

37.00  
5.00  
1975.35  
1.00  
2018.35

RECORDING REQUESTED BY  
AND WHEN RECORDED MAIL TO:

WELLS FARGO BANK, N.A.  
Commercial Mortgage Servicing  
1320 Willow Pass Road, Suite 210  
Concord, California 94520

Attention: Loan Servicing  
Loan No.: 41-0902644

Mortgage Tax 1975.35  
Recording Fee 43.00  
TOTAL 2018.35

DML 1995 83  
Recorded In Above Book and Page  
01/24/2006 02:44:11 PM  
Rick Allison  
Judge of Probate  
Walker County, Alabama

20060125000039790 1/8 \$33.00  
Shelby Cnty Judge of Probate, AL  
01/25/2006 08:46:33AM FILED/CERT

(Space Above For Recorder's Use)

### MEMORANDUM OF ASSUMPTION AGREEMENT

DG PORTFOLIO-SRT, LLC, a Delaware limited liability company, and DG PORTFOLIO-JMST, LLC, a Delaware limited liability company (individually and collectively referred to and jointly and severally obligated as the "**Buyer**"), with a mailing address at 30 Orange Avenue, Larkspur, California 94939, DGJASPER, LLC, an Alabama limited liability company ("**Borrower**"), with a mailing address at 1025 15<sup>th</sup> Street, Suite B, Tuscaloosa, Alabama 35401, and LASALLE BANK NATIONAL ASSOCIATION, as Trustee for those certain Morgan Stanley Capital I Inc., Commercial Mortgage Pass-Through Certificates, Series 2005-TOP19 ("**Lender**"), with a mailing address at C/O Wells Fargo Bank, N.A., Commercial Mortgage Servicing, 1320 Willow Pass Road, Suite 210, Concord, California 94520, are parties to that certain ASSUMPTION AGREEMENT dated of even date herewith ("**Assumption Agreement**").

Reference is made to that certain Mortgage and Absolute Assignment of Rents and Leases and Security Agreement (and Fixture Filing) recorded June 17, 2005 as Instrument No. 2005-30069 in the Official Records of Shelby County, Alabama, and in Page 741 of Book Number 1959 in the Official Records of Walker County, Alabama ("**Security Instrument**"). Mortgage Electronic Registration Systems, Inc., a Delaware corporation ("**MERS**"), is the named "Mortgagee" in the Security Instrument as mortgagee of record and secured party solely as nominee, in an administrative capacity, for the "Lender" named therein and its successors and assigns and MERS only holds legal title to the interest granted, assigned, and transferred pursuant to the Security Instrument.

Wells Fargo Bank, National Association, a national banking association, as assignor ("**Original Lender**"), has assigned to Lender all of Original Lender's right, title and interest in and to the Note, the Security Instrument and each of the other Loan Documents (each as defined in the Security Instrument). As a result of such assignment, all references in the Security Instrument to the "Lender" are references to Lender and its successors and assigns.

Pursuant to Section 8.16 of the Security Instrument, all consents, approvals, or other determinations required or permitted of Mortgagee shall be made by Lender.

The undersigned parties agree that all obligations under that certain promissory note ("**Note**") dated June 15, 2005, in the original principal amount of ONE MILLION THREE HUNDRED TWENTY-FIVE THOUSAND AND NO/100THS DOLLARS (\$1,325,000.00), which is secured by the Security Agreement, have been assumed by Buyer upon the terms and conditions set forth in the Assumption Agreement. The Assumption Agreement is by this reference incorporated herein and made a part hereof. This Memorandum of Assumption Agreement may be executed in any number of counterparts, each of



which when executed and delivered will be deemed an original and all of which taken together will be deemed to be one and the same instrument.

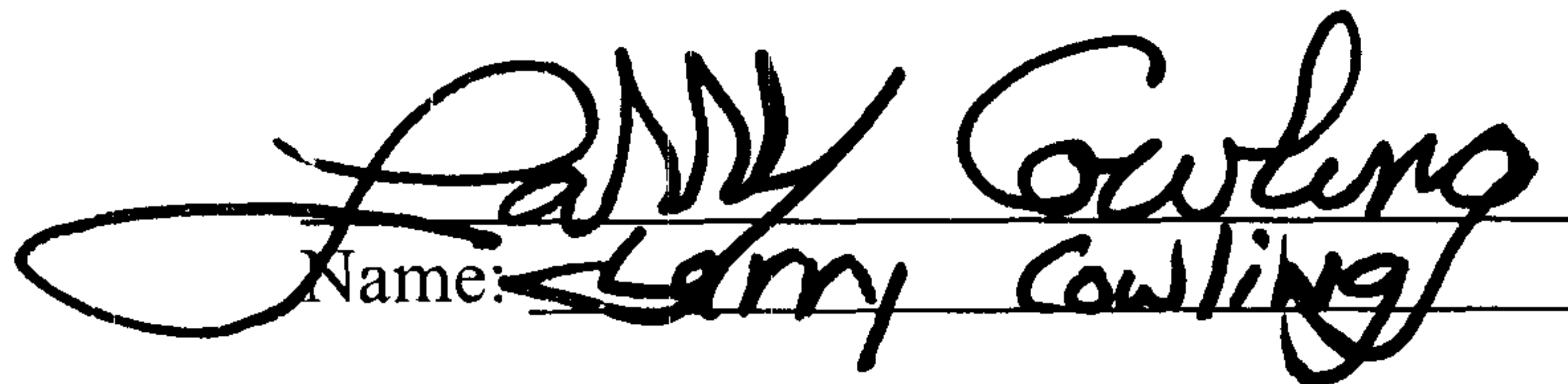
Dated as of January 24, 2006


**"LENDER"**

LASALLE BANK NATIONAL ASSOCIATION, as  
Trustee for those certain Morgan Stanley Capital I Inc.,  
Commercial Mortgage Pass-Through Certificates, Series  
2005-TOP19

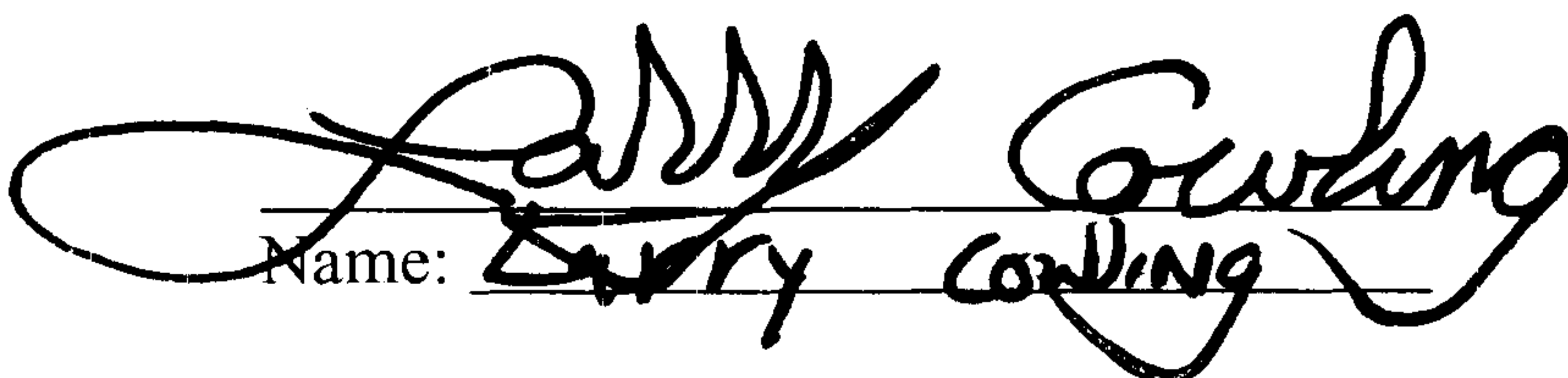
By: WELLS FARGO BANK, NATIONAL  
ASSOCIATION, as Servicer under the Pooling and  
Servicing Agreement, dated as of July 1, 2005, by  
and among Morgan Stanley Capital I Inc., Wells  
Fargo Bank, National Association, ARCAP  
Servicing, Inc., LaSalle Bank National Association,  
Wells Fargo Bank, National Association, and ABN  
AMRO Bank N.V.

WITNESSED:


  
Name: Larry Cowling

By:   
Name: Sarah J. Buens  
Title: Assistant Vice President

WITNESSED:

  
Name: Larry Cowling

MORTGAGE ELECTRONIC REGISTRATION  
SYSTEMS, INC., a Delaware corporation

By:   
Name: Sarah J. Buens  
Title: Assistant Vice President

This document prepared by:

Christopher P. Campbell, Esq.  
Allen Matkins Leck Gamble & Mallory, LLP  
Three Embarcadero Center, 12<sup>th</sup> Floor  
San Francisco, California 94111

[SIGNATURES CONTINUED ON NEXT PAGE]

Recorded In DML BK 1995 PG 84, 01/24/2006 02:44:11 PM  
Rick Allison, Judge of Probate, Walker County, Alabama

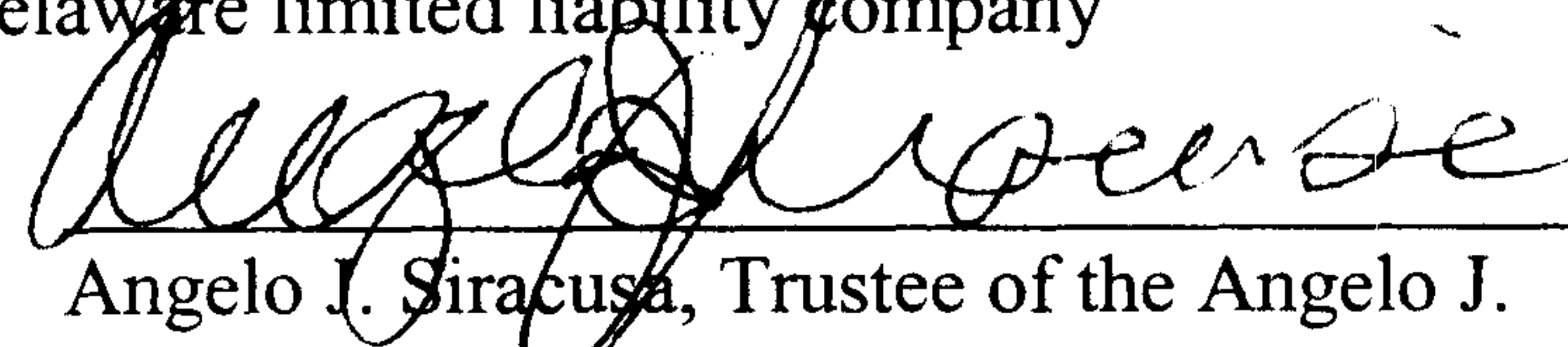


20060125000039790 3/8 \$33.00  
Shelby Cnty Judge of Probate, AL  
01/25/2006 08:46:33AM FILED/CERT

**"BUYER"**

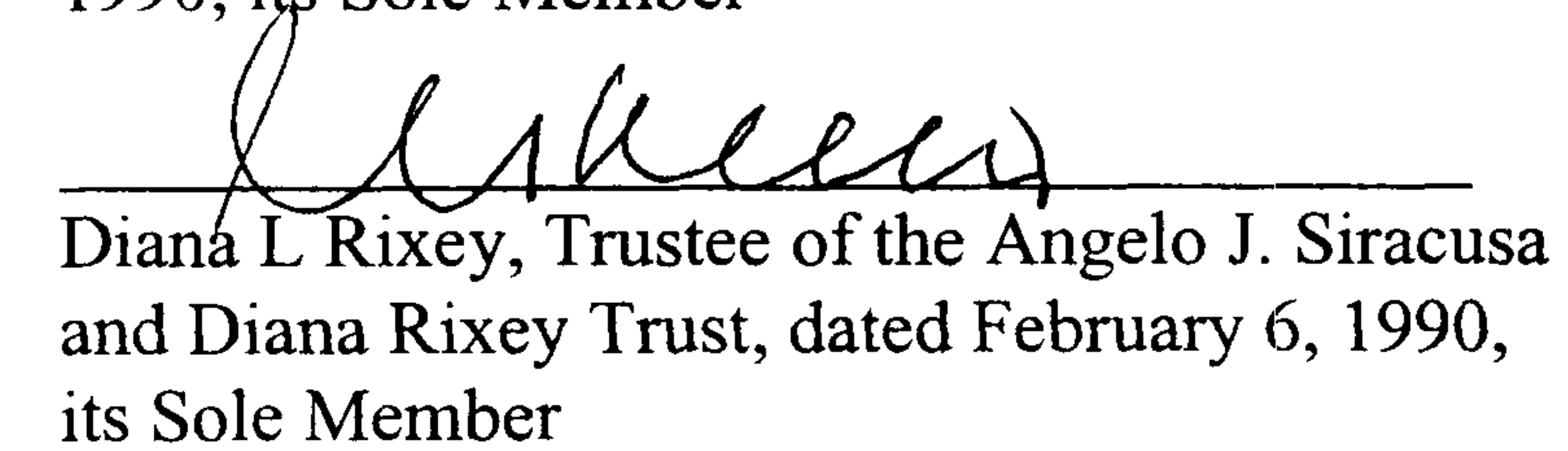
DG PORTFOLIO-SRT, LLC,  
a Delaware limited liability company

By:

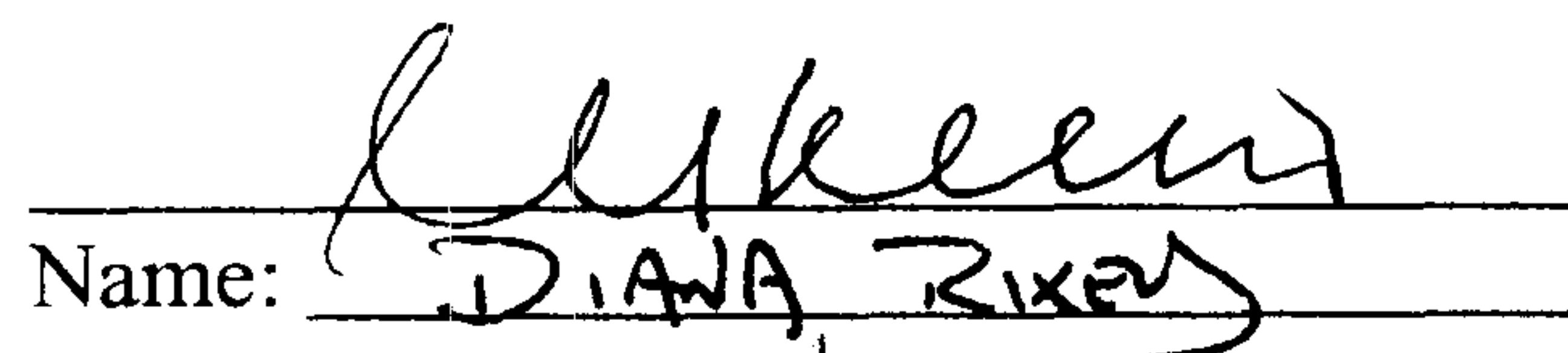


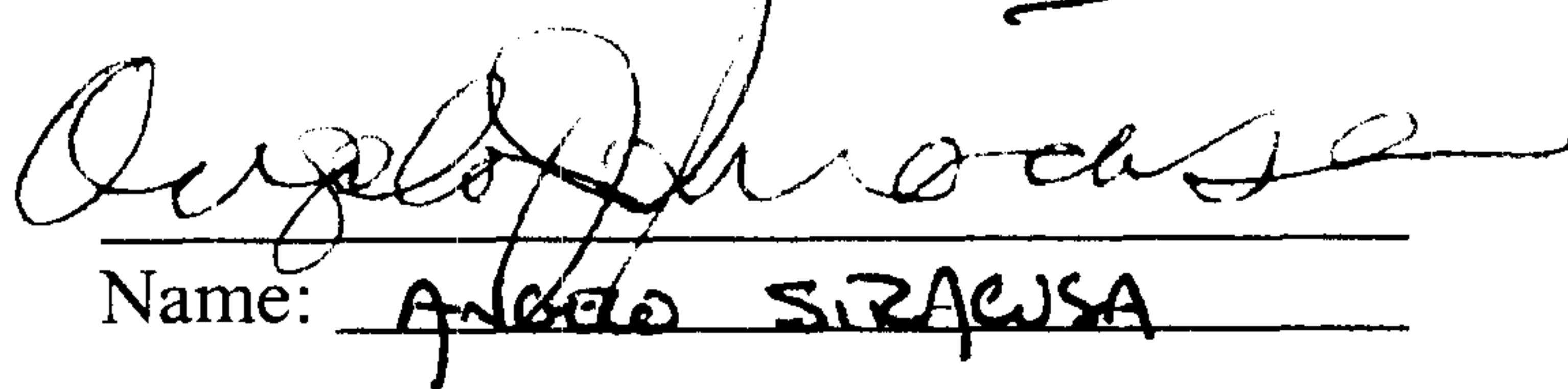
Angelo J. Siracusa, Trustee of the Angelo J. Siracusa and Diana Rixey Trust, dated February 6, 1990, its Sole Member

By:

  
Diana L. Rixey, Trustee of the Angelo J. Siracusa and Diana Rixey Trust, dated February 6, 1990, its Sole Member

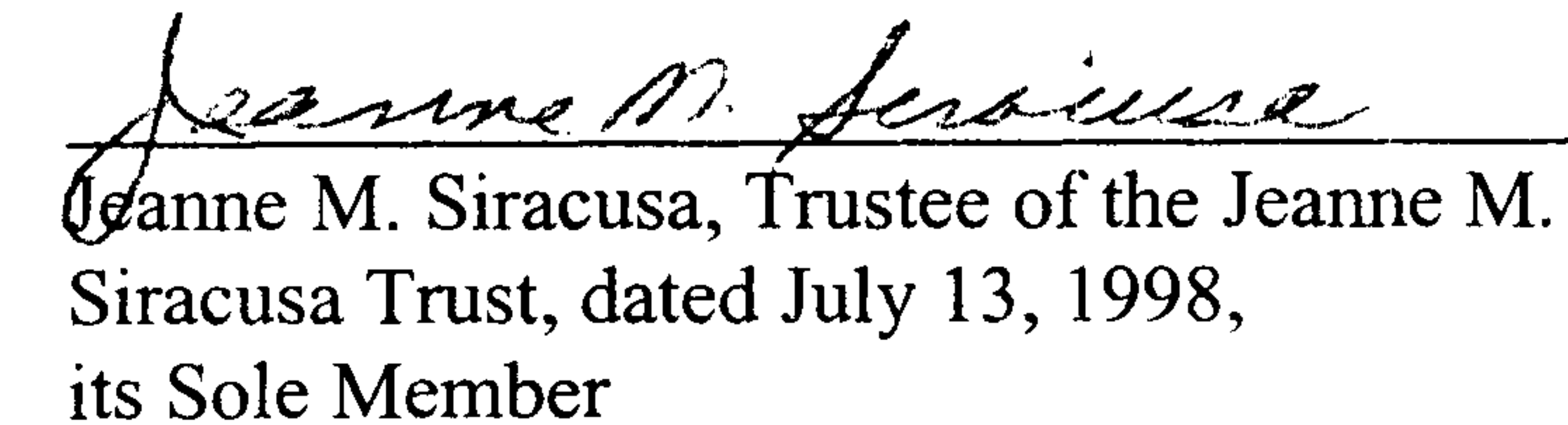
WITNESSED:

  
Name: DIANA RIXEY

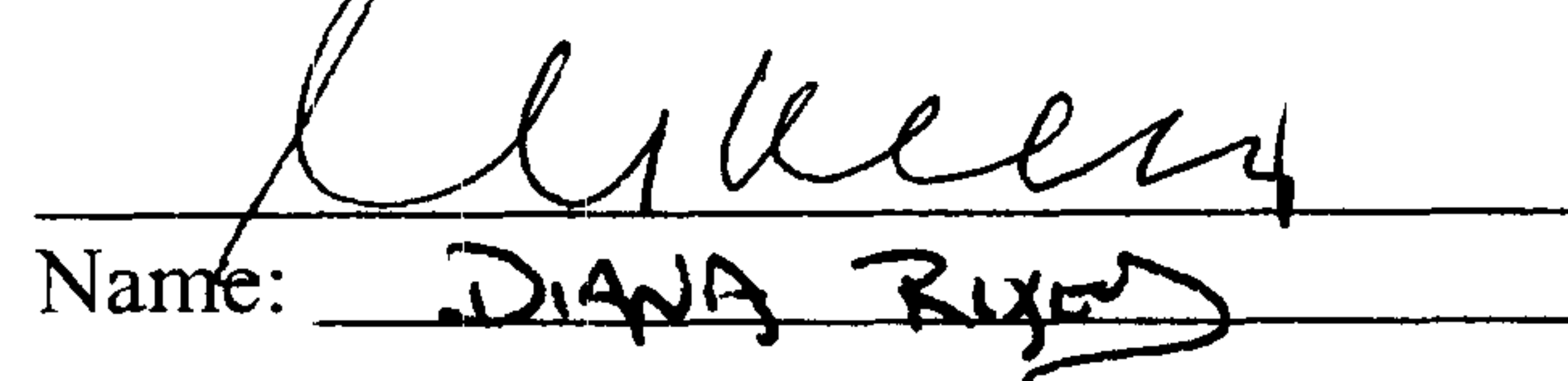
  
Name: ANGELO SIRACUSA

DG PORTFOLIO-JMST, LLC,  
a Delaware limited liability company

By:

  
Jeanne M. Siracusa, Trustee of the Jeanne M. Siracusa Trust, dated July 13, 1998, its Sole Member

WITNESSED:

  
Name: DIANA RIXEY

[SIGNATURES CONTINUED ON NEXT PAGE]

Recorded In DML BK 1995 Pg 85, 01/24/2006 02:44:11 PM  
Rick Allison, Judge of Probate, Walker County, Alabama



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Shelby Cnty Judge of Probate, AL  
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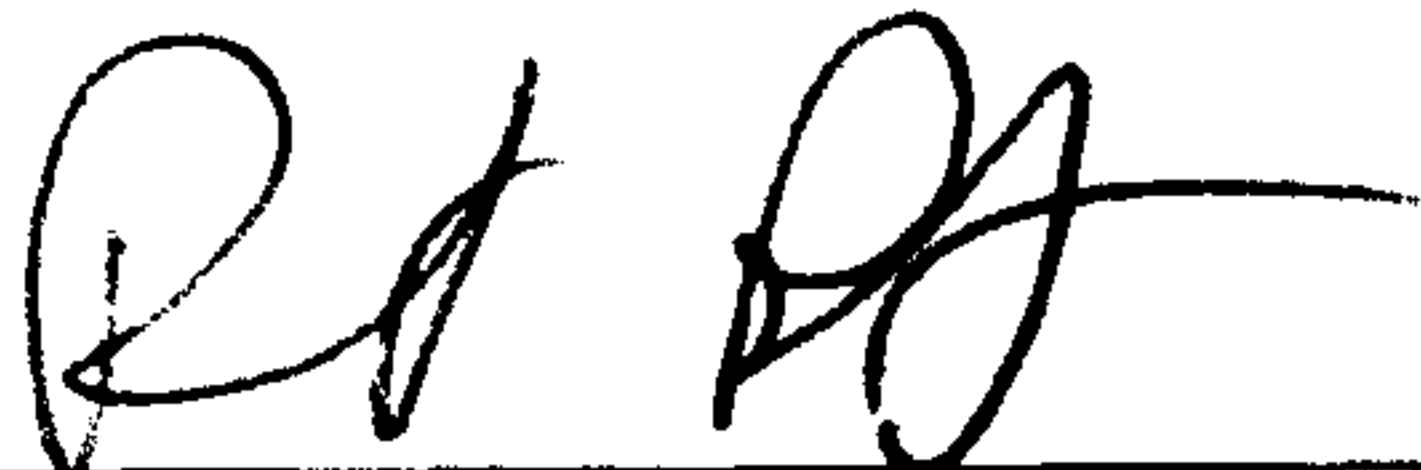
**"BORROWER"**

DGJASPER, LLC,  
an Alabama limited liability company

WITNESSED:

\_\_\_\_\_  
Name: \_\_\_\_\_

By:

  
\_\_\_\_\_  
Robert W. Buchalter, Manager

**(ALL SIGNATURES MUST BE ACKNOWLEDGED)**

Recorded In DML BK 1995 PG 86, 01/24/2006 02:44:11 PM  
Rick Allison, Judge of Probate, Walker County, Alabama







20060125000039790 6/8 \$33.00  
Shelby Cnty Judge of Probate, AL  
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STATE OF CALIFORNIA )  
 ) ss.  
COUNTY OF SAN FRANCISCO )

On \_\_\_\_\_, 2006, before the undersigned, a Notary Public in and for said state, personally appeared \_\_\_\_\_, as \_\_\_\_\_ of Wells Fargo Bank, National Association, acting in its capacity as Servicer for LaSalle Bank National Association, as Trustee for those certain Morgan Stanley Capital I Inc., Commercial Mortgage Pass-Through Certificates, Series 2005-TOP19, acknowledged to me that he/she executed the same in his/her authorized capacity, and that by his/her signature on the instrument, the person, or the entity upon behalf of which the person acted, executed the instrument.

WITNESS my hand and Notarial Seal.

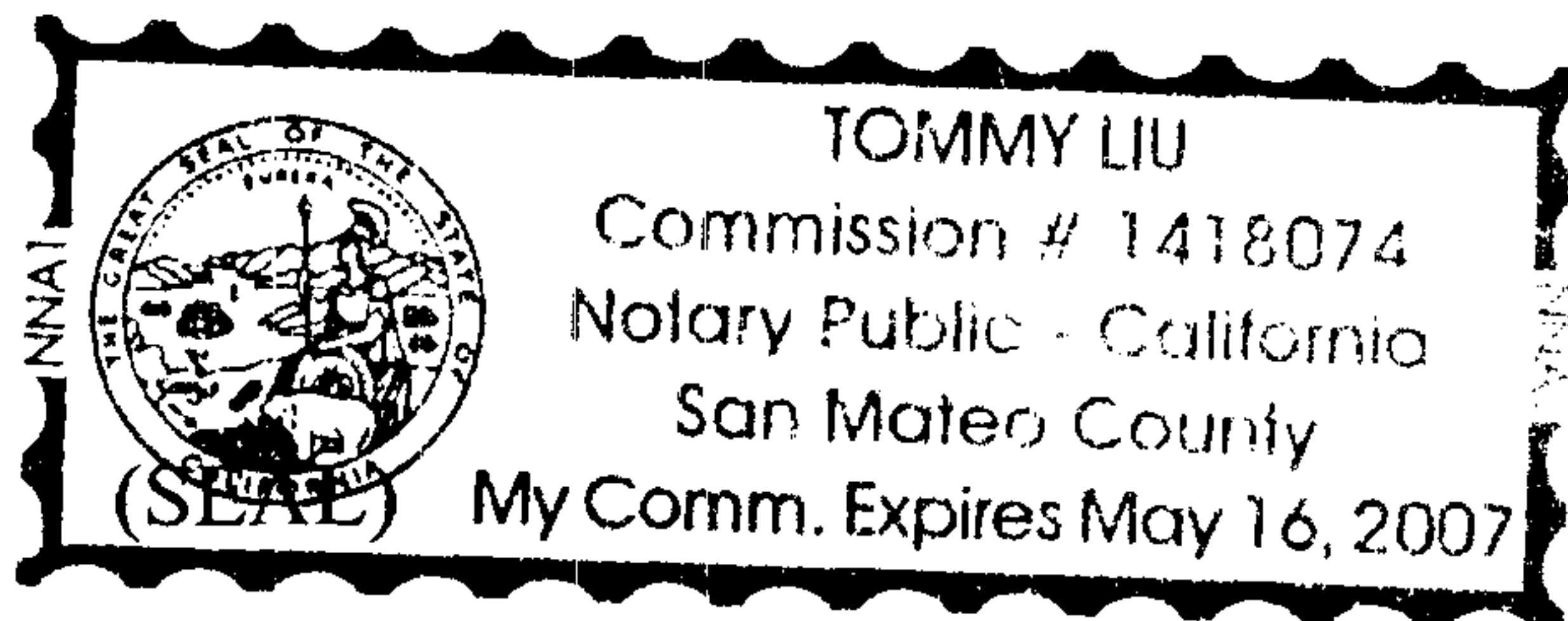
Print Name: \_\_\_\_\_  
County of: \_\_\_\_\_  
State of: \_\_\_\_\_  
My Commission Expires: \_\_\_\_\_

(SEAL)

STATE OF CALIFORNIA )  
 ) ss.  
COUNTY OF SAN MATEO )

On JAN 20, 2006, before the undersigned, a Notary Public in and for said state, personally appeared Angelo J. Siracusa and Diana L. Rixey, personally known to me (or proved to me on the basis of satisfactory evidence) to be the Trustees of the Angelo J. Siracusa and Diana Rixey Trust, dated February 6, 1990, the Sole Member of DG PORTFOLIO-SRT, LLC, a Delaware limited liability company, who, having been duly authorized, signed and executed the foregoing instrument on behalf of said limited liability company and, being informed of the contents of said instrument, acknowledged to me that they executed the same in their authorized capacity, and that by their signature on the instrument, the person, or the entity upon behalf of which the persons acted, executed the instrument.

WITNESS my hand and Notarial Seal.



Print Name: TOMMY LIU  
County of: SAN MATEO  
State of: CA  
My Commission Expires: MAY 16, 2007

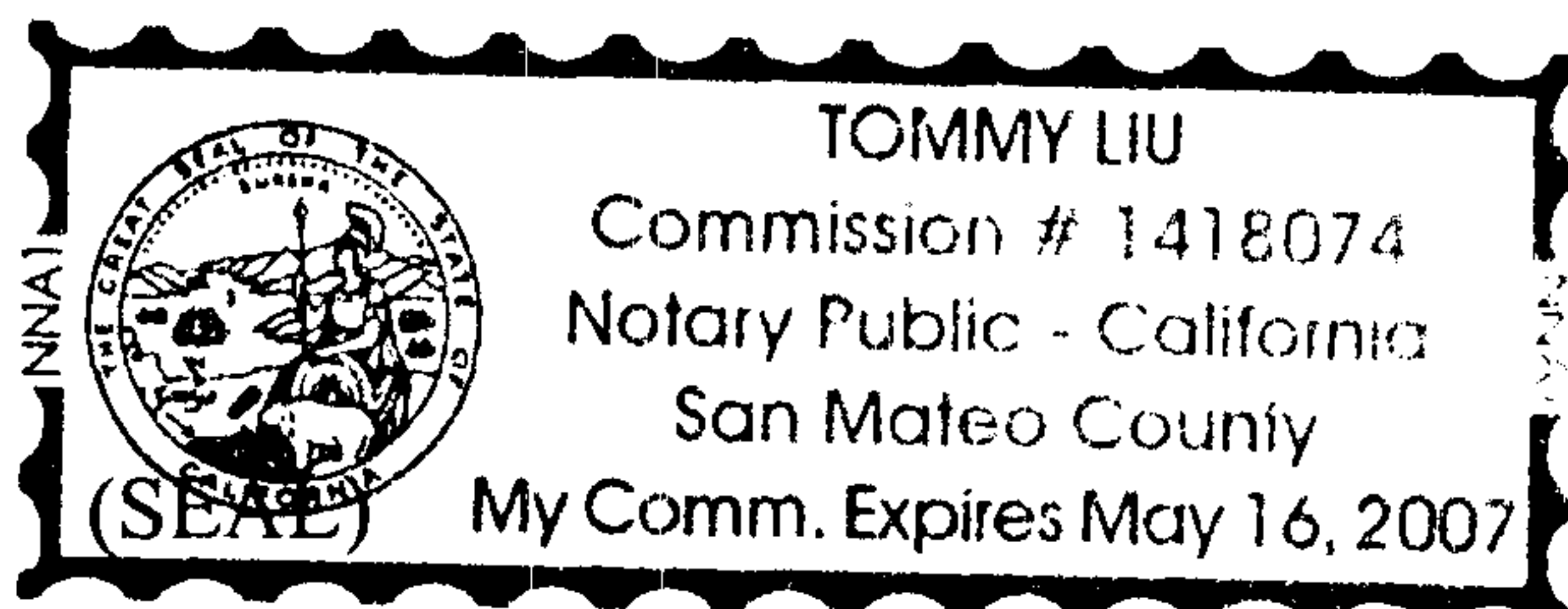
Recorded in DML BK 1995 PG 88, 01/24/2006 02:44:11 PM  
Rick Allison, Judge of Probate, Walker County, Alabama



STATE OF CALIFORNIA )  
 ) ss.  
COUNTY OF SAN MATEO )

On JAN 20, 2006, before the undersigned, a Notary Public in and for said state, personally appeared Jeanne M. Siracusa, personally known to me (or proved to me on the basis of satisfactory evidence) to be the Trustee of the Jeanne M. Siracusa Trust, dated July 13, 1998, the Sole Member of DG PORTFOLIO-JMST, LLC, a Delaware limited liability company, who, having been duly authorized, signed and executed the foregoing instrument on behalf of said limited liability company and, being informed of the contents of said instrument, acknowledged to me that she executed the same in her authorized capacity, and that by her signature on the instrument, the person, or the entity upon behalf of which the person acted, executed the instrument.

WITNESS my hand and Notarial Seal.



Print Name: TOMMY LIU  
County of: SAN MATEO  
State of: CA  
My Commission Expires: MAY 16, 2007

STATE OF ALABAMA )  
 ) ss.  
COUNTY OF \_\_\_\_\_ )

On \_\_\_\_\_, 2006, before the undersigned, a Notary Public in and for said state, personally appeared Robert W. Buchalter, personally known to me (or proved to me on the basis of satisfactory evidence) to be the Sole Manager of DGJASPER, LLC, an Alabama limited liability company, who, having been duly authorized, signed and executed the foregoing instrument on behalf of said limited liability company and, being informed of the contents of said instrument, acknowledged to me that he executed the same in his authorized capacity, and that by his signature on the instrument, the person, or the entity upon behalf of which the person acted, executed the instrument.

WITNESS my hand and Notarial Seal.

Print Name: \_\_\_\_\_  
County of: \_\_\_\_\_  
State of: \_\_\_\_\_  
My Commission Expires: \_\_\_\_\_

(SEAL)

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Rick Allison, Judge of Probate, Walker County, Alabama

STATE OF CALIFORNIA )  
 ) ss.  
COUNTY OF \_\_\_\_\_ )

On \_\_\_\_\_, 2006, before the undersigned, a Notary Public in and for said state, personally appeared Jeanne M. Siracusa, personally known to me (or proved to me on the basis of satisfactory evidence) to be the Trustee of the Jeanne M. Siracusa Trust, dated July 13, 1998, the Sole Member of DG PORTFOLIO-JMST, LLC, a Delaware limited liability company, who, having been duly authorized, signed and executed the foregoing instrument on behalf of said limited liability company and, being informed of the contents of said instrument, acknowledged to me that she executed the same in her authorized capacity, and that by her signature on the instrument, the person, or the entity upon behalf of which the person acted, executed the instrument.

WITNESS my hand and Notarial Seal.

Print Name: \_\_\_\_\_  
County of: \_\_\_\_\_  
State of: \_\_\_\_\_  
My Commission Expires: \_\_\_\_\_

(SEAL)

STATE OF ALABAMA )  
 ) ss.  
COUNTY OF Jefferson )

On January 18, 2006, before the undersigned, a Notary Public in and for said state, personally appeared Robert W. Buchalter, personally known to me (or proved to me on the basis of satisfactory evidence) to be the Sole Manager of DGJASPER, LLC, an Alabama limited liability company, who, having been duly authorized, signed and executed the foregoing instrument on behalf of said limited liability company and, being informed of the contents of said instrument, acknowledged to me that he executed the same in his authorized capacity, and that by his signature on the instrument, the person, or the entity upon behalf of which the person acted, executed the instrument.

WITNESS my hand and Notarial Seal.

Christina A. Ulmer  
Print Name: CHRISTINA A. ULMER  
County of: JEFFERSON  
State of: ALABAMA  
My Commission Expires: June 4, 2009

