
Date: March 25, 2003

ASSIGNMENT OF ASSIGNMENT OF LEASES AND RENTS
(this "Assignment")

FROM

ARCHON FINANCIAL, L.P.
a Delaware limited partnership
("Assignor")

TO

GOLDMAN SACHS MORTGAGE CO.
a New York limited partnership
("Assignee")

This instrument prepared by and after recording please return to:

Kimberly Blacklow, Esquire
Cleary Gottlieb Steen & Hamilton
1 Liberty Plaza
New York, NY 10006

ASSIGNMENT OF ASSIGNMENT OF LEASES AND RENTS

THIS ASSIGNMENT is made this 25th day of March, 2003, by **Archon Financial, L.P.**, a Delaware limited partnership ("Assignor"), to and in favor of **Goldman Sachs Mortgage Co.**, a New York limited partnership ("Assignee").

Date of this Assignment: March 25, 2003

Name of Assignor: ARCHON FINANCIAL, L.P.
600 East Las Colinas Boulevard, Suite 800
Irving, Texas 75039

Name of Assignee: GOLDMAN SACHS MORTGAGE CO.
85 Broad Street
New York, New York 10004

Name of Assignor under
Lease Assignment: GS II BROOK HIGHLAND LLC

Date of Lease Assignment: March 11, 2003

Recording Information: March 18, 2003 in
200 30318000163400

Amount evidenced: \$123,500,000, to be increased to \$150,000,000 on the date hereof.

Location of Property: Shelby County, Alabama

For good and valuable consideration, the receipt and sufficiency of which are hereby acknowledged, and intending to be legally bound hereby, Assignor hereby grants, conveys, sells, assigns, and transfers to Assignee, its successors and assigns, all of Assignor's right, title and interest in and to that certain Assignment of Leases and Rents, delivered to Assignor by GS II BROOK HIGHLAND LLC, dated and recorded as hereinabove referenced (the "Lease Assignment"). The Lease Assignment encumbers that certain real property more particularly described on **EXHIBIT A** attached hereto.

TO HAVE AND TO HOLD the Lease Assignment unto Assignee, its successors and assigned, forever.

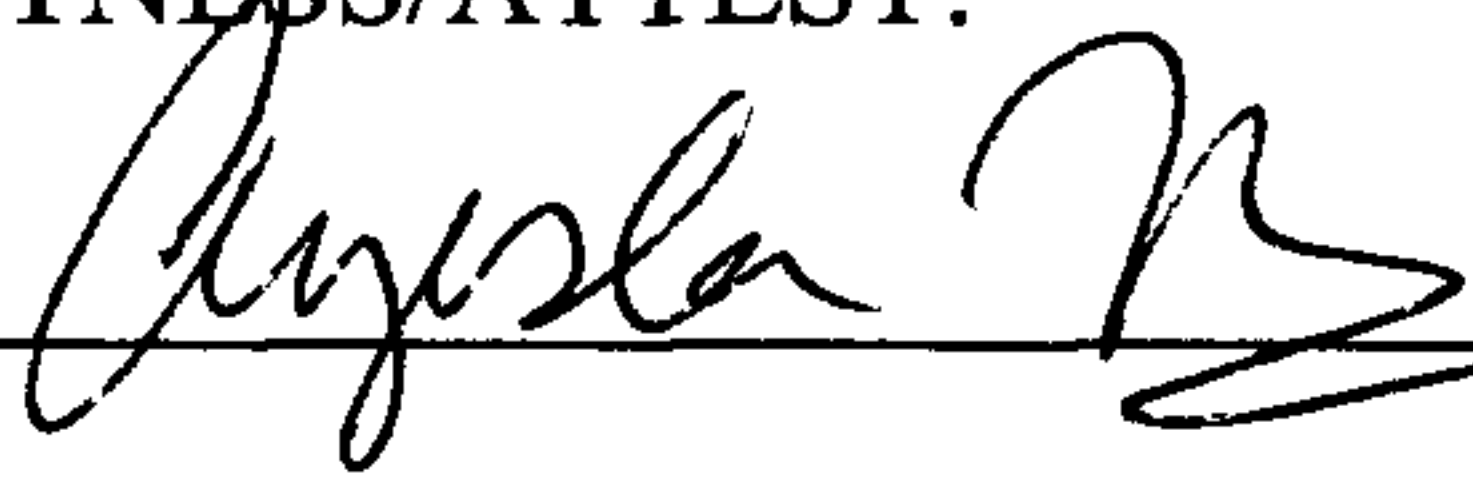
Except as herein after expressly set forth, this Assignment is made without any representation or warranty whatsoever by Assignor, except that Assignor hereby represents and warrants to Assignee that it is the true and lawful owner and holder of the Lease Assignment, and that Assignor has not heretofore assigned, transferred, pledged, hypothecated or encumbered its right, title and interest in and to the said Lease Assignment.

This Assignment shall be binding on the parties and upon their respective successors and assigns. This Assignment shall be governed by Alabama law.

[SIGNATURES ON THE FOLLOWING PAGE]

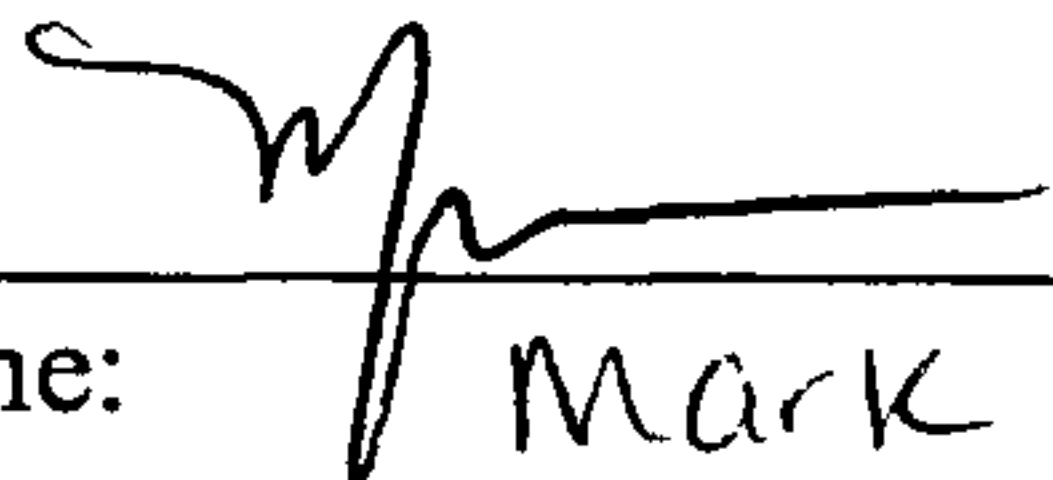
IN WITNESS WHEREOF, Assignor has caused this Assignment to be executed in its name by its duly authorized officer as of the date first above written.

WITNESS/ATTEST:



ARCHON FINANCIAL, L.P.

By: Archon Financial, L.L.C.,
its General Partner

By: 
Name: Mark Buono
Title: Director

STATE OF New York
COUNTY OF Kings

I, the undersigned, a Notary Public, in and for said County, in said State, hereby certify that Mark Buena, whose name as Director of Archon Financial, L.L.C., a Delaware limited liability company, as general partner of Archon Financial, L.P., a Delaware limited partnership, is signed to the foregoing Assignment of Assignment of Rents and Leases, and who is known to me, acknowledged before me on this day, that, being informed of the contents thereof, he, as such officer and with full authority, executed the same voluntarily for and as the act of said corporation.

Given under my hand and official seal this 14 day of March, 2003.

Michele Zeray
NOTARY PUBLIC Michele Zeray
(Print Name)

(SEAL)

My Commission Expires: _____

MICHELE ZERAY
Notary Public, State of New York
No. 01ZE6056119
Qualified in Kings County
Commission Expires 03/19/2003

EXHIBIT "A"

PARCEL 1

LOTS 1, 1A, 2,2A, ACCORDING TO THE BROOK HIGHLAND PLAZA RESURVEY, AS RECORD IN MAP BOOK 18M PAGE 99 IN THE PROBATE OFFICE OF SHELBY COUNTY, ALABAMA, BEING SITUATED IN SHELBY COUNTY, ALABAMA.

TOGETHER WITH ALL FO THE BENEFICIAL RIGHTS AND INTERESTS IN THE EASEMENT UNDER THE FOLLOWING INSTRUMENTS:

1). DECLARATION OF EASEMENTS AND RESTRICTIONS CONVENATS (BROOK HIGHLAND DEVELOPMENT-1.35 ACRES OUT PARCEL) BY AMSOUTH BANK N.A. AS ANCILLARY TRUSTEE FOR NBNC NATIONAL BANK OF NORTH CAROLINA, AS TRUSTEE FOR THE PUBLIC EMPLOYEES RETIREMENT SYSTEM OF OHIO, DATED AUGUST 29, 1990, AND RECORDED IN REAL 307, PAGE 985, IN SAID PROBATE OFFICE.

2.) EASEMENT AGREEMENT DATED OCTOBER 12, 1993, BY AN BETWEEN AMSOUTH BANK N.A., AS ANCILLARY TRUSTEE FOR NATIONSBANK OF NORTH CAROLINA, N.A. AS TRUSTEE FOR THE PUBLIC EMPLOYEES RETIREMENT SYSTEM OF OHIO, AND BROOK HIGHLAND LIMITED PARTNERSHIP, A GEORGIA LIMITED PARTNERSHIP RECORDED AS INSTRUMENT # 1993-32515 IN SAID PROBATE OFFICE.

PARCEL 2

ALL BENEFICIAL RIGHTS IN EASEMENTS GRANTED TO DEVELOPERS DIVERSIFIED OF ALABAMA CORP., BY THE EASEMENT AGREEMENT DATED DECEMBER 30, 1994, BY AND BETWEEN BROOK HIGHLAND LIMITED PARTNERSHIP AND DEVELOPERS DIVERSIFIED OF ALABAMA, AS RECORDED AS RECORDED AS INSTRUMENT NO. 1994-37773 IN PROBATE OFFICE OF SHELBY COUNTY, ALABAMA.

ALL BEING SITUATED IN SHELBY COUNTY, ALABAMA.

**ALL THAT TRACT OR PARCEL OF LAND LYING AND BEING IN SECTION 31 ,
TOWNSHIP 18 SOUTH RANGE 1 WEST, SHELBY COUNTY, ALABAMA BEING
MORE PARTICULARLY DESCRIBED AS FOLLOWS;**

**BEGINNING AT THE NORTHWEST CORNER OF THE SOUTHEAST QUARTER
OF SECTION 31, TOWNSHIP 18 SOUTH, RANGE 1 WEST, SHELBY COUNTY,
ALABAMA BEING SOUTH 89° 31'51" WEST A DISTANCE OF 848.96 FEET FROM
THE NORTHEAST CORNER OF LOT 1, BROOK HIGHLAND PLAZA RESURVEY
(MAP BOOK 18, PAGE 99);**

**THENCE RUN SOUTH 89°31'51" WEST A DISTANCE OF 50.00 FEET TO A POINT.
THENCE RUN SOUTH 00°38'38" EAST A DISTANCE OF 300.00 FEET TO A POINT;
THENCE RUN NORTH 89° 37'51" EAST A DISTANCE OF 20.00 FEET TO A POINT;
THENCE RUN SOUTH 01° 36'53" EAST A DISTANCE OF 295.07 FEET TO A POINT;
THENCE RUN SOUTH 89°31'51" WEST A DISTANCE OF 225.00 FEET TO A POINT;
THENCE RUN SOUTH 00°38'38" EAST A DISTANCE OF 145.41 FEET TO A POINT;
THENCE RUN SOUTH 88°24'44" WEST A DISTANCE OF 150.94 FEET TO A POINT;
THENCE RUN ALONG THE ARC OF A CURVE AN ARC DISTANCE OF 325.14 FEET
(SAID CURVE HAVING A RADIUS OF 910.27 FEET A CHORD BEARING OF NORTH
81°24'44" WEST A CHORD DISTANCE OF 323.42 FEET) TO A POINT;
THENCE RUN NORTH 71°10'44" WEST A DISTANCE OF 90.62 FEET TO A POINT;
THENCE RUN NORTH 64° 18'36" WEST A DISTANCE OF 37.79 FEET TO A POINT;
THENCE RUN NORTH 73°31'00" WEST A DISTANCE OF 110.98 FEET TO A POINT;
THENCE RUN NORTH 56 °07'21" WEST A DISTANCE OF 73.40 FEET TO A POINT;
LOCATED ON THE TO A POINT LOCATED ON THE EASTERLY RIGHT OF WAY
LINE OF BROOK-HIGHLAND PARKWAY (RIGHT OF WAY VARIES);
THENCE RUN ALONG AND COINCIDENT WITH THE EASTERLY RIGHT OF WAY
LINE OF BROOK HIGHLAND PARKWAY NORTH 16°29'00" EAST A DISTANCE OF
206.74 FEET TO A POINT;
THENCE RUN ALONG THE COINCIDENT WITH THE EASTERLY RIGHT OF WAY
LINE FO BROOK HIGHLAND PARKWAY NORTH 73°31'00" WEST A DISTANCE OF
12.00 FEET TO A POINT; THENCE RUN ALONG AND COINCIDENT WITH THE
EASTERLY RIGHT OF WAY LINE OF BROOK HIGHLAND PARKWAY, ALONG**

**THE ARC OF A CURVE AN ARC DISTANCE OF 254.68 FEET (SAID CURVE HAVING A RADIUS OF 310.47 FEET, A CHORD BEARING OF NORTH 39°59'00" EAST, AND A CHORD DISTANCE OF 247.60 FEET) TO A POINT;
THENCE RUN ALONG AND COINCIDENT WITH THE EASTERLY RIGHT OF WAY LINE OF BROOK HIGHLAND PARKWAY NORTH 26°31'00" WEST A DISTANCE OF 12.00 FEET TO A POINT;
THENCE RUN ALONG AND COINCIDENT WITH THE EASTERLY RIGHT OF WAY LINE OF BROOK HIGHLAND PARKWAY NORTH 63°29'00" A DISTANCE OF 518.37 FEET TO A POINT; THENCE RUN ALONG AND COINCIDENT WITH THE EASTERLY RIGHT OF WAY LINE OF BROOK HIGHLAND PARKWAY 29°31'00" WEST A DISTANCE OF 20.00 FEET TO A POINT;
THENCE RUN ALONG AND COINCIDENT WITH THE EASTERLY RIGHT OF WAY LINE OF BROOK HIGHLAND PARKWAY, ALONG THE ARC OF A CURVE AN ARC DISTANCE OF 501.28 FEET (SAID CURVE HAVING A RADIUS OF 635.12 FEET, A CHORD BEARING OF NORTH 40°52'21" EAST, A CHORD DISTANCE OF 488.37 FEET) TO A POINT; THENCE LEAVING THE RIGHT OF WAY LINE OF BROOK HIGHLAND PARKWAY RUN SOUTH 89°50'48" EAST, A DISTANCE OF 85.21 FEET TO A POINT; THENCE RUN SOUTH 00°38'38" EAST, A DISTANCE OF 355.06 FEET TO A POINT; SAID POINT BEING THE POINT OF BEGINNING.**

SAID TRACT BEING DESIGNATED AS PROPOSED "PHASE II" ON THAT CERTAIN SURVEY FOR A.B. SHOPPING CENTERS PROPERTIES, PREPARED BY CARR & ASSOCIATES ENGINEERS, INC., BEARING THE SEAL AND CERTIFICATION OF BARTON F. CARR, REGISTERED PROFESSIONAL LAND SURVEYOR NO 16685, DATED NOVEMBER 25, 1994, LAST REVISED DECEMBER 21, 1994.