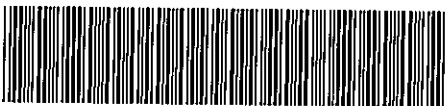


5409 153 ASS



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RICHARD H. TAKECHI
REGISTER OF DEEDS
DOUGLAS COUNTY, NE

98 AUG 12 PM 12:25

RECEIVED

[The space above is intended for recording data.]

ASSIGNMENT OF DEED OF TRUST

FOX VALLEY PHASE II APARTMENTS

Douglas County (Omaha), Nebraska

FNMA Commitment Pool No. 984285

1592
FEE 20.00 FB MC-20690
BKP C/O COMB
DEL SCAN OK FV

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, **BERKSHIRE MORTGAGE FINANCE LIMITED PARTNERSHIP**, a Massachusetts limited partnership (the "Assignor"), whose address is c/o Patrician Financial Company Limited Partnership, 4550 Montgomery Avenue, Suite 1150, Bethesda, Maryland 20814, does hereby sell, assign, transfer, set over and deliver unto **FANNIE MAE**, a corporation organized and existing under the laws of the United States, its successors and assigns (the "Assignee"), whose address is c/o Patrician Financial Company Limited Partnership, 4550 Montgomery Avenue, Suite 1150, Bethesda, Maryland 20814, 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 **FOX VALLEY APARTMENTS GENERAL PARTNERSHIP**, a Nebraska general partnership (the "Borrower"), to **PATRICIAN FINANCIAL COMPANY LIMITED PARTNERSHIP**, a Massachusetts limited partnership (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 Douglas County, Nebraska, and more particularly described in Exhibit "A" attached hereto and made a part hereof (the "Deed of Trust"), as assigned to the Assignor by Assignment of Deed of Trust dated as of even date herewith and recorded on the same date as this Assignment of Deed of Trust. The Deed of Trust secures a certain Multifamily Note dated as of even date herewith, from the Borrower to the Lender in the original principal amount of Three Million Four Hundred Thousand and no/100ths Dollars (\$3,400,000.00), which Multifamily Note

Return
Box 16

has also been endorsed and delivered this date from the Assignor to the Assignee. *Book 5409, Page 103*

IN WITNESS WHEREOF, the Assignor has, as of this 12th day of August, 1998, caused this Assignment of Deed of Trust to be executed, acknowledged and delivered on its behalf by its duly authorized officer.

ASSIGNOR:
BERKSHIRE MORTGAGE FINANCE
LIMITED PARTNERSHIP
a Massachusetts limited partnership

By: BRF CORPORATION
a Massachusetts corporation
General Partner

By: 

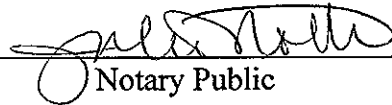
Matthew V. Wherry
Vice President, Patrician Operations

ACKNOWLEDGMENT

WASHINGTON,)
) ss:
 DISTRICT OF COLUMBIA)

The foregoing instrument was acknowledged before me this 11th day of August, 1998 by **Matthew V. Wherry**, Vice President, Patrician Operations, on behalf of BRF CORPORATION, a corporation, General Partner of PATRICIAN FINANCIAL COMPANY LIMITED PARTNERSHIP, a limited partnership, and acknowledged the same to be his voluntary act and deed and the voluntary act and deed of said limited partnership.

Witness my hand and notarial seal at the District of Columbia ~~in said county~~, the date aforesaid.



 Notary Public

My Commission Expires:

JULIE NOTTO
 Notary Public, District of Columbia
 My Commission Expires January 14, 2000

Attachment:

Exhibit "A" - Legal Description

**THIS INSTRUMENT PREPARED BY
 AND AFTER RECORDING SHOULD
 PLEASE BE RETURNED TO:**

John E. Vihstadt, Esq.
 Krooth & Altman
 1850 M Street, N.W., Suite 400
 Washington, D.C. 20036



 NOTARIAL SEAL AFFIXED
 REGISTER OF DEEDS

EXHIBIT "A"

LEGAL DESCRIPTION

Lot 65, in THE KNOLLS, a Subdivision, as surveyed, platted and recorded, in Douglas County, Nebraska, together with the East Half (E1/2) of the vacated portion of 104th Avenue adjacent thereto on the West;

Together with non-exclusive easement rights appurtenant thereto as established by Permanent Driveway Easement dated June 19, 1995 and recorded June 22, 1995, in Book 1149 at Page 577 of the Miscellaneous Records of Douglas County, Nebraska.

NOTE: The Plat and Dedication of The Knolls was recorded February 16, 1972, in Book 1448 at Page 718 of the Deed Records of Douglas County, Nebraska.

NOTE: Subject property is taxed under County Treasurer's Tax Key Number 1414-5473-15.