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ASSIGNMENT OF DEED OF TRUST

From

TWELFTH CHELTENHAM PROPERTIES, INC.

To

THE NATIONAL SHAWMUT BANK OF BOSTON

And

L. H. BAKER,

as Trustees

Dated as of January 15, 1974

DEED OF TRUST HEREIN ASSIGNED IS RECORDED IN BOOK 4154, PAGE 135.

6.  
STATE OF OKLAHOMA  
OKLAHOMA COUNTY  
RECORDED OR FILED  
MAR 21 11 48 AM '74  
CECIL PARRHAM  
OKLA. COUNTY CLERK

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(Oklahoma)

ASSIGNMENT OF DEED OF TRUST, made as of January 15, 1974 (this Assignment of Deed of Trust), from TWELFTH CHELTENHAM PROPERTIES, INC., a Delaware corporation (the Company), having an address at c/o Wood, Struthers & Winthrop-Cushman Associates, 99 Jericho Turnpike, Jericho, New York 11753, to THE NATIONAL SHAWMUT BANK OF BOSTON (the Trustee) and L. H. BAKER, as trustees (together, the Trustees), each having an address at 40 Water Street, Boston, Massachusetts 02109.

PRELIMINARY STATEMENT

WESTERN STATES PROPERTIES CO., an Illinois limited partnership (the Owner), has entered into the Deed of Trust, dated as of January 15, 1974 (the Deed of Trust), from the Owner, as grantor, to AMERICAN-FIRST TITLE & TRUST COMPANY, as trustee, for the benefit of the Company, as beneficiary, with respect to the parcels of land described in Schedule A hereto (the Land Parcel), together with the improvements located and to be located thereon (the Improvements). Each Land Parcel and the Improvements thereon are herein collectively called a Property. The Deed of Trust secures the 8.125% Promissory Note Due December 31, 1999 of the Owner (the Promissory Note), which Promissory Note has been pledged to the Trustees as collateral security for the 8.125% Secured Notes Due December 31, 1999 of the Company (the Secured Notes). The Secured Notes are being issued pursuant to the Note Purchase Agreements, dated January 15, 1974 (the Note Agreements), each between the Company and one of the note purchasers listed in Exhibit A thereto, and are secured in part by the Trust Indenture, dated as of January 15, 1974 (the Indenture), between the Company, as grantor, and the Trustees, as trustees, in order to finance the cost of acquiring the Promissory Note, and will be in aggregate principal amount equal to the aggregate principal amount of the Promissory Note and any pari passu 8.125% Promissory Notes Due December 31, 1999 of the Owner executed and delivered pursuant to other mortgages or deeds of trust.

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NOW, THEREFORE, in consideration of the premises and other good and valuable consideration, receipt whereof is hereby acknowledged, and in order to secure (i) the due and punctual payment of the Secured Notes and (ii) the performance of the Company's obligations contained in the Indenture, the Company has assigned, transferred, conveyed and set-over and by these presents does hereby assign, transfer, convey and set-over to the Trustees all the right, title and interest of the Company in and to the Property as beneficiary under the Deed of Trust.

This Assignment of Deed of Trust shall be governed by and interpreted under the laws of the State of Oklahoma.

IN WITNESS WHEREOF, the undersigned has caused this Assignment of Deed of Trust to be signed and sealed as of the day and year first above written.

TWELFTH CHELTENHAM PROPERTIES, INC.

(Seal)

By Milton Hech  
Vice President

Attest:

By Larry R. Jay  
Assistant Secretary

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SCHEDULE A

City of Warr Acres, Oklahoma County,  
Oklahoma  
(McArthur Boulevard and Northwest  
Highway)

PARCEL ONE:

A tract of land in Section 3, T. 12 N., R. 4 W., I.M.,  
more particularly described as follows: COMMENCING at the  
Northwest corner of Section 3;

thence S. 89° 53' 42" E. along the North line of said  
Section 3 a distance of 50.00 feet;

thence South parallel to and 50.0 feet from the West  
line of said Section 3 a distance of 200.00 feet to a point on  
the present East right-of-way line of MacArthur Boulevard, said  
point being the POINT OF BEGINNING;

thence S. 89° 53' 42" E. parallel to the North line of  
said Section 3 a distance of 525.00 feet;

thence S. 0° 06' 18" W. perpendicular to the North line  
of said Section 3 a distance of 601.17 feet to a point on the  
present Northeasterly right-of-way line of Northwest Highway;

thence N. 61° 40' 10" W. along said right-of-way line a  
distance of 424.78 feet;

thence North 230.87 feet;

thence West 150.00 feet to a point on the present East  
right-of-way line of MacArthur Boulevard;

thence North along said right-of-way line a distance  
of 169.68 feet to the POINT OF BEGINNING,

containing 4.889 acres, more or less,

all being in the City of Warr Acres, County and State  
of Oklahoma.

PARCEL TWO:

Together with a non-exclusive easement for ingress,  
egress and parking over those areas on adjacent property which

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SCHEDULE A (continued)

City of Warr Acres, Oklahoma County,  
Oklahoma  
(McArthur Boulevard and Northwest  
Highway)

are used from time to time for ingress, egress and parking, more particularly described as follows:

A tract of land in Section 3, T. 12 N., R. 4 W., I.M., more particularly described as follows:

COMMENCING at the Northwest corner of said Section 3;  
thence S. 89° 53' 42" E. along the North line of said  
Section 3 a distance of 50.00 feet;

thence South parallel with the West line of said Section  
3 a distance of 200.00 feet;

thence S. 89° 53' 42" E. parallel to the North line of  
said Section 3 a distance of 525.00 feet to the POINT OF BEGINNING;

thence S. 89° 53' 42" E. parallel to and 200.00 feet  
from the North line of said Section 3 a distance of 838.72 feet;

thence S. 21° 26' 56" W. a distance of 933.15 feet to  
a point on the North right-of-way line of Northwest Highway (State  
Highway No. 3);

thence N. 61° 40' 10" W. along said North right-of-way  
line a distance of 566.44 feet;

thence N. 0° 06' 18" E. a distance of 601.17 feet to  
the POINT OF BEGINNING;

containing 11.812 acres, more or less;

all being in the City of Warr Acres, County and State  
of Oklahoma;

as granted in a Ground Lease, dated March 27, 1973, by  
and between Gene Warr, as landlord, and Skaggs-Albertson's Prop-  
erties, Inc., a Texas corporation, as tenant, as set forth in a  
Memorandum of Lease, dated as of March 27, 1973, filed April 20,  
1973 in Book 4097, Page 1597, Oklahoma County, Oklahoma.

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SCHEDULE A

City of Village, Oklahoma County,  
Oklahoma  
(May Avenue and Britton Road)

PARCEL ONE:

A tract of land in the Southeast Quarter of Section 25, T. 13 N., R. 4 W., I.M., more particularly described as follows:

COMMENCING at the Southeast corner of said Section 25;  
thence N.  $0^{\circ} 02' 55''$  W. along the East line of said Southeast Quarter a distance of 190.00 feet;

thence S.  $89^{\circ} 52' 00''$  W. parallel to the South line of said Southeast Quarter a distance of 50.00 feet to a point on the present West right-of-way line of May Avenue, said point being the POINT OF BEGINNING;

thence S.  $89^{\circ} 52' 00''$  W. parallel to the South line of said Southeast Quarter a distance of 140.00 feet;

thence S.  $0^{\circ} 02' 55''$  E. parallel to the East line of said Southeast Quarter a distance of 140.00 feet to a point on the present North right-of-way line of Britton Road;

said point being 50.00 feet North of the South line of the Southeast Quarter;

thence S  $89^{\circ} 52' 00''$  W. along said right-of-way line a distance of 222.50 feet;

thence N.  $0^{\circ} 02' 55''$  W. parallel to the East line of the Southeast Quarter a distance of 240.54 feet;

thence S.  $89^{\circ} 57' 05''$  W. a distance of 19.08 feet;

thence N.  $0^{\circ} 02' 55''$  W. a distance of 190.00 feet;

thence S.  $89^{\circ} 57' 05''$  W. a distance of 100.00 feet;

thence N.  $0^{\circ} 02' 55''$  W. a distance of 75.00 feet;

thence N.  $89^{\circ} 57' 05''$  E. a distance of 481.58 feet to a point on the present West right-of-way line of May Avenue;

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SCHEDULE A (continued)

City of Village, Oklahoma County,  
Oklahoma  
(May Avenue and Britton Road)

thence S. 0° 02' 55" E. along said right-of-way line  
a distance of 365.00 feet to the POINT OF BEGINNING,  
containing 176,115.80 square feet (4.043 acres, more  
or less)  
all being in the City of Village, County and State of  
Oklahoma.

PARCEL TWO:

Together with all those easements, rights and privi-  
leges appurtenant to PARCEL ONE above, as set forth in that cer-  
tain "Declaration of Covenants and Encumbrances", dated as of  
March 15, 1974, by ~~and [redacted]~~ Skaggs-Albertson's Properties, Inc.,  
a Texas corporation, ~~and [redacted] Corporation, a Texas cor-~~  
~~[redacted]~~

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STATE OF NEW YORK )  
                  *NASSAU* ) ss.  
COUNTY OF ~~NEW YORK~~ )

I HEREBY CERTIFY that on this day, before me, the undersigned, an officer duly authorized in the State and County aforesaid to take acknowledgments, personally appeared

MILTON HECHT and *PERRY Y. KAYNES*  
to me known to be the persons described in the foregoing instrument and who respectively, as a Vice President and Assistant Secretary of TWELFTH CHELTENHAM PROPERTIES, INC., a Delaware corporation, executed the foregoing instrument on behalf of said corporation; and they severally acknowledged before me that they executed said instrument as such officers of said corporation in the name of and on behalf of said corporation; that said Assistant Secretary affixed and attested the seal of said corporation to said instrument; that such acts were done as their full act and deed and by authority of said corporation for the uses and purposes in said instrument set forth; and that the foregoing instrument is the free act and deed of said corporation, executed pursuant to its by-laws or a resolution of its board of directors.

IN WITNESS WHEREOF, I have hereunto set my hand and affixed my official seal this *7TH* day of March, 1974, in the State and County aforesaid.

*Mary D. Leddy*  
Notary Public, State and County  
aforesaid

My commission expires:

MARY D. LEDDY  
NOTARY PUBLIC, State of New York  
No. 30-2263390  
Qualified in Nassau County  
Commission Expires March 23, 1975

[SEAL]