with the construction, use, operation or enjoyment of the property, including all extensions, additions, improvements, betterments, renewals and replacements, substitutions, or proceeds from a permitted sale of any of the foregoing (collectively the "Improvements" and together with the Land, collectively, the "Property"), all of which are hereby declared and shall be deemed to be fixtures and accessions to the Land and a part of the Property as between the parties hereto; and

(2) All building materials, equipment, fixtures, fittings, and personal property of every kind or character now owned or hereafter acquired by the Debtor for the purpose of being used or useful in connection with the Improvements located or to be located on the Land, whether such materials, equipment, fixtures, fittings, and personal property are actually located on or adjacent to said Land or not, and whether in storage or otherwise, wheresoever the same may be located, including, but without limitation, all lumber and lumber products, bricks, building stones, and building blocks, sand and cement, roofing material, paint, doors, windows, hardware, nails, wires and wiring, plumbing and plumbing fixtures, heating and air conditioning equipment and appliances, electrical and ornamental and decorative fixtures, furniture, ranges, refrigerators, dishwashers, disposals, washers, dryers, and in general all building materials and equipment of every kind and character used or useful in connection with said Improvements; and

(3) All easements, rights-of-way, strips and gores of land, vaults, streets, ways, alleys, passages, sewer rights, waters, water courses, water rights and powers, minerals, flowers, shrubs, crops, trees, timber and other emblements now or hereafter located on the Land or under or above the same or any part or parcel thereof, and all ground leases, estates, rights, titles, interests, privileges, liberties, tenements, hereditaments and appurtenances, reversions, and remainders whatsoever, in any way belonging, relating or appertaining to the Property or any part thereof, or which hereafter

shall in any way belong, relate or be appurtenant thereto, whether now owned or hereafter acquired by Debtor; and

(4) All rents, issues, profits, revenues, accounts, accounts receivable, and general intangibles of the Debtor now existing or hereafter accruing from or relating to the Property (including, without limitation, all payments under leases, ground leases or tenancies, proceeds of insurance, condemnation payments, tenant security deposits and escrow funds), and all of the estate, right, title, interest, property, possession, claim and demand whatsoever at law, as well as in equity, of Debtor of, in and to the same; and

(5) All plans and specifications and Debtor's books and records relating to the Property or construction of Improvements; all governmental permits, approvals and licenses; and all contracts now or hereafter made by Debtor relating to the Property or the construction, equipping, marketing, management, sale or lease of all or any part of the Property or Improvements now or hereafter located thereat (including, without limitation, all rights, including rights to payment, pursuant to that certain Infrastructure Agreement between the City of Alabaster and the Debtor), and all bonds and other guarantees of performance in favor of Debtor with respect to any such contracts.

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