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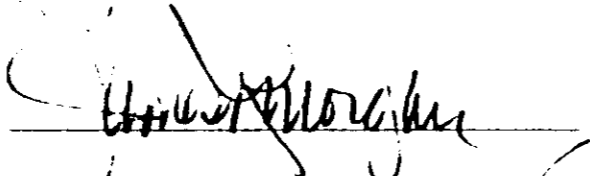
income of the project collected by the Receiver or by the mortgagee-in-possession shall be utilized for the payment of interest, principal or any other charges due and payable under this mortgage, except from "surplus cash", if any, as said term is defined in the said Regulatory Agreement; and further, said Receiver or mortgagee-in-possession shall operate the project in accordance with all of the provisions of the said first mortgage and the said Regulatory Agreement.

IN WITNESS WHEREOF, Mortgagor has caused this instrument to be executed and sealed by the duly authorized officers of its corporate general partner, as of the 27th day of October, 1980.


MIDDLETON GENERAL PARTNERHSIP,
a Utah general partnership,
By COORDINATED FINANCIAL SERVICES,
a Utah corporation,
a General Partner

[Corporate Seal]

ATTEST:

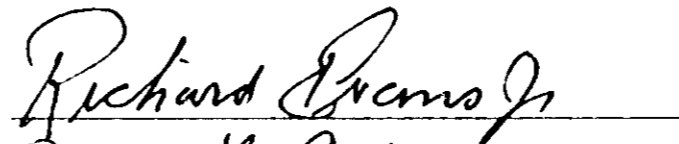



Title: Assistant Secretary

By 

Title: Vice President

Signed, sealed and delivered in the presence of



Witnesses

4328 RV-2