

ASSIGNMENT OF LEASE AGREEMENT

THIS ASSIGNMENT OF LEASE AGREEMENT, made and entered into this ____ day of May, 1996, by and between ADAMS BUILDING ASSOCIATES, a Florida general partnership ("Assignor") and COOLIDGE ENTERPRISES, INC., a Florida corporation ("Assignee"), is as follows:

WHEREAS, Assignor and the City of Fort Lauderdale, a municipal corporation ("City") entered into that certain Lease Agreement dated September 30, 1986 and recorded at Official Records Book 16009, Page 656, of the Public Records of Broward County, Florida, ("Lease"), which is attached and incorporated herein as Exhibit "A", and

WHEREAS, Assignor, this day, is conveying to Assignee the real property with the improvement which is the subject matter of the Lease, and

WHEREAS, Section 13 of the Lease allows for the assignment of this Lease by Assignor to Assignee with the consent of City, and

WHEREAS, Assignor owns the rights as provided in the Lease and desires to assign, transfer, set over and deliver to Assignee all of Assignor's right, title and interest in and to the Lease by this document;

NOW THEREFORE, in accordance with the terms of this Assignment and in consideration of the sum of \$10.00, the sufficiency and receipt of which are hereby acknowledged, Assignor and Assignee do hereby covenant and agree as follows:

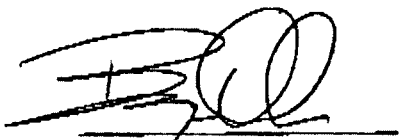
1. The above recitals are true and correct.
2. As of the date herein, Assignor does hereby assign, transfer set over and deliver to Assignee all of Assignor's right, title and interest in and to the Lease.
3. Assignor does hereby represent and warrant that the Lease is in full force and effect and that, to the best of Assignor's knowledge, the Lease is currently in good standing and neither Assignor or Landlord is in default under the Lease.

4. Assignee hereby accepts this Assignment and expressly agrees to assume all of the Assignor's obligations under the Lease arising after the date of this Assignment.

5. This Assignment shall be binding upon and inure to the benefit of the parties to this Assignment and their respective heirs, legal representatives, successors and assigns and shall be construed in accordance with Florida law.

IN WITNESS WHEREOF, this Assignment of Lease Agreement has been signed, sealed and delivered by the parties as of the date first above written.

Signed, sealed and delivered
in the presence of:



Print Name: Bryan Duke

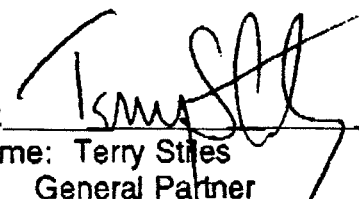


Print Name: Patricia Monahan

Assignor:

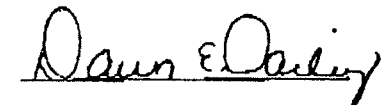
ADAMS BUILDING ASSOCIATES, a
Florida general partnership

By: FOUNTAIN INVESTMENT GROUP,
a Florida general partnership

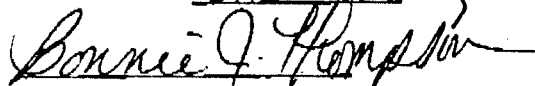
By: 
Name: Terry Stiles
Its: General Partner

Assignee:

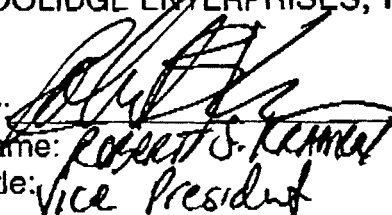
COOLIDGE ENTERPRISES, INC.



Print Name: Dawne E. Dailly



Print Name: Bonnie J. Thompson

By:  V.P.
Name: Robert S. Kramer
Title: Vice President

STATE OF Florida)

COUNTY OF Broward)

I HEREBY CERTIFY that on this day, before me, an officer duly authorized in the State aforesaid and in the County aforesaid to take acknowledgements, personally appeared Terry Stiles to me known to be the person described or who has produced N/A as identification, and who executed the foregoing instrument and he acknowledged before me that he executed same.

WITNESS my hand and official seal in the County and State last aforesaid this 22 day of MAY, 1996.



ELLEN TANNENBAUM
COMMISSION # CC 384866
EXPIRES JUL 19, 1998
BONDED THRU
ATLANTIC BONDING CO., INC.

NOTARY PUBLIC:

Sign
Print

[Signature]

STATE OF Florida)

) SS

COUNTY OF Martin)

I HEREBY CERTIFY that on this day, before me, an officer duly authorized in the State aforesaid and in the County aforesaid to take acknowledgements, personally appeared Robert S. Kramer to me known to be the person described or who has produced n/a as identification, and who executed the foregoing instrument and he acknowledged before me that he executed same.

WITNESS my hand and official seal in the County and State last aforesaid this 23 day of May, 1996.

NOTARY PUBLIC:

Sign
Print

[Signature]
Teresa L. Ullmann

State of Florida

at Large

My Commission Expires:



TERESA L. ULLMANN
MY COMMISSION # CC 32759
EXPIRES: November 1, 1997
Bonded Thru Notary Public Underwriters

CONSENT

In accordance with Section 13 of the Lease, The City of Fort Lauderdale, hereby consents to this Assignment from Adams Building Associates to Coolidge Enterprises, Inc. and agrees to release Adams Building Associates from any further responsibilities, liabilities and obligations under the Lease.

IN WITNESS OF THE FOREGOING, the parties have set their hands and seals the day and year first written above.

WITNESSES:

Patsy A. Adams

Dorothy O'Leary

(CORPORATE SEAL)

CITY OF FORT LAUDERDALE

[Signature]
Mayor

[Signature]
City Manager

ATTEST:

[Signature]
City Clerk

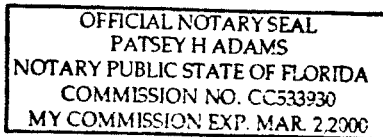
Approved as to form:

[Signature]
Ass. City Attorney

STATE OF FLORIDA:
COUNTY OF BROWARD:

The foregoing instrument was acknowledged before me this May 22, 1996, by JIM NAUGLE, Mayor of the CITY OF FORT LAUDERDALE, a municipal corporation of Florida. He is personally known to me and did not take an oath.

(SEAL)



Patsey H. Adams

Notary Public, State of Florida
(Signature of Notary taking
Acknowledgment)

Patsey H. Adams

Name of Notary Typed,
Printed or Stamped

My Commission Expires: 3/2/2000

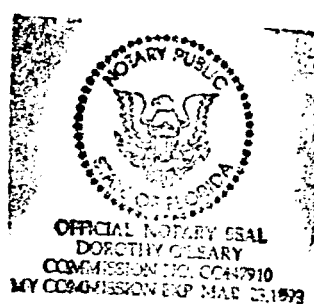
533930

Commission Number

STATE OF FLORIDA:
COUNTY OF BROWARD:

The foregoing instrument was acknowledged before me this May 22, 1996, by GEORGE L. HANBURY, City Manager of the CITY OF FORT LAUDERDALE, a municipal corporation of Florida. He is personally known to me and did not take an oath.

(SEAL)



Dorothy O'Leary

Notary Public, State of Florida
(Signature of Notary taking
Acknowledgment)

DOROTHY O'LEARY

Name of Notary Typed,
Printed or Stamped

My Commission Expires: 3-23-99

CC: 447910

Commission Number



CITY OF
FORT LAUDERDALE

Venice of America

Collateral Mortgage, Ltd.
524 Lorna Square
Birmingham, AL 35216

American Strategic Income Portfolio, Inc.-III
Piper Jaffray Tower
222 South Ninth Street, 20th Floor
Minneapolis, Minnesota 55402

Re: Lease Agreement dated September 30, 1988 ("Lease")
between City of Fort Lauderdale ("Lessor") and
Adams Building Associates, a Florida general
partnership ("Lessee")

ESTOPPEL CERTIFICATE

This Estoppel Certificate, dated this 22nd day of May, 1996,
is made pursuant to Paragraph 19 of the above referenced Lease.

Lessor certifies that the above referenced Lease appearing at
Official Records Book 16009, Page 664 of the Public Records of
Broward County, Florida is unmodified and in full force and effect,
except as follows:

1. The Lessor's City Commission approved, on May
21, 1996, execution of a Consent to Assignment of Lease,
consenting to the assignment of the leasehold interest
under the above referenced Lease from Adams Building
Associations, a Florida general partnership (Assignor) to
Coolidge Enterprises, Inc., a Florida corporation
(Assignee), pursuant to which Assignee assumed all of
Assignor's obligations under the Lease and wherein Lessor
releases Assignor of any further obligation under the
Lease.

Lessor certifies it has no knowledge of any setoffs or
defenses by Lessee against the enforcement of any of the
terms, covenants and conditions of the Lease.

Lessor certifies that it has no knowledge that Lessee
has failed to observe and perform any of the terms, covenants
or conditions that Lessee is bound to perform under the Lease.

This Estoppel Certificate is being executed by Bud Bentley,

CITY MANAGER'S OFFICE
100 NORTH ANDREWS AVENUE, FORT LAUDERDALE, FLORIDA 33301
TELEPHONE (954) 761-5013, FAX (954) 761-5021

EQUAL OPPORTUNITY EMPLOYER

PRINTED ON RECYCLED PAPER



Assistant City Manager in the absence of the City Manager.

IN WITNESS OF THE FOREGOING, the parties have set their hands and seals the day and year first written above.

CITY OF FORT LAUDERDALE

By Bud Bentley
Assistant City Manager

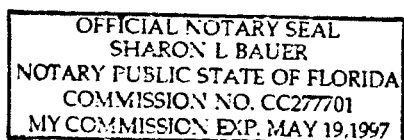
STATE OF FLORIDA:
COUNTY OF BROWARD:

The foregoing instrument was acknowledged before me this May 23, 1996, by BUD BENTLEY, Assistant City Manager of the CITY OF FORT LAUDERDALE, a municipal corporation of Florida. He is personally known to me and did not take an oath.

(SEAL)

Sharon L. Bauer
Notary Public, State of Florida
(Signature of Notary taking
Acknowledgment)

SHARON L. BAUER
Name of Notary Typed,
Printed or Stamped



My Commission Expires:

CC277701
Commission Number

RBD/estpl.adams