



20030417000235820 Pg 1/5 34.00  
Shelby Cnty Judge of Probate, AL  
04/17/2003 14:40:00 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 <u>one</u> 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
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 Delaware	1g. ORGANIZATIONAL ID #, if any <input type="checkbox"/> NONE
2. ADDITIONAL DEBTOR'S EXACT FULL LEGAL NAME - insert only <u>one</u> 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 <u>one</u> 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
COUNTRY USA				

4. This FINANCING STATEMENT covers the following collateral:

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

Given as additional security for a \$4,000,000 mortgage loan recorded contemporaneously herewith.

4 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							

FILING OFFICE COPY — NATIONAL UCC FINANCING STATEMENT (FORM UCC1) (REV. 07/29/98)

NATUCC1 - 5/4/01 C T System Online

UCC FINANCING STATEMENT ADDENDUM

FOLLOW INSTRUCTIONS (front and back) CAREFULLY

9. NAME OF FIRST DEBTOR (1a or 1b) ON RELATED FINANCING STATEMENT			
OR	9a. ORGANIZATION'S NAME AIG Baker Brookstone, L.L.C.		
	9b. INDIVIDUAL'S LAST NAME	FIRST NAME	MIDDLE NAME, SUFFIX

10. MISCELLANEOUS:
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THE ABOVE SPACE IS FOR FILING OFFICE USE ONLY

11. ADDITIONAL DEBTOR'S EXACT FULL LEGAL NAME - insert only one name (11a or 11b) - do not abbreviate or combine names				
OR	11a. ORGANIZATION'S NAME			
	11b. INDIVIDUAL'S LAST NAME	FIRST NAME	MIDDLE NAME	SUFFIX
11c. MAILING ADDRESS		CITY	STATE	POSTAL CODE COUNTRY
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"/> NONE

12.	<input type="checkbox"/> ADDITIONAL SECURED PARTY'S or <input type="checkbox"/> ASSIGNOR S/P'S NAME - insert only one name (12a or 12b)			
OR	12a. ORGANIZATION'S NAME			
	12b. INDIVIDUAL'S LAST NAME	FIRST NAME	MIDDLE NAME	SUFFIX
12c. MAILING ADDRESS		CITY	STATE	POSTAL CODE COUNTRY

13. This FINANCING STATEMENT covers <input type="checkbox"/> timber to be cut or <input type="checkbox"/> as-extracted collateral, or is filed as a <input checked="" type="checkbox"/> fixture filing.
14. Description of real estate:  Real Property described on Exhibit B, attached hereto and made a part hereof

15. Name and address of a RECORD OWNER of above-described real estate (if Debtor does not have a record interest):

Record Owner: DEBTOR  
(AIG Baker Brookstone, L.L.C.)

16. Additional collateral description:
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17. Check only if applicable and check only one box.	
Debtor is a <input type="checkbox"/> Trust or <input type="checkbox"/> Trustee acting with respect to property held in trust or <input type="checkbox"/> Decedent's Estate	

18. Check only if applicable and check only one box.	
<input type="checkbox"/> Debtor is a TRANSMITTING UTILITY	
<input type="checkbox"/> Filed in connection with a Manufactured-Home Transaction — effective 30 years	
<input type="checkbox"/> Filed in connection with a Public-Finance Transaction — effective 30 years	

**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; 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: Executive Vice President

## **EXHIBIT B**

### **Description of Real Property**

Lot 5A of THE VILLAGE AT LEE BRANCH PHASE ONE, REVISION ONE, as recorded in the Office of the Judge of Probate of Shelby County, Alabama, in Map Book 31 at page 43 A & B.