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(3) The Assignor has not executed any prior assignment of leases or rentals, nor has the Assignor performed any acts or executed any other instrument which might prevent the Assignee from operating under any of the terms and conditions of the Assignment.

All the covenants and agreements hereinabove contained on the part of either party shall apply to and bind their successors and assigns.

WITNESS the Assignor's hand and seal this 15 day of February, 1978.

Signed, sealed and delivered in the presence of:

ICC WILLIAMSBURG ASSOCIATES, a New York General Partnership

Blanche Laia
Miriam Barnhoff

By: A. J. Kub
Partner

STATE OF NEW YORK)
) SS.:
COUNTY OF New York

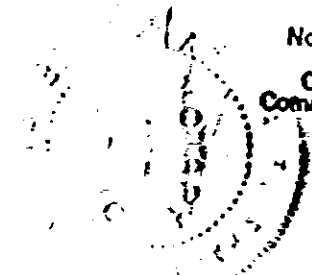
Personally appeared the undersigned witness and made oath that (s)he saw the within named Assignor sign, seal, and as its act and deed deliver the within written instrument and that (s)he, with the other witness subscribed above, witnessed the execution thereof.

Sworn to before me this 15th day of February, 1978.

Julia F. Grant (Seal)
Notary Public for New York

Miriam Barnhoff
Witness

JULIA F. GRANT
Notary Public State of New York
No. 4646943
Qualified in New York County
Commission Expires March 30, 1979



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