

Loan No. T7

ASSIGNMENT OF ASSIGNMENT OF LEASES AND RENTS
(NEBRASKA)

KNOW ALL MEN BY THESE PRESENTS, that LEHMAN COMMERCIAL PAPER, INC. organized under the laws of the State of New York, party of the first part, in consideration of the sum of Ten Dollars (\$10.00) and other good and valuable consideration in hand paid by Security Pacific National Bank as Trustee under Pooling and Servicing Agreement dated as of December 1, 1991, Wal-Mart Lease-Backed Commercial Mortgage Pass-Through Certificates Series 1991-3, having a mailing address of 555 Anton Boulevard, Costa Mesa, California 92626, party of the second part, receipt whereof is hereby acknowledged, does hereby sell, assign, transfer, and set over, to said party of the second party, its successors and assigns, that certain Assignment of Leases and Rents executed by Mart Limited Partnership III, as borrower to Security Pacific National Bank, as lender bearing date the 27th day of November, A.D., 1991, and recorded in the office of the Register of Deeds of Platte County, State of Nebraska in Book No. 83 on Page 851 on the 2nd day of December A.D. 1991 describing land therein as:

See Exhibit A attached hereto and made a part hereof.

IN TESTIMONY WHEREOF, the said party has caused these presents to be executed in its name by its Executive Vice President and its seal to be hereunto affixed this 27th day of December, 1991.

LEHMAN COMMERCIAL PAPER, INC.,
a New York corporation

By *Steven P. Sokol*
Name: Steven P. Sokol
Title Executive Vice President

This document prepared by:

THACHER PROFFITT & WOOD
Charles A. Dietzgen, Esq.
Two World Trade Center
New York, New York 10048

Please return to the above address.

[WAL-MART III SUBSEQUENT ASSIGN.] A:\T7.ASS
12/26/91 3:33pm

(Continued on next page)

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

On this 27th day of December A.D. 1991, before me the undersigned, a Notary Public, personally appeared Steven P. Sokol to me personally known, who being duly sworn, did say that he/she is a Executive Vice President of Lehman Commercial Paper, Inc., a New York corporation, and that the seal affixed to the foregoing instrument is the seal of said New York corporation and that said instrument was signed and sealed on behalf of said New York corporation by authority of its Board of Directors, and the said Executive Vice President acknowledged the execution of said instrument to be the voluntary act and deed of said New York corporation, by it voluntarily done and executed.

Suzanne Flynn
Notary Public in and for the State of _____
My commission expires _____

SUZANNE FLYNN
NOTARY PUBLIC, State of New York
No. 4957086
Qualified in Suffolk County
Commission Expires October 10, 1993

STATE OF NEBRASKA } S.S.
Platte County

Entered in Numerical Index and Filed
for Record in the Recorder's Office of
said County this 21st day of January
A.D. 1992 at 3:46 o'clock P.M.
Recorded in Book 84 of Misc.
Page 103 thereof.

Dorlene Kummerman
Register of Deeds

Fee \$21.00

Will call-Platte County
Title Co., City

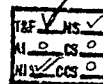


EXHIBIT "A"SURVEY OF LOTS 1 AND 2, BLOCK A, RANDALL
3RD ADDITION TO THE CITY OF COLUMBUS, PLATTE
COUNTY, NEBRASKA

DESCRIPTION:

Beginning on the East line of Lot 1, Block A, Randall 3rd Addition to the City of Columbus, Platte County, Nebraska and on the North right of way line of 23rd Street in said City; then 658.16 ft. N 89° 58' 25" W along said 23rd Street right of way line to the West line of said Lot 1 and the East line of Lot 3, said Block A; then 173.85 ft. N 0° 04' 20" W along the West line of said Lot 1 and the East line of said Lot 3 to the NE corner of said Lot 3 and the SE corner of Lot 2, said Block A; then 266.65 ft. N 89° 58' 25" W along the North line of said Lot 3 and the South line of said Lot 2 to the NW corner of said Lot 3; then 173.85 ft. S 0° 20' 21" E along the West line of said Lot 3 and the East line of said Lot 2 to the North right of way line of said 23rd Street; then 64.00 ft. N 89° 58' 25" W along the North right of way line of said 23rd Street to the West line of said Lot 2; then 586.42 ft. N 0° 05' 16" W along the West line of said Lot 2 to the South right of way line of 25th Street in said City; then 988.90 ft. S 89° 54' 05" E along the South right of way line of said 25th Street to the East line of said Lot 1; then 585.17 ft. S 0° W along the East line of said Lot 1 to the point of beginning and containing 12.230 acres more or less. (The bearings in this description are assumed)