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20030825000562380 Pg 1/4 32.00
Shelby Cnty Judge of Probate, AL
08/25/2003 11:37:00 FILED/CERTIFIED

UCC FINANCING STATEMENT

FOLLOW INSTRUCTIONS (front and back) CAREFULLY

A. NAME & PHONE OF CONTACT AT FILER [optional]

Steve Leara (205) 874-0378

B. SEND ACKNOWLEDGMENT TO: (Name and Address)

Stephen P. Leara
Wallace, Jordan, Ratliff & Brandt, LLC
P.O. Box 530910
Birmingham, AL 35253

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

PELHAM RETAIL GROUP, L.L.C.

OR 1b. INDIVIDUAL'S LAST NAME

FIRST NAME

MIDDLE NAME

SUFFIX

1c. MAILING ADDRESS

400 Union Hill, Suite 300

CITY

Birmingham

STATE

AL

POSTAL CODE

35209

COUNTRY

USA

1d. TAX ID #: SSN OR EIN

ADD'L INFO RE
ORGANIZATION
DEBTOR

1e. TYPE OF ORGANIZATION

ltd. liability company

1f. JURISDICTION OF ORGANIZATION

Alabama

1g. ORGANIZATIONAL ID #, if any

☒ 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

☐ 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

FIRST COMMERCIAL BANK

OR 3b. INDIVIDUAL'S LAST NAME

FIRST NAME

MIDDLE NAME

SUFFIX

3c. MAILING ADDRESS

800 Shades Creek Parkway

CITY

Birmingham

STATE

AL

POSTAL CODE

35209

COUNTRY

USA

4. This FINANCING STATEMENT covers the following collateral:

SEE ATTACHED SCHEDULES A AND 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) [optional] | | <input type="checkbox"/> All Debtors | <input type="checkbox"/> Debtor 1 | <input type="checkbox"/> Debtor 2 | |
| 8. OPTIONAL FILER REFERENCE DATA | | | | | | |
| 000016-0002 (county) | | | | | | |

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 PELHAM RETAIL GROUP, L.L.C. | | |
| | 9b. INDIVIDUAL'S LAST NAME | FIRST NAME | MIDDLE NAME,SUFFIX |

10. MISCELLANEOUS:

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. ☐ ADDITIONAL SECURED PARTY'S or ☐ 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 ☐ timber to be cut or ☐ as-extracted collateral, or is filed as a ☒ fixture filing.

14. Description of real estate:

SEE ATTACHED SCHEDULE B

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

16. Additional collateral description:

17. Check only if applicable and check only one box.

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

18. Check only if applicable and check only one box.

- ☐ Debtor is a TRANSMITTING UTILITY
- ☐ Filed in connection with a Manufactured-Home Transaction — effective 30 years
- ☐ Filed in connection with a Public-Finance Transaction — effective 30 years

**SCHEDULE A TO
UCC-1 FINANCING STATEMENT**

All buildings and improvements now or hereafter located on the real property more fully described on Schedule B attached hereto (the "Real Estate") and all crops growing or to be grown or timber to be cut on the Real Estate (and products or proceeds thereof), equipment, fixtures and articles of personal property now or hereafter attached to or used in and about the building or buildings, including, but not limited to, all screens, awnings, shades, blinds, curtains, draperies, carpets, rugs, furniture and furnishings, heating, lighting, plumbing, ventilating, air conditioning, refrigerating, incinerating and elevator equipment, switchboards, stoves, ranges, vacuum cleaning systems, garbage disposals, refrigerators, dishwashers, hot water heaters, trash compactors, other appliances, paging systems, alarm systems, generators, sprinkler systems and other fire prevention and extinguishing apparatus and all other goods, materials, motors, machinery, pipes, equipment, inventory, fittings and fixtures now or hereafter affixed to or located on the Real Estate, and other improvements (such building or buildings and other improvements being hereinafter called the "Project") now or hereafter erected, constructed or developed on the Real Estate which are necessary or useful for complete and comfortable use and occupancy of the Project for the purposes for which they were or are to be erected, constructed or developed, or which are or may be used in or related to the planning, development, financing or the operation thereof; all renewals or replacements thereof or articles in substitution therefor, whether or not the same are or shall be attached to the Project in any manner; all building materials and equipment now or hereafter delivered to the Project and intended to be installed therein including but not limited to 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, air-conditioning and heating equipment and appliances, electrical and gas equipment and appliances, pipes and piping, ornamental and decorative fixtures, and in general, all building material and equipment of every kind and character used or useful in connection with said improvements; all plans and specifications for the Project; all contracts and subcontracts relating to the Project, all deposits (including tenant's security deposits), funds, accounts, contract rights, instruments, documents, general intangibles (including trademarks, trade names and symbols used in connection therewith), and notes or chattel paper arising from or by virtue of any transactions related to the Project; all permits, licenses, franchises, certificates, and other rights and privileges obtained in connection with the Project; all proceeds arising from or by virtue of the sale, lease or other disposition of any of the real or personal property or interest therein described herein; all proceeds (including premium refunds) payable or to be payable under each policy of insurance relating to the Project; all proceeds arising from the taking of all or a part of the Real Estate or any rights appurtenant thereto, including change of grade of streets, curb cuts or other rights of access, for any public or quasi-public use under any law, or by right of eminent domain, or by private or other purchase in lieu thereof; all good will and books and records relating to the business or businesses operated on the Real Estate; and all other interest of every kind and character which Debtor now has or at any time hereafter acquires in and to the above-described real and personal property and all property which is used or useful in connection therewith, including rights of ingress and egress, easements, licenses, and all reversionary rights or interests of Debtor with respect to such property.

SCHEDULE B TO
UCC-1 FINANCING STATEMENT

From the Southwest corner of Section 13, Township 20 South, Range 3 West, run Easterly along the South boundary line of Section 13, Township 20 South, Range 3 West, 764.69 feet, more or less, to the point of intersection of the South boundary line of Section 13, Township 20 South, Range 3 West, and the West right of way line of U.S. Highway 31; thence turn in an angle of 102 degrees, 18 minutes to the left and run Northwesterly along the west right of way line of U.S. 31 Highway 1317.8 feet; thence turn an angle of 77 degrees, 42 minutes, to the left and run Westerly 878.51 feet to a point in the center of the Old Birmingham-Montgomery Highway; thence turn an angle of 92 degrees, 09 minutes to the right and run Northeasterly along the center of the Old Birmingham-Montgomery Highway for 303.24 feet; thence turn an angle of 03 degrees, 28 minutes to the right and continue Northeasterly along the center of the Old Birmingham-Montgomery Highway for 292.83 feet to the point of beginning of the property herein described; thence turn an angle of 84 degrees, 23 minutes to the right and run Easterly for 430.0 feet; thence turn an angle of 93 degrees, 41 minutes to the right and run Southwesterly 295.47 feet to the North boundary of the lot conveyed by Leonard & Company, Inc., to Bethea Company, Inc., by deed recorded in the Probate Office of Shelby County, Alabama, in Deed Book 244, Page 635; thence run Easterly along the North boundary of said Bethea Company property to its intersection with the West right of way line of U.S. Highway 31; thence Northerly along the West boundary of said right of way of said highway to its intersection with the North boundary of the NW $\frac{1}{4}$ of the SW $\frac{1}{4}$ of Section 13, Township 20 South, Range 3 West; thence Westerly along the North boundary of said NW $\frac{1}{4}$ of SW $\frac{1}{4}$ and NE $\frac{1}{4}$ of SE $\frac{1}{4}$ of Section 14, Township 20, Range 3 West to the intersection of said NE $\frac{1}{4}$ of SE $\frac{1}{4}$ and the centerline of the Old Birmingham-Montgomery Highway; thence Southerly along the center of said Old Birmingham-Montgomery Highway to the point of beginning.

Situated in Shelby County, Alabama.