

112

PFP HOLDING COMPANY III, LLC
(Assignor)

to

PFP II SUB I, LLC
(Assignee)

**ASSIGNMENT OF MORTGAGE, ASSIGNMENT OF LEASES AND RENTS,
SECURITY AGREEMENT AND FIXTURE FILING**

Dated: As of September 11, 2012

Property Location: 601, 611, 701, 801, 1001, 1201 & 1401 Doug Baker Boulevard,
Birmingham, Alabama

DOCUMENT PREPARED BY AND WHEN RECORDED, RETURN TO:

Polsinelli Shughart PC
700 West 47th Street, Suite 1000
Kansas City, Missouri 64112
Attention: Joseph Langston, Esq.



20120925000364910 1/8 \$33.00
Shelby Cnty Judge of Probate, AL
09/25/2012 09:40:27 AM FILED/CERT

This ASSIGNMENT OF MORTGAGE, ASSIGNMENT OF LEASES AND RENTS, SECURITY AGREEMENT AND FIXTURE FILING (this "**Assignment**"), is made as of September 11, 2012, by **PFP HOLDING COMPANY III, LLC**, a Delaware limited liability company ("**Assignor**"), having an address c/o Prime Finance Partners, 233 North Michigan Avenue, Suite 2318, Chicago, Illinois 60601, to **PFP III SUB I, LLC**, a Delaware limited liability company ("**Assignee**"), having an address c/o Prime Finance Partners, 1330 Avenue of the Americas, Suite 36B, New York, New York, 10019.

KNOW ALL MEN BY THESE PRESENTS, that for good and valuable consideration, the receipt whereof is hereby acknowledged, Assignor has granted, bargained, sold, assigned, transferred and set over, and by these presents does grant, bargain, sell, assign, transfer and set over unto Assignee:

Assignor's right, title and interest in, to and under that certain Mortgage, Assignment of Leases and Rents, Security Agreement and Fixture Filing (the "**Mortgage**") given by RUSHMORE LEE BRANCH, LLC, an Illinois limited liability company ("**Borrower**"), as borrower, to Assignor, as lender, dated as of September 11, 2012, and recorded contemporaneously herewith in the Official Records of Shelby County, Alabama.

Prior to the execution hereof, Assignor has not sold, transferred, assigned, conveyed, pledged or endorsed, any right, title or interest in the Mortgage, and Assignor has full right, power and authority to sell and assign the Mortgage to Assignee.

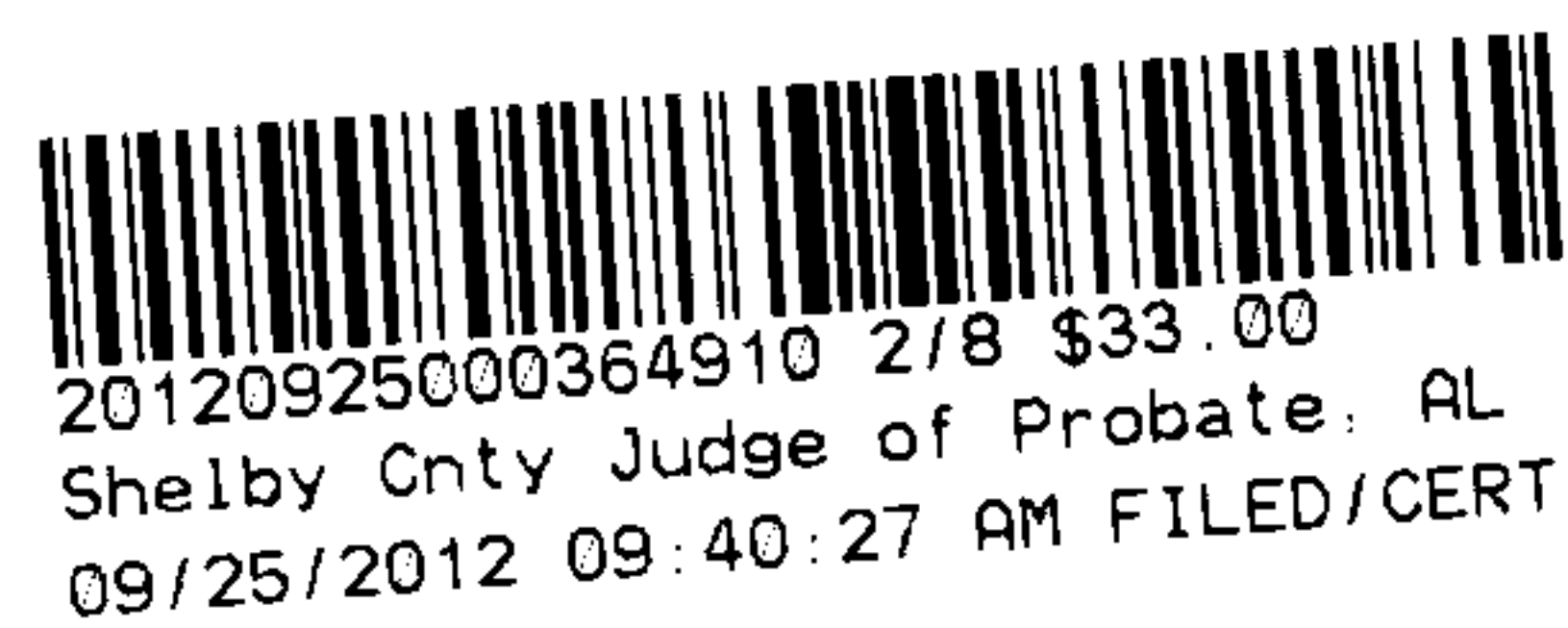
TOGETHER WITH the note or notes described or referred to in the Mortgage, the money due and to become due thereon with interest, and all rights accrued or to accrue under the Mortgage.

This Assignment is made by Assignor without recourse, representation or warranty (express or implied).

TO HAVE AND TO HOLD the same unto Assignee, its successors and assigns forever.

The Mortgage encumbers, among other things, the property described on Exhibit A annexed hereto and made a part hereof, together with the buildings and improvements erected thereon.

[SIGNATURE PAGE FOLLOWS]




IN WITNESS WHEREOF, Assignor has caused these presents to be duly executed as of the day and year first written above.

ASSIGNOR:

PFP HOLDING COMPANY III, LLC,
a Delaware limited liability company

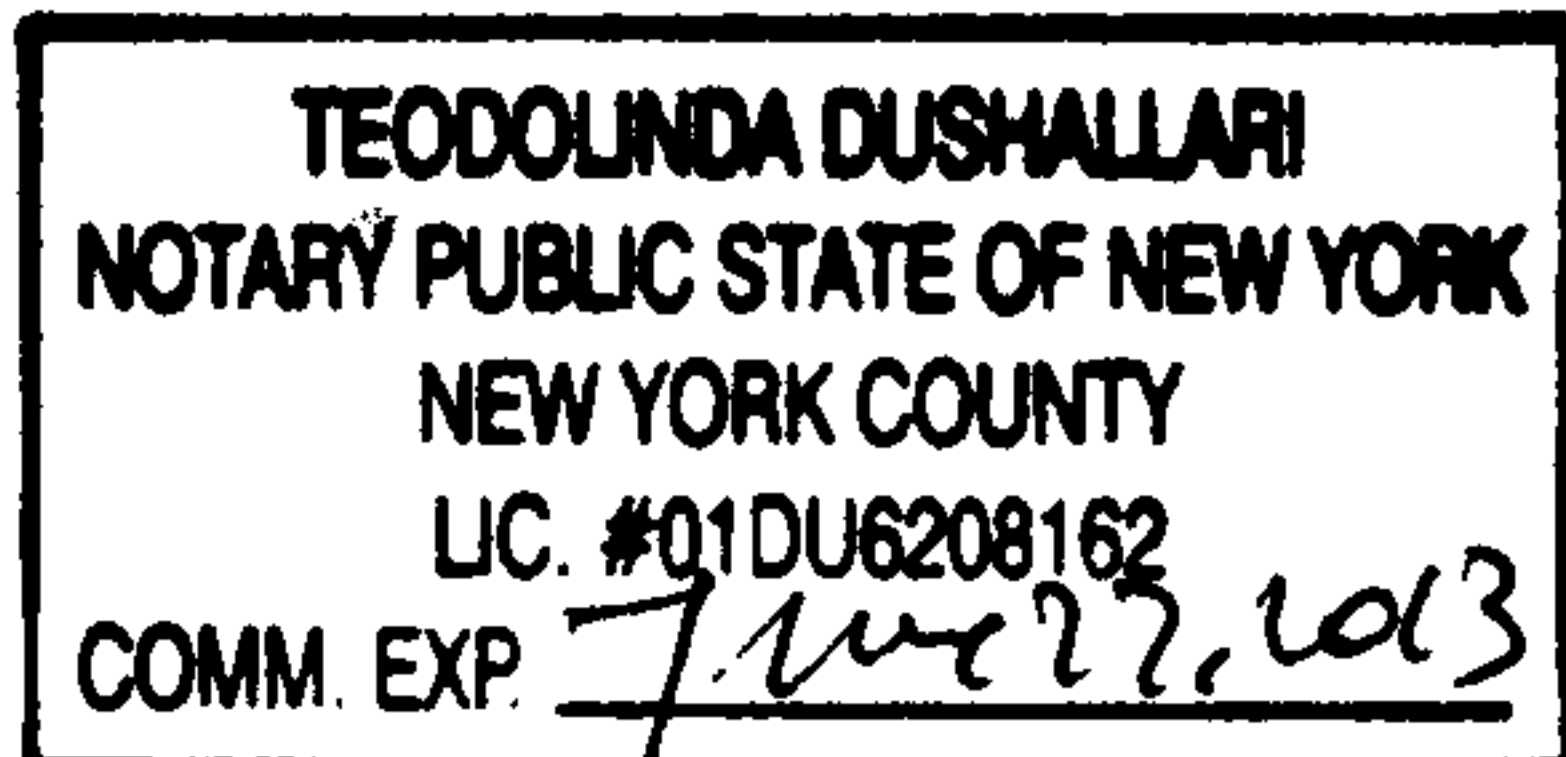
By: Prime Finance Partners II, Inc.,
a Maryland corporation,
its Managing Member

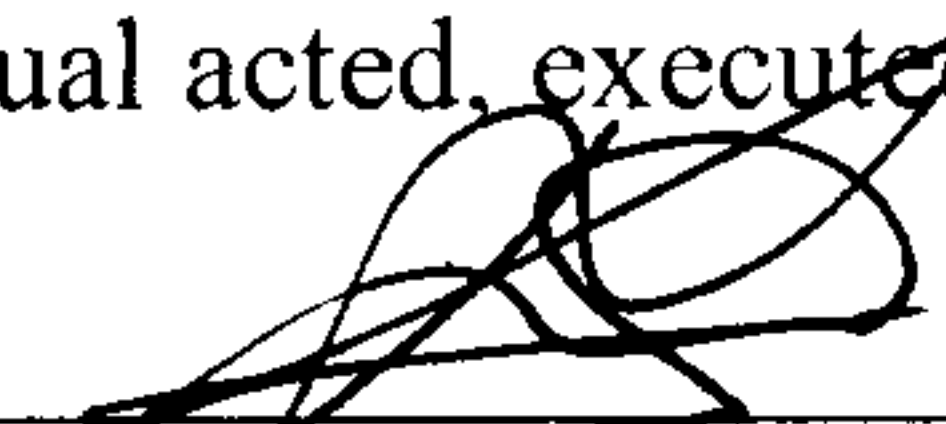
By: 
Name: Jon W. Brayshaw
Title: Vice President

ACKNOWLEDGEMENT

STATE OF NEW YORK)
) SS.:
COUNTY OF NEW YORK)

On the 17th day of August in the year 2012, before me, the undersigned, personally appeared Jon W. Brayshaw, personally known to me or proved to me on the basis of satisfactory evidence to be the individual whose name is subscribed to the within instrument and acknowledged to me that he executed the same in his capacity, and that by his signature on the instrument, the individual, or the person upon behalf of which the individual acted, executed the instrument.





Notary Public

DOCUMENT PREPARED BY:

Polsinelli Shughart PC
700 West 47th Street, Suite 1000
Kansas City, Missouri 64112
Attention: Joseph Langston, Esq.

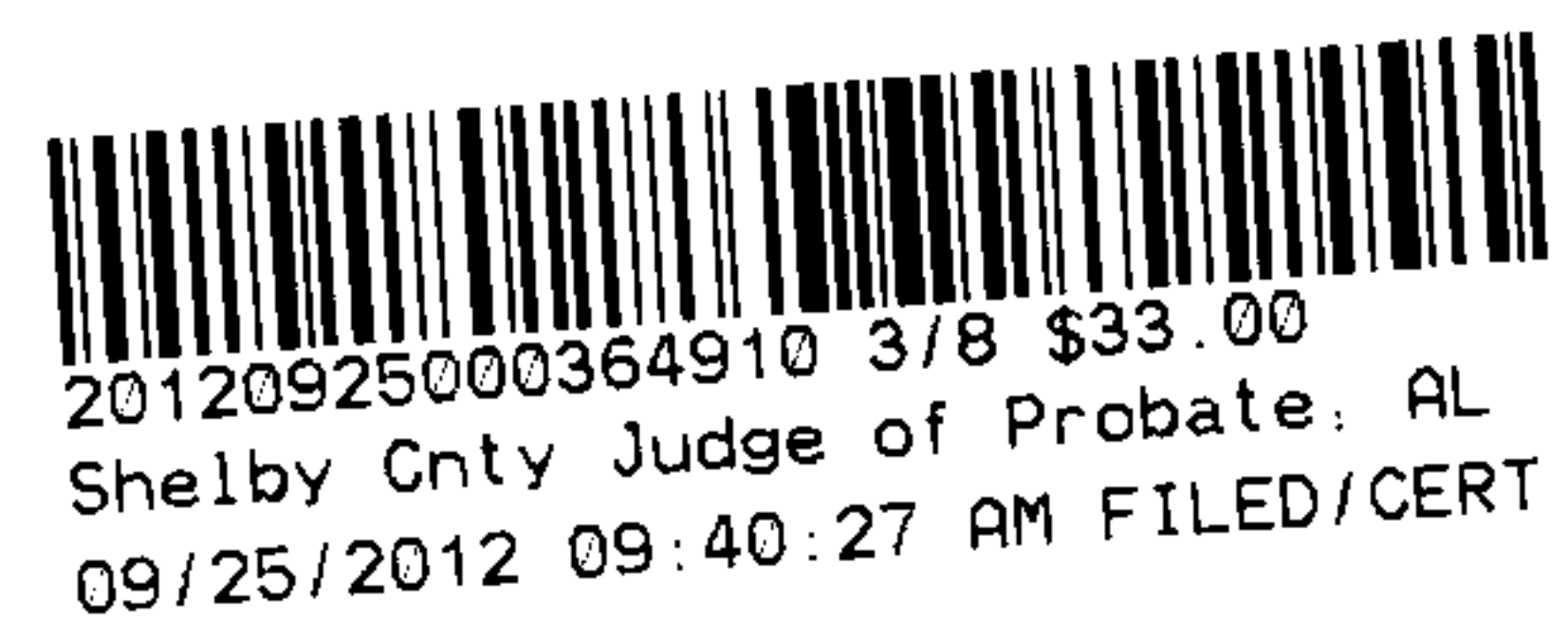


EXHIBIT A

Description of the Property

PARCEL 1:

LOT 1B, ACCORDING TO THE SURVEY OF A RESUBDIVISION OF THE VILLAGE AT LEE BRANCH AS RECORDED IN MAP BOOK 31, PAGE 130A AND 130B, IN THE PROBATE OFFICE OF SHELBY COUNTY, ALABAMA, BEING A RESUBDIVISION OF THE VILLAGE AT LEE BRANCH SECTOR 1- REVISION 1.

PARCEL 2:

LOTS 1, 4, 5, 7 AND 8, ACCORDING TO THE SURVEY OF THE VILLAGE AT LEE BRANCH SECTOR 1 - PHASE 2, AS RECORDED IN MAP BOOK 33, PAGE 58, IN THE PROBATE OFFICE OF SHELBY COUNTY, ALABAMA, BEING A RESUBDIVISION OF LOT 5A OF THE VILLAGE AT LEE BRANCH SECTOR 1- REVISION 1.

TOGETHER WITH SUCH APPURTENANT ACCESS, EASEMENT AND OTHER RIGHTS WHICH ARISE OR ARE RESERVED UNDER AND PURSUANT TO THE FOLLOWING INSTRUMENT BEING MORE PARTICULARLY DESCRIBED AS FOLLOWS:

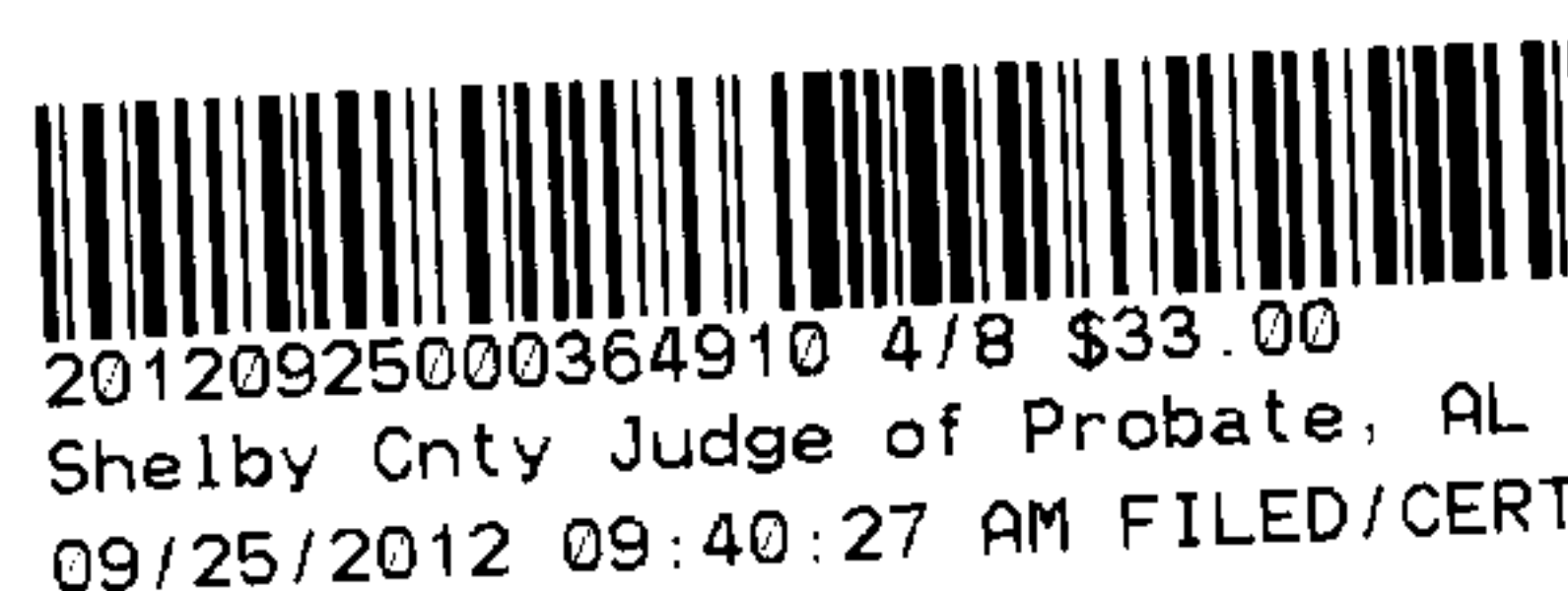
RECIPROCAL EASEMENT AGREEMENT BY AND BETWEEN AIG BAKER BROOKSTONE, L.L.C., AND COMPASS BANK, DATED AUGUST 26, 2003, FILED FOR RECORD AUGUST 27, 2003 AT 10:47 A.M., RECORDED AS INSTRUMENT NUMBER: 20030827000569990 IN THE PROBATE OFFICE OF SHELBY COUNTY, ALABAMA.

ALSO TOGETHER WITH, the rights, privileges, easements and appurtenances created by the following:

1. Declaration of Easement and Restrictions dated May 26, 2004 by AIG Baker East Village, L.L.C., a Delaware limited liability company, being filed for record on June 1, 2004 under Instrument Number 20040601000288850 and in Amendment No. 1 to Declaration of Easement and Restrictions dated June 21, 2004 under Instrument Number 20040624000345520 and in Amendment to Declaration of Easement and Restrictions under Instrument Number 20120511000165500.
2. Agreement of Covenants, Conditions and Restrictions and Grant of Easements dated June 21, 2004 by AIG Baker East Village, L.L.C., a Delaware limited liability company, being filed for record on June 24, 2004 under Instrument Number 20040624000345530.

PARCEL 5:

TRACT A



A parcel of land situated in the Northwest Quarter of the Southeast Quarter of the Southwest Quarter of Section 5, Township 19 South, Range 1 West, Shelby County, Alabama, being more particularly described as follows:

Commencing at a found 2" capped pipe to be the Northwest Corner of the Southeast quarter of the Southwest quarter of Section 5, Township 19 South, Range 1 West, Shelby County, Alabama, said point lying on the Easterly line of Lot 11 of EAGLE TRACE - PHASE 1 as recorded in Map Book 29, Page 142 in the office of the Judge of Probate, Shelby County, Alabama, said point also being the Southwest corner of A RESUBDIVISION OF THE VILLAGE AT LEE BRANCH as recorded in Map Book 31, Page 130A and 130B in the office of the Judge of Probate, Shelby County, Alabama; thence run North 88 degrees, 55 minutes, 06 seconds, East along the North line of said quarter-quarter section and the South line of A RESUBDIVISION OF THE VILLAGE AT LEE BRANCH as recorded in Map Book 31 Page 130A and 130B in the office of the Judge of Probate, Shelby County, Alabama, for a distance of 553.73 feet to the Northwest corner of Lot 1A, RESURVEY OF LOT 1 OF THE VILLAGE AT LEE BRANCH SECTOR 1 - PHASE 3 as recorded in Map Book 42 Page 56 in the office of the Judge of Probate, Shelby County, Alabama; thence run South 00 degrees, 00 minutes, 00 seconds West along the West line of said Lot 1A for a distance of 234.72 feet to the Southwest corner of said Lot 1A and the POINT OF BEGINNING; thence run North 88 degrees, 55 minutes, 06 seconds East along the South line of said Lot 1A for a distance of 433.23 feet to a corner of said Lot 1A; thence run South 00 degrees, 28 minutes, 01 seconds, East along the West line of said Lot 1A for a distance of 388.46 feet to a point on the Northerly right of way line of Farley Lane of PLAT FOR THE DEDICATION OF A PORTION OF THE RIGHT OF WAY OF FARLEY LANE as recorded in Map Book 42, Page 10 in the office of the Judge of Probate, Shelby County, Alabama; thence run South 88 degrees, 58 minutes, 49 seconds, West along the Northerly right of way line of said Farley Lane for a distance of 436.40 feet to a point on the Easterly right of way line of Farley Court of RESURVEY OF LOT 1 OF THE VILLAGE AT LEE BRANCH SECTOR 1 - PHASE 3 as recorded in Map Book 42 Page 56 in the office of the Judge of Probate, Shelby County, Alabama; thence run North 00 degrees, 00 minutes, 00 seconds, East along the Easterly right of way line of said Farley Court for a distance of 388.02 feet to the POINT OF BEGINNING.

TRACT B

A parcel of land situated in the Northwest Quarter of the Southeast Quarter of the Southwest Quarter of Section 5, Township 19 South, Range 1 West, Shelby County, Alabama, being more particularly described as follows:

Commencing at a found 2" capped pipe to be the Northwest Comer of the Southeast quarter of the Southwest quarter of Section 5, Township 19 South, Range 1 West, Shelby County, Alabama, said point lying on the Easterly line of Lot 11 of EAGLE TRACE - PHASE 1 as recorded in Map Book 29 Page 142 in the office of the Judge of Probate, Shelby County, Alabama, said point also being the Southwest comer of A RESUBDIVISION OF THE VILLAGE AT LEE BRANCH as recorded in Map Book 31 Page 130A and 130B in the office of the Judge of Probate, Shelby County, Alabama, said point also being the POINT OF BEGINNING; thence run North 88 degrees, 55 minutes, 06 seconds, East along the North line of

said quarter-quarter section and the South line of said A RESUBDIVISION OF THE VILLAGE AT LEE BRANCH as recorded in Map Book 31 Page 130A and 130B in the office of the Judge of Probate, Shelby County, Alabama for a distance of 503.72 feet to a point on the Westerly right of way line of Farley Court of RESURVEY OF LOT 1 OF THE VILLAGE AT LEE BRANCH SECTOR 1 - PHASE 3 as recorded in Map Book 42 Page 56 in the office of the Judge of Probate, Shelby County, Alabama; thence run South 00 degrees, 00 minutes, 00 seconds, West along the Westerly right of way line of Said Farley Court for a distance of 603.81 feet to a point on the Northerly right of way line of said Farley Court; thence run North 90 degrees, 00 minutes, 00 seconds, West along the Northerly right of way line of said Farley Court for a distance of 7.50 feet to a point on the Westerly right of way line of said Farley Court; thence run South 00 degrees, 00 minutes, 00 seconds, West along the Westerly right of way line of said Farley Court for a distance of 19.00 feet to a point on the Northerly right of way line of Farley Lane of PLAT FOR THE DEDICATION OF A PORTION OF THE RIGHT OF WAY OF FARLEY LANE as recorded in Map Book 42, Page 10 in the office of the Judge of Probate, Shelby County, Alabama; thence run South 88 degrees, 58 minutes, 49 seconds, West along the Northerly right of way line of said Farley Lane for a distance of 293.74 feet to a point on a curve to the left, having a central angle of 33 degrees, 06 minutes, 51 seconds, a radius of 215.00 feet, a chord bearing of South 72 degrees, 25 minutes, 23 seconds, West and a chord of 122.54 feet; thence run in a Southeasterly direction along the arc of said curve and also along the Northerly right of way line of said Farley Lane for a distance of 124.26 feet to a point on the south line of the Northwest quarter of the Southeast quarter of the Southwest quarter of Section 5, Township 19 South, Range 1 West, Shelby County, Alabama; thence run South 89 degrees, 01 minutes, 27 seconds, West along the South line of said quarter-quarter-quarter section for 78.79 feet to the Southwest corner of Northwest quarter of the Southeast quarter of the Southwest quarter of Section 5, Township 19 South, Range 1 West, Shelby County, Alabama, said iron also being the Southeast corner of Lot 1 of EAGLE TRACE - PHASE 1 as recorded in Map Book 29 Page 142 in the office of the Judge of Probate, Shelby County, Alabama; thence run North 00 degrees, 35 minutes, 54 seconds West along the West line of said quarter-quarter-quarter section and the East line of said EAGLE TRACE - PHASE 1 as recorded in Map Book 29 Page 142 in the office of the Judge of Probate, Shelby County, Alabama for 656.90 feet to the POINT OF BEGINNING.

PARCEL 5 IS ALSO KNOWN AS:

A parcel of land situated in the Northeast Quarter of the Southeast Quarter of the Southwest Quarter of Section 5, Township 19 South, Range 1 West, Shelby County, Alabama, being more particularly described as follows:

Commencing at a found 2" capped pipe purported to be the Northwest Corner of the Southeast quarter of the Southwest quarter of Section 5, Township 19 South, Range I West, Shelby County, Alabama, said point lying on the Easterly line of Lot 11 of EAGLE TRACE - PHASE 1 as recorded in Map Book 29 Page 142 in the office of the Judge of Probate, Shelby County, Alabama, said point also being the Southwest corner of A RESUBDIVISION OF THE VILLAGE AT LEE BRANCH as recorded in Map Book 31 Page 130A and 130B in the office of the Judge of Probate, Shelby County, Alabama; thence proceed along the North line of said quarter-quarter section and the South line of A RESUBDIVISION OF THE VILLAGE AT LEE BRANCH as recorded in Map Book 31 Page 130A and 130B in the office of the Judge of

Probate, Shelby County, Alabama for 666.78 feet to an iron pin set at the Northeast corner of the Northwest quarter of the Southeast quarter of the Southwest quarter of Section 5, Township 19 South, Range 1 West, Shelby County, Alabama said point being the POINT OF BEGINNING of herein described parcel; thence continuing Easterly along said North line of said Northwest quarter of the Southeast quarter of the Southwest quarter of Section 5, Township 19 South, Range 1 West, Shelby County, Alabama and said South line of A RESUBDIVISION OF THE VILLAGE AT LEE BRANCH as recorded in Map Book 31 Page 130A and 130B in the office of the Judge of Probate, Shelby County, Alabama for 333.28 feet to an iron pin set; thence leaving said North line of said Northwest quarter of the Southeast quarter of the Southwest quarter of Section 5, Township 19 South, Range 1 West, Shelby County, Alabama and said South line of A RESUBDIVISION OF THE VILLAGE AT LEE BRANCH as recorded in Map Book 31 Page 130A and 130B in the office of the Judge of Probate, Shelby County, Alabama with a deflection angle right of $90^{\circ}36'53''$ proceed Southerly for 658.78 feet to an iron pin set on the South line of said Northwest quarter of the Southeast quarter of the Southwest quarter of Section 5, Township 19 South, Range 1 West, Shelby County, Alabama; thence with a deflection angle right of $89^{\circ}29'33''$ proceed Westerly along said South line of said Northwest quarter of the Southeast quarter of the Southwest quarter of Section 5, Township 19 South, Range 1 West, Shelby County, Alabama for 332.53 feet to an iron pin set, said point being the Southeast corner of the Northwest Quarter of the Southeast Quarter of the Southwest Quarter of Section 5, Township 19 South, Range 1 West, Shelby County, Alabama; thence with a deflection angle right of $90^{\circ}26'33''$ proceed Northerly along the East line of said Northwest Quarter of the Southeast Quarter of the Southwest Quarter of Section 5, Township 19 South, Range 1 West, Shelby County, Alabama for 658.15 feet to a point, said point being the POINT OF BEGINNING.

AND:

A parcel of land situated in the Northwest Quarter of the Southeast Quarter of the Southwest Quarter of Section 5, Township 19 South, Range 1 West, Shelby County, Alabama, being more particularly described as follows:

Commencing at a found 2" capped pipe purported to be the Northwest Corner of the Southeast quarter of the Southwest quarter of Section 5, Township 19 South, Range 1 West, Shelby County, Alabama, said point lying on the Easterly line of Lot 11 of EAGLE TRACE - PHASE 1 as recorded in Map Book 29 Page 142 in the office of the Judge of Probate, Shelby County, Alabama, said point also being the Southwest corner of A RESUBDIVISION OF THE VILLAGE AT LEE BRANCH as recorded in Map Book 31 Page 130A and 130B in the office of the Judge of Probate, Shelby County, Alabama, said point also being the POINT OF BEGINNING of herein described parcel; thence proceed Easterly along the North line of said quarter-quarter section and the South line of said A RESUBDIVISION OF THE VILLAGE AT LEE BRANCH as recorded in Map Book 31 Page 130A and 130B in the office of the Judge of Probate, Shelby County, Alabama for 666.78 feet to an iron pin set, being the Northeast corner of the Northwest quarter of the Southeast quarter of the Southwest quarter of Section 5, Township 19 South, Range 1 West, Shelby County, Alabama; thence leaving said quarter-quarter line and said South line of A RESUBDIVISION OF THE VILLAGE AT LEE BRANCH as recorded in Map Book 31 Page 130A and 130B in the office of the Judge of Probate, Shelby County, Alabama with a deflection angle right of $90^{\circ}32'59''$ proceed Southerly along the East line of the

Northwest quarter of the Southeast quarter of the Southwest quarter of Section 5, Township 19 South, Range 1 West, Shelby County, Alabama for 658.15 feet to a point, said point being the Southeast corner of the Northwest quarter of the Southeast quarter of the Southwest quarter of Section 5, Township 19 South, Range 1 West, Shelby County, Alabama; thence with a deflection angle right of 89°33'27" proceed Westerly along the South line of said quarter-quarter-quarter section for 666.02 feet to an iron pin set, said pin being the Southwest corner of Northwest quarter of the Southeast quarter of the Southwest quarter of Section 5, Township 19 South, Range 1 West, Shelby County, Alabama, said iron also being the Southeast corner of Lot 1 of EAGLE TRACE - PHASE 1 as recorded in Map Book 29 Page 142 in the office of the Judge of Probate, Shelby County, Alabama; thence with a deflection angle right of 90°22'39" proceed Northerly along the West line of said quarter-quarter-quarter section and the East line of said EAGLE TRACE - PHASE 1 as recorded in Map Book 29 Page 142 in the office of the Judge of Probate, Shelby County, Alabama for 656.90 feet to the POINT OF BEGINNING.

LESS AND EXCEPT the following described parcel:

Lot 1 of The Village at Lee Branch Sector 1- Phase 3, as shown on the map recorded in Map Book 41, Page 95, in the Office of the Judge of Probate of Shelby County, Alabama.

NOTE: THE ABOVE DESCRIBED LEGALS ARE SHOWN AS "ACREAGE" PARCEL ACCORDING TO THE MAP AND SURVEY OF THE VILLAGE AT LEE BRANCH SECTOR 1 - PHASE 3, AS RECORDED IN MAP BOOK 41, PAGE 95 IN THE OFFICE OF THE JUDGE OF PROBATE OF SHELBY COUNTY, ALABAMA.

ALSO LESS AND EXCEPT:

Public right of way known as Farley Lane as depicted on that plat recorded at Map Book 42, Page 10, Shelby County, Alabama records.

ALSO LESS AND EXCEPT:

Public right of way known as Farley Court as depicted on that plat recorded at Map Book 42, Page 56, Shelby County, Alabama Records.

ALSO TOGETHER WITH, the rights, privileges, easements and appurtenances created by the following:

Agreement of Covenants, Conditions and Restrictions and Grant of Easements by AIG Baker East Village, L.L.C., dated January 29, 2009, recorded January 29, 2009, in Instrument Number 20100129000029100; as assigned by that certain Assignment of Agreement of Covenants, Conditions and Restrictions and Grant of Easements by AIG Baker East Village, L.L.C., recorded January 29, 2009, in Instrument Number 20100129000029120.

