

*Prepared by and upon
recording return to:*

Maynard, Cooper & Gale, P.C.
1901 6th Avenue, North
2400 AmSouth/Harbert Plaza
Birmingham, Alabama 35203
Attention: Jennifer R. Smith


**ASSIGNMENT OF MULTIFAMILY MORTGAGE,
ASSIGNMENT OF RENTS AND SECURITY AGREEMENT**

FOR VALUE RECEIVED, Collateral Mortgage Capital, LLC, a Delaware limited liability company ("Assignor") does hereby sell, assign, transfer, set over, endorse and deliver unto **FANNIE MAE** that certain Multifamily Mortgage, Assignment of Rents and Security Agreement dated as of May 6, 2004, between CMS/Riverside Parc, L.P., a Delaware limited partnership, as Borrower or Mortgagor, and Collateral Mortgage Capital, LLC, as Mortgagee or Lender, in the original principal amount of Eighteen Million Two Hundred Fifty Thousand and No/100 Dollars (US \$18,250,000) recorded in the Official Records of Shelby County, Alabama, immediately prior hereto, covering the premises described on Exhibit A attached hereto and made a part hereof; together with the Multifamily Note described in said Multifamily Mortgage, Assignment of Rents and Security Agreement, and the monies due and to become due thereunder with interest.

IN WITNESS WHEREOF, Assignor has duly executed this Assignment as of the 6 day of May, 2004.

COLLATERAL MORTGAGE CAPITAL, LLC
a Delaware limited liability company

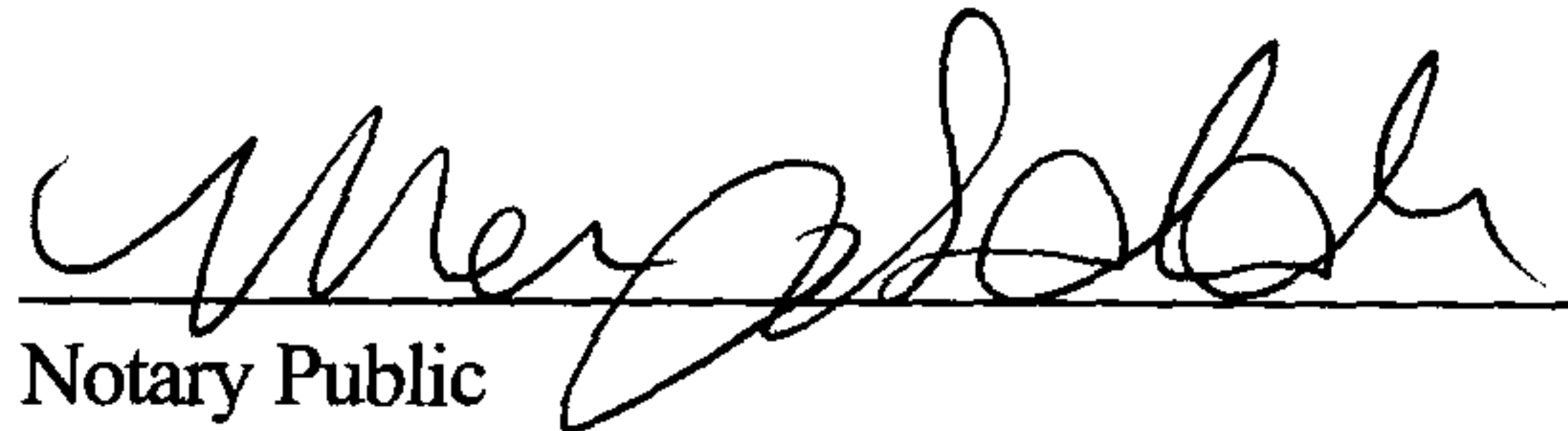
By: Collateral Management, LLC
a Delaware limited liability company
Its: Manager

By: 
Name: Brett N. Blackwood
Title: Managing Director

STATE OF ALABAMA)
) ss.
COUNTY OF JEFFERSON)

I, Monica J Schroeder, a notary public in and for said County in said State, hereby certify that Brett N Blackwood whose name as Managing Director of Collateral Management, LLC, a Delaware limited liability company, as Manager of Collateral Mortgage Capital, LLC, a Delaware limited liability company, is signed to the foregoing conveyance and who is known to me, acknowledged before me on this day that, being informed of the contents of the conveyance, he/she, as such officer and with full authority, executed the same voluntarily for and as the act of said limited liability company acting in its capacity as manager of said limited liability company, as aforesaid.

Given under my hand and official seal this 4th day of May, 2004.



Notary Public

My Commission Expires: _____

[SEAL]

Monica J. Schroeder
Notary Public, State of Alabama
Alabama State at Large
My Commission Expires March 16, 2008

EXHIBIT A
Legal Description

EXHIBIT A

All that certain land situated in the County of Jefferson, Alabama and County of Shelby, Alabama, and being more particularly described as follows:

Phase I:

PARCEL I:

Lot 15, Cahaba Park South, 1st Addition as recorded in Map Book 153, page 49, in the Probate Office of Jefferson County, Alabama; being situated in Jefferson County, Alabama.

PARCEL II:

Lot B, Cahaba Park South, 1st Addition, Resurvey No. 1 as recorded in Map Book 159, page 15, in the Probate Office of Jefferson County, Alabama, being situated in Jefferson County, Alabama.

PARCEL III: (Signage Easement)

A non-exclusive easement to construct and maintain signage on a structure not exceeding fourteen feet in height and eight feet in width on the 10' by 10' easement for signage in the Southwestern corner of Lot 13-D, as shown on Resurvey No. 2 of Cahaba Park South, recorded in Map Book 13, page 57, in the Probate Office of Shelby County, Alabama.

PHASE II:

PARCEL IV:

Lot A, Cahaba Park South, 1st Addition Resurvey No. 1 as recorded in Map Book 159, page 15, in the Probate Office of Jefferson County, Alabama.

PARCEL V:

A 30.00 foot wide easement for ingress and egress across Parcel I (also described in Lot 15, according to the plat of Cahaba Park South 1st Addition), 15.00 feet each side of the following described centerline, situated in the Southwest Quarter of the Southwest Quarter of Section 25, Township 18 South, Range 2 West, Jefferson County, Alabama.

Commence at the Southeast corner of said Southwest Quarter of the Southwest Quarter; thence West along the South line of said Southwest Quarter of the Southwest Quarter a distance of 350.21 feet to the East right of way line of Cahaba Park Circle said point being the P.C. (point of

curve) of a curve to the left having a central angle of 69 degrees 38 minutes 34 seconds and a radius of 195.00 feet; thence turn 90 degrees 00 minutes to the right (angle measured to tangent) and run Northwesterly and along the arc of said curve a distance of 237.02 feet to a point on said right of way of said Cahaba Park Circle, said point being the point of beginning of said centerline of said easement; thence turn 90 degrees 00 minutes to the P.C. (point of curve) of a curve to the right having a central angle of 18 degrees 46 minutes 09 seconds and a radius of 118.77 feet; thence turn 109 degrees 38 minutes 13 seconds to the left (angle measured to tangent) and run Westerly and along the arc of said curve and said centerline of an easement a distance of 38.91 feet to the P.T. (point of tangent); thence continue Westerly and tangent to said curve a distance of 35.13 feet to the P.C. (point of curve) of a curve to the right having a central angle of 30 degrees 22 minutes 29 seconds and a radius of 75.00 feet; thence Northwesterly and along the arc of said centerline a distance of 39.76 feet to the P.T. (point of tangent); thence continue Northwesterly and tangent to said curve a distance of 129.03 feet to a point; thence turn 44 degrees 58 minutes 22 seconds to the left and run Westerly a distance of 43.35 feet to a point on the Westerly line of Lot 15, Cahaba Park South 1st Addition and end of said centerline; being situated in Jefferson County, Alabama.

OTHER INTERESTS:

PARCEL VI:

The beneficial interest that constitutes an interest in real property as set forth in that certain Agreement dated August 7, 1985, by and among Investment Southeastern, Ltd., Kovach-Eddleman Properties, and 280 Associates, Ltd., as recorded in Real 2748, Page 377, in the Probate Office of Jefferson County, Alabama, and as further recorded in Real 38, Page 71 in the Probate Office of Shelby County, Alabama.

PARCEL VII:

The beneficial interest that constitutes an interest in real property as set forth in that certain Reciprocal Easement Agreement dated August 7, 1985, by and among Investment Southeastern, Ltd., Kovach-Eddleman Properties, and 280 Associates, Ltd., as recorded in Real 2748, Page 384, in the Probate Office of Jefferson County, Alabama, and as further recorded in Real 38, Page 59, in the Probate Office of Shelby County, Alabama.

EXHIBIT A

All that certain lot or parcel of land situated in the County of Jefferson, Alabama, and being more particularly described as follows:

PARCEL I:

Lot 3, according to the map of Colonnade Parc, as recorded in Map Book 190, page 11, in the Probate Office of Jefferson County, Alabama.

PARCEL II:

That certain easement contained in Easement Agreement executed by and between Jack Fiorella, III and Old 280 Associates, L.L.C., recorded in Instrument 9713/5512, in said Probate Office of Jefferson County, Alabama, and also together with those certain benefits contained in document entitled Declaration of Protective Covenants as recorded in Instrument #9713/5527, in said Probate Office of Jefferson County, Alabama.