

Prepared and drafted by and  
after recording, return to:

Martha Feltenstein, Esq.  
Skadden, Arps, Slate, Meagher & Flom  
919 Third Avenue  
New York, New York 10022

ASSIGNMENT OF MORTGAGE  
COLLATERAL SECURITY DOCUMENTS

from

LEXINGTON MORTGAGE COMPANY  
and  
PACIFIC MUTUAL LIFE INSURANCE COMPANY,  
as Assignor

to

LXP FUNDING CORP.,  
as Assignee

Dated as of May 19, 1995

ASSIGNMENT OF MORTGAGE COLLATERAL SECURITY DOCUMENTS  
(Originator to Depositor)

THIS ASSIGNMENT OF MORTGAGE COLLATERAL SECURITY DOCUMENTS, dated as of May 19, 1995, made by LEXINGTON MORTGAGE COMPANY, a Virginia corporation, having an address at 8614 Westwood Center Drive, Suite 620, Vienna, Virginia 22182, and PACIFIC MUTUAL LIFE INSURANCE COMPANY, a California corporation, having an address at 700 Newport Center Drive, Newport Beach, California 92660 (collectively, "Assignor"), in favor of LXP FUNDING CORP., a Delaware corporation, having an address at 355 Lexington Avenue, 14th Floor, New York, New York 10017 ("Assignee").

KNOW, THAT Assignor, for good and valuable consideration, the receipt and sufficiency of which are hereby acknowledged by Assignee, hereby assigns unto Assignee all of the Assignor's right, title and interest in and to the mortgage collateral security documents described in Exhibit A, annexed hereto and made a part hereof.

TO HAVE AND TO HOLD the same unto Assignee and to Assignee's successors, legal representatives and assigns forever.

IN WITNESS WHEREOF, Assignor has duly executed this Assignment as of the date and year first above written.

Signed and acknowledged  
in the presence of:

*B. Chirichigno*  
Print Name: B. Chirichigno  
*C. DeFrenza*  
Print Name: C. DeFrenza

Signed and acknowledged  
in the presence of:

*B. Chirichigno*  
Print Name: B. Chirichigno  
*C. DeFrenza*  
Print Name: C. DeFrenza

Signed and acknowledged  
in the presence of:

*Robert L. Boyd*  
Print Name: Robert L. Boyd  
*Irma J. Wapet*  
Print Name: Irma J. Wapet

PACIFIC MUTUAL LIFE INSURANCE  
COMPANY, a California  
corporation

By:

*M.A. Curran*  
Name: M.A. Curran  
Title: Vice President

By:

*C.S. Dillion*  
Name: C.S. Dillion  
Title: Assistant Secretary

LEXINGTON MORTGAGE COMPANY,  
a Virginia corporation

By:

*Frank W. Field*  
Name: Frank W. Field  
Title: Senior VP

STATE OF California )  
COUNTY OF Orange ) ss.

(PACIFIC MUTUAL LIFE  
INSURANCE COMPANY)

On this 17th day of May, 1995, before me, the undersigned officer, personally appeared M.A. Curran and C.S. Dillion, personally known to me and, upon oath, did depose and say that they reside at 700 Newport Center Drive, Newport Beach, California 92660 respectively, that they are the Vice President and Assistant Secretary, respectively, of PACIFIC LIFE INSURANCE COMPANY, a California corporation (the "Corporation"), and that as such officers, being duly authorized to do so pursuant to its by-laws or a resolution of its board of directors, executed and acknowledged the foregoing instrument on behalf of the Corporation for the purposes therein contained, by signing the name of the Corporation by themselves as such officers as their free and voluntary act and deed and the free and voluntary act and deed of said Corporation.

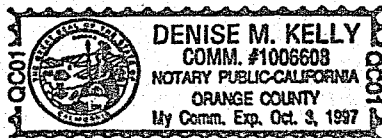
IN WITNESS WHEREOF, I hereunto set my hand and official seal.

Denise M. Kelly  
Notary Public  
State of California

NOTARIAL SEAL

My Commission Expires:

10/3/97



(LEXINGTON MORTGAGE  
COMPANY)STATE OF NEW YORK )  
 ) ss.  
COUNTY OF NEW YORK )

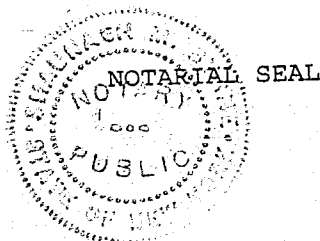
On this 18<sup>th</sup> day of May, 1995, before me, the undersigned officer, personally appeared Frank Warfield personally known to me and, upon oath, did depose and say that he resides at 9628 Blincoe Court, Burke, VA that he is the senior VP of LEXINGTON MORTGAGE COMPANY, a Virginia corporation (the "Corporation"), and that as such officer, being duly authorized to do so pursuant to its by-laws or a resolution of its board of directors, executed and acknowledged the foregoing instrument on behalf of the Corporation for the purposes therein contained, by signing the name of the Corporation by himself as such officer as his free and voluntary act and deed and the free and voluntary act and deed of said Corporation.

IN WITNESS WHEREOF, I hereunto set my hand and official seal.

Shaunagh M Byrne  
Notary Public  
State of New York

My Commission Expires:

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



ASSIGNMENT OF MORTGAGE COLLATERAL SECURITY DOCUMENTS  
(Originator to Depositor)  
for Klamath County, Oregon

EXHIBIT A

Indenture of Mortgage, Deed of Trust, Security Agreement, Financing Statement, Fixture Filing and Assignment of Leases, Rents and Security Deposits, dated as of May 19, 1995, by LXP I, L.P. and LXP II, L.P., each as grantor, to First American Title Insurance Company, as trustee, for the benefit of Lexington Mortgage Company and Pacific Mutual Life Insurance Company, each as beneficiary, recorded immediately prior hereto in Liber/Deed Book M95 at Folio/Page 13294 in Klamath County.

Assignment of Leases, Rents and Security Deposits, dated as of May 19, 1995, from LXP I, L.P. and LXP II, L.P., each as assignor, to Lexington Mortgage Company and Pacific Mutual Life Insurance Company, each as assignee, recorded immediately prior hereto in Liber/Deed Book M95 at Folio/Page 13490 in Klamath County.

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 1:16 o'clock P M., and duly recorded in Vol. M95,  
of Mortgages on Page 13529.

FEE \$35.00

By Bernetha G. Vetsch County Clerk