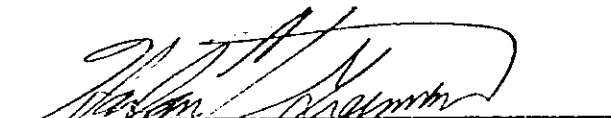


STATE OF NEW YORK  
COUNTY OF NEW YORK

Personally appeared before me Harlan T. Greenman, who being duly sworn, says that he saw Victor Druskin, Senior Vice President of Consolidated Capital Equities Corporation, the Corporate General Partner of Consolidated Capital Properties, a California limited partnership, sign and attest the within Assignment of (1) All-Inclusive Mortgage, Assignment of Rents and Security Agreement, (2) Promissory Note Secured Thereby, and (3) Conditional Assignment of Rents and Leases and that he with Benjamin H. Mahler, witnessed the execution and delivery thereof as the act and deed of said limited partnership.

  
Witness

SWORN to before me this 24<sup>th</sup>  
day of January, 1984.

Rae M. Kosar  
Notary Public for New York

My commission expires: March 30, 1984

ROSE M. KOSAR  
Notary Public, State of New York  
No. 41-4826454 - Qual. In Queens Co.  
Cert. Filed in Queens County  
Commission Expires March 30, 1984

THIS INSTRUMENT PREPARED BY:  
VICTOR DRUSKIN, ESQ.  
CONSOLIDATED CAPITAL COMPANIES  
1900 POWELL STREET, SUITE 1000  
EMERYVILLE, CALIFORNIA 94608

(CONTINUED ON NEXT PAGE)