ASSIGNMENT OF LANDLORDS' INTEREST IN LEASE

ASSIGNORS:

FOR VALUE RECEIVED, Thomas J. Tisch and Wilma S. Tisch as 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; and

Daniel R. Tisch and Wilma S. Tisch as 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; and

James S. Tisch and Wilma S. Tisch as 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,

all having an office at 667 Madison Avenue, New York, New York 10021, (the foregoing are hereinafter collectively referred to as "Assignors"), hereby convey, assign, transfer and set over unto WMS Realty Limited Partnership (hereinafter referred to as "Assignee") whose mailing address is 667 Madison Avenue, 7th Floor, New York, New York 10021, all of the right, title and interest of Assignors in and to that certain Lease dated July 3, 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, and which lease was assigned by Laurence A. Tisch to Assignors by assignment made effective September 24, 1991, recorded in Book 2, page 225, in the Office of the Recorder of Deeds, Delaware County, State of Iowa.

This Assignment conveys all of Assignors' right to receive 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 Assignors to Assignee, on this date, April 30 1992, which is the Effective Date of this Assignment.

MANCHESTER, IA

FILE No. 185-3201
RECORDING FEE $ 35.00
TRANSFER FEE $

FILED FOR RECORD THE 1 DAY OF May, 19 92 AT 11:34 O'CLOCK A. M. BOOK 3 PAGE 56

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

The persons executing this instrument are acting as trustees, in a representative capacity only, and shall have no personal liability hereunder.

IN WITNESS WHEREOF, Assignors have executed and delivered this instrument on the 13th day of April, 1992.

ASSIGNORS:

THE THOMAS J. TISCH 1991 TRUST

By _____
Thomas J. Tisch, Trustee

By _____
Wilma S. Tisch, Trustee

THE DANIEL R. TISCH 1991 TRUST

By _____
Daniel R. Tisch, Trustee

By _____
Wilma S. Tisch, Trustee

THE JAMES S. TISCH 1991 TRUST

By _____
James S. Tisch, Trustee

By _____
Wilma S. Tisch, Trustee

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

Send future tax bills to:
Wal-Mart Stores, Inc.
P.O. Box 116
Bentonville, Arkansas 72716

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

On this 13th day of April, 1992, before me, the undersigned, a Notary Public in and for the State of New York, personally appeared Thomas J. Tisch, Trustee of The Thomas J. Tisch 1991 Trust, to me known to be the identical person named in and who executed the foregoing instrument and acknowledged that such person, as the fiduciary, executed the instrument as the voluntary act and deed of the person and of the fiduciary.

Carol Doktorski
Notary Public in and for the
State of New York

CAROL DOKTORSKI
NOTARY PUBLIC, State of New York
No. 30-4720014
Qualified in Nassau County
Cert. Filed in New York County
Commission Expires June 30, 1992

My commission expires:
June 30, 1992

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

On this 13th day of April, 1992, before me, the undersigned, a Notary Public in and for the State of New York, personally appeared Wilma S. Tisch, Trustee of The Thomas J. Tisch 1991 Trust, to me known to be the identical person named in and who executed the foregoing instrument and acknowledged that such person, as the fiduciary, executed the instrument as the voluntary act and deed of the person and of the fiduciary.

Carol Doktorski
Notary Public in and for the
State of New York

CAROL DOKTORSKI
NOTARY PUBLIC State of New York
No. 30-4720014
Qualified in Nassau County
Cert. Filed in New York County
Commission Expires June 30, 1992

My commission expires:
June 30, 1992

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

On this 13th day of April, 1992, before me, the undersigned, a Notary Public in and for the State of New York, personally appeared Daniel R. Tisch, Trustee of The Daniel R. Tisch 1991 Trust, to me known to be the identical person named in and who executed the foregoing instrument and acknowledged that such person, as the fiduciary, executed the instrument as the voluntary act and deed of the person and of the fiduciary.

Carol Doktorski
Notary Public in and for the
State of New York

My commission expires:
June 30, 1992

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 13th day of April, 1992, before me, the undersigned, a Notary Public in and for the State of New York, personally appeared Wilma S. Tisch, Trustee of The Daniel R. Tisch 1991 Trust, to me known to be the identical person named in and who executed the foregoing instrument and acknowledged that such person, as the fiduciary, executed the instrument as the voluntary act and deed of the person and of the fiduciary.

Carol Doktorski
Notary Public in and for the
State of New York

My commission expires:
June 30, 1992

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 13th day of April, 1992, before me, the undersigned, a Notary Public in and for the State of New York, personally appeared James S. Tisch, Trustee of The James S. Tisch 1991 Trust, to me known to be the identical person named in and who executed the foregoing instrument and acknowledged that such person, as the fiduciary, executed the instrument as the voluntary act and deed of the person and of the fiduciary.

Carol Doktorski
Notary Public in and for the
State of New York

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

My commission expires:
June 30, 1992

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

On this 13th day of April, 1992, before me, the undersigned, a Notary Public in and for the State of New York, personally appeared Wilma S. Tisch, Trustee of The James S. Tisch 1991 Trust, to me known to be the identical person named in and who executed the foregoing instrument and acknowledged that such person, as the fiduciary, executed the instrument as the voluntary act and deed of the person and of the fiduciary.

Carol Doktorski
Notary Public in and for the
State of New York

My commission expires:
June 30, 1992

NOTARY PUBLIC, State of New York
No. 30-4720614
Commission Expires June 30, 1992

CAROL DOKTORSKI
NOTARY PUBLIC, State of New York
No. 30-4720614
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Commission Expires June 30, 1992

## SCHEDULE A

as recorded in Book 6 Plats, page 113

Lot 1 of the West Commercial Subdivision of part of the Northwest quarter of the Northeast quarter of Section 31, Township 89 North, Range 5 West 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 corner of Section 31, Township 89 North, Range 5 West of the Fifth Principal Meridian; thence North 89° 59' 00" East 1317.80 feet along the Northerly line of the Northeast quarter of said Section 31; thence South 00° 07' 16" East 80.13 feet along the Easterly line of the Northwest quarter of the Northeast quarter, of said Section 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 number 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 number 13; thence North 00° 10' 45" East 550.64 feet along the Easterly right-of-way line of said Iowa Highway number 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 number 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 of Section 31, Township 89 North, Range 5 West is assumed to bear North 89° 59' 00" East.