

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 CITY STATE POSTAL CODE COUNTRY
 3333 Welborn Street, Suite 100 Dallas TX 75219 USA

1d. TAX ID #: SSN OR EIN ADD'L INFO RE ORGANIZATION DEBTOR 1a. TYPE OF ORGANIZATION 1f. JURISDICTION OF ORGANIZATION 1g. ORGANIZATIONAL ID#, if any
 LLC Delaware 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

2a. ORGANIZATION'S NAME
 OR

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)

3a. ORGANIZATION'S NAME
 OR General Electric Capital Corporation, as Agent

3b. INDIVIDUAL'S LAST NAME FIRST NAME MIDDLE NAME SUFFIX

3c. MAILING ADDRESS CITY STATE POSTAL CODE COUNTRY
 2325 Lakeview Parkway, Suite 700 Alpharetta GA 30004 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 <u>one</u> name (11a or 11b) – do not abbreviate or combine names				
OR	11a. ORGANIZATION'S NAME			
	11b. INDIVIDUAL'S LAST NAME	FIRST NAME	MIDDLE NAME	S
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 <input type="checkbox"/> None

12. <input type="checkbox"/> ADDITIONAL SECURED PARTY'S or <input checked="" type="checkbox"/> ASSIGNOR S/P'S NAME – insert only <u>one</u> name (12a or 12b)				
OR	12a. ORGANIZATION'S NAME			
	12b. INDIVIDUAL'S LAST NAME	FIRST NAME	MIDDLE 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.


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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.