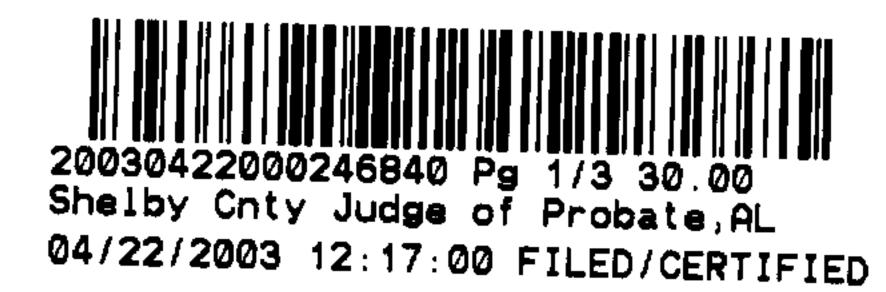
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C FINANCING STATEMENT AND CAREEL	MENDMEN	İT				
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	2 Fax (818)	662-4141				
END ACKNOWLEDGEMENT TO: (Name and Mailing Address)	512204 IGMAC	9				
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UCC Direct Services	5//1/68	7.1				
P.O. Box 29071	ΛΙ ΛΙ					
Glendale, CA 91209-9071	ALAL					
			THE ABOV	'E SPACE IS	FOR FILING OFFICE USE	ONLY
				1b. This to be	FINANCING STATEMENT A e filed (for record) (or recorde L ESTATE RECORDS.	AMENDMENT is ed) in the
TERMINATION: Effectiveness of the Financing Statem	ent identified above	is terminated with	respect to security interest(s) of	<u> </u>		
CONTINUATION: Effectiveness of the Financing Statem	ent identified above					
	٧.					· · ·
ASSIGNMENT (full or partial): Give name of assigne	ee in item 7a or 7b	and address o	f assignee in 7c; and also gi	ve name o	f assignor in item 9.	· ———
IENDMENT (PARTY INFORMATION): This Amendme	nt affects Debto	or <u>or</u> Secu	-	ne of these	two boxes.	
— CHANGE name and/or address: Give current record name in	item 6a or 6b; also g	live new	6 and/or 7. DELETE name: Give record nar to be deleted in item 6a or 6b.	. I	•	
JRRENT RECORD INFORMATION:						
	imited liability	company				
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6b. INDIVIDUAL'S LAST NAME		I II TO E TACABLE				
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b. INDIVIDUAL'S LAST NAME		FIRST NAME		MIDDLE N	AME	SUFFIX
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NAID# OON FIN LAND NEO DE 170 TYPE OF O	RGANIZATION	7f ILIRISDICTIO	N OF ORGANIZATION	7a ORGA	NIZATIONAL ID # if any	<u> </u>
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MENDMENT (COLLATERAL CHANGE): check only	ne box.					
escribe collateral deleted or added, or give entire	restated collater	al description, o	r describe collateral assign	ed.		
ME OF SECURED PARTY OF RECORD AUTHORIZIN	NG THIS AMENDI	MENT (name of a	assignor if this is an Assignment	If this is an	Amendment authorized by a	Debtor which
dds collateral or adds the authorizing Debtor, or if this is a Term	ination authorized by	a Debtor, check	here and enter name of DEB	TOR authoria	zing this Amendment.	
9a. ORGANIZATION'S NAME						
EASALE NATIONAL DANK						
LASALLE NATIONAL BANK		EIDST MARAT	····· ·· · · · · · · · · · · · · · · ·	IMIDDI E N	IANE	Lenen
9b. INDIVIDUAL'S LAST NAME		FIRST NAME		MIDDLE	NAME	SUFFIX
	LOW INSTRUCTIONS (front and back) CAREFLAME & PHONE OF CONTACT AT FILER (optional) Phone (800) 331-328 END ACKNOWLEDGEMENT TO: (Name and Mailing Address) UCC Direct Services P.O. Box 29071 Glendale, CA 91209-9071 INITIAL FINANCING STATEMENT FILE # 998-21915 06-12-98 CC AL Shelby TERMINATION: Effectiveness of the Financing Statem on the continued for the additional period provided by applicable law cont	AND CONTINUATION: Effectiveness of the Financing Statement identified above continued for the additional period provided approvide appropriate information in terms and for his or the solid provided appropriate information in the material and the materials. Assignment address: Give current record name in item 5a or 6b; also go narrow for a more in item 6a or 6b; also go narrow for piece in item 7a. Assignment in item 6a or 6b; also go narrow for items and/or address: Give current record name in item 5a or 6b; also go name (if name change) in item 7a or 7b and/or new address (if address change) in Item 7a or 7b and/or new address (if addres	LOW INSTRUCTIONS (front and back) CAREFULLY AME & PHONE OF CONTACT AT FILER (pipiloral) Phone (800) 331-3282 Fax (818) 662-4141 END ACKNOWLEDGEMENT TO: (Name and Mailing Address) 512204 IGMAC9 UCC Direct Services P.O. Box 29071 Glendale, CA 91209-9071 ALAL INITIAL FINANCING STATEMENT FILE # 1998-21915 06-12-98 CC AL Shelby TERMINATION: Effectiveness of the Financing Statement identified above is terminated with X CONTINUATION: Effectiveness of the Financing Statement identified above with respect to the continued for the additional period provided by applicable law. ASSIGNMENT (full or partial): Give name of assignee in item 7a or 7b and address of MENDMENT (PARTY INFORMATION): This Amendment affects Debtor of Security of CHANGE name and/or address. Give current record name in liem for 60 do 30 via new name (if name change) in item 7a or 7b and/or new address (if address change) in item 7c. URRENT RECORD INFORMATION: 3b. ORGANIZATION SNAME ACV PIER BIRMINGHAM LLC, a Nevadal limited liability company 3b. INDIVIDUAL'S LAST NAME HANGED (NEW) OR ADDED INFORMATION: 7b. INDIVIDUAL'S LAST NAME FIRST NAME ALLING ADDRESS AXI DIF. SSN OR EIN ADD'L INFO RE ORGANIZATION P. T. JURISDICTION DEBTOR AND ADD ADDED INFORMATION: 7c. ORGANIZATION SNAME AND ADD ADDED INFORMATION: 7c. ORGANIZATION OBERON ADD ADD ADD ADD ADD ADD ADD ADD ADD AD	LOW INSTRUCTIONS (front and back) CAREFULLY MME 8 PHONE OF CONTACT AT RELEGIOPORIA Phone (800) 331-3282 Fax (818) 662-4141 END ACKNOWLEDGEMENT TO: (Name and Mailing Address) 512204 IGMAC9 UCC Direct Services 5771769.1 P.O. Box 29071 Glendale, CA 91209-9071 ALAL THE ABOV ITEL FINANCING STATEMENT FILE # 998-21915 06-12-98 CC AL Shelby TERMINATION: Effectiveness of the Financing Statement identified above is terminated with respect to security inferest(s) of the Security Continued for the additional period provided by applicable law. CONTINUATION: Effectiveness of the Financing Statement identified above with respect to the security inferest(s) of the Security Continued for the additional period provided by applicable law. ASSIGNMENT (full or partial): Give name of assignee in item 7a or 7b and address of assignee in 7c; and also give CHANGE, fame and/or address of assignee in 7c; and also give CHANGE, fame and/or address of the following three boxes and provide appropriate information in items 8 and/or 7; and also give name of assignee in file main and address of assignee in 7c; and also give continued in the second partial in the second partial information in items 8 and/or 7; and also give name of the following three boxes and provide appropriate information in items 8 and/or 7; and also give of the following three boxes and provide appropriate information in items 8 and/or 7; and also give of the following three boxes and provide appropriate information in items 8 and/or 7; and also give of the following three boxes and provide appropriate information in items 8 and/or 7; and also give of the following three boxes and provide appropriate information in items 8 and/or 7; and also give of the following three boxes and provide appropriate information in items 8 and/or 7; and also give of the following three boxes and provide appropriate information in items 8 and/or 7; and also give of the following three boxes and provide appropriate information in items 8 and/or 7; and/or 7; and/or 8; and/or 8; and/	LOW INSTRUCTIONS (front and back) CAREFULLY MARE & PHONE OF CONTACT AT FLERI (plouned) Phone (800) 331-3282 Fax (818) 662-4141 Phone (800) 331-3282 Fax (818) 662-4141 Phone (800) 331-3282 Fax (818) 662-4141 INTIAL FINANCING STATEMENT FILE # 998-21915 06-12-98 CC AL Shelby TERMINATION: Effectiveness of the Financing Statement Identified above is terminated with respect to security interest(s) of the Secured Victorial Continual Action and Statement Identified above with respect to security interest(s) of the Secured Perry suit continual of the additional period provided by applicable law. ASSIGNMENT (full or partial): Give name of assignee in item 7a or 7b and address of assignee in 7c, and also give name of KENDMENT (FARTY INFORMATION): This Amendment affects before the Secured Perry suit or Continual of the following bread boxes and avoide appropriate information in items is and/or 7. CHANGE name and/or address. Give current moord rease in lien is or 6b; also give now and removed the following bready boxes and provide appropriate information in times is and/or 7. CHANGE name and/or address. Give current moord rease in lien is or 6b; also give now and formation in times is and/or 7. CHANGE name and/or address. Give current moord rease in lien is or 6b; also give now and formation in times is and/or 7. 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Box 29071 Glendale, CA 91209-9071 ALAL THE ABOVE SPACE IS FOR FILING OFFICE USE NITIAL FINANCING STATEMENT FILE # 998-21915 08-12-98 CC AL Shelby TERMINATION: Effectiveness of the Financing Statement identified above is terminated with respect to security interest(s) of the Secured Party authorizing this Terminate of the Address of the Financing Statement identified above with respect to the security interest(s) of the Secured Party authorizing this Terminate of the Address of the Financing Statement identified above with respect to the security interest(s) of the Secured Party authorizing this Terminate of the Address of the Financing Statement identified above with respect to the security interest(s) of the Secured Party authorizing this Terminate of Continued for the additional period provided by applicable law. ASSIGNMENT (full or partial): Give name of assignore in item 7a or 7b and address of assignee in 7c; and also give name of assignor in item 9. ASSIGNMENT (full or partial): Give name of assignore in item 7a or 7b and address of assignee in 7c; and also give name of assignor in item 9. ASSIGNMENT (full or partial): Give name of assignore in item 7a or 7b and address of assignee in 7c; and also give name of assignor in item 9. ASSIGNMENT (full or partial): Give name of assignore in item 7a or 7b and address of assignee in 7c; and also give name of assignorin item 9. ASSIGNMENT (full or partial): Give name of assignorin information in item 8a and/or 7. CHANGE fame and/or address. Solve period in item 8b and/or 7. ADD name; Complete liem 7a or 7b and/or 7b

UC FO	C FINANCING STATE	MENT AMENDMEN at and back) CAREFULLY	TADDENDUM				
	INITIAL FINANCING STATEMEN 98-21915 06-12-98 CC	NT FILE # (same as item 1a on Amen C AL Shelby	idment form)				
12.	NAME of PARTY AUTHORIZING THIS	S AMENDMENT (same as item 9 on Amen	dment form)				
	12a. ORGANIZATION'S NAME						
	LASALLE NATIONAL BANK						
OR	12b. INDIVIDUAL'S LAST NAME	FIRST NAME	MIDDLE NAME, SUFFIX				
13.	Use this space for additional is	nformation					

THE ABOVE SPACE IS FOR FILING OFFICE USE ONLY

Description: USED AS ADDITIONAL SECURITY FOR A MORTGAGE RECORDED IN SHELBY COUNTY, AL. THE MAXIMUM TAX INDEBTNESS IS \$0.00 SEE ATTACHED

EXHIBIT A

LEGAL DESCRIPTION

STATE OF ALABAMA SHELBY COUNTY

LOT D-1, ACCORDING TO THE SURVEY OF PIER 1 IMPORTS SURVEY, AS RECORDED IN MAP BOOK 21, PAGE 13, IN THE OFFICE OF THE JUDGE OF PROBATE OF SHELBY COUNTY, ALABAMA.

TOGETHER WITH THE PERPETUAL AND NON-EXCLUSINVE EASEMENT FOR ACCESS ON AND OVER THE SITE DEVELOPMENT: USE OF PARKING FACILTIES AND THROUGH ALL COMMON AREA AND PRIVATE USE AREAS, FOR PURPOSES OF INGRESS AND EGRESS TO THE ADJACENT SHOPPING CENTER APPURTENANTTO SAID LOT D-1 IN INSTRUMENT 1996-14793. ALSO TOGETHER WITH THAT NON-EXCLUSIVE EASEMENT FOR ACCESS AS SET FORTH IN INSTRUMENT 1996-14794.

