

UCC FINANCING STATEMENT

FOLLOW INSTRUCTIONS (front and back) CAREFULLY

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

B. SEND ACKNOWLEDGMENT TO: (Name and Address)



UCC Direct
a Wolters Kluwer business

11684518

P. O. Box 29071
Glendale, CA 91209-9071

Shelby, AL

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

BRE/LQ PROPERTIES L.L.C.

OR

1b. INDIVIDUAL'S LAST NAME

FIRST NAME

MIDDLE NAME

SUFFIX

1c. MAILING ADDRESS

c/o Blackstone Real Estate Acquisitions IV L.L.C., 345 Park Avenue

CITY

New York

STATE

NY

POSTAL CODE

10154

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

DE 4072488

☐ 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

BRE/LQ OPERATING LESSEE INC.

OR

2b. INDIVIDUAL'S LAST NAME

FIRST NAME

MIDDLE NAME

SUFFIX

2c. MAILING ADDRESS

c/o Blackstone Real Estate Acquisitions IV L.L.C., 345 Park Avenue

CITY

New York

STATE

NY

POSTAL CODE

10154

COUNTRY

USA

2d. TAX ID #: SSN OR EIN

ADD'L INFO RE
ORGANIZATION
DEBTOR

2e. TYPE OF ORGANIZATION

corporation

2f. JURISDICTION OF ORGANIZATION

Delaware

2g. ORGANIZATIONAL ID #, if any

DE 4076542

☐ 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

MORTGAGE ELECTRONIC REGISTRATION SYSTEMS, INC., nominee for MERRILL LYNCH BANK USA, *

OR

3b. INDIVIDUAL'S LAST NAME

FIRST NAME

MIDDLE NAME

SUFFIX

3c. MAILING ADDRESS

1595 Spring Hill Road, Suite 310

CITY

Vienna

STATE

VA

POSTAL CODE

22182

COUNTRY

USA

4. This FINANCING STATEMENT covers the following collateral:

All assets in which the Debtor now or hereafter has rights.

* MERRILL LYNCH MORTGAGE LENDING, INC.,
UBS REAL ESTATE SECURITIES INC., and
BANK OF AMERICA, N.A.

Mortgage tax due (15 cents per \$100.00 or fraction thereof) \$ 0

Complete only when filing with the Judge of Probate: The initial indebtedness secured by this financing statement is \$2,400,000,000.00.

Taxes paid under filing number 20070808000371230 dated 8/8/07 in SHELBY county, AL.

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 ☐ 7. Check to REQUEST SEARCH REPORT(S) on Debtor(s) ☐ All Debtors ☐ Debtor 1 ☐ Debtor 2 ☐ [ADDITIONAL FEE] (optional)

8. OPTIONAL FILER REFERENCE DATA

(97421.038) MERS - Inn #954 - Shelby County, AL - MERS MIN 8000101-0000006507-7 and 8000101-0000006530-9

FILING OFFICE COPY — NATIONAL UCC FINANCING STATEMENT (FORM UCC1) (REV. 07/29/98)

NATUCC1 - 5/4/01 C T System Online



20070823000398260 2/3 \$30.00
Shelby Cnty Judge of Probate, AL
08/23/2007 12:31:51PM FILED/CERT

UCC FINANCING STATEMENT ADDENDUM

FOLLOW INSTRUCTIONS (front and back) CAREFULLY

9. NAME OF FIRST DEBTOR (1a or 1b) ON RELATED FINANCING STATEMENT

9a. ORGANIZATION'S NAME		
BRE/LQ PROPERTIES L.L.C.		
OR	9b. INDIVIDUAL'S LAST NAME	FIRST NAME
		MIDDLE NAME, SUFFIX

10. MISCELLANEOUS:

THE ABOVE SPACE IS FOR FILING OFFICE USE ONLY

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

11a. ORGANIZATION'S NAME			
OR	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 (12a or 12b)

12a. ORGANIZATION'S NAME			
OR	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:

See Exhibit A attached hereto and made a part thereof.

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 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

FILING OFFICE COPY — NATIONAL UCC FINANCING STATEMENT ADDENDUM (FORM UCC1Ad) (REV. 07/29/98)

NATUCCI - 5/4/01 C T System Online

Birmingham, AL #954

EXHIBIT A

Parcel I.

Lot 1, according to the Map and Survey of Hunter & Associates Addition to Riverchase, as recorded in Map Book 22 page 125, in the Office of the Judge of Probate of Shelby County, Alabama. Together with a non-exclusive easement for vehicular and pedestrian ingress and egress, roadway and right of way purposes as described in that certain ingress and egress easement recorded in the Office of the Judge of probate of Shelby County, Alabama in instrument No. 1994-20501 1994 20501.

Parcel II.

Lot 1-A, according to the Map and Survey of Hunter & Associates Addition to Riverchase as recorded in Map Book 22 page 125, in the Office of the Judge of Probate of Shelby County, Alabama.

BEING AND INTENDED TO BE THE SAME PREMISES TRANSFERRED TO THE GRANTOR BY DEED RECORDED IN INSTRUMENT NUMBER 1996-17668.