

6. **Termination.** Upon the payment in full of all indebtedness secured hereby, this Assignment shall terminate and become and be void and of no effect and Assignee shall execute and deliver to Assignor, upon Assignor's request and at its expense, a written release of this Assignment, in properly recordable form. Such release shall conclusively evidence the payment and performance of all of the obligations secured hereby.

7. **Further Assurance.** Assignor from time to time will execute and deliver all such instruments and take all such action as Assignee may reasonably request in order further to effectuate the purposes of this Assignment and to carry out the terms hereof and the Assignor agrees to deliver to the Assignee the opinion or opinions referred to in section 14(a) of the Series A Lease.

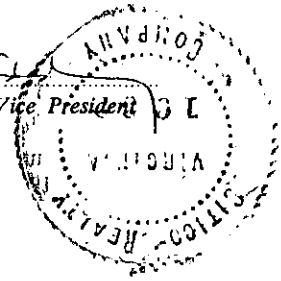
8. **Miscellaneous.** Neither this Assignment nor any term hereof may be changed, waived, discharged or terminated orally, but only by an instrument in writing signed by the party against which enforcement of the change, waiver, discharge or termination is sought. The term "Assignee", as used herein, shall include any successor or assign of the Agent under the Agency Agreement at the time acting as agent for the holders of the Notes. This Assignment has been executed and delivered in numerous counterparts, but it is intended that all counterparts together shall constitute only one Assignment.

9. **Attorney-in-Fact.** Assignor does hereby constitute and appoint M. M. Davenport, its Secretary, to be its attorney-in-fact for it and in its name and as and for its corporate act and deed to acknowledge this Assignment before any person having authority by the laws of any State or of the District of Columbia to take such acknowledgments, to the intent that the same may be duly filed, registered and recorded.

IN WITNESS WHEREOF, on the day and year first hereinabove written Assignor has caused its corporate name to be hereto subscribed by James G. Gidding, a Vice President, and its corporate seal to be hereto affixed and attested by M. M. Davenport, its Secretary.

CITICO REALTY COMPANY

By J. G. Gidding
Vice President



ATTEST:

M. M. Davenport
Secretary

Signed, sealed and delivered in the presence of:

James V. Amiley
John E. Leahy