

PREPARED BY:

Sidley Austin LLP
555 West Fifth Street, 40th floor
Los Angeles, California 90013
Attn: Katheryn McCarthy
213-896-6607

CFE 6/09/11 9:29:58
DK T BK 3,310 PG 309
DESOTO COUNTY, MS
W.E. DAVIS, CH CLERK

RETURN TO:

* Snell & Wilmer L.L.P.
1500 Unisource Tower
One South Church Avenue
Tucson, Arizona 85701-1630
Attn: Curt D. Reimann
520-882-1204

SPACE ABOVE THIS LINE FOR RECORDER'S USE

ASSIGNMENT OF MORTGAGE

As of December 28, 2007, for value received, **DBNC PEACH LLC**, a Delaware limited liability company, whose address is 1345 Avenue of the Americas, 46th Floor, New York, NY 10105, (herein "Assignor"), does hereby grant, sell, assign, transfer and convey, unto **GENERAL ELECTRIC CAPITAL CORPORATION**, a Delaware corporation whose address is 8377 East Hartford Drive, Suite 200, Scottsdale Arizona 85255 (together with its successors and assigns, herein "Assignee"), a certain Deed of Trust and Assignment of Rents and Fixture Filing (the "Mortgage") dated January 20, 2000, made and executed by Robden Enterprises, Inc., an Arkansas corporation, to Paul F. T. Edwards, Esq., as trustee, for the benefit of Peachtree Franchise Finance, LLC ("Peachtree"), upon the following described property situated in DeSoto County, State of Mississippi, more particularly described in Exhibit A, attached hereto and made a part hereof;

Such Mortgage having been given to secure payment of \$1,499,000 (the "Loan"), which Mortgage is of record in Book 1183 at Page 779 of the Records of DeSoto County, State of Mississippi (the "Official Records");

Such Mortgage having been assigned to PFFC Funding, LLC, a Delaware limited liability company ("PFFC") pursuant to that certain Assignment of Deed of Trust, which Assignment is of record in Book 1185 at Page 388 of the Official Records;

Such Mortgage having been amended pursuant to that certain Loan Amendment, Cross-Default and Cross-Collateralization Agreement dated March 15, 2001, and recorded in the Official Records in Book 1319 at Page 0071;

Such Mortgage having been amended and restated pursuant to that certain Deed of Trust and Assignment of Rents and Fixture Filing (Amended and Restated) dated as of

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November 1, 2002, recorded in Book 1987 at Page 112 of the Official Records, pursuant to which the debt secured thereby was amended and restated as \$1,644,597.93;

Such Mortgage having been assigned to Wachovia Bank, National Association pursuant to that certain Assignment of Deed of Trust, which Assignment was recorded in Book 1997 at Page 100 of the Official Records;

Such Mortgage having been assigned to Assignor pursuant to that certain Assignment of Mortgage, which Assignment was recorded in Book 2008 at Page 0622 of the Official Records;

Together with the note and obligations therein described and the money due and to become due thereon with interest, and all rights accrued or to accrue under such Mortgage, and all of Assignor's right, title and interest under any and all fixture filings and Uniform Commercial Code Statements filed as fixture filings in connection with the Mortgage. The foregoing assignment is made in connection with that certain Portfolio Acquisition Agreement dated as of December 28, 2007 (the "Agreement") whereby Assignor and DBNC Peach I Trust agreed to sell and Assignee agreed to purchase certain mortgage loans, including the Loan. The foregoing assignment is made without representation or warranty (other than as set forth in the Agreement).

The representations and warranties of Assignor and Assignee under the Agreement shall be deemed and construed to survive the execution and delivery of this Assignment to the extent so provided in the Agreement. This Assignment is made pursuant to the requirements of the Agreement and is intended to be, and shall be construed as, cumulative with the terms of the Agreement and is not intended to and does not in any way limit the provisions of the Agreement, including, without limitation, the assignments made therein.

This Assignment shall be construed and enforced according to the laws of the State of Tennessee.

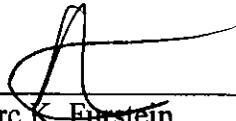
TO HAVE AND TO HOLD the same unto Assignee, its successor and assigns, forever, subject only to the terms and conditions of the above-referenced Mortgage.

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IN WITNESS WHEREOF, the undersigned Assignor has executed this Assignment of Mortgage on the date of the attached acknowledgement, to be effective as of the date first written above.

WITNESSETH:

DBNC Peach LLC,
a Delaware limited liability company

By: 
Name: Marc K. Furstein
Title: Chief Operating Officer and Manager

Witnesses:


Name: Robyn Gewanter


Name: Vivian Arses

Exhibit A

Lot 1, Midesha Subdivision as shown on Plat of record in Plat Book 50, Page 23, in the Chancery Clerk's Office of Desoto County, Mississippi, to which plat reference is made for a more particular description of said property, and which property is described in metes and bounds as follows:

SE $\frac{1}{4}$ Section 25, Township 1 South, Range 8 West
 Lot #1, Subdivision: Midesha

BEGIN AT THE SOUTHWEST CORNER OF LOT 2 OF MIDESHA SUBDIVISION (PLAT BOOK 50, PAGE 23) SOUTHAVEN, DESOTO COUNTY, MISSISSIPPI; THENCE NORTH 89 DEGREES 29 MINUTES 25 SECONDS EAST 221.03 ALONG THE SOUTHERLY LINE OF LOT 2 OF SAID SUBDIVISION TO AN IRON PIN (FOUND); THENCE SOUTH 02 DEGREES 45 MINUTES 37 SECONDS WEST 161.71 FEET ALONG THE WESTERLY LINE OF TRUSTMARK BANK PROPERTY TO AN IRON PIN (FOUND) IN THE NORTHERLY RIGHT-OF-WAY LINE OF GOODMAN ROAD; THENCE SOUTH 89 DEGREES 29 MINUTES 22 SECONDS WEST 184.00 FEET ALONG SAID RIGHT-OF-WAY TO A POINT; THENCE ALONG A CURVE TO THE RIGHT HAVING A RADIUS OF 30.00 FEET AND A DELTA ANGLE OF 90 DEGREES 56 MINUTES 51 SECONDS AND A ARC LENGTH OF 47.62 FEET AND A CHORD BEARING OF NORTH 45 DEGREES 00 MINUTES 11 SECONDS WEST AND CHORD DISTANCE OF 42.75 FEET TO A POINT IN THE EASTERLY RIGHT-OF-WAY LINE OF MOORE DRIVE (68'R.O.W.); THENCE NORTH 00 DEGREES 25 MINUTES 53 SECONDS EAST 130.97 ALONG SAID RIGHT-OF-WAY TO THE POINT OF BEGINNING CONTAINING 0.80, MORE OR LESS, ACRES (34,965 SQUARE FEET) OF LAND BEING SUBJECT TO ALL CODES, REGULATIONS, REMSIONS, RESTRICTIONS, EASEMENTS AND RIGHT-OF-WAYS OF RECORD.

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