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**Assignment of Mortgage,  
Assignment of Leases and Rents, Security  
Agreement and Fixture Filing**

(reserved for recording data)

Date: September \_\_, 2018

FOR VALUABLE CONSIDERATION, the City of Minnetonka, a municipal corporation organized and existing under the laws of the State of Minnesota, Assignor, hereby sells, assigns and transfers to U.S. Bank National Association, a national banking association, its successors and assigns, in its capacity as Fiscal Agent, Assignee, Assignor's interest as mortgagee in the Mortgage, Assignment of Leases and Rents, Security Agreement and Fixture Filing, dated as of even date herewith, executed by Minnetonka Leased Housing Associates III, LLLP, a Minnesota limited liability limited partnership, as mortgagor, in favor of Assignor, as mortgagee, and filed for record on September \_\_, 2018, as Document Number \_\_\_\_\_, in the Office of the County Recorder of Hennepin County, Minnesota and encumbering the real property legally described on Exhibit A attached hereto and the other property described therein, together with all right and interest in the obligations therein specified and the debt thereby secured.

[Signature page follows.]

IN WITNESS WHEREOF, Assignor has caused this instrument to be executed and delivered by duly authorized officers of Assignor, as of the day and year first written above.

**CITY OF MINNETONKA, MINNESOTA**

By \_\_\_\_\_  
Its Mayor

By \_\_\_\_\_  
Its City Manager

STATE OF MINNESOTA        )  
  ) ss.  
COUNTY OF HENNEPIN     )

On this \_\_\_ day of \_\_\_\_\_, 2018, before me personally appeared \_\_\_\_\_, personally known to me (or provided on the basis of satisfactory evidence) to be the person who executed this instrument as the Mayor of the City of Minnetonka, Minnesota, on behalf of the City.

Given under my hand and official seal this \_\_\_\_ day of \_\_\_\_\_, 2018.

\_\_\_\_\_  
Notary Public

STATE OF MINNESOTA        )  
  ) ss.  
COUNTY OF HENNEPIN     )

On this \_\_\_\_ day of \_\_\_\_\_, 2018, before me personally appeared \_\_\_\_\_, personally known to me (or provided on the basis of satisfactory evidence) to be the person who executed this instrument as the City Manager of the City of Minnetonka, Minnesota, on behalf of the City.

Given under my hand and official seal this \_\_\_\_ day of \_\_\_\_\_, 2018.

\_\_\_\_\_  
Notary Public

**DRAFTED BY AND UPON RECORDING**  
**RETURN TO:**  
Stinson Leonard Street LLP  
50 South Sixth Street, Suite 2600  
Minneapolis, MN 55402  
Attn: David W. Kelley

[Signature Page to Assignment of Mortgage]

Exhibit A

[to be inserted]