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Received - DIANE L. BATTIATO
 Register of Deeds, Douglas County, NE
 8/21/2009 14:26:58.49



2009092216

ASSIGNMENT OF DEED OF TRUST

Amerisphere Multifamily Finance, L.L.C.

To

Fannie Mae

Rtn: Omaha Title & Escrow Inc.
 13915 Gold Circle
 Omaha, NE 68144
 attn: Sharon F.

RECORD 2nd

OT 111864

38

AFTER RECORDING RETURN TO:

Shayam Menon, Esq.
 Krooth & Altman LLP
 1850 M Street, NW, Suite 400
 Washington, DC 20036

ASSIGNMENT OF DEED OF TRUST

**RIDGEWOOD HEIGHTS APARTMENTS
 OMAHA, NEBRASKA**

FOR VALUE RECEIVED, and for and in consideration of the sum of Ten Dollars (\$10.00) in hand paid and other good and valuable consideration, the receipt and sufficiency of which are hereby acknowledged, **AMERISPHERE MULTIFAMILY FINANCE, L.L.C.**, a Nebraska limited liability company (the "Assignor"), whose address is One Pacific Place, Suite 130, 1125 South 103rd Street, Omaha, Nebraska 68124, does hereby sell, assign, transfer, set over and deliver unto **FANNIE MAE**, a corporation organized and existing under the laws of the United States of America (the "Assignee") whose address is c/o AmeriSphere Multifamily Finance, L.L.C., One Pacific Place, Suite 130, 1125 South 103rd Street, Omaha, Nebraska 68124, all of its right, title and interest in, to and under the following:

That certain Multifamily Deed of Trust, Assignment of Rents and Security Agreement from **COMFED QUALIFIED HOUSING LIMITED PARTNERS XII, A NEBRASKA LIMITED PARTNERSHIP**, a Nebraska limited partnership (the "Borrower"), to Stewart Title Guaranty Company as trustee for the benefit of **AMERISPHERE MULTIFAMILY FINANCE, L.L.C.**, a Nebraska limited liability company (as the "Lender" therein), dated as of even date herewith, and recorded on the same date as this Assignment of Deed of Trust is recorded, in the Records of Douglas County, Nebraska describing certain real estate located in Omaha, Nebraska, and more particularly described in Exhibit "A" attached hereto and made a part hereof (the "Security Instrument"). The Security Instrument secures a certain Multifamily Note dated of even date herewith, from the Borrower to the Lender in the original principal amount of Three Million One Hundred Thousand and No/100ths Dollars (\$3,100,000.00), which Multifamily Note has also been endorsed and delivered this date from the Assignor to the Assignee, *recorded 8-21-09 at Instrument NO. 2009092215.*

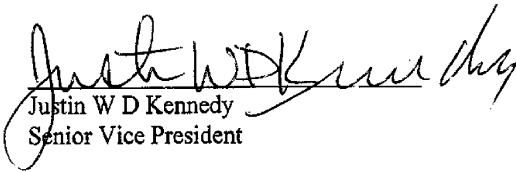
RAO.

**[DOCUMENT EXECUTION AND ACKNOWLEDGMENT
 OCCUR ON THE FOLLOWING PAGE]**

IN WITNESS WHEREOF, the Assignor has, as of the 20th day of August, 2009, caused this Assignment of Deed of Trust to be executed, acknowledged and delivered on its behalf by its duly authorized officer.

ASSIGNOR:

AMERISPHERE MULTIFAMILY FINANCE, L.L.C.
a Nebraska limited liability company

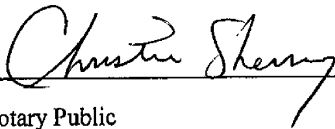
By: 
Justin W D Kennedy
Senior Vice President

ACKNOWLEDGEMENT

STATE OF TEXAS

COUNTY OF DALLAS

The foregoing instrument was acknowledged before me this 13th day of August, 2009 by Justin W D Kennedy, the Senior Vice President of AmeriSphere Multifamily Finance, L.L.C., a Nebraska limited liability company, on behalf of the limited liability company.


Notary Public

Printed Name: Christine Sherry

My Commission Expires:
12-02-2009



Attachment:
Exhibit "A" - Legal Description

EXHIBIT A**Legal Description**

The South 965 feet of the North 990 feet of the West 330 feet of the Reserve, in West Albright, an addition to the City of Omaha, as surveyed, platted and recorded, in Douglas County, Nebraska, except that part dedicated for street widening filed January 18, 1987, in Book 801, Page 632 of the Miscellaneous Records of Douglas County, Nebraska; Together with all of vacated 69th Street from the centerline of vacated Hascall Street North to the South line of Lot 1, in Block 3, in Lawnfield, an addition to the City of Omaha, as surveyed platted, and recorded in Douglas County, Nebraska; and Together with the East half (E 1/2) of vacated 69th Street from the centerline of vacated Hascall Street South to the North line of vacated Valley Street; and Together with the North half (N 1/2) of vacated Valley Street from the centerline of 69th Street East for 330 feet.

LEGAL DESCRIPTION

OT111864

The South 965 feet of the North 990 feet of the West 330 feet of the Reserve, in West Albright, an addition to the City of Omaha, as surveyed, platted and recorded, in Douglas County, Nebraska, except that part dedicated for street widening filed January 18, 1987, in Book 801, Page 632 of the Miscellaneous Records of Douglas County, Nebraska; Together with all of vacated 69th Street from the centerline of vacated Hascall Street North to the South line of Lot 1, in Block 3, in Lawnfield, an addition to the City of Omaha, as surveyed platted, and recorded in Douglas County, Nebraska; and Together with the East half (E 1/2) of vacated 69th Street from the centerline of vacated Hascall Street South to the North line of vacated Valley Street; and Together with the North half (N 1/2) of vacated Valley Street from the centerline of 69th Street East for 330 feet.