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FILED FOR RECORD
AT THE CLERK'S OFFICE

Fidelity National Title Insurance Co.

2001 JUN 23 PM 4 38 LOAN NO.: 71631B

LINCOLN COUNTY, NEVADA
FEB 17th 2001
LEASHE DOCUMENT

Record and Return to:
Ruth Sims
Fidelity National Title
1800 Parkway Place, Suite 700
Marietta, GA 30067

ASSIGNMENT OF DEED OF TRUST

THIS ASSIGNMENT OF DEED OF TRUST is made and entered into as of the 23rd day of February, 2001, by and between **Atherton Capital Incorporated**, a Delaware corporation ("**Assignor**"), whose address is 1001 Bayhill Drive, Suite 155, San Bruno, California 94066, and **GMAC Commercial Mortgage Corporation**, a California corporation ("**Assignee**"), having an office at 5730 Glenridge Drive, Suite 103, Atlanta, Georgia 30328.

WHEREAS, Assignor sold to The CIT Group/Equipment Financing, Inc. ("**CIT**") certain mortgage loans, including the loan secured by the Deed of Trust described below.

WHEREAS, CIT and Assignee have entered into the Loan Purchase Agreement dated as of February 23, 2001 (the "**Agreement**") whereby CIT agreed to sell and Assignee agreed to purchase certain mortgage loans, including said loan secured by the Deed of Trust described below.

WHEREAS, Assignor desires to transfer all of its right, title and interest in and to said Deed of Trust directly to Assignee.

NOW THEREFORE, for good and valuable consideration, the receipt and sufficiency of which are hereby acknowledged, the Assignor by these presents does hereby grant, bargain, sell, assign, transfer, set over, endorse and deliver unto the Assignee, its successors, transferees and assigns forever, all of the right, title and interest, and obligations and duties of said Assignor in and to the following Deed of Trust encumbering certain real property, improvements thereon and appurtenances thereunto pertaining, commonly referred to as Highway 93 at Ash Springs, Ash Springs, Nevada 89017 all as more particularly described therein, recorded in the official records of Lincoln County, Nevada, as follows:

Grantor: Reed, Inc.
Trustee: Stewart Title of Northeastern Nevada
Beneficiary: Atherton Capital Incorporated
Instrument Date: December 15, 1999
Original Amount Secured: \$4,334,000.00

(147683.1) 999991-00179

Recordation Date: December 15, 1999

Recordation Information: Book 145, Page 390

Legal Description of Real Property: See attached **Exhibit A**

TOGETHER WITH any and all notes and obligations therein described or referred to, the debt secured thereby and all sums of money due and to become due thereon, with interest thereon, and attorney's fees and all other charges, and Assignor hereby irrevocably assigns unto Assignee its rights to collect and receive said debt, and to foreclose, enforce and satisfy said Deed of Trust.

1. The terms and provisions of this Assignment shall inure to the benefit of, and shall be binding upon, the successors and assigns of the parties hereto.

2. This Assignment shall be construed and enforced according to the laws of the State of Georgia

3. Assignor agrees to execute and deliver to Assignee such other documents as may be reasonably necessary in order to effectuate the transactions contemplated hereby.

4. The representations and warranties of CIT and Assignee under the Agreement, shall be deemed and construed to survive the execution and delivery of this Assignment and shall not merge herein or herewith.

5. This Assignment is made pursuant to the requirements of the Agreement and is intended to be, and shall be construed as, cumulative with the terms of the Agreement and is not intended to and does not, in any way limit the provisions of the Agreement, including, without limitation, the assignments made therein.

[SIGNATURE PAGE FOLLOWS]

WITNESS the following signatures and seal with the intent that this shall be deemed an instrument under seal.

ASSIGNOR:

ATHERTON CAPITAL INCORPORATED,
a Delaware corporation

By: Catherine J. Hughes
Name: Catherine J. Hughes
Title: Assistant Vice President

STATE OF California)
COUNTY OF San Mateo) ss.

This instrument was acknowledged before me on April 5, 2001, by Catherine J. Hughes, as Assistant Vice President of Atherton Capital Incorporated.

Rhonda S. Boone
Notary Public in and for said State
My Commission Expires: 1/18/04

[NOTARIAL SEAL]

