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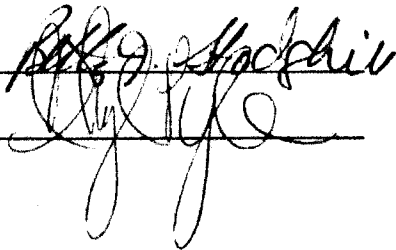
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**ASSIGNMENT OF RESIDUAL PROCEEDS MORTGAGE
NMSSU LOAN SALE NO. 9502**

For value received, the undersigned, in its corporate capacity as Manager of the Federal Savings and Loan Insurance Corporation Resolution Fund, Mortgagee in the Residual Proceeds Mortgage, Security Agreement and Fixture Filing with Assignment of Rents listed on Exhibit 1, attached hereto, hereby grants, assigns and transfers to MF VMS, L.L.C., a limited liability company organized under the laws of the State of Delaware, whose address is 345 Park Avenue, 30th Floor, New York, NY 10154 (the "Assignee"), without representation, warranty or recourse, except as set forth in the Commercial Mortgage Loan Sale Agreement, effective as of September 28, 1995, between the undersigned and Assignee, all of the undersigned's right, title and interest in and to the said Residual Proceeds Mortgage, Security Agreement and Fixture Filing with Assignment of Rents listed on the said Exhibit 1, together with the Residual Proceeds Agreement described or referred to in that Residual Proceeds Mortgage, Security Agreement and Fixture Filing with Assignment of Rents, the money due and to become due thereon with interest, and all liens, security interests and rights accrued or to accrue under the said Residual Proceeds Mortgage, Security Agreement and Fixture Filing with Assignment of Rents recorded in the real property records of the jurisdiction in which the real property secured by such Residual Proceeds Mortgage, Security Agreement and Fixture Filing with Assignment of Rents is located, including, without limitation, those documents described in Exhibit 1 hereto.

WITNESSES:



FEDERAL DEPOSIT INSURANCE CORPORATION,
In its corporate capacity as Manager of
the FSLIC Resolution Fund

BY: 
NAME: WARREN L. MATTISON
TITLE: ATTORNEY IN FACT

STATE OF INDIANA
LAKE COUNTY
FILED FOR RECORD

14.00
CR# 22428
CP

STATE OF CALIFORNIA)
) ss.
COUNTY OF ORANGE)

On 10-25 1995, before me, Christina Stace

Warren L. Mattson, (Notary Public), personally appeared _____
Warren L. Mattson personally known to me (or proved to me on the
basis of satisfactory evidence) to be the person whose name(s)
is/are subscribed to the within instrument and acknowledged to me
that he/she/they executed the same in his/her/their authorized
capacity, and that by his/her/their signature(s) on the instrument
the person(s), or the entity upon behalf of which the person(s)
acted, executed the instrument.

WITNESS my hand and official seal.

Christina Stace
Signature

Document prepared by:

Legal Division
(Name)

Federal Deposit Insurance Corporation
(Company)



EXHIBIT 1 TO ASSIGNMENT
OF
RESIDUAL PROCEEDS MORTGAGE

DESCRIPTION OF RESIDUAL PROCEEDS MORTGAGE

Loan Number: 501224391

Maker of Instrument: VMS National Properties

Date of Instrument: September 1, 1993

Name of Mortgagee: Federal Deposit Insurance Corporation

Name of Trustee: First American Title Insurance Company of
Los Angeles

Recordation Date: October 22, 1993

Instrument Number: Document No. 93069812

Book Number:

Page Number:

Office of the: Recorder

County: Lake

State: Indiana

