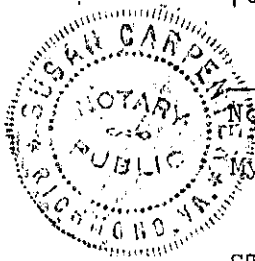


STATE OF VIRGINIA)
CITY OF RICHMOND)

PROBATE

PERSONALLY APPEARED before me Howard C. Vick
who, being duly sworn, says that he saw the within named
YORKTOWN OF GREENVILLE LIMITED PARTNERSHIP, by ASSOCIATED
PROPERTIES, INC.; GENERAL PARTNER, by Robert M. Goodman,
President and Joseph P. Marchetti, Secretary, sign, seal and as
the act and deed of said partnership, deliver the foregoing
Consolidation and Modification Agreement, and that he,
with Terrence M. Heunant witnessed the execution
thereof.
SWORN to before me this Howard C. Vick
7th day of December, 1965.



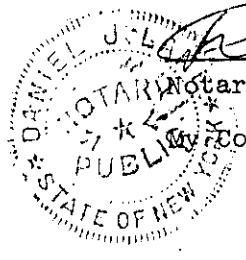
Susan Carpenter (SEAL)
Notary Public for: Richmond, Virginia
My Commission Expires: June 23, 1969

STATE OF NEW YORK)
COUNTY OF NEW YORK)

PROBATE

PERSONALLY APPEARED before me FRANK J. LOWE
who, being duly sworn, says that he saw the within named
METROPOLITAN LIFE INSURANCE COMPANY, by its duly authorized
officers, V. J. BORUM as Investment Vice President in Mortgages
and L. CARNEY as ASSISTANT SECRETARY,
sign, seal with its corporate seal and as the act and deed of
said company, deliver the within written Consolidation and
Modification Agreement, and that he, with Daniel J. Lane
witnessed the execution thereof.

SWORN to before me this 28th
JANUARY 66
~~21st~~ day of ~~December~~, 1965
Frank J. Lowe
FRANK J. LOWE



Daniel J. Lane (SEAL)
Notary Public for: State of New York
My Commission Expires: _____

DANIEL J. LANE
NOTARY PUBLIC, State of New York
No. 40-7417500
Qualified in Putnam County
Certificate filed in New York County
Commission Expires March 30, 1968