

IN WITNESS WHEREOF, the parties hereto have caused this Agreement to be duly executed in their behalf by their duly authorized officers, all as of the date hereinabove first written.

Signed, sealed and delivered in the presence of:

Samuel A. Quattbaum
Witness

Henry P. Case
Witness

Middleton Apartments, Inc.

By Richard D. Watson
President

ATTEST:
Maie B. Hester
Secretary
[Seal]

Signed, sealed and delivered in the presence of:

Samuel A. Quattbaum
Witness

Henry P. Case
Witness

Middleton Apts. of Tennessee, Ltd.

By Wooten Corporation of Wilmington
General Partner

By Richard D. Watson
President

ATTEST:
Maie B. Hester
Secretary
[Seal]

Signed, sealed and delivered in the presence of:

Samuel A. Quattbaum
Witness

Henry P. Case
Witness

C. Douglas Wilson & Co.

By J. L. Barkhouse
V. President

ATTEST:
Brady E. Watson
Secretary
[Seal]

Signed, sealed and delivered in the presence of:

W. D. Cleman
Witness

Hubert Bullard
Witness

Secretary of Housing and Urban Development, acting by and through the Federal Housing Commissioner

By John B. Davis
Authorized Agent