

UCC FINANCING STATEMENT AMENDMENT

FOLLOW INSTRUCTIONS (front and back) CAREFULLY

A. NAME & PHONE OF CONTACT AT FILER [optional] Laurie H. Zimmer (205) 458-5132
B. SEND ACKNOWLEDGMENT TO: (Name and Address) J. Andrew Robison, Esq. Burr & Forman LLP 420 North Twentieth Street Suite 3100 Birmingham, Alabama 35203

THE ABOVE SPACE IS FOR FILING OFFICE USE ONLY

1a. INITIAL FINANCING STATEMENT FILE # 20030210000081170; filed 02/10/2003	1b. This FINANCING STATEMENT AMENDMENT is to be filed [for record] (or recorded) in the REAL ESTATE RECORDS. <input checked="" type="checkbox"/>
2. <input type="checkbox"/> TERMINATION: Effectiveness of the Financing Statement identified above is terminated with respect to security interest(s) of the Secured Party authorizing this Termination Statement.	
3. <input type="checkbox"/> CONTINUATION: Effectiveness of the Financing Statement identified above with respect to security interest(s) of the Secured Party authorizing this Continuation Statement is continued for the additional period provided by applicable law.	
4. <input type="checkbox"/> ASSIGNMENT (full or partial): Give name of assignee in item 7a or 7b and address of assignee in item 7c; and also give name of assignor in item 9.	
5. AMENDMENT (PARTY INFORMATION): This Amendment affects <input type="checkbox"/> Debtor or <input type="checkbox"/> Secured Party of record. Check only <u>one</u> of these two boxes. Also check <u>one</u> of the following three boxes and provide appropriate information in items 6 and/or 7. <input type="checkbox"/> CHANGE name and/or address: Give current record name in item 6a or 6b; also give new name (if name change) in item 7a or 7b and/or new address (if address change) in item 7c. <input type="checkbox"/> DELETE name: Give record name to be deleted in item 6a or 6b. <input type="checkbox"/> ADD name: Complete item 7a or 7b, and also item 7c; also complete items 7d-7g (if applicable).	
6. CURRENT RECORD INFORMATION:	
6a. ORGANIZATION'S NAME Alabaster Retail Property, L.L.C.	
OR	
6b. INDIVIDUAL'S LAST NAME	FIRST NAME
	MIDDLE NAME
	SUFFIX
7. CHANGED (NEW) OR ADDED INFORMATION:	
7a. ORGANIZATION'S NAME	
OR	
7b. INDIVIDUAL'S LAST NAME	FIRST NAME
	MIDDLE NAME
	SUFFIX
7c. MAILING ADDRESS	CITY
	STATE
	POSTAL CODE
	COUNTRY
7d. TAX ID #: SSN OR EIN	ADD'L INFO RE ORGANIZATION DEBTOR
7e. TYPE OF ORGANIZATION	7f. JURISDICTION OF ORGANIZATION
	7g. ORGANIZATIONAL ID #, if any
	<input type="checkbox"/> NONE
8. AMENDMENT (COLLATERAL CHANGE): check only <u>one</u> box. Describe collateral <input checked="" type="checkbox"/> deleted or <input type="checkbox"/> added, or give entire <input type="checkbox"/> restated collateral description, or describe collateral <input type="checkbox"/> assigned.	

See Exhibit A attached hereto for the description of deleted real estate.

See Exhibit A-1 attached hereto for the description of the real estate substituted therefor.

9. NAME OF SECURED PARTY OF RECORD AUTHORIZING THIS AMENDMENT (name of assignor, if this is an Assignment). If this is an Amendment authorized by a Debtor which adds collateral or adds the authorizing Debtor, or if this is a Termination authorized by a Debtor, check here <input type="checkbox"/> and enter name of DEBTOR authorizing this Amendment.			
9a. ORGANIZATION'S NAME SouthTrust Bank			
OR			
9b. INDIVIDUAL'S LAST NAME	FIRST NAME	MIDDLE NAME	SUFFIX

10. OPTIONAL FILER REFERENCE DATA

Filed with: Judge of Probate of Shelby County, Alabama

EXHIBIT A
TO UCC FINANCING STATEMENT AMENDMENT

Parcels 9 and 10 described below are deleted in their entirety from the original financing statement referenced in this UCC Financing Statement Amendment.

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 A-1
TO UCC FINANCING STATEMENT AMENDMENT

Parcels 9 and 10 described below are hereby substituted for Parcels 9 and 10 covered by the original financing statement referenced in this UCC Financing Statement Amendment.

PARCEL 9

An easement located in the southeast quarter of the southwest quarter of Section 11, Township 21 South, Range 3 West and being more particularly described as follows:

COMMENCE at the southwest corner of said Section 11; thence run South 89 degrees, 03 minutes, 42 seconds East and along the section line 2169.97 feet to the POINT OF BEGINNING; thence continue South 89 degrees, 03 minutes, 42 seconds East along the section line 272.66 feet; thence run North 25 degrees, 30 minutes, 31 seconds East 339.88 feet; thence run North 65 degrees, 14 minutes, 00 seconds West 682.70; thence run South 25 degrees, 30 minutes, 07 seconds West 296.73 feet; thence run South 20 degrees, 01 minutes, 42 seconds West 153.82 feet; thence run South 65 degrees, 14 minutes, 00 seconds East 419.98 feet to the POINT OF BEGINNING.

PARCEL 10

A 30-foot wide easement for ingress and egress lying in the southeast quarter of the southwest quarter of Section 11, Township 21 South, Range 3 West, said easement being more particularly described as follows:

COMMENCE at the southwest corner of said Section 11; thence run South 89 degrees, 03 minutes, 42 seconds East and along the section line 2442.63 feet; thence run North 25 degrees, 30 minutes, 31 seconds East 339.88 feet; thence run North 65 degrees, 14 minutes, 00 seconds West 682.70 feet; thence run South 25 degrees, 30 minutes, 07 seconds West 36.55 feet to the POINT OF BEGINNING of said easement; thence run North 65 degrees, 00 minutes, 09 seconds West 141.95 feet to a point on the east right-of-way of Alabama Highway 119; thence run South 25 degrees, 19 minutes, 55 seconds West and along said east right-of-way 30.00 feet; thence run South 65 degrees, 00 minutes, 09 seconds East 141.86 feet, more or less; thence run North 25 degrees, 30 minutes, 07 seconds East 30.00 feet to the POINT OF BEGINNING.