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<p><u>Prepared by:</u> R. Spencer Clift III (MS Bar No. 100208) Baker, Donelson, Bearman, Caldwell & Berkowitz, P.C. 165 Madison Avenue Suite 2000 Memphis, Tennessee 38103 Telephone: (901) 577-2216</p>	<p><i>Fed</i></p>	<p><u>Return to:</u> R. Spencer Clift III (MS Bar No. 100208) Baker, Donelson, Bearman, Caldwell & Berkowitz, P.C. 165 Madison Avenue Suite 2000 Memphis, Tennessee 38103 Telephone: (901) 577-2216</p>
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STATE OF MISSISSIPPI
COUNTY OF DESOTO

INDEXING INSTRUCTIONS: Lot 1, Southaven Commons, 1st Revision, located in the Northeast 1/4 of the Northeast 1/4 of Section 31, Township 1 South, Range 7 West, Southaven, DeSoto County, Mississippi, as per plat thereof recorded in Plat Book 72, Page 14, in the Office of the Chancery Court Clerk of DeSoto County, Mississippi

MARGINAL NOTATIONS: Book 2383 Page 195

SUBSTITUTION OF TRUSTEE

WHEREAS, by Deed of Trust and Security Agreement (the "Deed of Trust"), dated December 29, 2005, 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 (collectively, the "Original Borrowers"), did convey in trust to William B. McKenzie, as Trustee, a certain tract of land to secure payment of a debt in the original principal sum of \$9,915,000.00 and other obligations as set forth therein payable to Morgan Stanley Mortgage Capital, Inc. ("Original Lender"), filed of record in the Office of the Chancery Court Clerk of DeSoto County, Mississippi (the "Land Records") in Book 2383, Page 195, as assumed and further modified by that certain Memorandum of Assumption Agreement filed of record in Book 2894, Page 393, in said Land Records, wherein Southaven LLC, a Virginia limited liability company, assumed all obligations as reflected in the original Note and Deed of Trust. Said Deed of Trust is incorporated herein by reference;

WHEREAS, said Deed of Trust was assigned by Original Lender to HSBC Bank USA, National Association, as Trustee for Morgan Stanley Capital I Inc., Commercial Mortgage Pass-Through Certificates, Series 2006-HQ9 ("Holder"), by Assignment of Deed of Trust and Security Agreement filed of record in Book 2569, Page 301, in said Land Records;

WHEREAS, the Holder is the true and lawful owner and holder of the debt aforesaid which is secured by the Deed of Trust and other liens, and Holder desires to appoint a Substitute Trustee under the Deed of Trust;

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NOW, THEREFORE, the Holder exercising its authority as such owner and holder of the debt aforesaid and Deed of Trust, does hereby name and appoint R. Spencer Clift, III as Substitute Trustee under said Deed of Trust, who is vested with all of the rights, powers, and privileges of the Trustee set forth in said Deed of Trust and hereby revokes any and all other appointments made heretofore.

Should the undersigned become the highest and best bidder at the foreclosure sale, the Substitute Trustee is hereby authorized to transfer and assign said bid and to convey title to said property to whomsoever the undersigned shall authorize. The statement in the Substitute Trustee's Deed that the undersigned has requested transfer of its bid to grantee(s) in the Substitute Trustee's Deed shall be binding on the undersigned and conclusive evidence in favor of the assignee or other parties thereto, that the Substitute Trustee was duly authorized and empowered to execute same.

WITNESS the execution hereof by HSBC Bank USA, National Association, as Trustee for Morgan Stanley Capital I Inc., Commercial Mortgage Pass-Through Certificates, Series 2006-HQ9, through its duly authorized Special Servicer, C-III Asset Management LLC, a Delaware limited liability company, this the 11 day of September, 2012.

HSBC BANK USA, NATIONAL ASSOCIATION, AS TRUSTEE FOR MORGAN STANLEY CAPITAL I INC., COMMERCIAL MORTGAGE PASS-THROUGH CERTIFICATES, SERIES 2006-HQ9

By: C-III Asset Management LLC, a Delaware limited liability company, successor to J.E. Robert Company, Inc., solely in its capacity as Special Servicer pursuant to that certain Pooling and Servicing Agreement dated August 1, 2006

By: [Signature]
Name: Cheryl T. Estridge
Title: Servicing Officer

STATE OF Texas
COUNTY OF Dallas

Personally appeared before me, the undersigned, a Notary Public within and for said State and County, duly commissioned and qualified, Cheryl Estridge, with whom I am personally acquainted, who upon oath, acknowledged himself/herself to be the Servicing Officer or other representative authorized to execute the instrument of C-III Asset Management LLC (F/K/A Centerline Servicing Inc.), a Delaware limited liability company, successor to J.E. Robert Company, Inc., solely in its capacity as Special Servicer pursuant to that certain Pooling and Servicing Agreement dated August 1, 2006, for HSBC Bank USA, National Association, as Trustee for the Registered Holders of Morgan Stanley Capital I Inc., Commercial Mortgage Pass-Through Certificates, Series 2006-HQ9, the within named bargainor, and that as such Servicing Officer and representative, he/she executed the foregoing instrument for the purpose therein contained, by signing his/her name of the company by herself/ himself as such Servicing Officer and authorized representative.

WITNESS my hand and seal at office, on this the 11 day of September, 2012.

[Signature]
Notary Public

My Commission Expires: March 11, 2014

