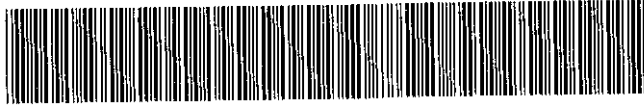




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Received - DIANE L. BATTIATO
 Register of Deeds, Douglas County, NE
 9/1/2009 13:37:14.95



2009096099

ASSIGNMENT OF DEED OF TRUST

Return to:

Omaha Title & Escrow Inc.
 13915 Gold Circle
 Omaha, NE 68144

OT111867 - SF

Recorders Note:

Filed upon demand of submitter.

RECORD 2nd

OT 111867

IN WITNESS WHEREOF, the Assignor has, as of the 31st 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*
Justin W D Kennedy
Senior Vice President

ACKNOWLEDGEMENT

STATE OF TEXAS

COUNTY OF DALLAS

The foregoing instrument was acknowledged before me this 25th 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.



Christine Sherry
Notary Public

Printed Name: *Christine Sherry*

My Commission Expires:
12.02.2009

Attachment:
Exhibit "A" - Legal Description

AFTER RECORDING RETURN TO:

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

ASSIGNMENT OF DEED OF TRUST

**CROSSWINDS 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 **CW APARTMENTS, LLC**, a Nebraska limited liability company (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 Two Million Seven Hundred Seventy-Five Thousand and No/100ths Dollars (\$2,775,000.00), which Multifamily Note has also been endorsed and delivered this date from the Assignor to the Assignee.

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

EXHIBIT A

Legal Description

That part of the Southwest Quarter of the Southwest Quarter of Section 24, Township 15 North, Range 12 East of the 6th P.M., in the City of Omaha, in Douglas County, Nebraska, more particularly described as follows:

Beginning at a point 10 feet South of the Intersection of North line of the Southwest 1/4 of the Southwest 1/4 of Section 24, Township 15 North, Range 12 East of the 6th P.M., in Douglas County, Nebraska, with the West line of 69th Street (said West line of 69th Street being the West line of the 10 foot strip dedicated by Overland-Wolf, Inc., for the widening of 69th Street); thence South a distance of 866.3 feet to a point 445 feet North and 980.4 feet East of the Southwest corner of said Section 24; thence West along a line 445 feet East of the Southwest corner of said Section 24; thence West along a line 445 feet North of and parallel to the South line of Section 24, a distance of 317.6 feet; thence North 866.3 feet; thence East along a line 10 feet South of the North line of the Southwest 1/4 of the Southwest 1/4 of Section 24, a distance of 317.6 feet to the place of beginning.