

Loan No. 96540

This instrument was prepared by:
Robert T. Bradford, Esq.
Fannie Mae
3900 Wisconsin Avenue
Washington, DC 20016

When recorded return to:
Vanessa Worthington
Massachusetts Mutual Life Insurance Company
c/o Babson Capital Management LLC
1500 Main Street, Suite 2800
Springfield, MA 01115

P 3/21/06 4:43:49
BK 113 PG 227
DESOTO COUNTY, MS
W.E. DAVIS, CH CLERK

 3/21/06 4:43:16
BK 2,434 PG 389
DESOTO COUNTY, MS
W.E. DAVIS, CH CLERK

PLEASE RETURN TO:
AMANDA SHORT
FIRST AMERICAN TITLE INS. CO.
101 HUNTINGTON AVE., 13TH FL.
BOSTON, MA 02199

ASSIGNMENT OF COLLATERAL AGREEMENTS AND OTHER LOAN DOCUMENTS

The undersigned ("Lender") hereby assigns to MASSACHUSETTS MUTUAL LIFE INSURANCE COMPANY ("Mass Mutual"), all right, title and interest of Lender in and to all of the loan documents (the "Loan Documents") executed in connection with the loan (the "Loan") in the original principal amount of \$5,000,000.00 to Goodman Partners, L.P. ("Borrower") as evidenced by that certain promissory note dated December 11, 1996, and secured by a Deed of Trust and Security Agreement, dated December 11, 1996, and recorded on December 12, 1996 in the Clerks Office for Desoto County, MS at Book 875, Page 211; and by Assignment of Leases and Rents, dated December 11, 1996, and recorded on December 12, 1996 at Book 73, Page 408; as assigned pursuant to that certain Assignment of Collateral Agreements and Other Loan Documents from Massachusetts Mutual Life Insurance Company to Fannie Mae dated November 24, 1999, and recorded on December 21, 1999 at Book 1174, Page 0540.

This Assignment is given in connection with, and in consideration of, Mass Mutual's re-purchase of the Loan and for other good and valuable consideration, the receipt and sufficiency of which are acknowledged.

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In witness whereof, Lender has caused this Assignment to be executed, sealed and delivered this 28th day of December, 2005.

LENDER:

FANNIE MAE

WITNESS:

Jana Dress
John G. Ty

By: *Gerald P. LaHaie*
Name: Gerald P. LaHaie
Title: Vice President
3900 Wisconsin Avenue, N.W.
Washington, D.C. 20016

ACKNOWLEDGEMENT

STATE OF MARYLAND)
) ss
COUNTY OF MONTGOMERY)

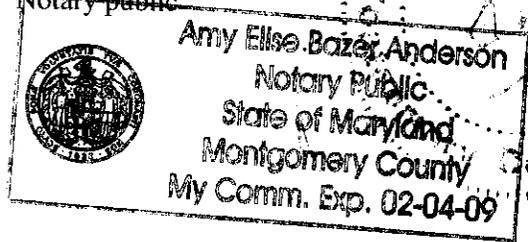
On this 28th day of December, 2005, before me, the undersigned party, personally appeared Gerald P. LaHaie, who acknowledged himself to a Vice President of Fannie Mae and that as such Vice President being authorized to do so, he executed the foregoing Assignment for the purposes therein contained by signing his name on behalf of Fannie Mae.

IN WITNESS WHEREOF, I hereunto set my hand and official seal.

Amy E. B. Anderson

(print name)

Notary public



My Commission expires: