

FHLMC Loan No. 504117734
The Meadows of Brook Highland Apartments

ASSIGNMENT OF SECURITY INSTRUMENT
(Revision Date 11-01-2000)

FOR VALUABLE CONSIDERATION, CBRE MELODY & COMPANY, a corporation, organized and existing under the laws of Texas (the "**Assignor**"), having its principal office at c/o GEMSA Loan Services LP, 1500 City West Boulevard, Suite 200, Houston, Texas 77042, hereby assigns, grants, sells and transfers to the **FEDERAL HOME LOAN MORTGAGE CORPORATION**, a corporation organized and existing under the laws of the United States (the "**Assignee**"), having its principal place of business at 8200 Jones Branch Drive, McLean, Virginia 22102, and the Assignee's successors, transferees and assigns forever, all of the right, title and interest of the Assignor in and to:

(i) the Multifamily Mortgage, Assignment of Rents and Security Agreement, dated as of December 30, 2008 entered into by **BROOK HIGHLAND PLACE DST**, a Delaware statutory trust (the "**Borrower**") for the benefit of the Assignor (the "**Instrument**"),

(ii) the Subordination, Assignment and Security Agreement dated as of December 30, 2008, by and among Borrower, Assignor, and **BROOK HIGHLAND PLACE PML, LLC**, a Delaware limited liability company (the "**SASA**"),

securing an indebtedness of the Borrower to the Assignor in the principal amount of \$16,875,000.00, and recorded in the land records of the County of Shelby, Alabama immediately prior to this Assignment, which indebtedness is secured by the property described in Exhibit A, attached to this Assignment and incorporated into it by this reference.

Together with the note or other obligation described in the Instrument and SASA and all obligations secured by the Instrument and SASA now or in the future.

IN WITNESS WHEREOF, the Assignor has signed and delivered this Assignment or has caused this Assignment to be signed and delivered by its duly authorized representative on the date of the acknowledgment of Assignor's signature below, as a sealed instrument, to be effective as of the 30th day of December, 2008.

ASSIGNOR:

CBRE MELODY & COMPANY, a Texas
corporation

By: Bill R. Frazer (SEAL)
Name:
Title: **BILL R. FRAZER
EXEC. VICE PRESIDENT & CFO**

STATE OF Texas
COUNTY OF Harris

Date: 12/24/08

I, the undersigned authority, a Notary Public in and for said County in said State, hereby certify
that Bill R. Frazer, whose name as
Ex. VP & CFO of CBRE MELODY & COMPANY, a Texas corporation, is
signed to the foregoing instrument, and who is known to me, acknowledged before me on this
day that, being informed of the contents of said instrument, he, as such officer and with full
authority, executed the same voluntarily for and as the act of said corporation.

My Commission Expires: 1/20/13
Given under my hand and official seal this the 24th day of December, 2008.

Elaine R. Smith

Notary Public
[AFFIX SEAL]

My commission expires: 1/20/13

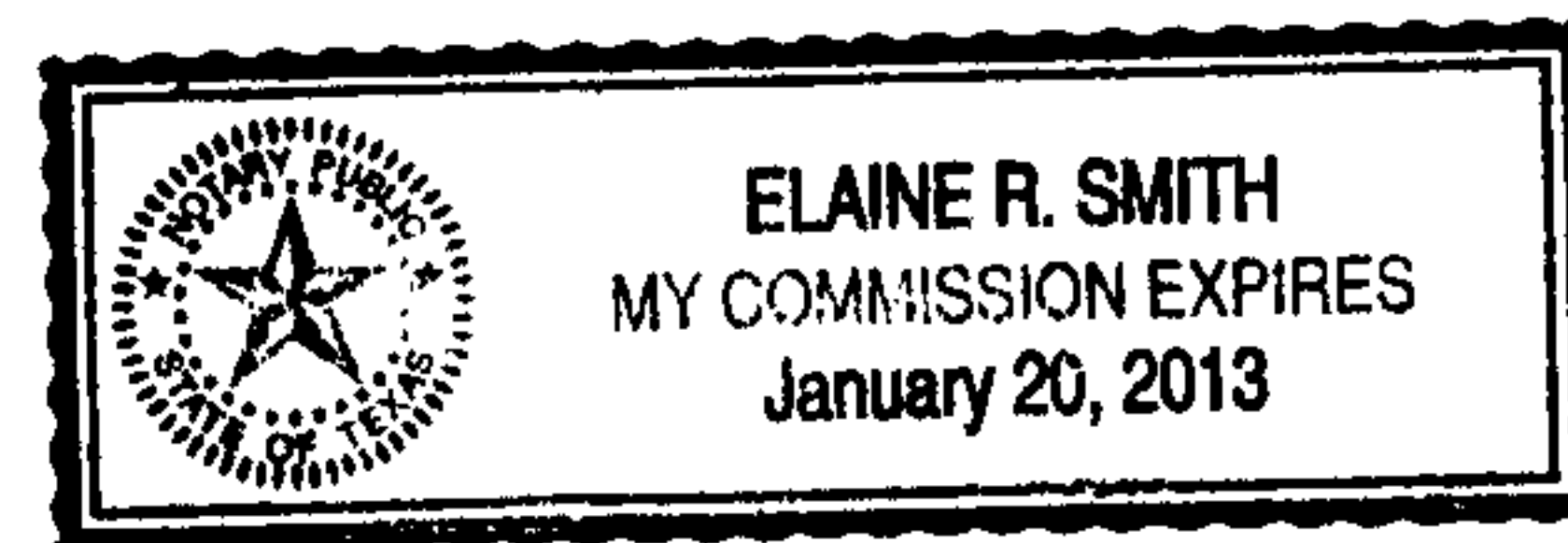


EXHIBIT A
Legal Description


20081231000481910 3/5 \$23.00
Shelby Cnty Judge of Probate, AL
12/31/2008 02:58:32PM FILED/CERT

MEADOWS IN THE PARK

PARCEL I:

Part of the North $\frac{1}{2}$ 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 $85^{\circ}56'17''$ 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°21'26" and a chord of 193.05 feet; run thence in a 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°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°50'56" and a chord of 192.71 feet which forms an interior angle to the right of 99°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°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

LOT 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°17'06" 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° 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 545.12 feet, and a central angle of 62°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°18'34" and run in a Westerly direction for a distance of 347.77 feet; thence turn an angle to the right of 63°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°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° 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.

LOT II:

Description of a parcel of land situated in the West $\frac{1}{2}$ 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°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° and being concave Northward; thence run in a Westerly to Northwesterly direction along the arc of said curve for a distance of 39.27 feet to the end of said curve; thence run in a Northwesterly 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.

Lot III:

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 Northwesterly direction for a distance of 62 feet, more or less, to the point of beginning.

All being situated in Shelby County, Alabama.