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Upon recordation, please
return to:

MARGARET MC CLELLAND
RECORDER

CHICAGO TITLE INSURANCE CO.
RETURN DOCUMENT TO
LORETTA KARP
171 N CLARK ST • CHICAGO IL 60601
XX III

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**TERMINATION OF
NOTICE OF PARTICIPATION AND SERVICING AGREEMENT**

This TERMINATION OF NOTICE OF PARTICIPATION AND SERVICING AGREEMENT (the "Termination") is executed and delivered this 5th day of October, 1995, intending to be effective on October 1st, 1995 by PFC Corporation, a Delaware corporation and CRIIMI MAE Inc., a Maryland corporation ("CRIIMAE") (formerly known as CRI Insured Mortgage Association, Inc., a Delaware corporation).

A. CRIIMAE is the registered owner of a 100% undivided interest in a certain Lake County mortgage loan (the "Loan") more particularly described in the Notice of Participation and Servicing Agreement (the "Notice"). The Loan encumbers the real property described on Exhibit A hereto.

B. CRIIMAE and Citadel Mortgage Company have agreed to terminate the Notice of Participation and Servicing Agreement.

IN WITNESS WHEREOF, this Termination has been executed as of the dates set forth above.

[SEAL]

ATTEST

[Signature]



CRIIMI MAE INC.

[Signature]
Jay E. Cohen
Executive Vice President

[Signature]

PFC Corporation

By: [Signature]
Name: Louis M. Grasso
Title: President

16:00
SK

STATE OF MARYLAND)
) SS:
COUNTY OF MONTGOMERY)

The undersigned, a notary public in and for the jurisdiction aforesaid, hereby certifies that Jay R. Cohen, Executive Vice President of CRIIMI MAE INC., a Maryland corporation, party to the foregoing and annexed instrument, personally appeared before me and acknowledged execution of the foregoing instrument as the act and deed of the corporation.

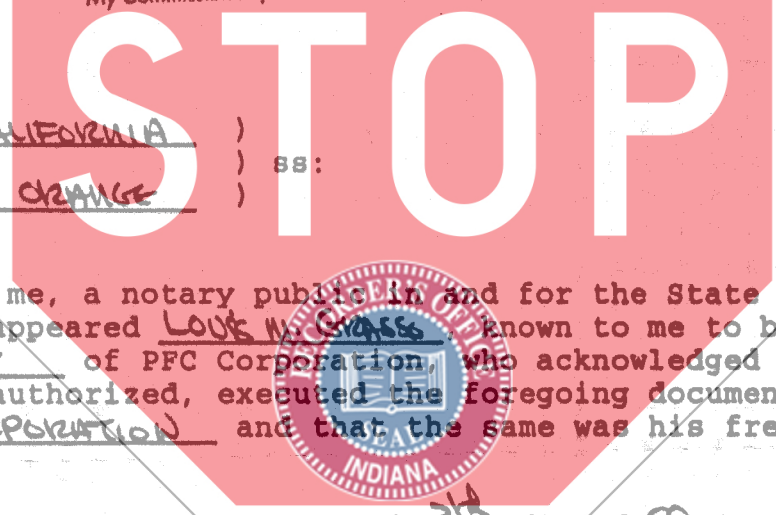
WITNESS my hand and seal this 5th day of October, 1995.

Toby H. Wylie
Notary Public

My commission expires ~~on this~~ This Document is the property of

the Lake County Recorder!

Toby H. Wylie
NOTARY PUBLIC STATE OF MARYLAND
My Commission Expires February 16, 1997



STATE OF CALIFORNIA)
) SS:
COUNTY OF ORANGE)

Before me, a notary public in and for the State of CALIFORNIA personally appeared LOUIS W. GROSS known to me to be the President of PFC Corporation, who acknowledged that he, being duly authorized, executed the foregoing document on behalf of PFC CORPORATION and that the same was his free act and deed.

WITNESS my hand and seal this 3rd day of OCTOBER, 1995.

Adrienne Diane Wing
Notary Public

My commission expires:
MARCH 11, 1997

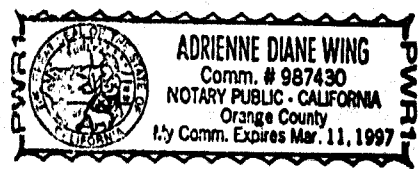


EXHIBIT "A"

TRACT "A"

THAT PORTION OF THE EAST HALF OF SECTION 22, TOWNSHIP 37 NORTH, RANGE 9 WEST OF THE 2ND P. M., IN THE CITY OF EAST CHICAGO, LAKE COUNTY, INDIANA, DESCRIBED AS FOLLOWS:

PARCEL 1: PART OF LOTS 4 TO 39, BOTH INCLUSIVE, BLOCK 26, BUFFINGTON ADDITION TO EAST CHICAGO, AS SHOWN IN PLAT BOOK 12, PAGE 20, IN LAKE COUNTY, INDIANA, THE SAME BEING A STRIP OF LAND 50 FEET OF EVEN WIDTH OFF THE SOUTHWESTERLY END OF SAID LOTS 4 TO 39, BOTH INCLUSIVE.

PARCEL 2: PART OF LOT 3, BLOCK 26, BUFFINGTON ADDITION TO EAST CHICAGO, AS SHOWN IN PLAT BOOK 12, PAGE 20, IN LAKE COUNTY, INDIANA, THE SAME BEING THE SOUTHWESTERLY 50 FEET OF A STRIP OF LAND 17 FEET OF EVEN WIDTH OFF THE SOUTHEASTERLY END OF SAID LOT 3.

PARCEL 3: LOTS 4 TO 88, BOTH INCLUSIVE, BLOCK 40, BUFFINGTON ADDITION TO EAST CHICAGO, AS SHOWN IN PLAT BOOK 12, PAGE 20, IN LAKE COUNTY, INDIANA.

PARCEL 4: PART OF LOTS 3 AND 89, BLOCK 40, BUFFINGTON ADDITION TO EAST CHICAGO, AS SHOWN IN PLAT BOOK 12, PAGE 20, IN LAKE COUNTY, INDIANA, THE SAME BEING A STRIP OF LAND 17 FEET OF EVEN WIDTH OFF THE SOUTHEASTERLY END OF LOTS 3 AND 89.

PARCEL 5: LOTS 50, BOTH INCLUSIVE, BLOCK 41, BUFFINGTON ADDITION TO EAST CHICAGO, AS SHOWN IN PLAT BOOK 12, PAGE 20, IN LAKE COUNTY, INDIANA.

PARCEL 6: THAT PART OF VACATED BLOCK AVENUE AS SHOWN ON PLAT OF BUFFINGTON ADDITION TO EAST CHICAGO, PLAT BOOK 12, PAGE 20, SAID VACATED PART AS EVIDENCED IN CONFIRMATORY RESOLUTION NO. 74-2, RECORDED JANUARY 27, 1975 AS DOCUMENT NO. 286029 AND IN CONFIRMATORY RESOLUTION NO. 76-9 RECORDED JUNE 14, 1976 AS DOCUMENT NO. 354801, EXTENDING FROM THE WEST LINE OF CLINE AVENUE TO A POINT 73 FEET SOUTHEASTERLY FROM THE EAST LINE OF MCKINLEY STREET, AS MEASURED ALONG THE SOUTHWESTERLY LINE OF BLOCK AVENUE.

PARCEL 7: THAT PART OF VACATED PENNSYLVANIA AVENUE AS SHOWN ON PLAT OF BUFFINGTON ADDITION TO EAST CHICAGO, PLAT BOOK 12, PAGE 20, EXTENDING FROM THE EAST LINE OF MCKINLEY STREET TO THE WEST LINE OF CLINE AVENUE, SAID VACATED PART AS EVIDENCED IN CONFIRMATORY RESOLUTION NO. 76-9, RECORDED JUNE 14, 1976 AS DOCUMENT NO. 354801.

TRACT " B"

THAT PORTION OF THE EAST HALF OF SECTION 22, TOWNSHIP 37 NORTH, RANGE 9 WEST OF THE 2ND P. M., IN THE CITY OF EAST CHICAGO, LAKE COUNTY, INDIANA, DESCRIBED AS FOLLOWS:

PARCEL 1: LOTS 1 TO 24, BOTH INCLUSIVE, BLOCK 27, BUFFINGTON ADDITION TO EAST CHICAGO, AS SHOWN IN PLAT BOOK 12, PAGE 20, IN LAKE COUNTY, INDIANA.

PARCEL 2: PART OF LOTS 25 TO 30, BOTH INCLUSIVE, BLOCK 27, BUFFINGTON ADDITION TO EAST CHICAGO, AS SHOWN IN PLAT BOOK 12, PAGE 20, IN LAKE COUNTY, INDIANA, THE SAME BEING A STRIP OF LAND 20 FEET OF EVEN WIDTH OFF THE NORTHEASTERLY END OF SAID LOTS 25 TO 30, BOTH INCLUSIVE.

PARCEL 3: LOTS 1 TO 18, BOTH INCLUSIVE, BLOCK 38, BUFFINGTON ADDITION TO EAST CHICAGO, AS SHOWN IN PLAT BOOK 12, PAGE 20, IN LAKE COUNTY, INDIANA.

PARCEL 4-A: LOT 13, BLOCK 39, ORIGINAL TOWN OF INDIANA HARBOR, IN THE CITY OF EAST CHICAGO, AS SHOWN IN PLAT BOOK 5, PAGE 9, IN LAKE COUNTY, INDIANA.

PARCEL 5: PART OF LOT 14, BLOCK 39, ORIGINAL TOWN OF INDIANA HARBOR, IN THE CITY OF EAST CHICAGO, AS SHOWN IN PLAT BOOK 5, PAGE 9, IN LAKE COUNTY, INDIANA, THE SAME BEING A STRIP OF LAND 10 FEET OF EVEN WIDTH OFF THE NORTHWEST END OF SAID LOT 14.

PARCEL 6: LOTS 12, AND 15 TO 24, BOTH INCLUSIVE, BLOCK 38, ORIGINAL TOWN OF INDIANA HARBOR, IN THE CITY OF EAST CHICAGO, AS SHOWN IN PLAT BOOK 5, PAGE 9, IN LAKE COUNTY, INDIANA.

PARCEL 7: PART OF LOT 14, BLOCK 38, ORIGINAL TOWN OF INDIANA HARBOR, IN THE CITY OF EAST CHICAGO, AS SHOWN IN PLAT BOOK 5, PAGE 9, IN LAKE COUNTY, INDIANA, THE SAME BEING A STRIP OF LAND 21.27 FEET OF EVEN WIDTH OFF THE NORTHEASTERLY END OF SAID LOT 14.

PARCEL 8: LOTS 12 TO 23, BOTH INCLUSIVE, BLOCK 42, ORIGINAL TOWN OF INDIANA HARBOR, IN THE CITY OF EAST CHICAGO, AS SHOWN IN PLAT BOOK 5, PAGE 9, IN LAKE COUNTY, INDIANA.

PARCEL 9: PART OF LOT 24, BLOCK 42, ORIGINAL TOWN OF INDIANA HARBOR, IN THE CITY OF EAST CHICAGO, AS SHOWN IN PLAT BOOK 5, PAGE 9, IN LAKE COUNTY, INDIANA, THE SAME BEING A STRIP OF LAND 28 FEET OF EVEN WIDTH OFF THE SOUTHEAST END OF SAID LOT 24.

PARCEL 10 - (A): THAT PART OF VACATED BLOCK AVENUE AS SHOWN ON PLAT OF BUFFINGTON ADDITION TO EAST CHICAGO, AS SHOWN IN PLAT BOOK 12, PAGE 20, IN LAKE COUNTY, INDIANA, EXTENDING FROM THE EASTERLY LINE OF LINCOLN STREET, SOUTHEASTERLY 660 FEET, TO A LINE WHICH INTERSECTS THE MOST SOUTHERLY CORNER OF LOT 22, BLOCK 27, BUFFINGTON ADDITION TO EAST CHICAGO, AS SHOWN IN PLAT BOOK 12, PAGE 20, AND THE SOUTHEASTERLY LINE OF DAHLIA STREET, SAID VACATED PARTS AS EVIDENCED IN CONFIRMATORY RESOLUTION NO. 76-9, RECORDED JUNE 14, 1976 AS DOCUMENT NO. 354801.

PARCEL 10 - (B): THAT PART OF VACATED BLOCK AVENUE, SAID BLOCK AVENUE AS SHOWN ON PLAT OF BUFFINGTON ADDITION TO EAST CHICAGO, PLAT BOOK 12, PAGE 20, IN LAKE COUNTY, INDIANA, SAID VACATED PART AS EVIDENCED IN CONFIRMATORY RESOLUTION NO. 74-2, RECORDED JANUARY 27, 1975 AS DOCUMENT NO. 286029 AND IN CONFIRMATORY RESOLUTION NO. 76-9, RECORDED JUNE 14, 1976 AS DOCUMENT NO. 354801, EXTENDING FROM THE INTERSECTION OF THE SOUTHEASTERLY LINE OF DAHLIA STREET AND THE SOUTHWESTERLY LINE OF BLOCK AVENUE; THENCE SOUTHEASTERLY TO THE MOST EASTERLY CORNER OF LOT 2, BLOCK 39; THENCE NORTHEASTERLY TO THE MOST SOUTHERLY CORNER OF LOT 24, BLOCK 27; THENCE NORTHWESTERLY ALONG THE NORTHEASTERLY LINE OF BLOCK AVENUE TO THE MOST WESTERLY CORNER OF LOT 23, BLOCK 29; THENCE SOUTHWESTERLY TO THE POINT OF BEGINNING, ALL IN BUFFINGTON ADDITION TO EAST CHICAGO.

PARCEL 11: THAT PART OF PENNSYLVANIA AVENUE AS SHOWN IN PLAT OF ORIGINAL TOWN OF INDIANA HARBOR, IN THE CITY OF EAST CHICAGO, PLAT BOOK 5, PAGE 9, IN LAKE COUNTY, INDIANA, BEGINNING 72 FEET SOUTHEASTERLY FROM THE EASTERLY LINE OF LINCOLN STREET 588 FEET TO THE EASTERLY LINE OF DAHLIA STREET, SAID VACATED PART AS EVIDENCED IN CONFIRMATORY RESOLUTION NO. 76-9, RECORDED JUNE 14, 1976 AS DOCUMENT NO. 354801.

PARCEL 12: DAHLIA STREET AS SHOWN ON PLAT OF ORIGINAL TOWN OF INDIANA HARBOR, IN THE CITY OF EAST CHICAGO, PLAT BOOK 5, PAGE 9 AND ON PLAT OF BUFFINGTON ADDITION TO EAST CHICAGO, PLAT BOOK 12, PAGE 20, IN LAKE COUNTY, INDIANA, BETWEEN THE SOUTHERLY LINE OF BLOCK AVENUE AND THE NORTHERLY LINE OF PENNSYLVANIA AVENUE.