

20060921000470420 1/4 \$32.00  
Shelby Cnty Judge of Probate, AL  
09/21/2006 03:26:21PM FILED/CERT

## UCC FINANCING STATEMENT

FOLLOW INSTRUCTIONS (front and back) CAREFULLY

A. NAME & PHONE OF CONTACT AT FILER (optional)

B. SEND ACKNOWLEDGMENT TO: (Name and Address)

Tad J. Green  
Miller, Canfield, Paddock and Stone, P.L.C.  
840 West Long Lake Road, Suite 200  
Troy, Michigan 48098

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 Investments, LLC

OR

1b. INDIVIDUAL'S LAST NAME

FIRST NAME

MIDDLE NAME

SUFFIX

1c. MAILING ADDRESS

713 Mill Springs Lane

CITY

Birmingham

STATE

AL

POSTAL CODE

35244

COUNTRY

USA

1d. SEE INSTRUCTIONS

N/A

ADD'L INFO RE  
ORGANIZATIONAL  
DEBTOR

1e. TYPE OF ORGANIZATION  
limited liability company

1f. JURISDICTION OF ORGANIZATION

Alabama

1g. ORGANIZATIONAL ID#, if any

DLL689-903

☐ 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. SEE INSTRUCTIONS

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

LaSalle Bank National Association

OR

3b. INDIVIDUAL'S LAST NAME

FIRST NAME

MIDDLE NAME

SUFFIX

3c. MAILING ADDRESS

ATTN: Real Estate Capital Markets  
135 S. LaSalle Street, Suite 3410

CITY

Chicago

STATE

IL

POSTAL CODE

60603

COUNTRY

USA

4. This FINANCING STATEMENT covers the following collateral:

Please see attached Exhibit A for description of the Collateral, which includes but is not limited to collateral located on and/or related to that real property commonly known as AutoZone - Pelham, located at 2180 Highway 31 South, Pelham, Shelby County, Alabama 35124, and more particularly described on the attached Exhibit B.

5. ALTERNATIVE DESIGNATION [if applicable]: ☐ LESSEE/LESSOR ☐ CONSIGNEE/CONSIGNOR ☐ BAILEE/BAILOR ☐ SELLER/BUYER ☐ AG. LIEN ☐ NON-UCC FILING

6. ☒ This FINANCING STATEMENT is to be filed (or recorded) in the REAL ESTATE RECORDS. Attach Addendum [if applicable]

7. Check to REQUEST SEARCH REPORT(S) on Debtor(s) [ADDITIONAL FEE] [optional]

☐ All Debtors ☐ Debtor 1 ☐ Debtor 2

8. OPTIONAL FILER REFERENCE DATA

Filed in the County of Shelby (State of Alabama)

International Association of Commercial Administrators (IACA)

FILING OFFICE COPY – UCC FINANCING STATEMENT (FORM UCC1) (REV. 05/22/02)

AutoZone - Pelham Financing Statement-County 1.2\_1-9/5/2006-2:25 PM



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

**Debtor:**

Pelham Retail Investments, LLC  
713 Mill Springs Lane  
Birmingham, Alabama 35244

Tax ID No.: N/A  
Organizational No.: DLL689-903

**Secured Party:**

LaSalle Bank National Association  
135 S. LaSalle Street, Suite 3410  
Chicago, Illinois 60603  
Attn: Real Estate Capital Markets

The Financing Statement covers, and the Debtor does hereby pledge, assign, transfer and deliver to the Secured Party and does hereby grant to the Secured Party a continuing and unconditional security interest in and to the following types (or items) of property:

Any and all assets of the Debtor, of any kind or description, tangible or intangible, whether now existing or hereafter arising or acquired, including, but not limited to:

(a) all property of, or for the account of, the Debtor now or hereafter coming into the possession, control or custody of, or in transit to, the Secured Party or any agent or bailee for the Secured Party or any parent, affiliate or subsidiary of the Secured Party or any participant with the Secured Party in the loans to the Debtor (whether for safekeeping, deposit, collection, custody, pledge, transmission or otherwise), including all earnings, dividends, interest, or other rights in connection therewith and the products and proceeds therefrom, including the proceeds of insurance thereon; and

(b) the additional property of the Debtor, whether now existing or hereafter arising or acquired, and wherever now or hereafter located, together with all additions and accessions thereto, substitutions for, and replacements, products and proceeds therefrom, and all of the Debtor's books and records and recorded data relating thereto (regardless of the medium of recording or storage), together with all of the Debtor's right, title and interest in and to all computer software required to utilize, create, maintain and process any such records or data on electronic media, identified and set forth as follows:

- (i) All Accounts and all Goods whose sale, lease or other disposition by the Debtor has given rise to Accounts and have been returned to, or repossessed or stopped in transit by, the Debtor, or rejected or refused by an Account Debtor;
- (ii) All Inventory, including, without limitation, raw materials, work-in-process and finished goods;
- (iii) All Goods (other than Inventory), including, without limitation, embedded software, Equipment, vehicles, furniture and Fixtures;
- (vi) All Software and computer programs;
- (v) All Securities and Investment Property;

- (vi) All Chattel Paper, Electronic Chattel Paper, Instruments, Documents, Letter of Credit Rights, all proceeds of letters of credit, Health-Care-Insurance Receivables, Supporting Obligations, notes secured by real estate, Commercial Tort Claims, contracts, licenses, permits and all other General Intangibles, including Payment Intangibles and collateral assignment of beneficial interests in land trusts;
- (vii) All insurance policies and proceeds insuring the foregoing property or any part thereof, including unearned premiums; and
- (viii) All operating accounts, the Loan funds, all escrows, reserves and any other monies on deposit with or for the benefit of Secured Party, including deposits for the payment of real estate taxes and insurance, maintenance and leasing reserves, and any cash collateral accounts, clearing house accounts, operating accounts, bank accounts of Debtor or any other Deposit Accounts of Debtor.

Capitalized words and phrases used herein and not otherwise defined herein shall have the respective meanings assigned to such terms in either: (i) Article 9 of the Uniform Commercial Code as in force in Illinois at the time the financing statement was filed by the Secured Party, or (ii) Article 9 as in force at any relevant time in Illinois, the meaning to be ascribed thereto with respect to any particular item of property shall be that under the more encompassing of the two definitions.



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**EXHIBIT B**  
**TO UCC-1 FINANCING STATEMENT**

**Debtor:**

Pelham Retail Investments, LLC  
713 Mill Springs Lane  
Birmingham, Alabama 35244

Tax ID No.: N/A  
Organizational No.: DLL689-903

**Secured Party:**

LaSalle Bank National Association  
135 S. LaSalle Street, Suite 3410  
Chicago, Illinois 60603  
Attn: Real Estate Capital Markets

**Legal Description of Property:**

Lot 1 according to the Beers Addition to Pelham as recorded in Map Book 34 Page 13 in the Office of Township the Judge of Probate of Shelby County, Alabama.