(2)

ASSIGNMENT OF LANDLORD'S INTEREST IN LEASE

FOR VALUE RECEIVED, LAURENCE A. TISCH, having an office at 667 Madison Avenue, New York, New York 10021 (hereinafter referred to as "Assignor"), hereby conveys, assigns, transfers and sets over unto each of the following (collectively referred to herein as "Assignees") whose mailing address is c/o Thomas J. Tisch, 667 Madison Avenue, New York, New York 10021, undivided interests in all of the right, title and interest of Assignor in and to that certain Lease dated June 24, 1991 between Laurence A. Tisch, as Landlord, and WAL-MART STORES, INC., a Delaware corporation, as Tenant, demising the premises legally described in Exhibit "A" attached hereto and commonly known as the Wal-Mart parcel in Manchester, Iowa (the "Premises"), a Memorandum of which Lease was recorded in Book 2, page 207, in the Office of the Recorder of Deeds, Delaware County, State of Iowa, as follows:

H449-3783

Thomas J. Tisch and Wilma S. Tisch as trustees, and their successor trustees, of The Thomas J. Tisch 1991 Trust under Irrevocable Trust Agreement dated September 23, 1991 between Laurence A. Tisch as grantor and Thomas J. Tisch and Wilma S. Tisch as trustees, an undivided 33-1/3% interest;

Daniel R. Tisch and Wilma S. Tisch as trustees, and their successor trustees, of The Daniel R. Tisch 1991 Trust under Irrevocable Trust Agreement dated September 23, 1991 between Laurence A. Tisch as grantor and Daniel R. Tisch and Wilma S. Tisch as trustees, an undivided 33-1/3% interest; and

James S. Tisch and Wilma S. Tisch as trustees, and their successor trustees, of The James S. Tisch 1991 Trust under Irrevocable Trust Agreement dated September 23, 1991 between Laurence A. Tisch as grantor and James S. Tisch and Wilma S. Tisch as trustees, an undivided 33-1/3% interest.

This Assignment conveys Assignor's right to receive all of the rent and other payments required to be paid under the Lease. This Assignment is made in connection with and as part of a transfer of the Premises from Assignor to Assignees, on this date, September 24, 1991, which is the Effective Date of this Assignment.

Manchester, IA

For Assignment to ____ See Book ____ Page ____

FILE No. 130-942
RECORDING FEE $ 20.00
TRANSFER FEE $ ____

FILED FOR RECORD THE 14 DAY OF October, 1991 AT 3:30 O'CLOCK P. M. BOOK 2 PAGE 225

STATE OF IOWA, DELAWARE COUNTY
Jane A. Lloyd, Recorder
Misc.

IN WITNESS WHEREOF, Assignor has executed and delivered this instrument on the 24th day of September, 1991.

Laurence A. Tisch

WILMA S. TISCH, wife of Assignor, Laurence A. Tisch, executes this assignment for the sole purpose of relinquishing all rights of dower, homestead and distributive share in the aforesaid property.

Wilma S. Tisch

This Document prepared by:
Howard Shatz, Esq.
Shatz, Meier & Scher
18 East 48th Street
New York, New York 10017

STATE OF NEW YORK)
) ss.:
COUNTY OF NEW YORK)

On this 24th day of September, 1991, before me came Laurence A. Tisch to me known to be the individual described in, and who executed, the foregoing instrument, and acknowledged that he executed the same.

Notary Public
CAROL DOKTORSKI

CAROL DOKTORSKI
NOTARY PUBLIC, State of New York
No. 30-4720614
Qualified in Nassau County
Cert. Filed in New York County
Commission Expires June 30, 1992

STATE OF NEW YORK)
) ss.:
COUNTY OF NEW YORK)

On this 24th day of September, 1991, before me came Wilma S. Tisch to me known to be the individual described in, and who executed, the foregoing instrument, and acknowledged that she executed the same.

CAROL DOKTORSKI NOTARY PUBLIC STATE OF NEW YORK

Notary Public
CAROL DOKTORSKI

CAROL DOKTORSKI
NOTARY PUBLIC, State of New York
No. 30-4720614
Qualified in Nassau County
Cert. Filed in New York County
Commission Expires June 30, 1992

EXHIBIT "A" MANCHESTER, IA

LEGAL DESCRIPTION:

LOT 1 of the WEST COMMERCIAL SUBDIVISION of Part of the Northwest Quarter (NW 1/4) of the Northeast Quarter (NE 1/4) of Section Thirty-One (31), Township Eighty-Nine North (T89N), Range Five West (R5W) of the Fifth Principal Meridian, City of Manchester, Delaware County, Iowa, except that portion thereof described in a deed conveying 10.2 acres to the Iowa State Highway Commission dated August 20, 1969, and recorded in Deed Book 88, Page 359 in the office of the Recorder of Delaware County, Iowa, subject to easements of record and more particularly described by metes and bounds as follows:

COMMENCING at the North Quarter (N 1/4) Corner of Section Thirty-one (31), Township Eighty-nine North (T89N), Range Five West (R5W) of the 5th P.M.; thence North 89°-59'-00" East 1317.80 feet along the Northerly line of the Northeast Quarter (NE 1/4) of said Section Thirty-one (31); thence South 00°-07'-16" East 80.13 feet along the Easterly line of the Northwest Quarter (NW 1/4) of the Northeast Quarter (NE 1/4) of said Section Thirty-one (31); thence South 89°-57'-27" West 644.49 feet along said Southerly right-of-way line; thence South 85°-25'-30" West 38.17 feet along the Southerly right-of-way line of said Iowa Highway No. 13 to the POINT OF BEGINNING; thence leaving said right-of-way South 00°-10'-45" West 707.67 feet; thence North 89°-49'-15" West 465.83 feet to the Easterly right-of-way line of Iowa Highway No. 13; thence North 00°-10'-45" East 550.64 feet along the Easterly right-of-way line of said Iowa Highway No. 13; thence North 45°-38'-15" East 184.21 feet along said Easterly right-of-way line; thence North 85°-25'-30" East 335.69 feet along the Southerly right of way line of said Iowa Highway No. 13 to the POINT OF BEGINNING. Said described parcel containing a total of 312,866.06 square feet (7.1824 acres) more or less. The Northerly line of the Northeast Quarter (NE 1/4) of Section Thirty-one (31), Township Eighty-nine North (T89N), Range Five West (R5W) is assumed to bear N 89°-59'-00" East.