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PREPARED BY AND UPON
RECORDATION RETURN TO:
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AMO File No. 614.004
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BK 93 PG 172
W.E. DAVIS CH. CLK.

BK 1467 PG 82
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ASSIGNMENT OF DEED OF TRUST AND SECURITY AGREEMENT
AND ASSIGNMENT OF ASSIGNMENT OF LEASES AND RENTS

THIS ASSIGNMENT OF DEED OF TRUST AND SECURITY AGREEMENT AND ASSIGNMENT OF ASSIGNMENT OF LEASES AND RENTS (the "Assignment") is executed as of the 20th day of November, 2001, by DEUTSCHE BANC MORTGAGE CAPITAL, L.L.C., a Delaware limited liability company, with an address of 31 W. 52nd Street, 17th Floor, New York, New York 10019, (the "Assignor"), to WELLS FARGO BANK MINNESOTA, NATIONAL ASSOCIATION, AS TRUSTEE FOR THE REGISTERED HOLDERS OF GMAC COMMERCIAL MORTGAGE SECURITIES, INC., MORTGAGE PASS-THROUGH CERTIFICATES, SERIES 2002-C1, with an address of 751 Kasota Avenue, MDC, Minneapolis, Minnesota, 55414 (the "Assignee").

BACKGROUND

WHEREAS, on October 4, 2001, Assignor made a loan to BRADFORD MS II, LLC, a Mississippi limited liability company, (the "Borrower"), in the original amount of Ten Million Three Hundred Fifty Thousand and no/100 Dollars (\$10,350,000.00) (the "Loan"), which Loan is evidenced by that certain Promissory Note dated October 4, 2001, executed by Borrower and payable to the order of Assignor in the principal amount as aforesaid (the "Note");

WHEREAS, the obligations of the Borrower under the Loan and the Note are secured by, among other things that certain Deed of Trust and Security Agreement (the "Deed of Trust"), dated as of October 4, 2001, executed by Borrower and recorded on October 5, 2001, in Book 1390, Page 0579, with the Chancery Clerk of DeSoto County, State of Mississippi (the "Chancery Clerk") and that certain Assignment of Leases and Rents (the "Assignment of Leases"), dated as of October 4, 2001, executed by Borrower and recorded on October 5, 2001, in Book 91, Page 377, with the Chancery Clerk. The Deed of Trust and Assignment of Leases pertain to the property described as follows:

SEE EXHIBIT "A" ATTACHED HERETO AND MADE A PART HEREOF;

WHEREAS, Assignor endorsed the Note to Assignee and;

WHEREAS, Assignor desires to assign its interest in the Deed of Trust and Assignment of Leases to Assignee.

ASSIGNMENT

For \$10.00 and other valuable consideration, the receipt and sufficiency of which are hereby acknowledged, Assignor hereby assigns and transfers to Assignee, without recourse, representation or warranty, expressed or implied, all of Assignor's right, title and interest in, to and under the Deed of Trust and the Assignment of Leases, to have and to hold unto Assignee, its successors and assigns, forever.

THIS ASSIGNMENT has been executed by Assignor as of the date specified at the beginning of this Agreement.

ASSIGNOR:

DEUTSCHE BANC MORTGAGE CAPITAL,
L.L.C.,
a Delaware limited liability company

Witness:

Joanne Martini
Name: Joanne Martini

By: *Michelle Leighton*
Name:
Title: **MICHELLE LEIGHTON**
DIRECTOR

State of New York)
County of New York) ss:

Personally appeared before me, the undersigned authority in and for said County and State, on this 20th day of ~~October~~ ^{November}, 2001, within my jurisdiction, the within named Michelle Lighter, who acknowledged that he/she is Director of Deutsche Banc Mortgage Capital, L.L.C., a Delaware limited liability company, and that for and on behalf of the said limited liability company, and as its act authorized by said limited liability company so to do.

Karen D. Bernsohn
Notary Public

KAREN D. BERNSOHN
Notary Public, State of New York
No 01BE6008838
Qualified in New York County
Commission Expires June 15, 2002

Printed Name

My Commission Expires:



EXHIBIT A
LEGAL DESCRIPTION

A 15.31 MORE OR LESS, ACRE TRACT OF LAND LOCATED IN THE NORTHWEST QUARTER AND THE NORTHEAST QUARTER OF THE SOUTHEAST QUARTER OF SECTION 26, TOWNSHIP 1 SOUTH, RANGE 6 WEST, CITY OF OLIVE BRANCH, DESOTO COUNTY, MISSISSIPPI, AND BEING KNOWN AS ANNANDALE GARDEN PHASE II, LOT 17B, FIRST REVISION LOT 17 HOLIDAY CROSSING SUBDIVISION (PLAT BOOK 69, PAGE 42), AND BEING MORE PARTICULARLY DESCRIBED AS FOLLOWS:

COMMENCING AT AN IRON PIN (FOUND) AT THE NORTHWEST CORNER OF THE NORTHEAST QUARTER OF THE SOUTHEAST QUARTER OF SECTION 26, TOWNSHIP 1 SOUTH, RANGE 6 WEST, SAID POINT BEING THE TRUE POINT OF BEGINNING FOR THE HEREIN DESCRIBED TRACT; THENCE SOUTH 89 DEGREES 48 MINUTES 55 SECONDS WEST, 278.16 FEET TO AN IRON PIN (FOUND); THENCE SOUTH 11 DEGREES 34 MINUTES 02 SECONDS EAST, 75.30 FEET TO AN IRON PIN (FOUND); THENCE SOUTH 09 DEGREES 41 MINUTES 37 SECONDS EAST, 107.64 FEET TO AN IRON PIN (FOUND); THENCE SOUTH 80 DEGREES 20 MINUTES 48 SECONDS EAST, 38.46 FEET TO AN IRON PIN (FOUND); THENCE SOUTH 43 DEGREES 10 MINUTES 12 SECONDS EAST, 35.37 FEET TO AN IRON PIN (FOUND); THENCE SOUTH 19 DEGREES 30 MINUTES 26 SECONDS EAST, 240.04 FEET TO AN IRON PIN (FOUND); THENCE SOUTH 34 DEGREES 23 MINUTES 49 SECONDS WEST, 115.52 FEET TO AN IRON PIN (FOUND); THENCE SOUTH 57 DEGREES 59 MINUTES 25 SECONDS WEST, 174.45 FEET TO AN IRON PIN (FOUND); THENCE SOUTH 37 DEGREES 33 MINUTES 03 SECONDS WEST, 276.70 FEET TO AN IRON PIN (FOUND); THENCE SOUTH 50 DEGREES 56 MINUTES 01 SECONDS WEST, 64.29 FEET TO AN IRON PIN (FOUND); THENCE SOUTH 53 DEGREES 08 MINUTES 50 SECONDS WEST, 47.16 FEET TO AN IRON PIN (FOUND); THENCE SOUTH 00 DEGREES 59 MINUTES 38 SECONDS WEST, 66.40 FEET TO AN IRON PIN (FOUND); THENCE NORTH 63 DEGREES 31 MINUTES 24 SECONDS WEST, 620.33 FEET TO AN IRON PIN (FOUND); THENCE NORTH 23 DEGREES 25 MINUTES 36 SECONDS EAST, 311.07 FEET TO AN IRON PIN (FOUND); THENCE NORTH 07 DEGREES 28 MINUTES 52 SECONDS EAST, 286.16 FEET TO AN IRON PIN (FOUND); THENCE NORTH 00 DEGREES 29 MINUTES 36 SECONDS EAST, 136.46 FEET TO AN IRON PIN (FOUND); THENCE SOUTH 89 DEGREES 40 MINUTES 34 SECONDS EAST, 410.16 FEET TO THE POINT OF BEGINNING AND CONTAINING 15.32, MORE OR LESS, ACRES OF LAND SUBJECT TO ALL CODES, COVENANTS, RESTRICTIONS, REVISIONS, REGULATIONS, EASEMENTS, AND RIGHTS-OF-WAY OF RECORD.

LESS AND EXCEPT 0.01, MORE OR LESS, ACRES BEING MORE PARTICULARLY DESCRIBED AS FOLLOWS: COMMENCING AT THE SOUTHWEST CORNER OF LOT 17B; THENCE SOUTH 63 DEGREES 31 MINUTES 24 SECONDS EAST, 81.48 FEET TO A POINT, SAID POINT BEING THE TRUE POINT OF BEGINNING FOR THE HEREIN DESCRIBED TRACT; THENCE NORTH 28 DEGREES 28 MINUTES 36 SECONDS EAST, 20.00 FEET; THENCE SOUTH 63 DEGREES 31 MINUTES 24 SECONDS EAST, 20.00 FEET; THENCE SOUTH 28 DEGREES 28 MINUTES 36 SECONDS WEST, 20.00 FEET; THENCE NORTH 63 DEGREES 31 MINUTES 24 SECONDS WEST, 20.00 FEET TO THE POINT OF BEGINNING AND CONTAINING 0.01, MORE OR LESS, ACRES.

TOGETHER WITH all benefits derived from Easement Agreement of record in Deed Book 365, Page 29, in said Clerk's Office.