



20080912000362780 1/9 \$73.00  
Shelby Cnty Judge of Probate,AL  
09/12/2008 11:37:49AM FILED/CERT

THIS INSTRUMENT PREPARED BY  
AND WHEN RECORDED RETURN TO:

KC WILSON & ASSOCIATES  
23232 PERALTA DR. STE 119  
LAGUNA HILLS, CA 92653

LN 1-9 207-ESH WACH

(SPACE ABOVE THIS LINE FOR RECORDER'S USE)

**Loan No.: 509850788**

## ESH Portfolio Shelby County, Alabama

ASSIGNMENT OF MORTGAGE, ASSIGNMENT OF LEASES AND RENTS, SECURITY  
AGREEMENT AND FIXTURE FILING

THIS ASSIGNMENT OF MORTGAGE, ASSIGNMENT OF LEASES AND RENTS, SECURITY AGREEMENT AND FIXTURE FILING (this "Assignment"), is made and entered into as of the 21 day of MAY, 2008 by WACHOVIA BANK, NATIONAL ASSOCIATION, a national banking association, having an address at 8739 Research Drive URP - 4, NC 1075, Charlotte, North Carolina 28262, BEAR STEARNS COMMERCIAL MORTGAGE, INC., a New York corporation, having an address at 383 Madison Avenue, New York, New York 10179, and BANK OF AMERICA, N.A., a national banking association, having an address at Hearst Tower, 214 North Tryon Street, Charlotte, North Carolina 28255, as grantee (together with their successors and/or assigns, "Assignor"), in favor of SEE ATTACHED EXHIBIT B FOR ASSIGNEE NAME AND ADDRESS, having an office at ( "Assignee" ).

WITNESSETH

WHEREAS, Assignor is the present legal and equitable owner and holder of that certain Amended, Restated and Consolidated Promissory Note, dated as of June 11, 2007 executed by Borrower (hereinafter defined), and made payable to the order of Assignor in the aggregate principal amount of FOUR BILLION ONE HUNDRED MILLION AND NO/100 DOLLARS (\$4,100,000,000.00) (the "Note"), which is secured by, among other things, the Security Instrument (as hereinafter defined) on that certain real property situated in the County of Shelby, State of Alabama as more particularly described on document referred hereto and by reference made a part hereof.



WHEREAS, the parties hereto desire that Assignor assign to Assignee, its successors and assigns, all of Assignor's right, title and interest in and to the Security Instrument.

NOW, THEREFORE, in consideration of the premises above set forth and for other good and valuable consideration, the receipt and sufficiency of which are hereby acknowledged and agreed, Assignor and Assignee hereby covenant and agree as follows:

1. Assignment. Assignor does hereby transfer, assign, grant, and convey to Assignee, its successors and assigns, all of the right, title and interest of Assignor in and to that certain Mortgage, Assignment of Leases and Rents, Security Agreement and Fixture Filing, dated as of June 11, 2007 from ESA P PORTFOLIO L.L.C., a Delaware limited liability company, f/k/a BRE/ESA P Portfolio L.L.C., a Delaware limited liability company, and ESA PROPERTIES L.L.C., a Delaware limited liability company, f/k/a BRE/ESA Properties L.L.C., a Delaware limited liability company, each having its principal place of business at 100 Dunbar Street, Spartanburg, South Carolina 29306, collectively, as mortgagor (collectively, "Alabama Borrower") (Alabama Borrower together with those other entities set forth along Alabama Borrower on Schedule 1 attached hereto and made a part hereof, individually and collectively, jointly and severally, the "Borrower") and ESA P PORTFOLIO OPERATING LESSEE INC., a Delaware corporation and ESA OPERATING LESSEE INC., a Delaware corporation (collectively, the "Operating Lessee") (Operating Lessee together with Alabama Borrower, the "Mortgagor") to Assignor (the "Security Instrument"), encumbering the Premises, together with the notes and bonds secured thereby and recorded with the Shelby County Judge of Probate on November 20, 2007 as Document Number 20071120000532500. Furthermore, Assignor does hereby grant and delegate to Assignee, its successors and assigns, any and all of the duties and obligations of Assignor under the Security Instrument from and after the date hereof:

2. Representations and Warranties of Assignor. This Assignment is an absolute assignment. This Assignment is made without recourse, representation or warranty, express or implied.

3. Governing Law. This Assignment shall be governed by and construed in accordance with the laws of the state in which the Premises is located.

4. Successors and Assigns. This Assignment shall be binding upon and inure to the benefit of the parties hereto and their respective successors and assigns.

5. Partial Invalidity. Each provision of this Assignment shall be valid and enforceable to the fullest extent permitted by law. If any provision of this Assignment or the application of such provision to any person or circumstances shall, to any extent, be invalid or unenforceable, then the remainder of this Assignment, or the application of such provision to persons or circumstances other than those as to which it is held invalid or unenforceable, shall not be affected by such invalidity or unenforceability.

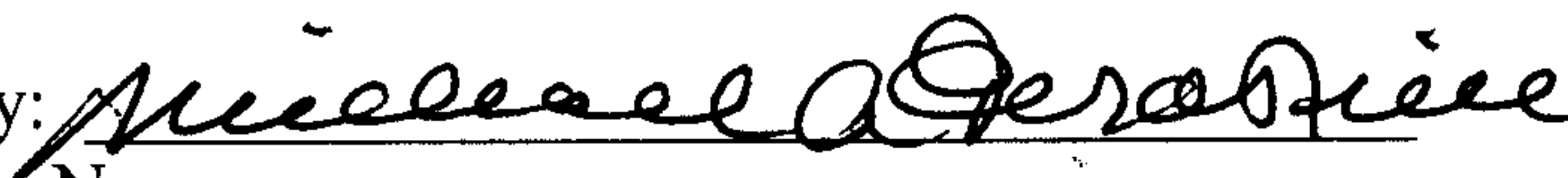
IN WITNESS WHEREOF, Assignor has executed this Assignment as of the date above first written.

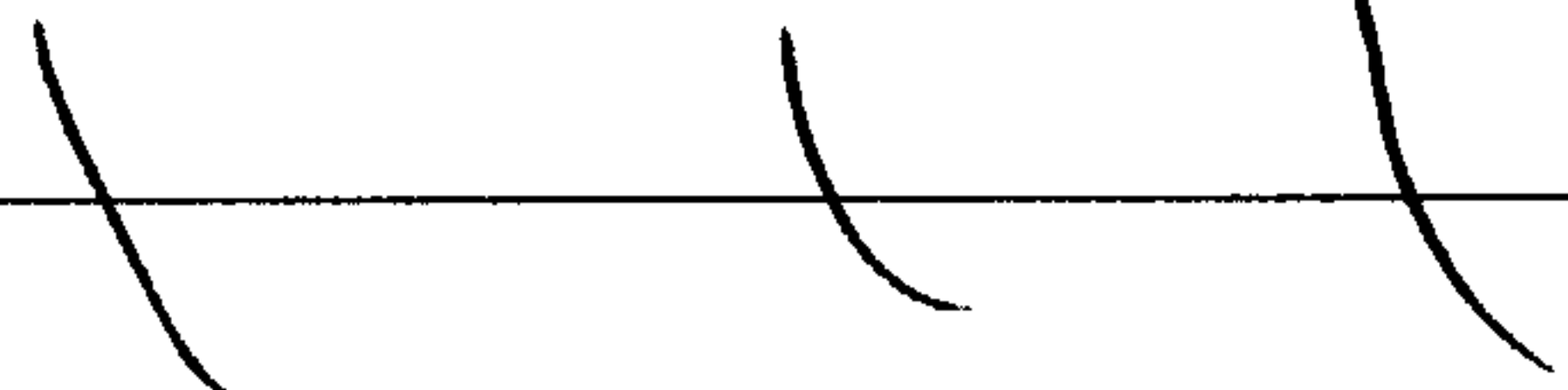
ASSIGNOR:

WACHOVIA BANK, NATIONAL  
ASSOCIATION, a national banking association

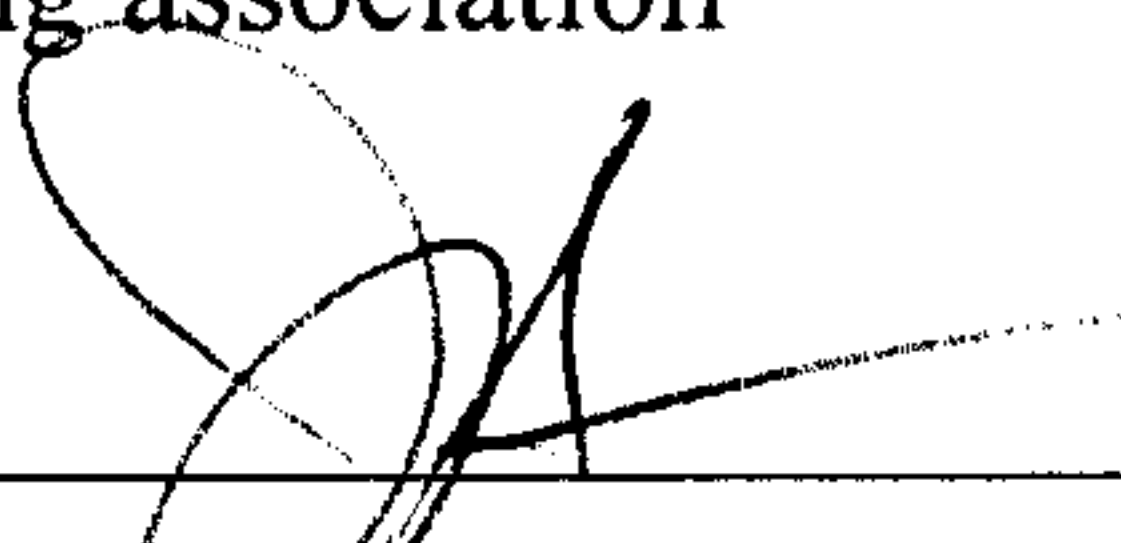
By:   
Name: H. Royer Culp, Jr.  
Title: Director

BEAR STEARNS COMMERCIAL  
MORTGAGE, INC., a New York corporation

By:   
Name:  
Title: **Michael A. Forastiere**  
**Managing Director**

By:   
Name:  
Title:

BANK OF AMERICA, N.A., a national  
banking association

By:   
Name: JEFFREY B. HOYLE  
Title: MANAGING DIRECTOR<sup>R</sup>



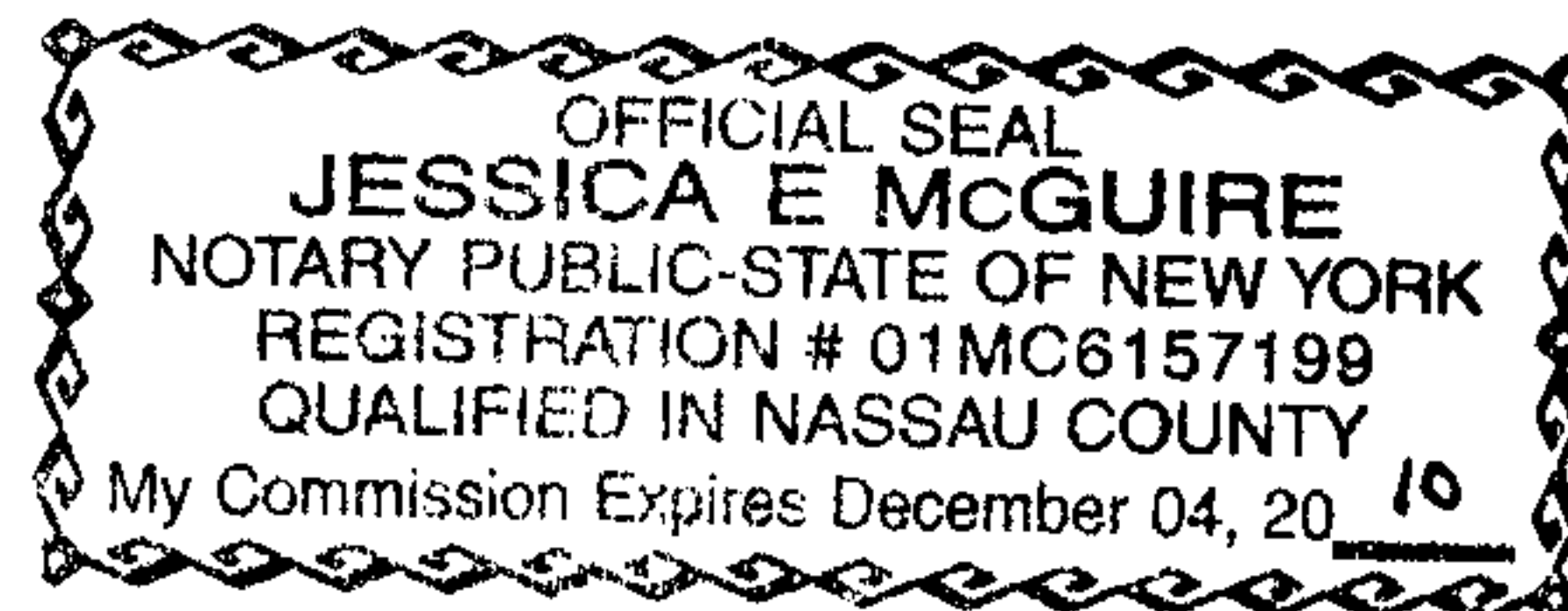
STATE OF New York )  
 )  
COUNTY OF New York ) ss.:

I, the undersigned, a Notary Public in and for said County in said State, hereby certify that H. Royer Culp, Jr., whose name as the Director of Wachovia Bank, National Association, a national banking association, is signed to the foregoing instrument, and who is known to me, acknowledged before me on this day that, being informed of the contents of said instrument, he/she, as such office and with full authority, executed the same voluntarily for and as the act of said national banking association as aforesaid.

Given under my hand and official seal, this the 6<sup>th</sup> day of May, 2008.

Jessica E. McGuire  
Notary Public (SEAL)

My commission expires: 12/04/10



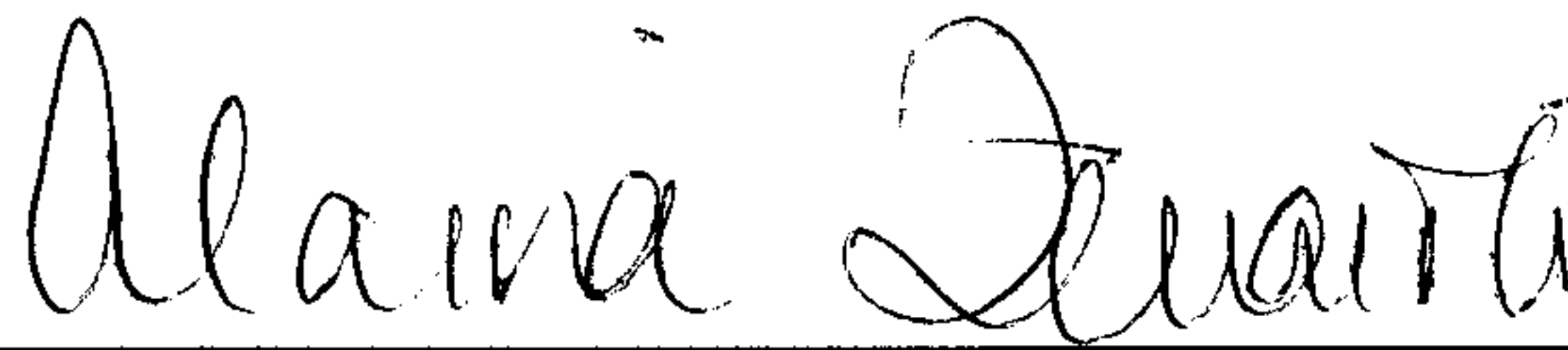
STATE OF NEW YORK )

:SS.

COUNTY OF NEW YORK )


On this 14th day of May, 2008, before me, the undersigned officer, personally appeared Michael A. Forastiere having an address at 383 Madison Avenue, New York, New York 10179, and personally known and acknowledged himself to me (or proved to me on the basis of satisfactory evident to be the Managing Director of **BEAR STEARNS COMMERCIAL MORTGAGE, INC.**, (hereinafter, the "Corporation"), and that as such officer(s), being duly authorized to do so pursuant to its bylaws or a resolution of its board of directors, executed, subscribed and acknowledged the foregoing instrument for the purposes therein contained, by signing the name of the Corporation by himself in their authorized capacity as such office(s) as his free and voluntary act and deed and the free and voluntary act and deed of said Corporation.

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



Alaina Ferraioli  
Notary Public, State of New York  
No. 01FE6173332  
Qualified in Richmond County  
Commission expires August 27, 2011

Notary Public  
NOTARY SEAL

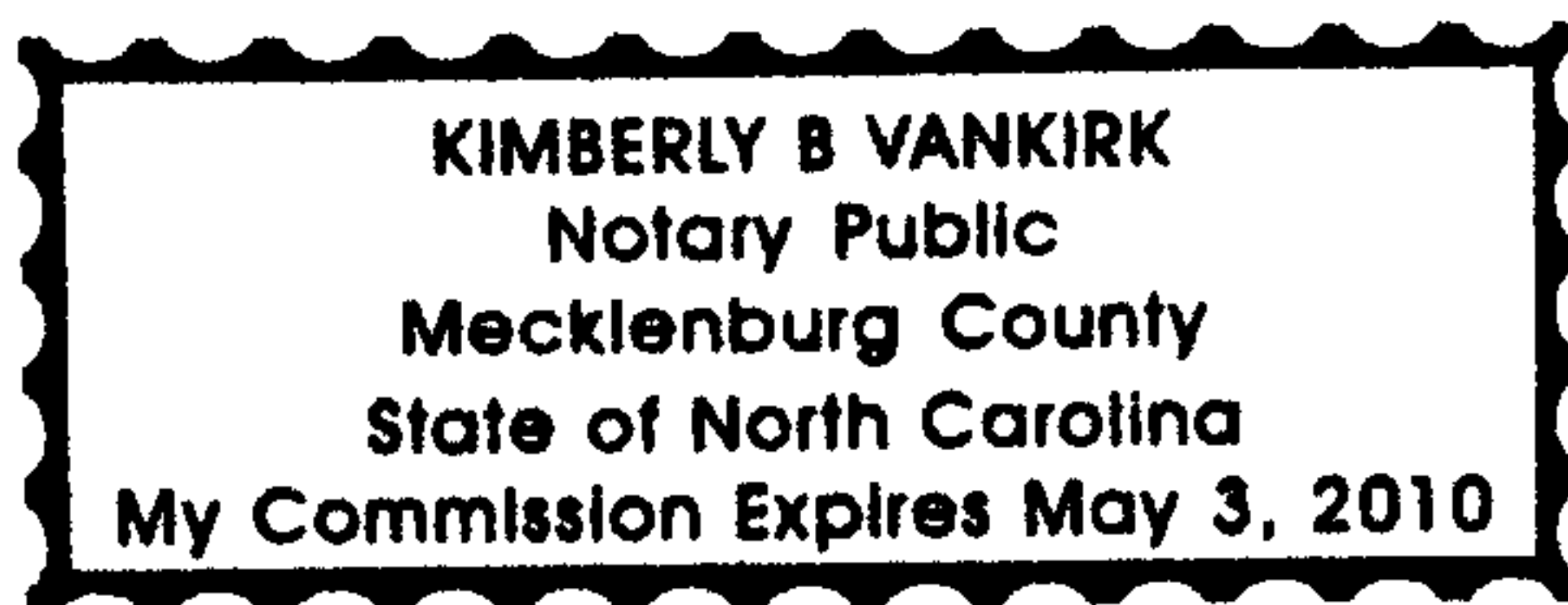


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STATE OF North Carolina   )  
  )   ss.:  
COUNTY OF Mecklenburg   )

I, the undersigned, a Notary Public in and for said County in said State, hereby certify that Jeffrey B. Hoyle, whose name as the Managing Director of Bank of America, N.A., a national banking association, is signed to the foregoing instrument, and who is known to me, acknowledged before me on this day that, being informed of the contents of said instrument, he/she, as such office and with full authority, executed the same voluntarily for and as the act of said national banking association as aforesaid.

Given under my hand and official seal, this the 21st day of May, 2008.



Kimberly B. Vankirk  
Notary Public (SEAL)

My commission expires: 5/3/2010




Schedule 1

List of Borrowers

ESA 2005 Portfolio L.L.C. f/k/a BRE/ESA 2005 Portfolio L.L.C., a Delaware limited liability company
ESA 2005-San Jose L.L.C. f/k/a BRE/ESA 2005-San Jose L.L.C., a Delaware limited liability company
ESA 2005-Waltham L.L.C. f/k/a BRE/ESA 2005-Waltham L.L.C., a Delaware limited liability company
ESA Acquisition Properties L.L.C. f/k/a BRE/ESA Acquisition Properties L.L.C. , a Delaware limited liability company
ESA Alaska L.L.C. f/k/a BRE/ESA Alaska L.L.C., a Delaware limited liability company
ESA Canada Properties Borrower L.L.C., a Delaware limited liability company
ESA FL Properties L.L.C. f/k/a BRE/ESA FL Properties L.L.C., a Delaware limited liability company
ESA MD Borrower L.L.C. f/k/a BRE/ESA MD Borrower L.L.C., a Delaware limited liability company
ESA MN Properties L.L.C. f/k/a BRE/ESA MN Properties L.L.C., a Delaware limited liability company
ESA P Portfolio L.L.C. f/k/a BRE/ESA P Portfolio L.L.C., a Delaware limited liability company
ESA P Portfolio MD Borrower L.L.C. f/k/a BRE/ESA P Portfolio MD Borrower L.L.C., a Delaware limited liability company
ESA P Portfolio PA Properties L.L.C. f/k/a BRE/ESA P Portfolio PA Properties L.L.C., a Delaware limited liability company
ESA PA Properties L.L.C. f/k/a BRE/ESA PA Properties L.L.C., a Delaware limited liability company
ESA Properties L.L.C. f/k/a BRE/ESA Properties L.L.C., a Delaware limited liability company
ESH/Homestead Portfolio L.L.C. f/k/a BRE/Homestead Portfolio L.L.C., a Delaware limited liability company

ESH/HV Properties L.L.C. f/k/a BRE/HV Properties L.L.C., a Delaware limited liability company
ESH/MSTX Property L.P. f/k/a BRE/MSTX Property L.P., a Delaware limited partnership
ESH/TN Properties L.L.C. f/k/a BRE/TN Properties L.L.C., a Delaware limited liability company
ESH/TX Properties L.P. f/k/a BRE/TX Properties L.P., a Delaware limited partnership


  
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**EXHIBIT B**

**ASSIGNEE NAME: WELLS FARGO BANK, N.A., AS TRUSTEE IN TRUST  
FOR HOLDERS OF WACHOVIA BANK COMMERCIAL  
MORTGAGE TRUST COMMERCIAL MORTGAGE  
PASS-THROUGH CERTIFICATES, SERIES 2007-ESH**

**ASSIGNEE ADDRESS: CMBS DEPARTMENT  
1055 10<sup>TH</sup> AVENUE SE  
MINNEAPOLIS, MINNESOTA 55414**

  
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