

## 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 P.O. Box 306 Birmingham, Alabama 35201	

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 AIG Baker Pelham, 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 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 AmSouth Bank						
OR	3b. INDIVIDUAL'S LAST NAME		FIRST NAME	MIDDLE NAME	SUFFIX	
3c. MAILING ADDRESS 1900 5th Ave. North, 15th Floor, Attn: Estate Department			CITY Birmingham	STATE AL	POSTAL CODE 35203	COUNTRY USA

4. This FINANCING STATEMENT covers the following collateral:

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

7 pages attached (consisting of Addendum, Exhibit A and Exhibit B)

Given as additional security for \$5,072,000 real estate mortgage recorded contemporaneously herewith.

20041015000572020

5. ALTERNATIVE DESIGNATION [if applicable]:		LESSEE/LESSOR	CONSIGNEE/CONSIGNOR	BAILEE/BAILOR	SELLER/BUYER	AG. LIEN	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		7. Check to REQUEST SEARCH REPORT(S) on Debtor(s) [if applicable] [ADDITIONAL FEE]		All Debtors		Debtor 1	Debtor 2
8. OPTIONAL FILER REFERENCE DATA							

Fixture Filing - File with Judge of Probate of Shelby County, Alabama





**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, reserving to Debtor, however, so long as Debtor is not in default beyond any applicable grace period under any loan documents executed in connection herewith, the right to receive and retain the rents, issues and profits thereof; 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.

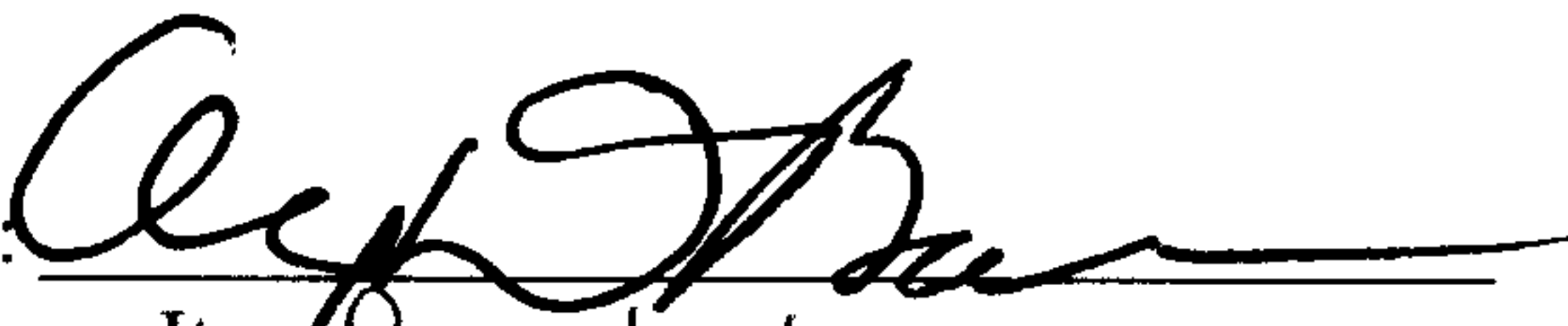
Debtor hereby grants Secured Party a security interest in the foregoing (the "**Collateral**").

Record Owner of Real Estate: Debtor

**DEBTOR:**

**AIG BAKER PELHAM, 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: President



## **EXHIBIT B**

### **LEGAL DESCRIPTION**

#### **PARCEL I:**

##### **TRACT I:**

**The W 1/2 of W 1/2 of NE 1/4 of Section 25, Township 20 South, Range 3 West.**

##### **TRACT II:**

**The W 1/2 of SE 1/4 of Section 24, Township 20 South, Range 3 West.**

**LESS AND EXCEPT right of way for Interstate Highway I-65.**

**LESS AND EXCEPT right of way of Atlantic Coastline Railroad.**

##### **TRACT II-A:**

**All NE 1/4 of SE 1/4 of Section 24, Township 20 South, Range 3 West, lying West of Interstate Highway I-65 right of way.**

**All SE 1/4 of SE 1/4 of Section 24, Township 20 South, Range 3 West, lying West of Interstate Highway I-65 right of way.**

##### **TRACT III:**

**All that part of the N 1/2 of SW 1/4 of Section 24, Township 20 South, Range 3 West, lying East of Highway 31 right of way.**

**LESS AND EXCEPT those portions previously conveyed in Deed Book 271, Page 709 and Deed Book 263, Page 717, in Probate Office.**

##### **TRACT IV:**

**A parcel of land located in Section 24, Township 20 South, Range 3 West, Shelby County, Alabama, being more particularly described as follows:**

**Begin at the Southeast corner of the SE 1/4 of the NW 1/4 of Section 24, Township 20 South, Range 3 West; thence run North along the East line of the said 1/4-1/4 section to the South line of the Seaboard Coastline Railroad right of way; thence run Northwesterly along said right of way 1215 feet; thence Southwest 205 feet; thence run Southerly to the South line of the said 1/4-1/4 section; thence run East along said South line to the point of beginning.**

**SEE ATTACHED PAGE 2 FOR CONTINUATION OF LEGAL DESCRIPTION:**

**TRACT V:**

A parcel of land located in Section 24, Township 20 South, Range 3 West, Shelby County, Alabama, being more particularly described as follows:

Begin at the point of Intersection of the East line of U.S. Highway 31 and the South line of the NW 1/4 of Section 24; thence run North along the said East line of said Highway 31 to its intersection with the South line of the Seaboard Coastline Railroad; thence run Easterly along the said South line of said Railroad 250 feet; thence run Southwest 56 feet; thence run in a Westerly direction 130 feet; thence run East 70 feet; thence run in a Southeasterly direction 359.54 feet; thence run in a Northeasterly direction 30 feet; thence run South to the said 1/4 line; thence run West along the same line to the point of beginning.

**TRACT VI:**

All SW 1/4 of NE 1/4 of Section 24, Township 20 South, Range 3 West, lying Southwest of Interstate Highway I-65 right of way and South of Shelby County Highway #52. LESS AND EXCEPT right of way for Atlantic Coastline Railroad.

**MORE PARTICULARLY DESCRIBED AS:**

**TRACT I,II,III,IV,V AND VI (OVER-ALL): BEGIN AT THE SOUTHWEST CORNER OF THE SW 1/4 OF THE NE 1/4 OF SECTION 25, TOWNSHIP 20 SOUTH, RANGE 3 WEST, SHELBY COUNTY, ALABAMA AND RUN N00°13'04"E ALONG THE WEST LINE OF SAID NE 1/4 FOR 2669.99 FEET TO THE NORTHWEST CORNER OF SAID NE 1/4 OF SECTION 25' THENCE RUN N00°18'32"W ALONG THE WEST LINE OF THE SE 1/4 OF SECTION 24, TOWNSHIP 20 SOUTH, RANGE 3 WEST FOR 1321.06 FEET TO THE SOUTHEAST CORNER OF THE SOUTHWEST 1/4 OF SECTION 24, TOWNSHIP 20 SOUTH, RANGE 3 WEST; THENCE RUN N89°55'41"W ALONG THE SOUTH LINE OF SAID SOUTHWEST 1/4 FOR 1979.01 FEET TO A POINT ON THE EAST RIGHT OF WAY LINE OF US HIGHWAY NO. 31, SAID POINT BEGIN ON A CURVE TO THE RIGHT HAVING A RADIUS OF 2126.80 FEET AND A CENTRAL ANGLE OF 12°40'42"; THENCE RUN ALONG SAID RIGHT-OF-WAY LINE A CHORD BEARING OF N00°04'25"W FOR 470.62 FEET; THENCE RUN S80°12'50"E FOR 416.43 FEET; THENCE RUN N09°44'50"E FOR 208.49 FEET; THENCE RUN N80°07'11"W FOR 418.85 FEET TO A POINT ON THE EAST RIGHT OF WAY LINE OF US HIGHWAY NO. 31, SAID POINT BEING ON A CURVE TO THE RIGHT HAVING A RADIUS OF 2126.80 FEET AND A CENTRAL ANGLE OF 01°09'25"; THENCE RUN ALONG SAID RIGHT OF WAY LINE A CHORD BEARING OF N12°28'55"E FOR 42.94 FEET; THENCE RUN S80°15'10"E FOR 329.24 FEET;**

**SEE ATTACHED PAGE 3 FOR CONTINUATION OF LEGAL DESCRIPTION:**



THENCE RUN N09°51'12"E FOR 653.12 FEET TO A POINT ON THE NORTH LINE OF THE NW 1/4 OF THE SW 1/4 OF SAID SECTION 24; THENCE RUN N79°45'09"W FOR 331.95 TO A POINT ON THE EAST RIGHT OF WAY LINE OF U.S. HIGHWAY NO. 31; THENCE RUN N09°33'43"E FOR 935.41 FEET TO A POINT ON THE EAST RIGHT OF WAY LINE OF ATLANTIC COAST RAILROAD, SAID POINT BEING ON A CURVE TO THE LEFT HAVING A RADIUS OF 2057.53 FEET; THENCE RUN ALONG SAID CURVE AND SAID RIGHT OF WAY LINE A CHORD BEARING OF S70°03'19"E FOR 245.55 FEET; THENCE RUN S73°28'27"E FOR 4.45 FEET; THENCE RUN S63°13'41"W FOR 94.59 FEET; THENCE RUN N89°49'55"W FOR 130.00 FEET; THENCE RUN S81°38'02"E FOR 70.00 FEET; THENCE RUN S39°38'02"E FOR 359.54 FEET; THENCE RUN N52°17'58"E FOR 236.36 FEET; THENCE RUN S73°28'26"E FOR 1337.61 FEET; THENCE RUN N00°07'33"W FOR 104.12 FEET TO A POINT ON THE SOUTHERLY RIGHT OF WAY LINE OF ATLANTIC COAST RAILROAD AND THE POINT OF BEGINNING OF A CURVE TO THE RIGHT HAVING A RADIUS OF 1659.00 FEET; THENCE RUN ALONG SAID CURVE AND SAID RIGHT OF WAY LINE A CHORD BEARING OF S36°15'09"E FOR 2098.74 FEET TO THE POINT OF A TANGENT TO SAID CURVE; THENCE RUN S00°00'40"E ALONG SAID TANGENT AND SAID RIGHT OF WAY LINE FOR 1513.83 FEET; THENCE RUN N88°36'21"W FOR 613.85 FEET; THENCE RUN S00°09'19"W FOR 2668.56 FEET TO A POINT ON THE SOUTH LINE OF THE SW 1/4 OF THE NE 1/4 OF SAID SECTION 25; THENCE RUN N88°44'08"W ALONG SAID 1/4-1/4 LINE FOR 658.47 FEET TO THE POINT OF BEGINNING.

TRACT IIA: COMMENCE AT THE SOUTHWEST CORNER OF THE SE 1/4 OF SECTION 24, TOWNSHIP 20 SOUTH, RANGE 3 WEST AND RUN S88°36'21"E ALONG SOUTH LINE OF SAID 1/4 SECTION FOR 1369.47 FEET TO A POINT ON THE EAST RIGHT OF WAY LINE OF ATLANTIC COAST RAILROAD AND THE POINT OF BEGINNING OF THE TRACT OF LAND HEREIN DESCRIBED. SAID POINT OF BEGINNING BEGIN ON THE EAST RIGHT OF WAY LINE OF ATLANTIC COAST RAILROAD; THENCE CONTINUE ALONG THE LAST DESCRIBED COURSE FOR 155.49 FEET TO A POINT ON THE WEST RIGHT OF WAY LINE OF INTERSTATE HIGHWAY NO. 65; SAID POINT BEING ON A CURVE TO THE LEFT HAVING A RADIUS OF 28497.89 FEET; THENCE RUN ALONG SAID RIGHT OF WAY LINE A CHORD BEARING OF N04°33'37"W FOR 1299.22 FEET; THENCE RUN N23°40'51"W FOR 130.53 FEET TO A POINT ON THE EAST RIGHT OF WAY LINE OF ATLANTIC COAST RAILROAD; THENCE RUN S00°00'40"E ALONG SAID RIGHT OF WAY LINE FOR 1410.75FEET TO THE POINT OF BEGINNING.

TRACT IIB: COMMENCE AT THE SOUTHWEST CORNER OF THE SW 1/4 OF THE NE 1/4 OF SECTION 24, TOWNSHIP 20 SOUTH, RANGE 3 WEST AND RUN N89°18'03"E ALONG THE SOUTH LINE OF SAID 1/4-1/4 SECTION FOR 791.29 FEET TO A POINT ON THE SOUTHWEST RIGHT OF WAY LINE OF ATLANTIC COAST RAILROAD; THENCE RUN S56°20'32"E FOR 344.43 FEET TO A POINT ON THE NORTHWEST RIGHT OF WAY LINE OF SAID RAILROAD AND THE POINT OF BEGINNING OF THE TRACT HEREIN DESCRIBED; THENCE RUN N55°37'47"E FOR 38.96 FEET;

SEE ATTACHED PAGE 4 FOR CONTINUATION OF LEGAL DESCRIPTION:

Page 4

THENCE N36°13'56"W FOR 417.29 FEET; THENCE RUN N61°28'04"W FOR 204.96 FEET; THENCE RUN S36°26'33"W FOR 31.47 FEET TO A POINT ON THE NORTHEAST RIGHT OF WAY LINE OF SAID RAILROAD, SAID RIGHT OF WAY LINE HAVING A RADIUS OF 1759.000 FEET; THENCE RUN ALONG SAID RIGHT OF WAY LINE A CHORD BEARING OF S45°27'19"E FOR 600.14 FEET TO THE POINT OF BEGINNING.

PARCEL II:

A parcel of land situated in the Northwest Quarter of the Southwest Quarter of Section 24, Township 20 South, Range 3 West, Huntsville Meridian, Shelby County, Alabama; and being more particularly described as follows:

Commence at the Northeast Corner of the Southeast Quarter of the Southwest Quarter of Section 24, Township 20 South, Range 3 West, Shelby County, Alabama; thence run North 89 degrees 55 minutes 41 seconds West along the North line of said Quarter- Quarter for a distance of 1979.01 feet to the Easterly right-of-way of Highway 31, (right-of-way width 200 feet), said point also being the Point of Curvature of a curve to the right, having a radius of 2126.80 feet, a central angle of 12 degrees 40 minutes 42 seconds, a chord length of 469.66 feet and a chord bearing of North 00 degrees 04 minutes 25 seconds West; thence continue along the arc of said curve and said right-of-way for a distance of 470.62 feet to the POINT OF BEGINNING; said point also being the Point of Curvature of a curve to the right, having a radius of 2126.80 feet, a central angle of 05 degrees 38 minutes 17 seconds, a chord length of 209.20 feet and a chord bearing of North 09 degrees 05 minutes 05 seconds East; thence continue along the arc of said curve and said right-of-way for a distance of 209.28 feet; thence leaving said right-of-way run South 80 degrees 07 minutes 52 seconds East for a distance of 418.28 feet; thence run South 09 degrees 35 minutes 26 seconds West for a distance of 208.58 feet; thence run North 80 degrees 12 minutes 50 seconds West for a distance of 416.43 feet to the POINT OF BEGINNING.