

interest securing the payment thereof, it being the intent of this provision that no deficiency judgment shall be sought or taken against Debtor or Debtor's successors or assigns.

DEBTOR:

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

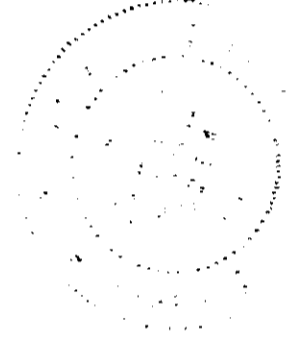
Signed, sealed and  
delivered in the  
presence of:

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

Richard J. Holzner  
Jay B. Minhoff

By: Robert C. Weber  
Robert C. Weber, President

ATTEST: Richard A. McGill  
Richard A. McGill, Secretary



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4328 (N.V.)