

Boulevard, Charlotte, North Carolina 28211, at the apartment site, or at such other location approved by Assignee in writing. The Assignee or its duly authorized agent, shall be entitled to examine and copy the originals of the leases during normal business hours of Assignor.

13. Assignor agrees that it will not enter into any lease of all or part of the property described in Exhibit A attached hereto unless that lease is on a form which has been approved by Assignee in writing.

14. The personal liability of Borrower and Borrower's partners hereunder shall be limited in the same manner as that liability is limited under the Mortgage.

IN WITNESS WHEREOF, the Assignor has executed this Assignment as of the day and year first above written.

THE PARK HAYWOOD COMPANY,
a Texas Limited Partnership

By *JTC* (SEAL)
James T. Cobb, General Partner

Witnesses:

Emily S. Ducey

Jane S. Van Delinder

STATE OF NORTH CAROLINA
COUNTY OF MECKLENBURG

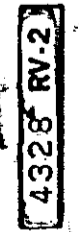
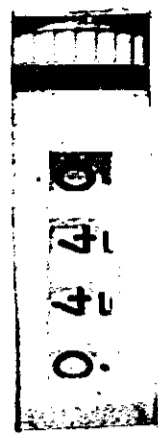
BEFORE me personally appeared *Emily S. Ducey*, who, on oath says that he saw the within named JAMES T. COBB, general partner of THE PARK HAYWOOD COMPANY, sign, seal and as his act and deed deliver the within written agreement; and that *she* with *Jane S. Van Delinder* witnessed the due execution thereof.

Emily S. Ducey
Witness

Sworn to and subscribed before me
this *26th* day of *September* 1980.

Vivian R. Roefe
Notary Public

My Commission Expires: *9-25-85*



PAK