

Miscellaneous

The agreements, covenants, warranties and representations herein set forth shall be binding upon and shall inure to the benefit of Assignor and Assignee and their respective heirs, successors and assigns.

IN WITNESS WHEREOF, the parties hereto have caused this Assignment to be executed as of the day and year first above written.

ASSIGNOR:

Signed, sealed and delivered in the presence of:

Dana Stanley
Richard A. Magill

BTP CAPITAL CORP.,
a Texas corporation

By: *E. J. Stanley*, Pres.



ASSIGNEE:

Signed, sealed and delivered in the presence of:

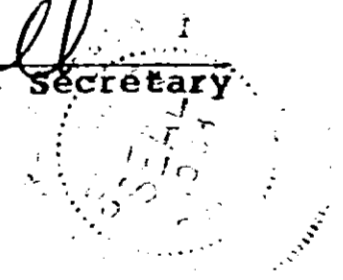
Richard J. H. H. H.
Jay B. Minhoff

INDEPRO PROPERTY FUND I, L. P.,
a Delaware limited partnership

By: INDEPRO PROPERTY FUND I CORP., a Delaware corporation (a general partner of Indepro Property Fund I, L. P.)

By: *Robert C. Weber*, President

ATTEST: *Richard A. Magill*, Secretary



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