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Prepared by and when recorded
return to:

PEPLER MASTROMONACO LLP
100 First Street, 25th Floor
San Francisco, California 94105
Attention: Monique Olivier, Esq.
Tel: (415) 978-9860

Loan No.: 70-0400890

This instrument affects a Deed of Trust and
Security Agreement recorded in Book 2383 at
Page 195 and should be noted on the margin of
this instrument.

MEMORANDUM OF ASSUMPTION AGREEMENT

JSL SH, LLC, JAY SH, LLC, JM SH, LLC, A&C SH, LLC, JBL SH, LLC, PAUL SH, LLC, and KEYVAN SH, LLC, each a Delaware limited liability company having a mailing address at 8110 Birnam Wood Drive, McLean, Virginia 22102, as tenants in common (collectively, "**Transferor**"), SOUTHAVEN LLC, a Virginia limited liability company, with a mailing address at 8110 Birnam Wood Drive, McLean, Virginia 22102 ("**Transferee**"), JEFFREY S. LEWIS, an individual, having an address at 8110 Birnam Wood Drive, McLean, Virginia 22102, JEFFREY J. MAYNOR, an individual, ARTHUR MAYNOR, an individual, CHERYL MAYNOR, an individual, and CHRISTOPHER S. MAYNOR, an individual, each having an address at 4521 Professional Circle, Virginia Beach, Virginia 23455 JOSEPH A. SEBASTIAN, an individual, and SHARON SEBASTIAN, an individual, each having an address at 8127 Dunsinane Court, McLean, Virginia 22102, and J.B.L ENTERPRISES, INC., a Delaware corporation, having an address at c/o John B. Lewis, 8360 Greensboro Drive, Suite 114, McLean, Virginia 22102 (collectively, "**Guarantor**"), PAUL R. RENEAU, an individual, and JULIA G. RENEAU, an individual, each with an address at 317 River Bend Road, Great Falls, Virginia 22066, and KEYVAN AHDUT, an individual, with an address at 11207 Healy street, Silver Spring, Maryland 20902 (together with Jeffrey S. Lewis, Jeffrey J. Maynor, Joseph A. Sebastian, Arthur C. Maynor, Cheryl Maynor and J.B.L. Enterprises, Inc., collectively, "**Existing Guarantor**"), and HSBC BANK USA, NATIONAL ASSOCIATION, as Trustee for Morgan Stanley Capital I Inc., Commercial Mortgage Pass-Through Certificates, Series 2006-HQ9, with a mailing address at c/o Wells Fargo Bank, N.A., Commercial Mortgage Servicing, 1320 Willow Pass Road, Suite 300, Concord, California 94520 ("**Lender**"), are parties to that certain Assumption Agreement dated of even date herewith ("**Assumption Agreement**"). The undersigned parties agree that all obligations under that certain promissory note dated December 29, 2005, in the original principal amount of Nine Million Nine Hundred Fifteen Thousand and no/100ths Dollars (\$9,915,000.00), secured by that certain Deed of Trust and Security Agreement recorded December 30, 2005 in Book 2383 at Page 195, in the office of the Chancery Clerk of DeSoto County, Mississippi (the "**Official Records**"), the beneficiary's interest under which was assigned by instrument recorded on September 25, 2006, in Book 2569 at Page 301 in the Official Records, and all other loan documents referred to in the Assumption Agreement, have been assumed by Transferee upon the terms and conditions set forth in the Assumption Agreement. Said Assumption Agreement is by this reference incorporated herein and made a part hereof.

Dated: April 30, 2008

{8188 | 0452 | 00448751.DOC; 3}

mckenzie (em)

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IN WITNESS WHEREOF, Transferor, Existing Guarantor, Transferee, Guarantor and Lender have caused this Agreement to be duly executed on the dates beneath their respective signatures, and effective as of the date first above written

LENDER:

HSBC BANK USA, NATIONAL ASSOCIATION
as Trustee for Morgan Stanley Capital I Inc.,
Commercial Mortgage Pass-Through Certificates,
Series 2006-HQ9

By: Wells Fargo Bank, National Association, as
Master Servicer under the Pooling and
Servicing Agreement dated as of August 1,
2006, among Morgan Stanley Capital I Inc.,
Wells Fargo Bank, National Association, J.E.
Robert Company, Inc., HSBC Bank USA,
National Association, and LaSalle Bank
National Association

By: 
Name: Tracy Mills-Smith
Title: Vice President
Date: March 26, 2008

[Signatures continued on next page]

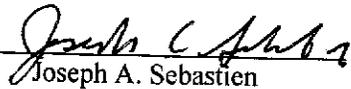
TRANSFEROR:

JSL SH, LLC,
a Delaware limited liability company

By: 
Jeffrey S. Lewis
Manager

Date: March 26, 2008

JAY SH, LLC,
a Delaware limited liability company

By: 
Joseph A. Sebastien
Manager

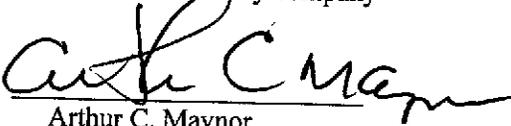
Date: March 27, 2008

JM SH, LLC,
a Delaware limited liability company

By: 
Jeffrey J. Maynor
Manager

Date: March 25, 2008

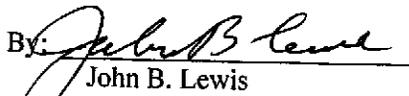
A&C SH, LLC,
a Delaware limited liability company

By: 
Arthur C. Maynor
Manager

Date: March 25, 2008

JBL SH, LLC,
a Delaware limited liability company

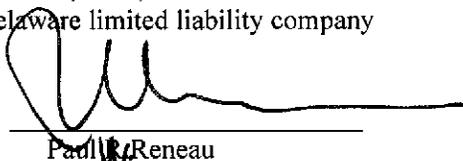
By: J.B.L. Enterprises, Inc.,
a Delaware corporation,
its manager

By: 
John B. Lewis
President

Date: March 26, 2008

PAUL SH, LLC,
a Delaware limited liability company

By: _____



Paul W. Reneau
Manager

Date: ~~March 3~~, 2008
April

KEYVAN SH, LLC,
a Delaware limited liability company

By: _____

Keyvan Ahdut
Manager

Date: March __, 2008

[Signatures continued on following page]

PAUL SH, LLC,
a Delaware limited liability company

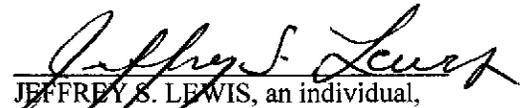
By: _____
Paul R. Reneau
Manager
Date: March __, 2008

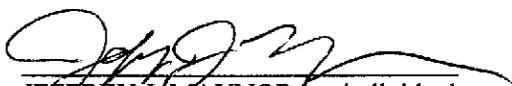
KEYVAN SH, LLC,
a Delaware limited liability company

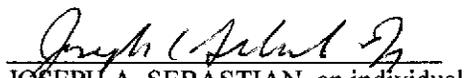
By: _____
Keyvan Ahdut
Manager
Date: March 1, 2008
Afa!

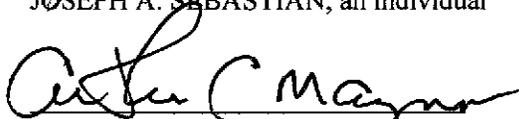
[Signatures continued on following page]

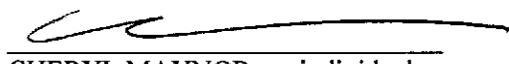
EXISTING GUARANTOR:


JEFFREY S. LEWIS, an individual,

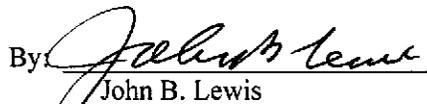

JEFFREY J. MAYNOR, an individual


JOSEPH A. SEBASTIAN, an individual


ARTHUR C. MAYNOR, an individual


CHERYL MAYNOR, an individual

J.B.L ENTERPRISES, INC.,
a Delaware corporation

By: 
John B. Lewis
President

PAUL R. RENEAU, an individual

JULIA RENEAU, an individual

KEYVAN AHDUT, an individual

EXISTING GUARANTOR:

JEFFREY S. LEWIS, an individual,

JEFFREY J. MAYNOR, an individual

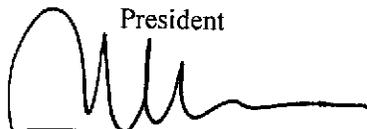
JOSEPH A. SEBASTIAN, an individual

ARTHUR C. MAYNOR, an individual

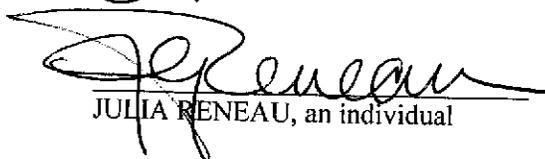
CHERYL MAYNOR, an individual

J.B.L ENTERPRISES, INC.,
a Delaware corporation

By: _____
John B. Lewis
President



PAUL W. RNEAU, an individual



JULIA RNEAU, an individual

KEYVAN AHDUT, an individual

EXISTING GUARANTOR:

JEFFREY S. LEWIS, an individual,

JEFFREY J. MAYNOR, an individual

JOSEPH A. SEBASTIAN, an individual

ARTHUR C. MAYNOR, an individual

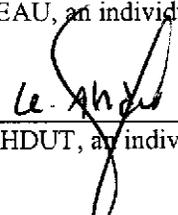
CHERYL MAYNOR, an individual

J.B.L ENTERPRISES, INC.,
a Delaware corporation

By: _____
John B. Lewis
President

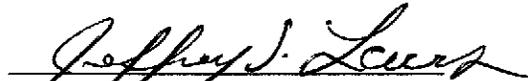
PAUL R. RENEAU, an individual

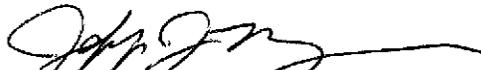
JULIA RENEAU, an individual

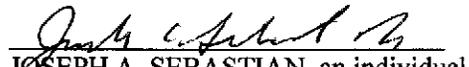


KEYVAN AHDUT, an individual

GUARANTOR:


JEFFREY S. LEWIS, an individual,


JEFFREY J. MAYNOR, an individual


JOSEPH A. SEBASTIAN, an individual

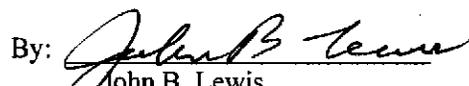

SHARON SEBASTIAN, an individual


ARTHUR C. MAYNOR, an individual


CHERYL MAYNOR, an individual


CHRISTOPHER S. MAYNOR, an individual

J.B.L ENTERPRISES, INC.,
a Delaware corporation

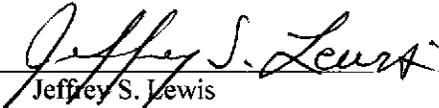
By: 
John B. Lewis
President

[Signatures continued on following page]

TRANSFeree:

SOUTHAVEN LLC,
a Virginia limited liability company

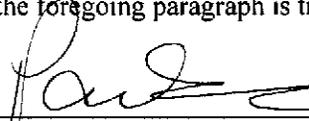
By: Southaven Manager LLC,
a Virginia limited liability company,
its Manager

By: 
Jeffrey S. Lewis
Sole Member
Date: March 26, 2008

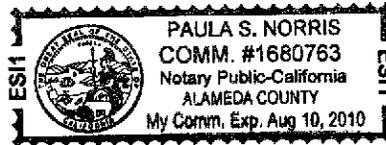
STATE OF CALIFORNIA)
) ss
COUNTY OF CONTRA COSTA)

Personally appeared before me, the undersigned authority for said county and state, on March 26, 2008, within my jurisdiction, the within named Tracy Mills-Smith, who acknowledged to me that he/she is VP of Wells Fargo Bank, National Association, a national banking association and Master Servicer under the Pooling and Servicing Agreement dated as of August 1, 2006, among Morgan Stanley Capital I Inc., Wells Fargo Bank, National Association, J.E. Roberts Company, Inc., HSBC Bank USA, National Association and LaSalle Bank National Association, and that in its capacity as Master Servicer and for and on behalf of HSBC Bank, USA, National Association as trustee for Morgan Stanley Capital I Inc., Commercial Mortgage Pass-Through Certificates, Series 2006-HQ9, and the act and deed of Wells Fargo Bank, National Association as Master Servicer on behalf of HSBC Bank, USA, National Association as trustee for Morgan Stanley Capital I Inc., Commercial Mortgage Pass-Through Certificates, Series 2006-HQ9, and as the act and deed of HSBC Bank, USA, National Association as trustee for Morgan Stanley Capital I Inc., Commercial Mortgage Pass-Through Certificates, Series 2006-HQ9, he/she executed the above and foregoing instrument, after first having been duly authorized by said corporations, national associations and the said Pooling and Servicing Agreement to do sot.

I certify under PENALTY OF PERJURY under the laws of the State of California that the foregoing paragraph is true and correct.



Notary Public
My Commission Expires: _____



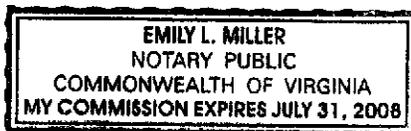
STATE OF VIRGINIA

CEVA) ss
COUNTY OF Virginia)
ASAC)

Personally appeared before me, the undersigned authority for said county and state, on March 25, 2008, within my jurisdiction, the within named JEFFREY J. MAYNOR, who acknowledged to me that he is Manager of JM SH, LLC, a Delaware limited liability company, and that for and on behalf of said limited liability company, and as its act and deed, he executed the above and foregoing instrument, after first having been duly authorized by said limited liability company to do so.

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

Emily L. Miller
Notary Public
My Commission Expires: 7/31/08
Notary ID # 341231



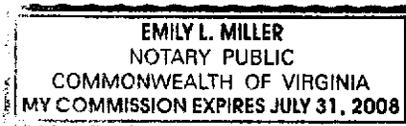
STATE OF VIRGINIA

CITY OF Virginia) SS
COUNTY OF Stafford

Personally appeared before me, the undersigned authority for said county and state, on March 28, 2008, within my jurisdiction, the within named ARTHUR C. MAYNOR, who acknowledged to me that he is Manager of A&C SH, LLC, a Delaware limited liability company, and that for and on behalf of said limited liability company, and as its act and deed, he executed the above and foregoing instrument, after first having been duly authorized by said limited liability company to do so.

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

Emily L. Miller
Notary Public
My Commission Expires: 7/31/08
Notary ID# 3A1231



STATE OF VIRGINIA)
) ss
COUNTY OF _____)

Personally appeared before me, the undersigned authority for said county and state, on March 27 2008, within my jurisdiction, the within named JOSEPH A. SEBASTIAN, who acknowledged to me that he is Manager of JAY SH, LLC, a Delaware limited liability company, and that for and on behalf of said limited liability company, and as its act and deed, he executed the above and foregoing instrument, after first having been duly authorized by said limited liability company to do so.

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

Aster Kassaye Gebremeskel
Notary Public
My Commission Expires: Oct. 31, 2011

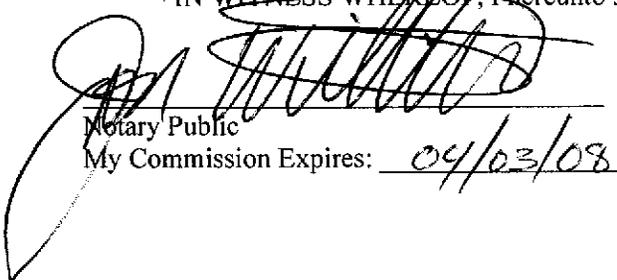
 ASTER-KASSAYE-GEBERMESKEL
NOTARY PUBLIC 7153878
COMMONWEALTH OF VIRGINIA
MY COMMISSION EXPIRES OCT. 31, 2011

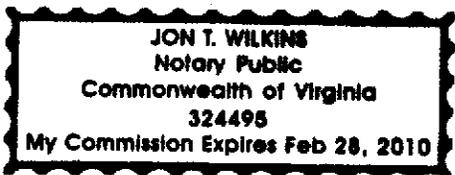
STATE OF VIRGINIA

COUNTY OF Fairfax) ss

~~April~~ ~~March~~ 3, 2008, Personally appeared before me, the undersigned authority for said county and state, within my jurisdiction, the within named PAUL ~~U~~ RENEAU, who acknowledged to me that he is Manager of PAUL SH, LLC, a Delaware limited liability company, and that for and on behalf of said limited liability company, and as its act and deed, he executed the above and foregoing instrument, after first having been duly authorized by said limited liability company to do so.

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


Notary Public
My Commission Expires: 04/03/08



STATE OF ~~VIRGINIA~~ MARYLAND
COUNTY OF Montgomery) SS

April Personally appeared before me, the undersigned authority for said county and state, on March 2, 2008, within my jurisdiction, the within named KEYVAN AHDUT, who acknowledged to me that he is Manager of KEYVAN SH, LLC, a Delaware limited liability company, and that for and on behalf of said limited liability company, and as its act and deed, he executed the above and foregoing instrument, after first having been duly authorized by said limited liability company to do so.

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

Tram-Anh Creighton
Notary Public
My Commission Expires:

