

## UCC FINANCING STATEMENT

FOLLOW INSTRUCTIONS (front and back) CAREFULLY

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

B. SEND ACKNOWLEDGEMENT TO: (Name and Address)

Cassin Cassin & Joseph LLP  
300 East 42<sup>nd</sup> Street  
New York, New York 10017  
Attn: Carol M. Joseph, Esq.

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

OR	1a. ORGANIZATION'S NAME <b>G&amp;I III MEADOWS LLC</b>					
	1b. INDIVIDUAL'S LAST NAME		FIRST NAME	MIDDLE NAME	SUFFIX	
1c. MAILING ADDRESS <b>c/o DRA Advisors LLC, 220 East 42<sup>nd</sup> Street</b>		CITY <b>New York</b>		STATE <b>NY</b>	POSTAL CODE <b>10017</b>	COUNTRY <b>USA</b>
1d. TAX ID #. SSN OR EIN	ADD'L INFO RE ORGANIZATION DEBTOR	1e. TYPE OF ORGANIZATION <b>limited liability company</b>	1f. JURISDICTION OF ORGANIZATION <b>Delaware</b>	1g. ORGANIZATIONAL ID#, if any <input checked="" 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

OR	2a. ORGANIZATION'S NAME					
	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)

OR	3a. ORGANIZATION'S NAME <b>HSBC REALTY CREDIT CORPORATION (USA)</b>					
	3b. INDIVIDUAL'S LAST NAME		FIRST NAME	MIDDLE NAME	SUFFIX	
3c. MAILING ADDRESS <b>452 Fifth Avenue</b>		CITY <b>New York</b>		STATE <b>NY</b>	POSTAL CODE <b>10018</b>	COUNTRY <b>USA</b>

4. This FINANCING STATEMENT covers the following collateral:

SEE ADDITIONAL SHEET A ATTACHED HERETO AND MADE A PART HEREOF.

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 [for record] (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

File with Shelby County, Alabama

HSBC Loan No. 11-4000804

SECURED PARTY COPY – NATIONAL UCC FINANCING STATEMENT (FORM UCC1) (REV. 7/29/98)

{00224384;1}

Handwritten

[REDACTED]

[REDACTED]

[REDACTED]

[REDACTED]

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 <b>G&amp;I III MEADOWS LLC</b>		
	9b. INDIVIDUAL'S LAST NAME	FIRST NAME	MIDDLE NAME, SUFFIX
10. MISCELLANEOUS			

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11. ADDITIONAL DEBTOR'S EXACT FULL LEGAL NAME – insert only <u>one</u> debtor 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. <input type="checkbox"/> ADDITIONAL SECURED PARTY'S or <input type="checkbox"/> ASSIGNOR S/P'S NAME – insert only <u>one</u> name (12 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:

The Meadows at Brook Highland  
One Meadow Drive  
Birmingham, Alabama 35243

County:        Shelby

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

**G&I III MEADOWS LLC**  
c/o DRA Advisors LLC  
220 East 42<sup>nd</sup> Street  
New York, New York 10017

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

**ADDITIONAL SHEET "A"**

Debtor: **G&I III MEADOWS LLC**, a Delaware limited liability company

5. This Financing Statement covers all right, title and interest of the Debtor in and to the following property:

ALL land lying in the bed of all streets, roads, and public places, opened or proposed, in front of and adjoining the said premises and all easements and rights of way, public or private, now or hereafter used in connection with the said premises described on **Schedule A** attached hereto;

ALL buildings, improvements, fixtures, equipment, inventory, computer software and hardware and other articles of personal property now or hereafter affixed to, placed upon or used in connection with the operation of the said premises, and the proceeds thereof, including the proceeds of hazard and title insurance relating thereto;

ALL awards heretofore and hereafter made by reason of the taking by eminent domain of the whole or any part of the said premises or of any right appurtenant thereto, including any awards or payments for use and occupation and for change of grade of streets;

ALL rents, issues and profits, general intangibles, chattel paper, accounts (including all accounts receivables and credit card receivables), inventory, revenues, income and other benefits due or to become due to the Debtor for the use, operation or occupancy of the said premises and all franchises, trade names, trademarks, symbols, service marks, books, records, plans, specifications, designs, drawings, permits, consents, licenses, management agreements, franchise agreements, contract rights (including, without limitation, any contract with any architect or engineer or with any other provider of goods or services for or in connection with any construction, repair, or other work upon the said premises), approvals, actions and causes of action that now or hereafter relate to, are derived from or are used in connection with the said premises, or the use, operation, maintenance, occupancy or enjoyment thereof or the conduct of any business or activities thereon or any of the items covered hereby;

ALL amounts refunded, or to be refunded, by taxing authorities from amounts paid for real estate taxes, water and sewer rental charges affecting the said premises and any amounts refunded, or to be refunded, by any insurer from amounts paid for insurance premiums for insurance affecting the said premises;

ALL leases of the said premises or any part thereof now or hereafter entered into, including, without limitation, cash or securities deposited thereunder to secure performance by the lessees of their obligations thereunder (whether such cash or securities are to be held until the expiration of the terms of such leases or applied to one or more of the installments or rent coming due immediately prior to the expiration of such terms) and guarantees thereof;

ALL certificates of deposit of Debtor in the possession of Secured Party and the proceeds therefrom;



ALL other rights and easements of Debtor or hereafter existing pertaining to the use and enjoyment of the said premises, including, without limitation, all declarations of covenants, conditions and restrictions as may affect or otherwise relate to the said premises; and

ALL proceeds and products of the foregoing.

## SCHEDULE "A"

### PARCEL I (Meadows in the Park):

Part of the North  $\frac{1}{4}$  of Section 31, Township 18 South, Range 1 West, Shelby County, Alabama, being more particularly described as follows:

From the Northwest corner of Lot 12, Jessica Ingram Property, as recorded in the Office of the Judge of Probate, Shelby County, Alabama, in Map Book 3, page 54, run in a Southerly direction along the West lot line of said Lot 12 for a distance of 30.26 feet to an existing old iron rebar being the point of beginning; thence turn an angle to the left of  $89^{\circ}23'50''$  and run in an Easterly direction for a distance of 1236.08 feet to an existing old iron rebar and being on the West right of way line of Shelby County Road No. 495; thence turn an angle to the right of  $88^{\circ}56'17''$  and run in a Southerly direction along the West right of way line of said Shelby County Road No. 495 for a distance of 626.46 feet to an existing old iron rebar; thence turn an angle to the right of  $94^{\circ}15'23''$  and run in a Westerly direction for a distance of 1373.90 feet, more or less, to an existing old iron pin being on the East right of way line of Brook Highland Drive; and also being on a curve, said curve being concave in a Westerly direction and having a central angle of  $17^{\circ}50'56''$  and a radius of 621.12 feet; thence turn an angle to the right ( $99^{\circ}36'27''$  to the chord of said curve) and run in a Northerly direction along the East right of way line of said Brook Highland Drive and along the arc of said curve for a distance of 193.49 feet to the point of ending of said curve; thence continue in a Northerly direction along the East right of way line of said Brook Highland Drive and along a line tangent to the end of said curve for a distance of 324.02 feet to the point of beginning of a new curve, said newest curve being concave in a Westerly direction and having a central angle of  $3^{\circ}9'36''$  and a radius of 1169.80 feet; thence turn an angle to the left and run along the arc of said curve and along the East right of way line of said Brook Highland Drive for a distance of 64.52 feet to an existing iron pin; thence turn an angle to the right ( $54^{\circ}07'17''$  from the chord of the last mentioned curve) and run in a Northeasterly direction for a distance of 70.27 feet, more or less, to an existing iron pin being the point of beginning; being situated in Shelby County, Alabama.

TOGETHER WITH the rights of ingress, egress and other rights set forth in that certain Non-Exclusive Access Easement Agreement recorded in Real Record 155, page 540, in the Probate Office of Shelby County, Alabama, over and across the following land:

A parcel of land located in the SE  $\frac{1}{4}$  of the NW  $\frac{1}{4}$  of Section 31, Township 18 South, Range 1 West, Shelby County, Alabama, said parcel being 16 feet in width and lying adjacent to the East right of way line of Brook Highland Drive as shown on the map of the "The Meadows Residential Sector One", as recorded in Map Book 9, page 142, in the Probate Office of Shelby County, Alabama, and being more particularly described as follows:

From the Northwest corner of Lot 12, Jessica Ingram property, as recorded in Map Book 3, page 54, in the Office of the Judge of Probate of Shelby County, Alabama, run in a Southerly direction along the West lot line of said Lot 12 for a distance of 30.26 feet; thence turn an angle to the right of  $54^{\circ}03'52''$  and run in a Southwesterly direction for a distance of 70.27 feet to the point of beginning of the property herein described; from the point of beginning thus obtained continue along the last described course for a distance of 19.42 feet to a point on the East right of way line of Brook Highland Drive as shown on the map of "The Meadow Residential Sector One", as recorded in Map Book 9, page 142, in the Probate Office of Shelby County, Alabama, said point being on a curve to the right, said curve being concave to the West and having a radius of 1,153.80 feet, a central angle of  $2^{\circ}37'02''$  and a chord of 52.70 feet, which forms an interior angle to the right of  $126^{\circ}06'26''$  with the last described course; run thence in a Southerly direction along the arc of said curve for a distance of 52.70 feet to the end of said curve; run thence in a Southerly direction tangent to said curve for a distance of 324.02 feet to the beginning of a curve to the right, said curve being concave to the Northwest and having a radius of 605.12 feet, a central angle of  $18^{\circ}21'26''$  and a chord of 193.05 feet; run thence in a

## SCHEDULE "A" - Continued

Southwesterly direction along the arc of said curve for a distance of 193.88 feet to a point; thence turn an interior angle to the right of  $80^{\circ}08'18''$  from the chord of the last described curve and departing said right of way line run in an Easterly direction for a distance of 16.90 feet to a point on a curve to the left, said curve being concave to the Northwest and having a radius of 621.12 feet, a central angle of  $17^{\circ}50'56''$  and a chord of 192.71 feet which forms an interior angle to the right of  $99^{\circ}36'27''$  with the last described course; run thence in a Northeasterly direction along the arc of said curve for a distance of 193.49 feet to the end of said curve; run thence in a Northerly direction, tangent to said curve, for a distance of 324.02 feet to the beginning of a curve to the left, said curve being concave to the West and having a radius of 1,169.80 feet, a central angle of  $3^{\circ}09'36''$  and a chord of 64.51 feet; run thence in a Northerly direction along the arc of said curve for a distance of 64.52 feet to the point of beginning.

All being situated in Shelby County, Alabama.

### PARCEL II (Meadows on the Lake):

#### TRACT I:

Description of a parcel of land situated in the Southeast  $\frac{1}{4}$  of the Northwest  $\frac{1}{4}$  of Section 31, Township 18 South, Range 1 West, Shelby County, Alabama, and being more particularly described as follows:

From the Southwest corner of said  $\frac{1}{4}$   $\frac{1}{4}$  section, run thence in a Northerly direction along the West line of said  $\frac{1}{4}$   $\frac{1}{4}$  section for a distance of 882.30 feet; thence turn an angle to the right of  $91^{\circ}17'08''$  and run in an Easterly direction for a distance of 198.02 feet to the point of beginning of the parcel herein described; thence continue in an Easterly direction along the same course as before for a distance of 1001.66 feet; thence turn an angle to the right of  $90^{\circ}$  and run in a Southerly direction for a distance of 307.97 feet to the beginning of a curve to the right, said curve to the right having a radius of 548.12 feet, and a central angle of  $62^{\circ}38'49''$  and being concave to the Northwest; thence run along the arc of said curve in a Southerly to Southwesterly direction for a distance of 596.03 feet to the end of said curve; thence run in a Southwesterly direction tangent to said curve for a distance of 166.48 feet thence turn an angle to the right of  $26^{\circ}18'34''$  and run in a Westerly direction for a distance of 347.77 feet; thence turn an angle to the right of  $63^{\circ}41'26''$  and in a Northwesterly direction for a distance of 136.63 feet to the beginning of a curve to the right, said curve to the right having a radius of 1682.21 feet and a central angle of  $17^{\circ}35'45''$  and being concave to the Northeast; thence run in a Northwesterly direction along the arc of said curve for a distance of 516.62 feet to end of said curve and the beginning of a second curve to the right, said second curve to the right having a radius of 537.13 feet and a central angle of  $20^{\circ}$  and being concave to the East; thence run in a Northwesterly and Northerly direction along the arc of said curve for a distance of 187.49 feet to the end of said curve; thence run in a Northerly direction tangent to said curve for a distance of 80.52 feet to the point of beginning; being situated in Shelby County, Alabama.



SCHEDULE "A" - Continued

TRACT II:

(A) Description of a parcel of land situated in the West  $\frac{1}{4}$  of Section 31, Township 18 South, Range 1 West, Shelby County, Alabama; and being more particularly described as follows:

From the Northwest corner of the Northeast  $\frac{1}{4}$  of the Southwest  $\frac{1}{4}$  of said section run thence in an Easterly direction along the North line of said  $\frac{1}{4}$   $\frac{1}{4}$  section for a distance of 389.72 feet to the point of beginning of the parcel herein described; thence continue in an Easterly direction along the North line of said  $\frac{1}{4}$   $\frac{1}{4}$  section for a distance of 347.77 feet; thence turn an angle to the right of  $153^{\circ}41'26''$  and run in a Southwesterly direction for a distance of 286.75 feet to the beginning of a curve to the right, said curve to the right having a radius of 25 feet, a central angle of  $90^{\circ}$  and being concave Northward; thence run in a Westerly to Northwesternly direction along the arc of said curve for a distance of 29.27 feet to the end of said curve; thence run in a Northwesternly direction tangent to said curve for a distance of 129.14 feet to the point of beginning; being situated in Shelby County, Alabama.

THE ABOVE DESCRIBED PROPERTY is also known as Lot 1, THE MEADOWS RESIDENTIAL SECTOR ONE, as recorded in the Office of the Judge of Probate of Shelby County, Alabama, in Map Book 9, page 142.

(B) Together with all beneficial rights granted to Daniel Meadows Partnership pursuant to that certain storm sewer easement recorded in Real Record 43, page 608, over and across the following property, described as follows:

The following is a description of a 20-foot wide storm sewer easement being 10 feet on either side of centerline, said centerline being more particularly described as follows:

Part of the Southeast  $\frac{1}{4}$  of the Northwest  $\frac{1}{4}$  of Section 31, Township 18 South, Range 1 West, Shelby County, Alabama, being more particularly described as follows:

From the Northwest corner of said Southeast  $\frac{1}{4}$  of Northwest  $\frac{1}{4}$  run in a Southerly direction along the West line of said  $\frac{1}{4}$   $\frac{1}{4}$  section for a distance of 453.75 feet; thence turn an angle to the left of  $88^{\circ}42'54''$  and run in an Easterly direction for a distance of 436 feet, more or less, to the point of beginning of said centerline; thence turn an angle to the left of  $142^{\circ}30'$  and run in a Northwesternly direction for a distance of 62 feet, more or less, to the point of beginning.

All being situated in Shelby County, Alabama.