THIS INDENTURE WITNESSETH THAT Jesse Brown, as Secretary of Veterans Affairs, an Officer of the United States of America, whose address is Department of Veterans Affairs, Washington, D.C. 20420, CONVEYS AND WARRANTS TO Bankers Trust Company of California, N.A., not in its individual capacity, but solely as Trustee for Vendee Mortgage Trust 1997-2, a trust established under the laws of the State of New York, with an address of c/o Bankers Trust Company of California, N.A., 3 Park Plaza, Sixteenth Floor, Irvine, California 92714, without recourse, except as provided in a Loan Sale Agreement dated June 1, 1997 for the sum of ten dollars (\$10) and other valuable consideration, the receipt of which is hereby acknowledged, the following-described property in Lake County, Indiana, to wit:

Lot 34, Southmoor Park, as shown in Plat Book 33, page 66, Lake County, Indiana.

Subject to the November installment of the 1996 taxes due and payable on or before the 10th day of November 1997, and all subsequent taxes; also subject to all public improvement assessments, if any; and also subject to sewer use or sewer service charges, if any.

Subject also to all limitations, conditions, covenants, and restrictions, if any, in the chain of title to the property hereby conveyed and also subject to all highways, easements, rights of-way, use, building, building line, plat and zoning restrictions, if any.

Grantor certifies that no Indiana Gross Income Tax is due or payable with respect to the transfer made by this deed.

Grantor warrants the title to said property against the lawful claims of any and all persons claiming or to claim the same or any part thereof by, through or under Grantor.

IN WITNESS WHEREOF, Grantor, on this the 25th day of June A.D. 1997, has caused this instrument to be signed and scaled in his name and on his behalf of the undersigned Officer, being thereunto duly appointed, qualified, and acting pursuant to sections 512 and 3720 of Title 38 U.Sc Code, and sections 36:4342 and 36:4520 of Title 38, Code of Federal Regulations, and whose authorized to execute this instrument.

SECRETARY OF VETERANS AFFAIRS

CLIFFORD & GREGOR

Loan Guaranty Officer,

Department of Veterans Affairs VA Regional Office, Indianapolis, IN

(317) 226-7810

STATE OF INDIANA)

SS:

COUNTY OF MARION

Before me, the undersigned, a Notary Public in and for said County and State, personally appeared Clifford R. Gregory, Loan Guaranty Officer of Department of Veterans Affairs, a Department of the United States Government, and acknowledged the execution of the foregoing deed.

WITNESS my hand and notarial seal this 25th

My Commission Expires:

August 15, 1998

PEGGY DOZINR, Notary Public
A Resident of MARION County, Indiana

This Deed was prepared by Randall E. Price, Attorney for the Department of Veterans Affairs.

SEND TAX STATEMENTS TO: Countrywide Home Loans, Acquisitions Department SV103, 400 Countrywide Way, Simi Valley, CA 93065.

000455

1000

#16925924

pg