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Return To

National Code Corporation

225 W. 34th Street

New York, N.Y. 10122

(800) 221-0102 (212) 947-7200

92009286

Loan No. 328899

KNOW ALL MEN BY THESE PRESENTS, that Citibank, N.A., as trustee, a national banking association organized and existing under the laws of the United States of America ("Assignor"), for value received, hereby grants, assigns and transfers without recourse and without warranty and representation, express or implied, to MARINE MIDLAND BANK, N.A., as successor Trustee (the "Trustee"), under that certain Indenture dated as of February 1, 1986 (the "Indenture") between Mutual Benefit Overseas, Inc. (the "Company") and the Assignor, as trustee, all of Assignor's right, title and interest in and to the mortgage dated August 10, 1972 from Citizens Bank of Michigan City, Indiana, not individually but solely as Trustee, under Trust Agreement dated May 5, 1971 and known as Trust No. 607 to The Mutual Benefit Life Insurance Company, a New Jersey corporation recorded in Recorder's office of Lake County, in the State of Indiana, as document number 164374 on August 30, 1972; and rerecorded September 5, 1972 as Document No. 165240 and rerecorded November 9, 1972 as Document No. 175084 in the Recorder's Office of Lake County, Indiana, and assigned to Assignor by assignment dated February 28, 1986 and recorded in the Recorder's office of Lake County, in the State of Indiana, as Document No. 845327; together with all of Assignor's right, title and interest in and to (a) the note, notes, accrued interest and other obligations secured thereby and payable in accordance therewith, and (b) the real estate described therein. The mortgage and the instrument or instruments secured thereby are delivered herewith to Assignee.

The mortgage and the note secured thereby have been delivered by Assignor to the Trustee, as Assignor's successor under the indenture, and are being held by the Trustee to maintain and perfect a security interest therein. The Trustee shall hold said mortgage and note as and for a collateral pledge pursuant to the terms of the Indenture.

IN WITNESS WHEREOF, Assignor has caused this instrument to be executed and sealed this 21st day of January, 1992.

CITIBANK, N.A., as trustee



By Marie C. Rasch
 Name: MARIE C. RASCH
 Title: Assistant Vice President

By [Signature]
 Name: V. LOPEZ
 Title: Senior Trust Officer

This instrument was prepared by

Lloyd S. Lowy, Esq.
 Hawkins, Delafield & Wood
 67 Wall Street
 New York, New York 10005

STATE OF NEW YORK
 COUNTY OF NEW YORK

Before me NANCY H. FORTE, this 21st day of January, 1992, personally appeared Citibank, N.A., by Marie C. Rasch, its ASSISTANT VICE PRESIDENT, and acknowledged the execution of the foregoing instrument.

[Signature]
 Name: _____
 Notary Public

My commission expires: _____

NANCY H. FORTE
 Notary Public, State of New York
 No. 41-4902389
 Qualified in Queens County
 Certificate Filed in New York County
 Commission Expires August 3, 1993

STATE OF NEW YORK
 RECORDER'S OFFICE
 LAKE COUNTY
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