

**UCC FINANCING STATEMENT**

FOLLOW INSTRUCTIONS (front and back) CAREFULLY

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

B. SEND ACKNOWLEDGMENT TO: (Name and Address)

Buchanan Ingersoll & Rooney PC  
1835 Market Street, 14th Floor  
Philadelphia, PA 19103-2985

Attn: Edward A. McMerty, III



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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<br>I & G INVERNESS RETAIL, L.L.C.              |                                   |                                            |                                              |                                                                          |
| OR                                                                     | 1b. INDIVIDUAL'S LAST NAME        | FIRST NAME                                 | MIDDLE NAME                                  | SUFFIX                                                                   |
| 1c. MAILING ADDRESS<br>c/o LaSalle Invest. Mgt., 200 East Randolph Dr. |                                   | CITY<br>Chicago                            | STATE<br>IL                                  | POSTAL CODE<br>60601                                                     |
| 1d. SEE INSTRUCTIONS                                                   | ADD'L INFO RE ORGANIZATION DEBTOR | 1e. TYPE OF ORGANIZATION<br>Ltd. Liab. Co. | 1f. JURISDICTION OF ORGANIZATION<br>Delaware | 1g. ORGANIZATIONAL ID #, if any<br>4071346 <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                                                   |
| 2d. SEE INSTRUCTIONS    | 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)) - Insert only one secured party name (3a or 3b)

|                                                                                    |                            |                   |             |                      |
|------------------------------------------------------------------------------------|----------------------------|-------------------|-------------|----------------------|
| 3a. ORGANIZATION'S NAME<br>PNC BANK, NATIONAL ASSOCIATION, as Administrative Agent |                            |                   |             |                      |
| OR                                                                                 | 3b. INDIVIDUAL'S LAST NAME | FIRST NAME        | MIDDLE NAME | SUFFIX               |
| 3c. MAILING ADDRESS<br>1900 East 9th Street (01-2221)                              |                            | CITY<br>Cleveland | STATE<br>OH | POSTAL CODE<br>44114 |
|                                                                                    |                            |                   |             | COUNTRY<br>USA       |

4. This FINANCING STATEMENT covers the following collateral:

All of the collateral described in Exhibit A attached hereto, which such collateral may be located on or about the real property described in Exhibit B attached hereto.

This financing statement is additional security for the Mortgage and Security Agreement recorded contemporaneously herewith in the Office of the Judge of Probate of Shelby County. The Debtor is the owner of the real property described in Exhibit B attached hereto.

Mortgage Inst # 20091229000474210

|                                                                                                                                                       |                                                                  |                     |               |              |          |                |
|-------------------------------------------------------------------------------------------------------------------------------------------------------|------------------------------------------------------------------|---------------------|---------------|--------------|----------|----------------|
| 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) (OPTIONAL FEE) |                     | All Debtors   |              | Debtor 1 | Debtor 2       |
| 8. OPTIONAL FILER REFERENCE DATA                                                                                                                      |                                                                  |                     |               |              |          |                |

#0011046-301755 - For filing in in the Land Records of Shelby County, AL

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

**EXHIBIT "A"**

  
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SECURED PARTY: PNC BANK, NATIONAL ASSOCIATION

DEBTOR: INVERNESS RETAIL, L.L.C.

**DESCRIPTION OF COLLATERAL**

All estate, right, title and interest that Debtor now has or may later acquire in and to all of the following collateral, which such collateral may be located on or about certain real estate owned by Debtor and located at Highway 280 and Valleydale Road, Hoover, Shelby County, Alabama, as more particularly described in Exhibit "B" to this Financing Statement (the "Property"):

(a) All tenements, hereditaments, appurtenances and all the estates and rights of the Debtor in and to the Property.

(b) All streets, roads and public places, opened or proposed, adjoining the Property, and all easements and rights of way, public or private, now or hereafter used in connection with the Property.

(c) All or any part of the minerals, clay, coal, oil and gas located in, on or under the Property, and all or any of the rents and profits from such minerals, clay, coal, oil and gas, and income from the sale of such coal, oil and gas, and all royalties, and all mineral, clay, coal, oil and gas rights, air rights, water, water rights and water stock thereof and all replacements and additions thereto for so long and during such times as the Debtor may be entitled thereto.

(d) All or any Property lying in the bed of any street, road or avenue, open or proposed, in front of or adjoining the Property to the extent of the interest of the Debtor therein, now or hereafter acquired.

(e) All sidewalks and alleys, and all strips and gores of Property, adjacent to or used in connection with the Property.

(f) All buildings, structures and improvements (the "Improvements") of every kind and description now or hereafter erected or placed on the Property.

(g) All fixtures, fittings, appliances, apparatus, equipment, machinery, chattels, building materials and articles of personal property of every kind and character, together with the renewals, replacements and substitutions thereof, additions and accessions thereto (hereinafter collectively called the "Fixtures"), now or at any time hereafter affixed to or attached to or placed upon or used in any way in connection with the complete and comfortable use, enjoyment or occupancy for operation and maintenance of the Improvements (excepting any personal property owned by any tenant or unit owner occupying any of the Improvements and used by such tenant or unit owner in the use or occupancy of the space occupied by it to the extent the same does not become the property of the Debtor under the lease or other agreement with such tenant or unit owner or pursuant to applicable law), all of which now or hereafter so affixed, placed or used are intended to be subject



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to the lien of the Mortgage executed by Debtor in favor of Secured Party as if part of the real estate, and all cash and noncash proceeds thereof.

(h) All or any and all deposits made under any conditional bill of sale, chattel mortgage or security interest (other than that created hereby) to which any Fixtures are or shall be subject, and all deposits made thereunder, together with the benefit of any payments now or hereafter made thereon.

(i) All interest and rights of the Debtor as lessee under any and all leases relating to any Fixtures, together with any options to purchase the Fixtures which are subject to such leases and together with the benefit of any payments now or hereafter made thereon.

(j) All reversions, remainders, easements, rents, issues and profits arising or issuing from the Property and from the Improvements thereon including, but not limited to, the rents, issues and profits arising or issuing from all leases and subleases now or hereafter entered into covering all or any part of said Property and for the Improvements.

(k) All or any awards, damages, payments and other compensation and any and all claims therefor and rights thereto which may result from taking or injury by virtue of the exercise of the power of eminent domain of or to, or any damage, injury or destruction in any manner caused to, the Property, the Improvements, or any part thereof, or from any change of grade or vacation of any street abutting thereon.

(l) All assignable contracts and agreements relative to the construction, management, use and occupancy of the Improvements.

(m) All unearned premiums accrued, accruing or to accrue under any and all insurance policies now or hereafter obtained by the Debtor with respect to any of the foregoing.

(n) All cash and noncash proceeds (including insurance proceeds) of all of the foregoing property, all products thereof and all additions and accessions thereto, substitutions therefor and replacements thereof.

**EXHIBIT "B"**

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**LEGAL DESCRIPTION**

Inverness Corner Shopping Center: - Parcel 1

All that piece, parcel or tract of land and being at Southeastern intersection of the U.S. Hwy. 280 and County Road 17 known as Valleydale Road in Shelby County, Alabama and being more particularly described as follows:

Beginning at a point on the Southern edge of Valleydale Road (Route 17 Shelby County) and running with Valleydale Road fourteen (14) calls to wit: North 33 degrees 47 minutes 02 seconds East for a distance of 212.20 feet to a point; thence North 30 degrees 13 minutes 44 seconds East for a distance of 146.44 feet to a point thence a curve to the right with a chord bearing and distance of North 33 degrees 33 minutes 44 seconds East, 253.25 feet (R-1482.42'; AL-253.56') to a point; thence a curve to the right with a chord bearing and distance of North 42 degrees 28 minutes 26 seconds East, 127.10 feet (R-1057.56; AL-127.18') to a point; thence a curve to the right with a chord bearing and distance of North 49 degrees 13 minutes 27 seconds East, 220.45 feet (R-1527.67'; AL-220.65') to a point; thence a curve to the right with a chord bearing and distance of North 55 degrees 39 minutes 08 seconds East, 147.90 feet (R-1968.19'; AL-147.93') to a point; thence a curve to the left with a chord bearing and distance of North 54 degrees 54 minutes 30 seconds East, 173.97' (R-1326.78'; AL-174.10') to a point; thence a curve to the left with a chord bearing and distance of North 48 degrees 42 minutes 29 seconds East, 157.02 feet (R-1554.42'; AL-157.08') to a point; thence a curve to the left with a chord bearing and distance of North 42 degrees 39 minutes 05 seconds East, 271.82 feet (R-1482.42'; AL-272.20') to a point; thence with a curve to the left with a chord bearing and distance of North 33 degrees 56 minutes 25 seconds East, 54.11 feet (R-1482.42'; AL-54.12') to a point; thence South 57 degrees 06 minutes 20 seconds East for a distance of 5.00 feet to a point; thence North 31 degrees 40 minutes 47 seconds East for a distance of 63.06 feet to a point; thence North 29 degrees 21 minutes 44 seconds East for a distance of 36.77 feet to a point; thence North 29 degrees 01 minutes 23 seconds East for a distance of 200.22 feet to a point at the intersection of Valleydale Road and U.S. Highway 280; thence running with U.S. Highway 280 for two (2) courses to wit: South 64 degrees 07 minutes 08 seconds East for a distance of 69.95 feet to a point; thence South 60 degrees 56 minutes 53 seconds East for a distance of 172.15 feet to a point; thence leaving U.S. Hwy. 280 and running with property of Schlitzky's Realty for eight (8) courses to wit: South 29 degrees 00 minutes 44 seconds West for a distance of 225.82 feet to an iron pin; thence running South 74 degrees 00 minutes 05 seconds West for a distance of 21.45 feet to a point; thence running North 60 degrees 54 minutes 51 seconds West for a distance of 11.83 feet to an iron pin; thence running South 30 degrees 26 minutes 19 seconds West 5.61 feet to a point; thence running a curve to the left with a chord bearing and distance of South 39 degrees 06 minutes 56 seconds East, 92.82 feet; (R-50.00'; AL-118.95') to a point; thence running North 72 degrees 43 minutes 57 seconds East for a distance of 23.89 feet to an iron pin; thence running with a curve to the right with a chord bearing and distance of South 88 degrees 16 minutes 49 seconds East, 143.89 feet (R-220.50'; AL-146.58') to an iron pin; thence North 29 degrees 01 minutes 47 seconds East for a distance of 197.77 feet to a point on the Southern margin of U.S. Hwy. 280; thence running with U.S. Hwy. 280 for two (2) calls to wit: South 60 degrees 56 minutes 53 seconds East for a distance of 234.60 feet to an iron pin; thence South 61 degrees 19 minutes 38 seconds East for a distance of 77.00 feet to an iron pin; thence leaving U.S. Hwy. 280 and running with Pier One Imports for six (6) courses to wit: South 28 degrees 42 minutes 18 seconds West for a distance of 110.80 feet to a point; thence running with a curve to the left with a chord bearing and distance of South 17 degrees 53 minutes 25 seconds West, 37.07 feet (R-99.92'; AL-37.29') to a point; thence running South 61 degrees 16 minutes 32 seconds East for a distance of 191.05 feet to a point; thence a curve to the right with a chord bearing



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and distance of South 16 degrees 17 minutes 42 seconds East, 42.43 feet (R-30.00 feet; AL-47.12') to a point; thence running South 28 degrees 42 minutes 18 seconds West for a distance of 74.30 feet to a point; thence running North 89 degrees 45 minutes 04 seconds East for a distance of 17.14 feet to an iron pin; thence running South 31 degrees 51 minutes 47 seconds West for a distance of 46.24 feet to an iron pin; thence South 16 degrees 23 minutes 44 seconds East for a distance of 22.63 feet to an iron pin; thence South 72 degrees 09 minutes 04 seconds West for a distance of 33.85 feet to an iron pin; thence running with First National Bank of Shelby County for twelve (12) courses to wit: a curve to the left with a bearing and distance of North 34 degrees 22 minutes 07 seconds West, 91.27 feet (R-160.50'; AL-92.55') to a point; thence South 53 degrees 07 minutes 30 seconds East for a distance of 9.55 feet to a point; thence running a curve to the left with a chord bearing and distance of North 79 degrees 48 minutes 56 seconds West, 31.44 feet (R-35.00'; AL-32.61') to a point; thence running South 73 degrees 35 minutes 14 seconds West for a distance of 2.93 feet to a point; thence running a curve to the left with a chord bearing and distance of South 66 degrees 53 minutes 41 seconds West, 32.18 feet (R-140.00'; AL-32.25') to a point; thence running South 60 degrees 17 minutes 44 seconds West for a distance of 10.54 feet to a point; thence running a curve to the right with a chord bearing and distance of South 67 degrees 20 minutes 21 seconds West, 24.52 feet (R-100.00'; AL-24.59') to a point; thence running South 74 degrees 28 minutes 33 seconds West for a distance of 4.21 feet to a point; thence running with a curve to the left with a chord bearing and distance of South 58 degrees 05 minutes 08 seconds West, 30.31 feet (R-54.00'; AL-30.72') to a point; thence running South 41 degrees 52 minutes 54 seconds West for a distance of 65.95 feet to a point; thence running with a curve to the left with a bearing and distance of South 66 degrees 39 minutes 35 seconds West, 57.35 feet (R-112.00'; AL-57.99') to a point; thence running South 09 degrees 29 minutes 50 seconds East for a distance of 163.23 feet to an iron pin; thence running with Parcel 36 for three (3) courses to wit: South 83 degrees 45 minutes 52 seconds West for a distance of 158.30 feet to an iron pin; thence running South 18 degrees 47 minutes 15 seconds West for a distance of 349.69 feet to an iron pin; thence running with property now or formerly Investments Associates (formerly Met Life Insurance Company) for ten (10) courses to wit: South 02 degrees 05 minutes 56 seconds West for a distance of 237.37 feet to an iron pin; thence running North 87 degrees 53 minutes 19 seconds West for a distance of 590.29 feet to a point; thence running South 00 degrees 21 minutes 07 seconds East for a distance of 4.08 feet to a point; thence running South 85 degrees 52 minutes 52 seconds West for a distance of 126.86 feet to a point; thence running South 82 degrees 35 minutes 48 seconds West for a distance of 122.74 feet to a point; thence running South 84 degrees 24 minutes 44 seconds West for a distance of 336.12 feet to a point; thence running South 30 degrees 29 minutes 58 seconds West for a distance of 6.13 feet to a point; thence running with a curve to the right with a chord bearing and distance of North 80 degrees 13 minutes 35 seconds West, 118.64 feet (R-201.26'; AL-120.43') to an iron pin; thence running North 63 degrees 00 minutes 24 seconds West for a distance of 115.34 feet to a point; thence running with a curve to the left with a bearing and distance of South 73 degrees 22 minutes 00 seconds West, 110.36 feet (R-80.00'; AL-121.78') to an iron pin; thence North 60 degrees 07 minutes 50 seconds West for a distance of 12.00 feet to the Point and Place of Beginning.

All curves should be considered non-radial.

Inverness Plaza: - Parcel 2

All that piece or tract of land lying at the Southwestern intersection of U.S. Hwy. 280 and County Road 17 known as Valleydale Road in Shelby County, Alabama and more particularly described as follows:

Beginning at an iron pin marking the Northeastern corner of Parcel 2 as shown in P.B. 9, Page 11 located on the Southwestern right of way of U.S. Hwy. 280; thence running with U.S. Hwy. 280 South 60 degrees 56 minutes 31 seconds East for 777.70 feet to an iron pin, passing 'X's in concrete: (1) at 59.50 feet and 345.50 feet (corners of leased property to AmSouth Bank); (2) at 420.56 feet (edge of ingress-egress road and Northwest corner leased property to Compass Bank); thence continuing with U.S. Hwy. 280 South 15



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degrees 50 minutes 49 seconds East for 34.90 feet to an iron pin; thence leaving U.S. Hwy 280 and running with property of WEC 2000 A-1, LLC for five (5) courses to-wit: (1) South 79 degrees 07 minutes 59 seconds West for 357.86 feet to an 'X' in concrete; (2) South 10 degrees 52 minutes 11 seconds East for 200.89 feet at an 'X' in concrete; (3) a curve to the left with a chord bearing of South 30 degrees 22 minutes 38 seconds East for 75.80 feet (R=113.50 feet; L=77.29 feet); (4) South 49 degrees 53 minutes 05 seconds East for 6.69 feet; (5) a non-radial curve to the left with a chord bearing of South 86 degrees 15 minutes 37 seconds East for 85.58 feet (R=72.14 feet; L=91.62 feet) to an iron pin on the Western right of way of Valleydale Road; thence with Valleydale Road, a curve to the right with a chord bearing of South 40 degrees 03 minutes 14 seconds West for 177.19 feet (R=1392.42 feet; L=177.31 feet); thence leaving Valleydale Road and running with property of Hwy. 280 LLC, known as Outparcel "D", Map Book 24, Page 2; for four (4) courses to-wit: (1) a curve to the left with a chord bearing of North 13 degrees 35 minutes 36 seconds West for 85.58 feet (R=72.14 feet; L=91.61 feet); (2) reverse curve to the right with a chord bearing of North 39 degrees 57 minutes 58 seconds West for 38.75 feet (R=111.50 feet; L=38.95 feet); (3) third reverse curve to the left with a chord bearing of North 82 degrees 56 minutes 16 seconds East for 79.04 feet (R=149.50 feet; L=91.54 feet); (4) South 44 degrees 05 minutes 01 seconds West for 289.86 feet to an iron pin; thence leaving Outparcel "D" and running with Inverness Site 35 for two (2) courses to-wit: (1) South 79 degrees 00 minutes 03 seconds West for 53.06 feet to an iron pin; (2) North 60 degrees 54 minutes 59 seconds West for 490.07 feet to an iron pin in property boundary with Parcel 1 of Map Book 9, Page 11; thence leaving Site 35 and running with Eastern boundary of Parcels 1 and 2 as shown in Map Book 9, Page 11 North 29 degrees 06 minutes 51 seconds East for 852.31 feet to the point of beginning;

This description is the remainder of Inverness Plaza Shopping Center located in Section 36, Township 18 South, Range 02 West of Shelby County, Alabama after excepting out those properties transferred to:

- (a) CVS Pharmacy in Instrument 200000035573
- (b) HWY 280 LLC in Instrument 1998-00020068 known as Outparcel "D" as recorded in Map Book 24, Page 2

Site 35: - Parcel 4

All that piece or tract of land lying at the Northwestern intersection of Inverness Central Drive and Alabama Hwy. 17 (A.K.A. Valleydale Road) in Shelby County mostly in Section 36, Township 18 South, Range 2 West near the City of Birmingham and more particularly described as:

Commencing at the Southwest corner of the Southeast  $\frac{1}{4}$  of Section 36, Township 18 South, Range 2 West and running with the West line of Southeast  $\frac{1}{4}$  North 00 degrees 02 minutes 56 seconds West for 771.46 feet to an iron pin, being the Southwestern corner of property now or formerly of Industrial Development Board of Vincent which is the point of beginning. Thence running with Industrial Development Board of Vincent for two (2) courses to-wit: (1) South 60 degrees 54 minutes 05 seconds East for 257.28 feet to an iron pin; (2) North 29 degrees 05 minutes 55 seconds East for 643.67 feet to an iron pin passing iron pin at 499.95 feet; thence turning and running with Inverness Plaza Shopping Center (various owners) for four (4) courses to-wit: (1) South 60 degrees 54 minutes 59 seconds East for 490.07 feet to an iron pin; (2) North 79 degrees 00 minutes 03 seconds East for 53.06 feet to an iron pin; (3) South 44 degrees 05 minutes 01 seconds West for 5.13 feet to an iron pin; (4) South 33 degrees 00 minutes 02 seconds East for 146.34 feet to a point passing an iron pin at 141.34 feet on the Western right of way of Valleydale Road; thence with Valleydale Road for six (6) courses to-wit: (1) South 56 degrees 42 minutes 04 seconds West for 75.86 feet; (2) a curve to the left with a chord bearing of South 43 degrees 23 minutes 36 seconds West for 782.62 feet (R=700.00 feet; L=789.71 feet); (3) South 29 degrees 46 minutes 38 seconds West for 308.33 feet; (4) North 60 degrees 13 minutes 22 seconds West for 25.00 feet; (5) South 30 degrees 04 minutes 05 seconds West for 148.12 feet; (6) a curve to the right with a

chord bearing of South 77 degrees 28 minutes 22 seconds West for 116.30 feet (R=86.00 feet; L=127.71 feet) thence leaving Valleydale Road and running with the Northern right of way of Inverness Center Drive for four (4) courses to-wit: (1) North 59 degrees 59 minutes 05 seconds West for 87.02 feet; (2) a curve to the left with a chord bearing of North 67 degrees 31 minutes 16 seconds West for 269.50 feet (R=1027.50 feet; L=270.30 feet); (3) North 75 degrees 03 minutes 26 seconds West for 147.31 feet; (4) a curve to the right with a chord bearing of North 68 degrees 02 minutes 57 seconds West for 116.52 feet (R=477.50 feet; L=116.81 feet); thence leaving Inverness Center Drive and running with Site 31 of Inverness Center North 32 degrees 05 minutes 34 seconds East for 835.84 feet to the point of beginning.



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