

20070103000001460 1/3 \$30.00  
Shelby Cnty Judge of Probate, AL  
01/03/2007 02:23:46PM FILED/CERT

## UCC FINANCING STATEMENT

FOLLOW INSTRUCTIONS (front and back) CAREFULLY

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

John R. Schneider, Esq.; 404-888-4000

B. SEND ACKNOWLEDGMENT TO: (Name and Address)

John R. Schneider, Esq.  
Hunton & Williams LLP  
Suite 4100, 600 Peachtree Street, N.E.  
Atlanta, GA 30308

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

OR Rave Motion Pictures Birmingham III, L.L.C.

1b. INDIVIDUAL'S LAST NAME

FIRST NAME

MIDDLE NAME

SUFFIX

1c. MAILING ADDRESS

3333 Welborn Street, Suite 100

CITY

Dallas

STATE

TX

POSTAL CODE

75219

COUNTRY

USA

1d. TAX ID #: SSN OR EIN

ADD'L INFO RE  
ORGANIZATION  
DEBTOR

1a. TYPE OF ORGANIZATION  
LLC

1f. JURISDICTION OF ORGANIZATION  
Delaware

1g. ORGANIZATIONAL ID#, if any  
DE-3620550

☐ 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

1e. 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)

OR 3a. ORGANIZATION'S NAME

General Electric Capital Corporation, as Agent

3b. INDIVIDUAL'S LAST NAME

FIRST NAME

MIDDLE NAME

SUFFIX

3c. MAILING ADDRESS

2325 Lakeview Parkway, Suite 700

CITY

Alpharetta

STATE

GA

POSTAL CODE

30004

COUNTRY

USA

4. This FINANCING STATEMENT covers the following collateral:

Collateral consists of all assets, personal property and/or goods of Debtor now owned or hereafter acquired which are or are to become fixtures on the real property described on Exhibit "A" attached hereto and incorporated herein by reference.

Note: Retention of cash proceeds by any subordinate secured party violates the rights of the Secured Party identified herein.

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

Record in: Shelby County, Alabama (Lee Branch) [GECC/Rave 64504.50]



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## 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                     |            |                     |
|    | Rave Motion Pictures Birmingham III, L.L.C. |            |                     |
|    | 9b. INDIVIDUAL'S LAST NAME                  | FIRST NAME | MIDDLE NAME, SUFFIX |

10. MISCELLANEOUS:

This financing statement is recorded as additional security for a mortgage recorded simultaneously herewith.

THE ABOVE SPACE IS FOR FILING OFFICE

11. ADDITIONAL DEBTOR'S EXACT FULL LEGAL NAME – insert only one name (11a or 11b) – do not abbreviate or combine names

|                          |                                   |                           |                                   |   |
|--------------------------|-----------------------------------|---------------------------|-----------------------------------|---|
| OR                       | 11a. ORGANIZATION'S NAME          |                           |                                   |   |
|                          | 11b. INDIVIDUAL'S LAST NAME       |                           |                                   |   |
| 11c. MAILING ADDRESS     |                                   | CITY                      | STATE                             | POSTAL CODE   |
| 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<br><input type="checkbox"/> None |

12. ☐ ADDITIONAL SECURED PARTY'S or ☒ ASSIGNOR S/P'S NAME – insert only one name (12a or 12b)

|                      |                             |      |       |             |
|----------------------|-----------------------------|------|-------|-------------|
| OR                   | 12a. ORGANIZATION'S NAME    |      |       |             |
|                      | 12b. INDIVIDUAL'S LAST NAME |      |       |             |
| 12c. MAILING ADDRESS |                             | CITY | STATE | POSTAL CODE |

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:

Description of real estate appears on Exhibit "A" attached hereto and hereby made a part hereof.

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

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 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.

FILING OFFICE COPY — NATIONAL UCC FINANCING STATEMENT ADDENDUM (FORM UCC1AD) (rev. 07/29/98)



**Exhibit A**

**Lee Branch, AL - Birmingham III**

Lot 1, according to the Survey of The Village at Lee Branch Sector 1 Phase Two, as recorded in Map Book 33, page 58, in the Probate Office of Shelby County, Alabama.

TOGETHER WITH the non-exclusive rights and easements granted in the Memorandum of Lease by and between AIG Baker East Village, L.L.C., as landlord, and Rave Motion Pictures Birmingham III, LLC, as tenant, dated February 3, 2004, recorded as Instrument No. 20040422000207060, in the Probate Office of Shelby County, Alabama.

TOGETHER WITH those certain easements as stated in that certain Reciprocal Easement Agreement by and between AIG Baker Brookstone, L.L.C and Compass Bank, filed for record August 27, 2003 and recorded in Instrument No. 20030827000569990, in the Probate Office of Shelby County, Alabama.

TOGETHER WITH those certain easements as stated in that certain Declaration of Easements and Restrictions by AIG Baker East Village, L.L.C. dated May 26, 2004, and filed for record June 1, 2004, recorded in Instrument No. 20040601000288850 and Amendment No. 1 to Declaration of Easement and Restrictions recorded in Instrument No. 200406240624000345520, in the Probate Office of Shelby County, Alabama.