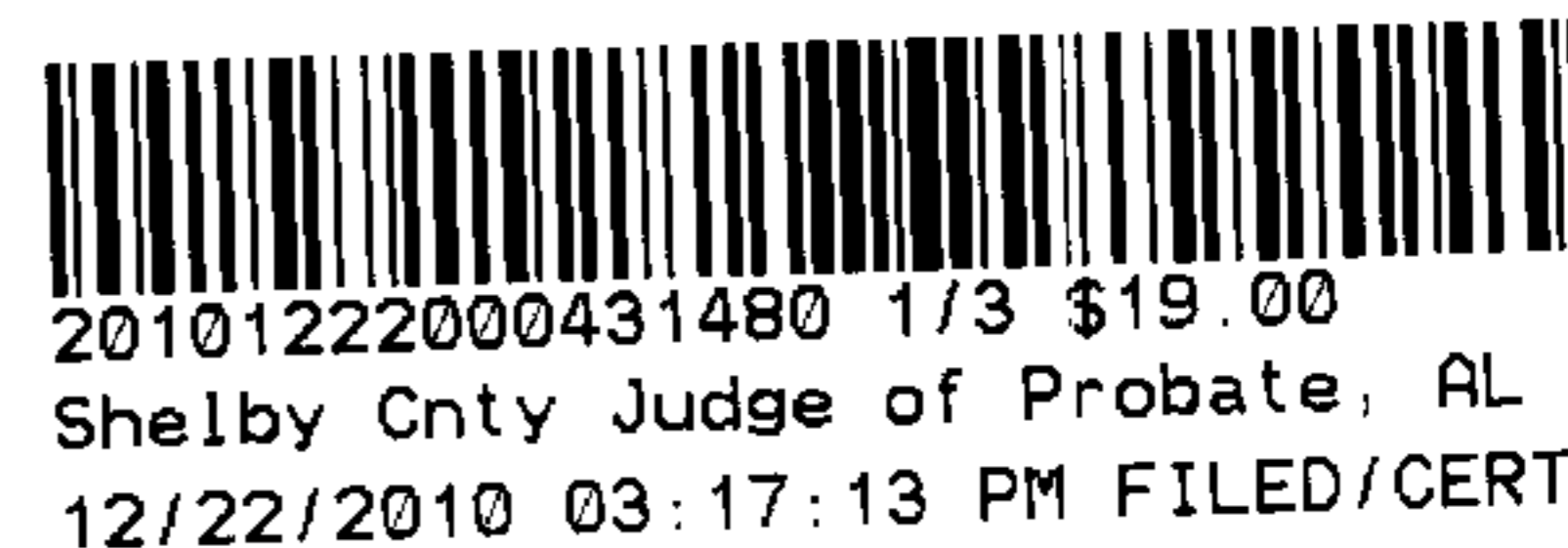


When recorded, return to:

Michael P. Van Voorhis, Esquire
Troutman Sanders LLP
Post Office Box 1122
Richmond, Virginia 23218-1122



FHLMC Loan No. 940997770
River Glen Apartments

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

FOR VALUABLE CONSIDERATION, GRANDBRIDGE REAL ESTATE CAPITAL LLC, a limited liability company, organized and existing under the laws of North Carolina (the "**Assignor**"), having its principal office at 227 West Trade Street, Charlotte, North Carolina 28202, 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 the Multifamily Mortgage, Assignment of Rents and Security Agreement, dated as of December 17, 2010 entered into by **FUND III RIVER GLEN APARTMENTS, LLC**, a North Carolina limited liability company, **CHATHAM PARTNERS RIVER GLEN, LLC**, a Delaware limited liability company, and **POLK-SULLIVAN RIVER GLEN, LLC**, a Delaware limited liability company, as tenants in common (individually and collectively, the "**Borrower**") for the benefit of the Assignor, securing an indebtedness of the Borrower to the Assignor in the principal amount of \$22,485,000.00, and recorded in the land records of the County of Shelby, Alabama immediately prior to this Assignment (the "**Instrument**"), 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 all obligations secured by the Instrument now or in the future.

IN WITNESS WHEREOF, the Assignor has executed this Assignment as of the 17th day of December, 2010.

ASSIGNOR:

**GRANDBRIDGE REAL ESTATE CAPITAL
LLC, a North Carolina limited liability company**

By: Annie H. Martin
Annie H. Martin
Vice President

STATE OF North Carolina, Mecklenburg County ss:

I, the undersigned, a Notary Public in and for said County in said State, hereby certify that Annie H. Martin, whose name as Vice President of Grandbridge Real Estate Capital LLC, a North Carolina limited liability company, 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, she as such Vice President and with full authority, executed the same voluntarily for and as the act of said limited liability company.

Given under my hand this the 9 day of December, 2010.

(SEAL)

Mary S Funderburk
Notary Public

My commission expires:

7/25/2015

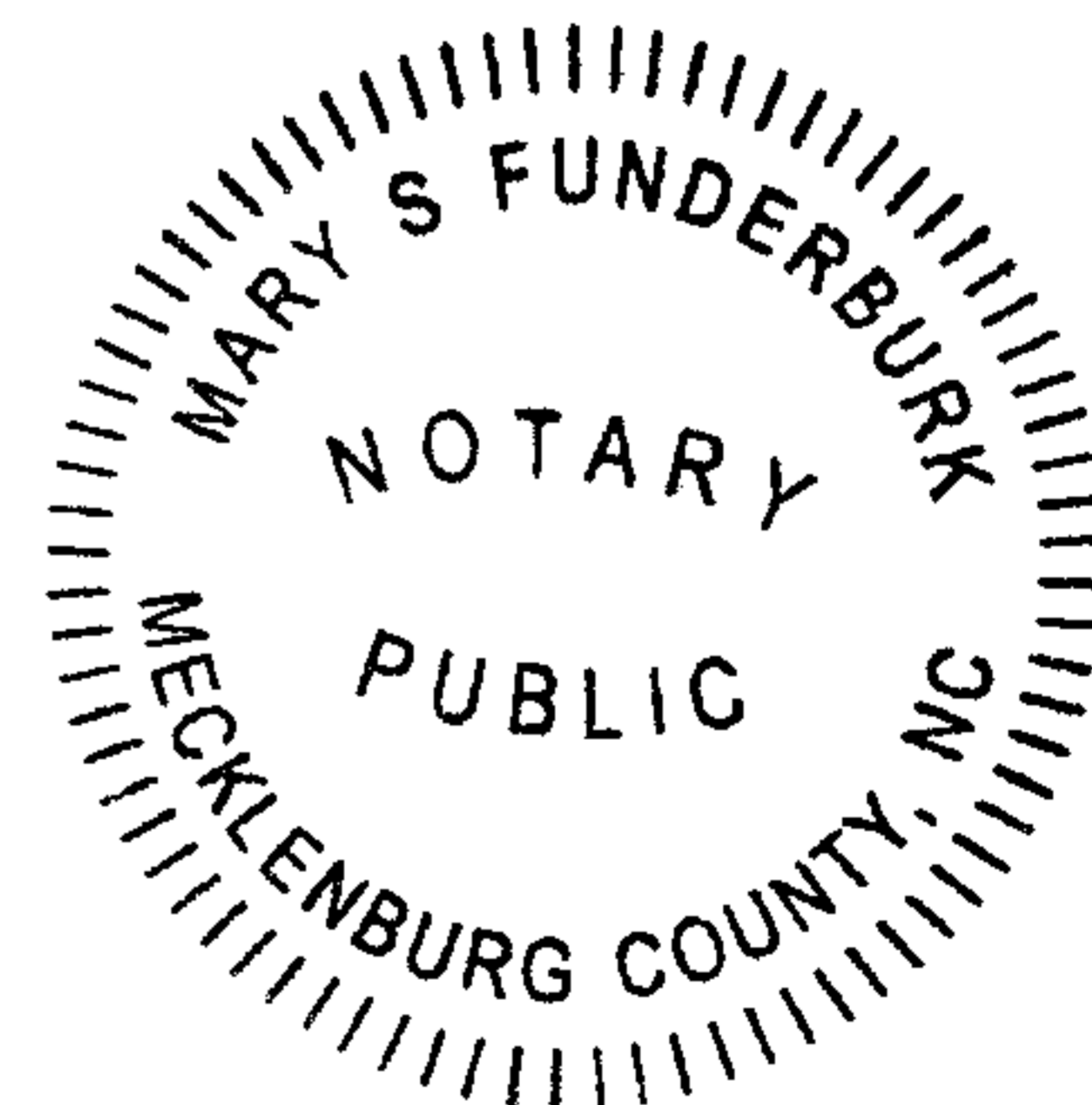



EXHIBIT A


20101222000431480 3/3 \$19.00
Shelby Cnty Judge of Probate, AL
12/22/2010 03:17:13 PM FILED/CERT

Legal Description

Lot 6-A, according to a Resurvey of Lot 6 of River Ridge Plaza as recorded in Map Book 42,
Page 34 in the Probate Office of Shelby County, Alabama.