

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 42nd 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 G&I III MADISON LLC						
	1b. INDIVIDUAL'S LAST NAME		FIRST NAME	MIDDLE NAME	SUFFIX		
1c. MAILING ADDRESS c/o DRA Advisors LLC, 220 East 42nd Street			CITY New York	STATE NY	POSTAL CODE 10017	COUNTRY USA	
1d. TAX ID #. SSN OR EIN		ADD'L INFO RE ORGANIZATION DEBTOR	1e. TYPE OF ORGANIZATION limited liability company	1f. JURISDICTION OF ORGANIZATION Delaware			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 HSBC REALTY CREDIT CORPORATION (USA)					
	3b. INDIVIDUAL'S LAST NAME		FIRST NAME	MIDDLE NAME	SUFFIX	
3c. MAILING ADDRESS 452 Fifth Avenue			CITY New York	STATE NY	POSTAL CODE 10018	COUNTRY USA

4. This FINANCING STATEMENT covers the following collateral:

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

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) [ADDITIONAL FEE] [optional] <input type="checkbox"/> All Debtors <input type="checkbox"/> Debtor 1 <input type="checkbox"/> Debtor 2	
8. OPTIONAL FILER REFERENCE DATA		

File with Shelby County, Alabama

HSBC Loan No. 11-4000805

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

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 G&I III MADISON LLC		
	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 one 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. ☐ ADDITIONAL SECURED PARTY'S or ☐ ASSIGNOR S/P'S NAME – insert only one 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:

Madison at Shoal Run Apartments
850 Shoal Run Trail
Birmingham, Alabama

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 MADISON LLC
c/o DRA Advisors LLC
220 East 42nd 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 MADISON 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"

20030325000177050 Pg 5/5 34.00
Shelby Cnty Judge of Probate, AL
03/25/2003 08:10:00 FILED/CERTIFIED

Lot 2, according to the Survey of Shoal Run, as recorded in Map Book 9, page 130, in the Probate Office of Shelby County, Alabama; together with rights in and to that certain ingress and egress easement dedicated by said map.

Said property is further described as follows:

The following is a legal description by metes and bounds of Lot 2 Shoal Run as recorded in Map Book 9 Page 130 in the Office of the Judge of Probate in Shelby County, Alabama; thence begin at the southeast corner of said Lot 2 and run in a westerly direction along the south line of said Lot for a distance 1333.86 feet; thence turn an angle to the right of 90 degrees 48 minutes 30 seconds and run in a northerly direction along the west line of said Lot 2 for a distance of 826.10 feet to a point on the southeasterly right of way line of Alabama Highway No. 119; thence turn an angle to the right of 22 degrees 30 minutes 50 seconds and run in a northeasterly direction along said highway right of way line for a distance of 289.49 feet; thence turn an angle to the right of 90 degrees 00 minutes 00 seconds and run in a southeasterly direction for a distance of 34.13 feet to the point of beginning of a curve to the right, said curve having a central angle of 21 degrees 56 minutes 00 seconds and a radius of 430.00 feet; thence run in a southeasterly direction along the arc of said curve for a distance of 164.61 feet to the point of tangent; thence run in a southeasterly direction along said tangent for a distance of 69.46 feet to the point of beginning of a curve to the left, said curve having a central angle of 16 degrees 20 minutes 00 seconds and a radius of 557.46 feet; thence run in a southeasterly direction along arc of said curve for a distance of 158.92 feet to the point of beginning of a curve to the left, having a central angle of 32 degrees 50 minutes 00 seconds and a radius of 319.72 feet; thence run in a southeasterly direction along arc of said curve for a distance of 182.19 feet to the point of tangent; thence run in a southeasterly direction along said tangent for a distance of 137.26 feet to the point of beginning of a curve to the right, said curve having a central angle of 39 degrees 51 minutes 00 seconds and a radius of 375.00 feet; thence run in a southeasterly direction along the arc of said curve for a distance of 260.82 feet to the point of tangent; thence run in a southeasterly direction along said tangent for a distance of 74.69 feet to the point of beginning of a curve to the right, said curve having a central angle of 02 degrees 39 minutes 20 seconds and a radius of 2157.20 feet; thence run in a southeasterly direction along arc of said curve for a distance of 99.98 feet to the point of tangent; thence run in a southeasterly direction along said tangent for a distance of 224.22 feet; thence turn an angle to the right of 52 degrees 15 minutes 30 seconds and run in a southerly direction for a distance 496.96 feet to the point of beginning.