

AFTER RECORDING RETURN TO:

Robert L. Boyd, Esq.
Paul, Hastings, Janofsky & Walker
399 Park Avenue
New York, New York 10022

UNTIL A CHANGE IS REQUESTED,
ALL TAX STATEMENTS
SHALL BE SENT TO:
LXP I, L.P.
c/o Lexington Corporate
Properties, Inc.
355 Lexington Avenue
New York, New York 10022
Attn: Mr. T. Wilson Eglin

K-47801
STATUTORY WARRANTY DEED

LEPERCQ CORPORATE INCOME FUND II L.P., a Delaware limited partnership, as Grantor, conveys and warrants to LXP II, L.P., a Delaware limited partnership, as Grantee, the following described real property free of encumbrances except as specifically set forth herein:

See Exhibit "A" attached hereto which is incorporated herein by this reference.

Such real property is free from encumbrances except as set forth on Exhibit "B" which is attached hereto and incorporated herein by this reference.

The true consideration for this conveyance is \$ 0.

THIS INSTRUMENT WILL NOT ALLOW USE OF THE PROPERTY DESCRIBED IN THIS INSTRUMENT IN VIOLATION OF APPLICABLE LAND USE LAWS AND REGULATIONS. BEFORE SIGNING OR ACCEPTING THIS INSTRUMENT, THE PERSON ACQUIRING FEE TITLE TO THE PROPERTY SHOULD CHECK WITH THE APPROPRIATE CITY OR COUNTY PLANNING DEPARTMENT TO VERIFY APPROVED USES AND TO DETERMINE ANY LIMITS ON LAWSUITS AGAINST FARMING OR FOREST PRACTICES AS DEFINED IN ORS 30.930.

Dated this 19 day of May, 1995.

LEPERCQ CORPORATE INCOME FUND II L.P.

By: Lex GP-2, Inc., its general partner

By: T. Wilson Eglin
Name: T. Wilson Eglin
Title: T. Wilson Eglin

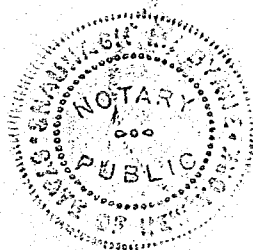
[ACKNOWLEDGEMENT FOLLOWS ON NEXT PAGE]

13287

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

This instrument was acknowledged before me on May 19, 1995, by T. Wilson Ealin of
Lex GP-2, Inc., the general partner of LEPERCQ CORPORATE INCOME FUND II
L.P., a Delaware limited partnership.

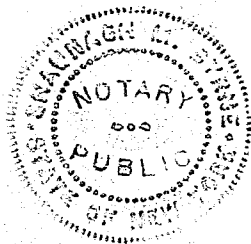
Shaunagh M Byrne
Notary Public for _____
My commission expires: _____



SHAUNAGH M. BYRNE
Notary Public, State of New York
No. 01BY5028238
Qualified in New York County
Commission Expires May 23, 1996

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

On this 19 day of May, 1995, before me personally came T. Wilson Ealin, who being by me duly sworn, did depose and say that he resides at 355 Lexington Ave., New York, N.Y. that he is the V.P. of Lex GP-2, Inc., a Delaware corporation, the corporation described in and which executed the foregoing instrument (as the general partner of Lepercq Corporate Income Fund II L.P.), that he knows the seal of said corporation, that the seal affixed by order of the Board of Directors of said corporation, and that he signed his name thereto by like order.



Shaunagh M. Byrne
 Notary Public

SHAUNAGH M. BYRNE
 Notary Public, State of New York
 No. 01BY5028238
 Qualified in New York County
 Commission Expires May 23, 1996

EXHIBIT A

Legal Description

ADDRESS: 2655 Shasta Way
Klamath Falls, Oregon
COUNTY: Klamath County
ASSESS. PARCEL #: 3809-34CC-301

ALL of that certain lot, piece or parcel of
land, with the buildings and improvements thereon, situ-
ate, lying and being:

Parcel One

A parcel of land located in the Southwest one-quarter of Section 34, Township 38 South, Range 9 East of the Willamette Meridian, Klamath County, Oregon, being more particularly described as follows:

Commencing at a brass cap marking the Southwest corner of Section 34 and running North 00°28'30" West 168.83 feet; thence North 89°31'30" East 55.00 feet to a point on the Easterly right-of-way line of Washburn Way and the Point of Beginning; running thence, along said right-of-way line, North 00°28'30" West 944.12 feet; thence leaving said right-of-way, North 89°31'53" East 588 feet; thence South 00°28'07" East 1101.80 feet to the Northerly right-of-way line of Shasta Way; thence along said right-of-way South 89°52'25" West 77.9 feet; thence North 87°15'50" West 300.37 feet; thence South 89°52'25" West 7 feet; thence leaving said right-of-way, North 00°28'07" West 159.15 feet; thence South 89°31'53" West 172.03 feet; thence 38.10 feet along a 35.00 foot radius curve left, the long chord of which bears South 50°20'54" West 36.24 feet to the Point of Beginning.

EXHIBIT B

Encumbrances

Form 1

will

13292

SCHEDULE B

PART I

EXCEPTIONS FROM COVERAGE

This policy does not insure against loss or damage (and the Company will not pay costs, attorneys' fees or expenses) which arise by reason of:

1. Easement for drainage purposes granted by United States of America, acting through the Federal Public Housing Authority, to Alfred D. Callier, trustee dated January 17, 1946, recorded February 1, 1946, in Volume 184 on page 496, Deed Records of Klamath County, Oregon.
2. Easement, including the terms and provisions thereof, between John L. Fowler, W. Fred Hougland, Warren L. Hostick and J. Benton Hostick Jr. and The California Oregon Power Company, a California corporation, dated October 17, 1955, recorded January 11, 1956, in Volume 280 on page 331, Deed Records of Klamath County, Oregon.
3. Underground Right of Way Easement, including the terms and provisions thereof, given by Fred Meyer Properties, Inc., LTD., an Oregon Limited Partnership, to Pacific Power & Light Company, a corporation, dated October 13, 1986, recorded December 9, 1987, in Volume M-87 on page 22056, Deed Records of Klamath County, Oregon.
4. Terms and provisions of the lease between Lepercq Corporate Income Fund 11 L.P. a Delaware limited partnership and Fred Meyer, Inc., a Delaware corporation, dated March 10, 1988, as disclosed by a Memorandum of Lease, dated March 10, 1988, recorded March 11, 1988, in Volume M-88 on page 3424, Deed Records of Klamath County, Oregon.
By Assignment of Lease and Agreement, including the terms and provisions thereof, dated May 17, 1988, recorded June 22, 1988, in Volume M-88 on page 9644, Deed Records of Klamath County, Oregon, Lepercq Corporate Income Fund 11 L.P. a Delaware limited partnership, assigned their interest in said lease to Principal Mutual Life Insurance Company, an Iowa corporation.*
By Subordination, Nondisturbance and Attornment Agreement, including the terms and provisions thereof, dated May 17, 1988, recorded June 22, 1988, in Volume M-88 on page 9697, Mortgage Records of Klamath County, Oregon, Fred Meyer, Inc. a Delaware corporation, subordinated their interest in said lease to the lien of the Trust Deed given to Principal Mutual Life Insurance Company, an Iowa corporation described in Exception No. 4.
5. Reciprocal Easement Agreement and Declaration, including the terms and provisions thereof, given by Fred Meyer, Inc. and Taco Bell Corp., dated February 2, 1993, and recorded March 15, 1993, in M-93 on page 5282, records of Klamath County, Oregon.

omit AA 6. Any unrecorded leases and tenancies.

omit AA
PRG FORM A POLICY
L100000/K-47801

* which lease contains a
First Opportunity to Purchase,
as set forth in the above described
Lease.

8. SURVEY PREPARED BY ADKINS CONSULTING ENGINEERS, INC., DATED APRIL, 1995 AND KNOWN AS JOB No. 1716-01 DISCLOSES THE FOLLOWING MATTERS.

A. WATER LINE CROSSES THE EASTERLY PORTION OF THE PREMISES WITHOUT THE BENEFIT OF A ~~AN~~ EASEMENT RECORDED

B. TELEVISION, TELEPHONE, POWER LINES AND STORM SEWERS ~~CROSS~~ AFFECT THE SUBJECT PREMISES WITHOUT THE BENEFIT OF A RECORDED EASEMENT.

C. CONCRETE CURBING LOCATED BEYOND THE BOUNDS OF THE PROPERTY AND INTO THE RIGHT OF WAYS FOR SUMMIT WAY AND WASHBURN WAY.

D. Electric vault extends onto 10 foot wide Powerline Easement (Vol M87 p22056) adjoining on the east ~~of~~ PROPERTY LINE

STATE OF OREGON: COUNTY OF KLAMATH: ss.

Filed for record at request of Klamath County Title Company the 22nd day of May A.D., 19 95 at 1:15 o'clock P M., and duly recorded in Vol. M95 of Deeds on Page 13286.

FEE \$65.00

Bernetha G. Letsch, County Clerk
By Bernetha G. Letsch