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This space reserved for County Filing Officer use only

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Vol. M98 Page 3422

STATE OF OREGON — UNIFORM COMMERCIAL CODE — FINANCING STATEMENT

REAL PROPERTY - *Form UCC-1A*

Klamath County, OR
Store #52

THIS FORM FOR COUNTY FILING OFFICER USE ONLY

This FINANCING STATEMENT is presented to the County Filing Officer pursuant to the Uniform Commercial Code:

1A. Debtor Name(s):
Wal-Mart Stores, Inc.

1B. Debtor Mailing Address(es):
702 S.W. 8th Street
Bentonville, AR 72716

2A. Secured Party Name(s):
State Street Bank and Trust Company of Connecticut, National Association and Sandy Lamarr Cody, as Indenture Trustees.

2B. Address of Secured Party from which security information is obtainable:
750 Main Street, Suite 1114
Hartford, CT 06103

4A. Assignee of Secured Party (if any):

4B. Address of Assignee:

3. This financing statement covers the following types (or items) of property (check if applicable): See Exhibit B attached hereto.

[XX] The goods are to become fixtures on: See Exhibit A attached hereto.

[ ] The above timber is standing on: _____

[ ] The above minerals or the like (including gas and oil) or accounts will be financed at the wellhead or minehead of the well or mine located on: (describe real estate)

and the financing statement is to be filed for record in the real estate records. (If the debtor does not have an interest of record) The name of a record owner is:

[XX] Check box if products of collateral are also covered

Number of attached additional sheets: _____

A carbon, photographic or other reproduction of this form, financing statement or security agreement serves as a financing statement under ORS Chapter 79.

By: SEE SCHEDULE 1 ATTACHED HERETO FOR SIGNATURE OF DEBTOR

Signature(s) of the Debtor required in most cases.

Signature(s) of Secured Party in cases covered by ORS 79.4020

INSTRUCTIONS

1. PLEASE TYPE THIS FORM.

2. If the space provided for any item(s) on this form is inadequate, the item(s) should be continued on additional sheets. Only one copy of such additional sheets need to be presented to the county filing officer. DO NOT STAPLE OR TAPE ANYTHING TO THIS FORM.

3. This form (UCC-1A) should be recorded with the county filing officers who record real estate mortgages. This form cannot be filed with the Secretary of State. Send the Original to the county filing officer.

4. After the recording process is completed the county filing officer will return the document to the party indicated. The printed termination statement below may be used to terminate this document.

5. The RECORDING FEE must accompany the document. The fee is $5 per page.

6. Be sure that the financing statement has been properly signed. Do not sign the termination statement (below) until this document is to be terminated.

Recording Party contact name: _____

Recording Party telephone number: _____

Return to: (name and address)

Return acknowledgment to:

[redacted]

Capitol Services, Inc.
P.O. Box 1831 Austin TX 78767
800/345-4647

Please do not type outside of bracketed area.

TERMINATION STATEMENT

This statement of termination of financing is presented for filing pursuant to the Uniform Commercial code. The Secured Party no longer claims a security interest in the the financing statement bearing the recording number shown above.

By: _____
Signature of Secured Party(ies) or Assignee(s)

This space reserved for County Filing Officer use

(Revised2/94)

2-50

ORIGINAL COPY

SCHEDULE 1
to
UCC-1 FINANCING STATEMENT

Signature Page

Wal-Mart Stores, Inc.

By: James W. Sargent
James W. Sargent,
Authorized Agent

EXHIBIT A

Debtor:	Wal-Mart Stores, Inc. (TIN: 71-0415188)
Secured Party:	Retail Trust III (TIN: 51-6184181)
Assignees:	State Street Bank and Trust Company, National Association, and Sandy Lamarr Cody, as Indenture Trustees

This precautionary filing, made pursuant to the provisions of Section 9-408 of the Uniform Commercial Code, is with respect to that certain Lease dated as of December 1, 1992 by and between the Debtor, as lessee, and the Secured Party, as lessor (the "Lease"), which Lease is a true lease and is not a capital lease or an acquisition of the leased premises by Debtor.

This filing constitutes a fixture filing.

This financing statement covers the following rights, interests and properties:

All property of every kind and description, real, personal and mixed, tangible or intangible and interests therein in and to which the Debtor has been granted a leasehold estate under and pursuant to the Lease, as the same may be amended, modified or supplemented, covering the real property described in Annex I attached hereto and made a part hereof.

The goods described above include goods which are to become fixtures on the real property described in Annex I and this financing statement is to be filed in the real estate records. Record owner of the real property is the Debtor.

3426

KLAMATH FALLS, OR

F 378

LEGAL DESCRIPTION

A TRACT OF LAND SITUATED IN LOTS 1, 2, AND 3, BLOCK 1, OF "TRACT 1080 - WASHBURN PARK" ACCORDING TO THE OFFICIAL PLAT THEREOF ON FILE IN THE OFFICE OF THE COUNTY CLERK OF KLAMATH COUNTY, OREGON, AND THE SE1/4 NE1/4 OF SECTION 9, T39S, R9EWM, KLAMATH COUNTY, OREGON, MORE PARTICULARLY DESCRIBED AS FOLLOWS.

BEGINNING AT THE NORTHEAST CORNER OF SAID LOT 2; THENCE S00°02'00"E, ALONG THE EAST LINE OF SAID LOT 2, 60.00 FEET; THENCE S89°58'00"W 209.00 FEET; THENCE S00°02'00"E 209.00 FEET; THENCE N89°58'00"E 181.66 FEET TO A POINT ON THE EASTERLY LINE OF SAID LOT 2; THENCE ALONG THE BOUNDARIES OF SAID LOTS 2 AND 1, ALONG THE ARC OF A CURVE TO THE RIGHT (RADIUS POINT BEARS N68°33'22"W 532.96 FEET AND CENTRAL ANGLE EQUALS 49°28'52") 460.27 FEET, ALONG THE ARC OF A SPIRAL CURVE TO THE RIGHT (THE LONG CHORD OF WHICH BEARS S84°01'29"W 384.34 FEET) 386.00, N89°26'30"W 40.35 FEET TO THE SOUTHWEST CORNER OF SAID LOT 2, AND N89°26'30"W 339.98 FEET TO A POINT FROM WHICH THE SOUTHWEST CORNER OF SAID LOT 1 BEARS N89°26'30"W 260.00 FEET; THENCE N00°07'15"W, PARALLEL TO THE WEST LINE OF SAID LOT 1, 619.18 FEET TO A POINT ON THE NORTH LINE OF SAID LOT 1; THENCE CONTINUING N00°07'15"W 32.00 FEET; THENCE S89°25'35"E 339.98 FEET TO A POINT ON THE WEST LINE OF SAID LOT 3; THENCE N89°58'00"E 771.06 FEET TO A POINT ON THE EAST LINE OF SAID LOT 3; THENCE S00°02'00"E 32.00 FEET TO THE POINT OF BEGINNING, CONTAINING 14.519 ACRES, MORE OR LESS, AND WITH BEARINGS BASED ON SAID "TRACT 1080 -- WASHBURN PARK".

TOGETHER WITH the benefits of an easement granted in that certain Agreement of Easement with Covenants and Restrictions Affecting Land between Wal-Mart Stores, Inc. and Washburn Enterprises, Inc. dated May 21, 1991, and recorded June 25, 1991, in M91, Page 12081.

STATE OF OREGON: COUNTY OF KLAMATH: ss.

Filed for record at request of Mountain Title Co the 6th day of Jan. A.D., 19 93 at 10:16 o'clock AM., and duly recorded in Vol. M93, of Mortgages on Page 373.

Evelyn Biehn County Clerk

By Pauline Mitchell

FEE $30.00
Non Stan 20.00

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STATE OF OREGON: COUNTY OF KLAMATH: ss.

Filed for record at request of the 3rd day of February A.D., 19 98 at 1:38 o'clock P. M., and duly recorded in Vol. M98, of Mortgages on Page 3422.

Bernetha G. Letsch, County Clerk

By Kathleen Rose

FEE $25.00
.50 cc