


**RECORDING REQUESTED BY
AND WHEN RECORDED MAIL TO:**

Kilpatrick Townsend & Stockton LLP
1100 Peachtree Street NE, Suite 2800
Atlanta, GA 30309
Attention: RE Finance & Capital Markets (888471)


20131016000411500 1/8 \$53.00
Shelby Cnty Judge of Probate, AL
10/16/2013 08:06:45 AM FILED/CERT

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**MEMORANDUM OF CONSENT, REAFFIRMATION AND
ASSUMPTION AGREEMENT**

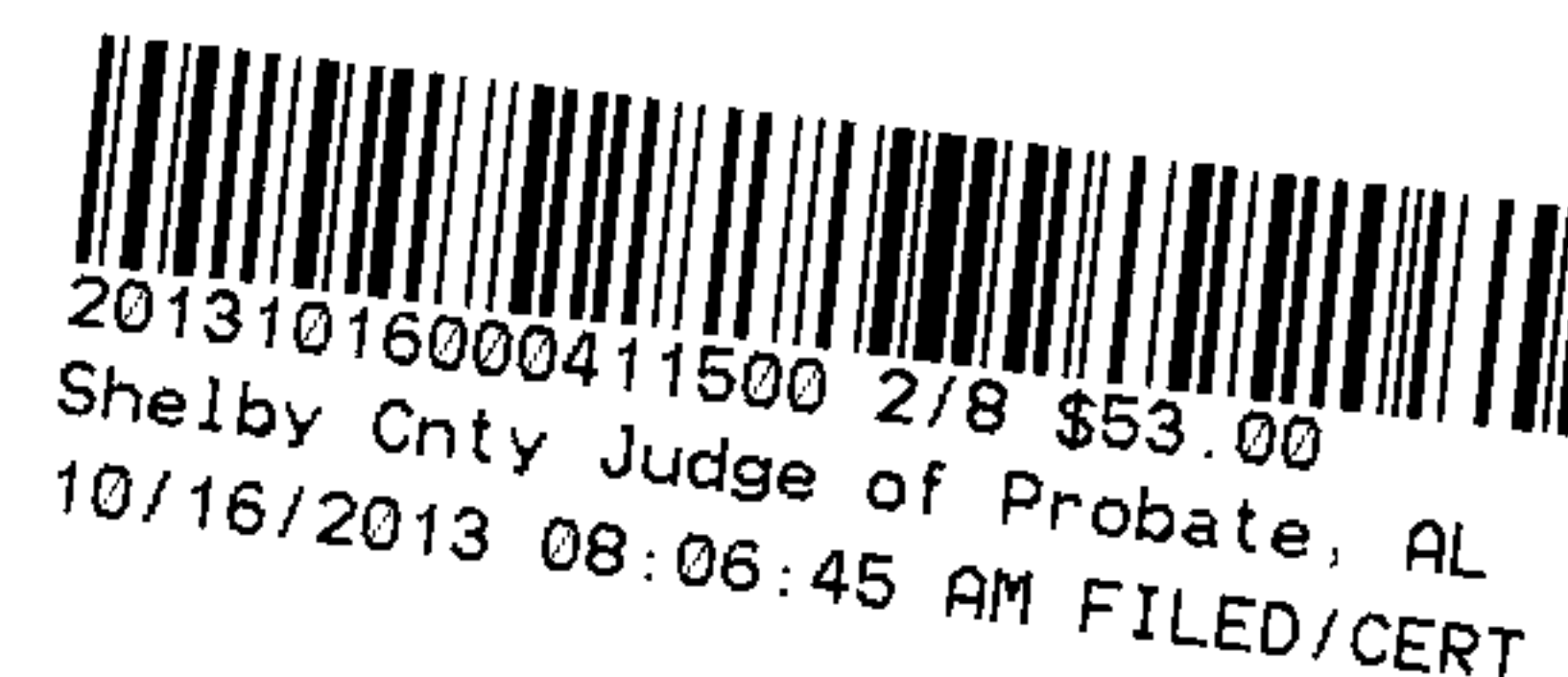
This Memorandum of Consent, Reaffirmation and Assumption Agreement (this **"Memorandum"**) is made effective as of October 9, 2013 (the **"Effective Date"**), by and among SCP BUILDING 4, LLC, a Delaware limited liability company (**"Remaining Borrower"**), DIXON ONE LLC, an Alabama limited liability company, and O'BRIEN ONE LLC, an Alabama limited liability company (collectively, **"Transferring TICs"**; Remaining Borrower and Transferring TICs, jointly and severally, as tenants-in-common, are referred to herein as **"Original Borrower"**), and U.S. BANK NATIONAL ASSOCIATION, AS SUCCESSOR TRUSTEE TO BANK OF AMERICA, NATIONAL ASSOCIATION (SUCCESSOR BY MERGER TO LASALLE BANK NATIONAL ASSOCIATION), AS TRUSTEE FOR THE HOLDERS OF BEAR STEARNS COMMERCIAL MORTGAGE SECURITIES INC., COMMERCIAL MORTGAGE PASS-THROUGH CERTIFICATES, SERIES 2007-TOP26 (together with its successors and/or assigns, **"Lender"**), with reference to that certain Consent, Reaffirmation and Assumption Agreement dated as of the Effective Date (the **"Agreement"**) by and among, Original Borrower, Lender, H. Michael Graham, an individual, Uday Bhate, an individual, Richard T. Darden, an individual, Ogden S. Deaton, an individual, Gail Dixon, an individual, Daniel G. Lovell, an individual, G. Dennis O'Brien, an individual, Steven S. Phillips, an individual, Alieze Roberts, an individual, Craig P. Rogers, an individual, Elliotte Speake, an individual, J. Claude Tindle, an individual, Zachris Limited Partnership I, a Georgia limited partnership, and Zachris Limited Partnership II, a Georgia limited partnership, Steven V. Graham, an individual, and Graham Commercial Properties, LLC, a Delaware limited liability company.

The undersigned parties agree that Transferring TICs have transferred to Remaining Borrower all of their respective obligations under that certain Secured Promissory Note dated December 21, 2006 ("Note"), in the original principal amount of \$15,150,000.00, secured by that certain Mortgage and Security Agreement dated December 21, 2006 ("Mortgage") which was recorded on December 27, 2006, as Instrument No. 20061227000627010 in the Probate Records of Shelby County, Alabama (the "Land Records"), encumbering real property described on Exhibit A attached hereto, and all other Loan Documents (as defined in the Agreement), and Remaining Borrower has assumed all such obligations under the Loan Documents upon the terms and conditions set forth in the Agreement.

The beneficiary's interest under the Mortgage was assigned by Principal Commercial Funding, LLC, a Delaware limited liability company ("Original Lender"), to Principal Commercial Funding II, LLC, a Delaware limited liability company ("PCF II"), by assignment which was recorded on October 31, 2007, as Instrument No. 20071031000502930, in the Land Records, and was further assigned by PCF II to LaSalle Bank National Association, as Trustee for Bear Stearns Commercial Mortgage Securities Inc., Commercial Mortgage Pass-Through Certificates, Series 2007-TOP26 ("LaSalle") by assignment which was recorded on January 9, 2008, as Instrument No. 20080109000012940, in the Land Records, and was further assigned by Bank of America, N.A., as Trustee, as successor by merger to LaSalle, to Lender by assignment which was recorded in the Land Records on or about the Effective Date. As a result of such assignments, Lender is the owner and holder of all of Original Lender's right, title and interest in and to the Note, the Mortgage and each of the other Loan Documents, and all references in the Mortgage to the "Lender" are references to Lender and its successors and assigns.

The Agreement is by this reference incorporated herein and made a part hereof. This Memorandum 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. This Memorandum shall be governed, construed, applied and enforced in accordance with the laws of the state in which the Premises is located, without regard to its conflicts of law principles.

[remainder of page is blank; signature pages follow]



IN WITNESS WHEREOF, the parties have caused this Memorandum to be duly executed as of the Effective Date, with the intent that this shall be deemed an instrument under seal.

REMAINING BORROWER:

SCP BUILDING 4, LLC, a Delaware limited liability company

By: Graham & Company, Inc., an Alabama corporation, its Manager

By: H. Michael Graham

Name: H. Michael Graham

Title: President

STATE OF ALABAMA)

COUNTY OF JEFFERSON)

I, the undersigned, a Notary Public in and for said County in said State, hereby certify that H. Michael Graham, whose name as President of Graham & Company, Inc., an Alabama corporation, as the Manager of SCP Building 4, LLC, a Delaware limited liability company, 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 the instrument, he/she, as such officer, and with full authority, executed the same voluntarily for and as the act of said corporation, acting in its capacity as such Manager, for and as the act of said limited liability company.

Given under my and seal of office this 4th day of October, 2013.

Dennie S. Deluman

Notary Public

[NOTARIAL SEAL]

NOTARY PUBLIC STATE OF ALABAMA AT LARGE
MY COMMISSION EXPIRES: June 24, 2014
My commission expires: ~~June 24, 2014~~
~~NOTARY PUBLIC UNDERWRITERS~~

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TRANSFERRING TICS:

DIXON ONE LLC, an Alabama limited liability company

By: Gail Dixon
Name: Gail Dixon
Title: Sole Member

O'BRIEN ONE LLC, an Alabama limited liability company

By: _____
Name: G. Dennis O'Brien
Title: Sole Member



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TRANSFERRING TICS:

DIXON ONE LLC, an Alabama limited liability company

By: _____
Name: Gail Dixon
Title: Sole Member

O'BRIEN ONE LLC, an Alabama limited liability company

By:  _____
Name: G. Dennis O'Brien
Title: Sole Member



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STATE OF ALABAMA

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COUNTY OF JEFFERSON

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I, the undersigned, a Notary Public in and for said County in said State, hereby certify that Gail Dixon, whose name as Sole Member of Dixon One LLC, an Alabama limited liability company, 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 the instrument, he/she, as such officer, and with full authority, executed the same voluntarily for and as the act of said limited liability company.

Given under my and seal of office this 9th day of October, 2013.

[Signature]
Notary Public

[NOTARIAL SEAL]

My commission expires: 9-19-15

STATE OF ALABAMA

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COUNTY OF JEFFERSON

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I, the undersigned, a Notary Public in and for said County in said State, hereby certify that G. Dennis O'Brien, whose name as Sole Member of O'Brien One LLC, an Alabama limited liability company, 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 the instrument, he/she, as such officer, and with full authority, executed the same voluntarily for and as the act of said limited liability company.

Given under my and seal of office this 9th day of October, 2013.

[Signature]
Notary Public

[NOTARIAL SEAL]

My commission expires: 9-19-15


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LENDER:

U.S. BANK NATIONAL ASSOCIATION, AS
SUCCESSOR TRUSTEE TO BANK OF
AMERICA, NATIONAL ASSOCIATION
(SUCCESSOR BY MERGER TO LASALLE
BANK NATIONAL ASSOCIATION), AS
TRUSTEE FOR THE HOLDERS OF BEAR
STEARNS COMMERCIAL MORTGAGE
SECURITIES INC., COMMERCIAL
MORTGAGE PASS-THROUGH CERTIFICATES,
SERIES 2007-TOP26

By: PRINCIPAL GLOBAL INVESTORS, LLC,
a Delaware limited liability company, in its capacity
as Primary Servicer, its authorized signatory



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By: [Signature]
Name/Title:

Eric LeSher
Senior CMBS Servicing
Portfolio Manager

By: [Signature]
Name/Title:

Kevin F. Vaughan
Senior CMBS Servicing
Portfolio Manager

STATE OF IOWA)
)
COUNTY OF POLK)

On this 3rd day of October, 2013, before me, the undersigned, a Notary Public in and for the
said State, personally appeared Eric LeSher and
Kevin F. Vaughan, to me personally known to be the identical persons whose
names are subscribed to the foregoing instrument, who being by me duly sworn, did say that they are the
Sr. CMBS Servicing Portfolio Manager and Sr. CMBS Servicing Portfolio Manager, respectively, of PRINCIPAL
GLOBAL INVESTORS, LLC, a Delaware limited liability company, in its capacity as Primary Servicer
and authorized signatory of U.S. BANK NATIONAL ASSOCIATION, AS SUCCESSOR TRUSTEE TO
BANK OF AMERICA, NATIONAL ASSOCIATION (SUCCESSOR BY MERGER TO LASALLE
BANK NATIONAL ASSOCIATION), AS TRUSTEE FOR THE HOLDERS OF BEAR STEARNS
COMMERCIAL MORTGAGE SECURITIES INC., COMMERCIAL MORTGAGE PASS-THROUGH
CERTIFICATES, SERIES 2007-TOP26, and that they executed the same in their authorized
capacity(ies), and that by their signatures on the instrument the persons, or the entity upon behalf of which
the persons acted, executed the instrument.

[Signature]
Notary Public in and for Polk County, Iowa

My Commission Expires: _____

[NOTARIAL SEAL]

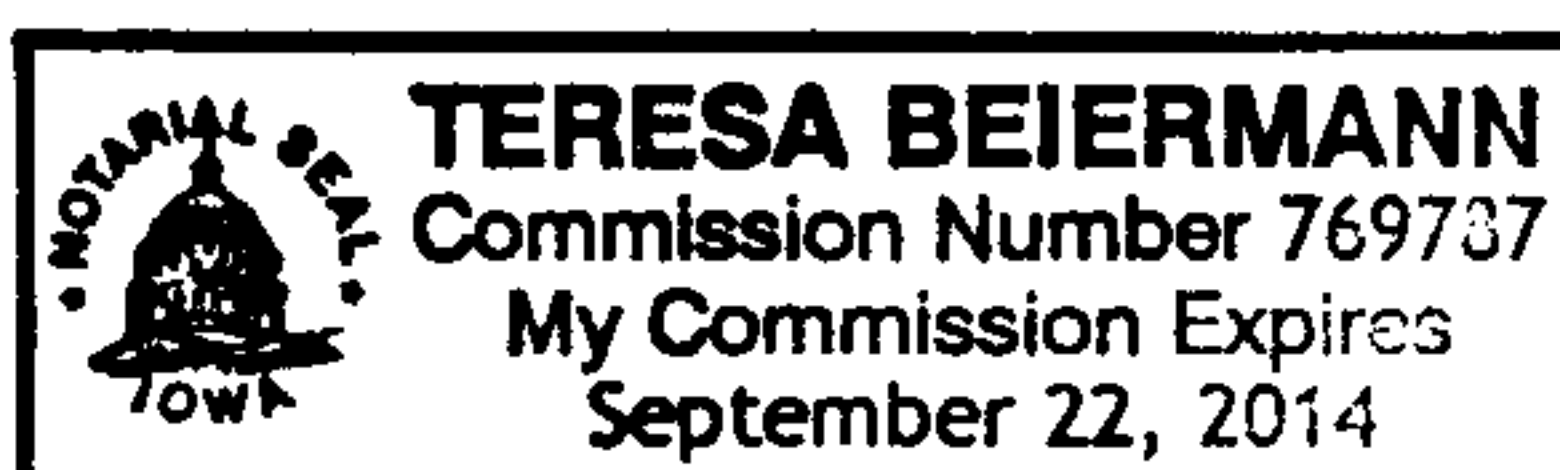


EXHIBIT A

LEGAL DESCRIPTION

Lot 2C of Graham's Resurvey of Lot 2, Shelby Commerce Park, as recorded in Map Book 35, Page 18,
Probate Records of Shelby County, Alabama.



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