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Shelby Cnty Judge of Probate, AL  
03/04/2011 01:54:37 PM FILED/CERT

**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, 46<sup>th</sup> 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 CWC Capital 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



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By: [Signature]  
Name: Alfonso Graceffa  
Title: Vice-President

By: [Signature]  
Name: Irene Papavasil  
Title: Vice-President and Corporate Secretary

State of New York

County of New York : ss.

On this, the 28<sup>th</sup> day of February, 2011, before me, the undersigned officer, personally appeared Alfonso Graceffa, who acknowledged himself to be the Vice-President of CADIM NOTE INC., and that he as such Vice-President, being authorized to do so, executed the foregoing instrument for the purposes therein contained by signing the name of the corporation by himself as Vice-President.

In witness whereof, I hereunto set my hand and official seal.

[Signature]  
Notary Public

State of New York

County of New York : ss.

On this, the 28<sup>th</sup> day of February, 2011, before me, the undersigned officer, personally appeared Irene Papavasil, who acknowledged herself to be the Vice-President and Corporate Secretary of CADIM NOTE INC., and that she as such Vice-President and Corporate Secretary, being authorized to do so, executed the foregoing instrument for the purposes therein contained by signing the name of the corporation by herself as Vice-President and Corporate Secretary.

In witness whereof, I hereunto set my hand and official seal.

[Signature]  
Notary Public

YAAKOV Y. SHEINFELD  
Notary Public, State of New York  
No. 02SH6178253  
Qualified in NEW YORK County  
Commission Expires NOVEMBER 26, 2011

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**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.