

ASSIGNMENT OF MORTGAGE, LEASES AND RENTS AND SECURITY AGREEMENT AND ASSIGNMENT OF ASSIGNMENT OF LEASES AND RENTS

CADIM NOTE INC.

a Quebec corporation
(Assignor)
to

DBD OTLP LLC,

a Delaware limited liability company (Assignee)

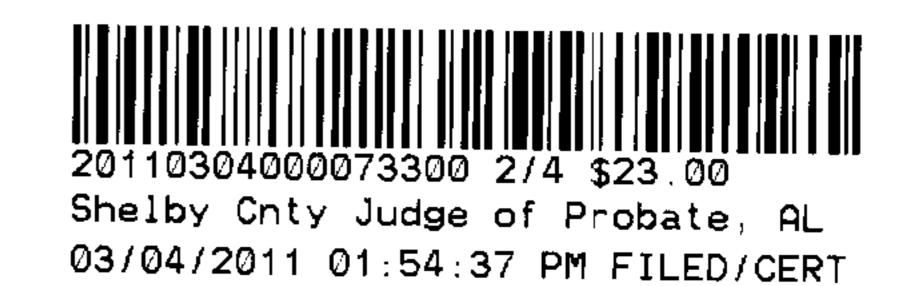
Dated: As of March 1, 2011

PROPERTY LOCATION:

Helena Market Place 335 Helena Market Place Helena, Alabama

DOCUMENT PREPARED BY AND WHEN RECORDED, RETURN TO:

Ana Lazo Tenzer, Esq.
Brownstein Hyatt Farber Schreck, LLP
410 Seventeenth Street, Suite 2200
Denver, Colorado 80202-4432



ASSIGNMENT OF MORTGAGE, LEASES AND RENTS AND SECURITY AGREEMENT AND ASSIGNMENT OF ASSIGNMENT OF LEASES AND RENTS

CADIM NOTE INC., a Quebec corporation, whose address is c/o Otera Capital, World Trade Centre, 413 St. Jacques Street, Suite 700, Montreal, Quebec, Canada H2Y 1N9 ("Assignor"), as the holder of the instruments hereinafter described and for valuable consideration hereby grants, bargains, sells, conveys, assigns, transfers and delivers to **DBD** OTLP LLC, a Delaware limited liability company, its successors and assigns ("Assignee"), having an address at 1345 Avenue of the Americas, 46th Floor, New York, New York 10105, without recourse or warranty, all right, title and interest of Assignor in and to: (i) that certain Mortgage, Assignment of Leases and Rents and Security Agreement made by Helena I, LLC, a Delaware limited liability company ("Borrower"), in favor of CWCapital LLC, a Massachusetts limited liability company ("Original Lender"), dated as of May 9, 2007 and recorded on May 10, 2007, in the Recorder's Office of Shelby County, State of Alabama as Document No. 20070510000219820, which Mortgage, Assignment of Leases and Rents and Security Agreement was assigned by Borrower to K & H Helena, LLC, a Delaware limited liability company, pursuant to that certain Assumption and Release Agreement dated as of June 16, 2008 and recorded on June 17, 2008 in the Recorder's Office of Shelby County, State of Alabama as Document No. 20080617000247210 and (ii) that certain Assignment of Leases and Rents made by Borrower dated of even date therewith and recorded May 10, 2007, in the Recorder's Office of Shelby County, State of Alabama, as Document No. 20070510000219830 (as the same having heretofore been amended, modified, restated, supplemented, renewed or extended and assigned to Assignor), securing payment of that certain Promissory Note of even date therewith in the original principal amount of FOUR MILLION EIGHT HUNDRED TWENTY FIVE THOUSAND AND 00/100 DOLLARS (\$4,825,000.00), payable to the order of Original Lender, and creating a lien on the property described on Exhibit A attached hereto and by this reference made a part hereof.

Together with any and all notes and obligations therein described, the debt and claims secured thereby and all sums of money due and to become due thereon, with interest provided for therein.

Together with any and all other liens, privileges, security interests, rights, entitlements, equities, claims and demands as to which Assignor hereunder possesses or to which Assignor is otherwise entitled as additional security for the payment of the notes and other obligations described herein.

This Assignment shall be governed in all respects by the laws of the State of Alabama and shall be binding upon and shall inure to the benefit of the parties hereto and their respective successors and assigns.

[SIGNATURE ON THE FOLLOWING PAGE]

IN WITNESS WHEREOF, Assignor has caused this instrument to be executed by its duly authorized officer to be effective as of the date first set forth above.

CADIM NOTE INC.,	
a Quebec corporation /	
	20110304000073300 3/4 \$23.00
A Mach	Shelby Cnty Judge of Probate, A 03/04/2011 01:54:37 PM FILED/CE
By:	······································
Name: Alfonso Graceffa	
Title: Vice-President	
By:	
Name: Irene Papavasil	
Title: Vice-President and Corporate Secretary	${f V}$
1	
State of NW York	
County of New Siss.	
On this, the Andrew of Abour. 201	1, before me, the undersigned officer, personally
appeared Alfonso Graceffa, who acknowl	ledged himself to be the Vice-President of CADIM
NOTE INC., and that he as such Vice-Pr	resident, being authorized to do so, executed the
foregoing instrument for the purposes therein	n contained by signing the name of the corporation
by himself as Vice-President.	
In witness whereof, I hereunto set my hand ar	nd official seal.
	YAAKOV Y. SHEINFELD
	Notary Public, State of 18253
Notary Public //	NO. UZULIO COUNTY
State of NW W	Qualified in NEW YORK County Commission Expires NOVEMBER 26, 2011
. 1	
County of NW York : ss.	
1 2 1 2 1 3 1 3	
nneared Irona Danavasil who sales and a	1, before me, the undersigned officer, personally
Recretary of CADIM NOTE INC. and that of	ed herself to be the Vice-President and Corporate
eing authorized to do so executed the forest	he as such Vice-President and Corporate Secretary, going instrument for the purposes therein contained
y signing the name of the corporation by her	self as Vice-President and Corporate Secretary.
n witness whereof, I hereunto set my hand an	nd official seal.
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MM MM	YAAKOV Y. SHEINFELD Notary Public, State of New York
histal Pill	No. 023110170EK County
100144// 1 mm / /	Qualified in NEVIDER 26, 2011 Commission Expires NOVEMBER 26, 2011
Notary Public	YAAKOV Y. SHERT. LED Notary Public, State of New York No. 02SH6178253 No. 02SH6178253 Qualified in NEW YORK County Commission Expires NOVEMBER 26, 2011

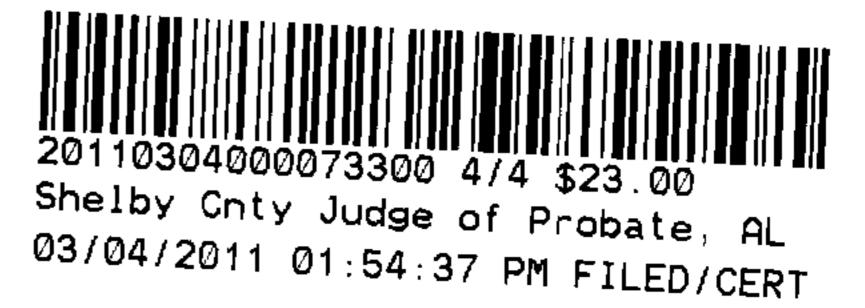


EXHIBIT A

LEGAL DESCRIPTION

Lot 1, Helena Marketplace, as recorded in Map Book 24, Page 141, in the Probate Office of Shelby County, Alabama.

Together with any beneficial rights that constitute an interest in real estate obtained under that certain Declaration of Covenants and Easements recorded in Instrument #19971113000371510, amended in Instrument #20010403000123310 and Declaration of Easements in Instrument #1998121500049933.