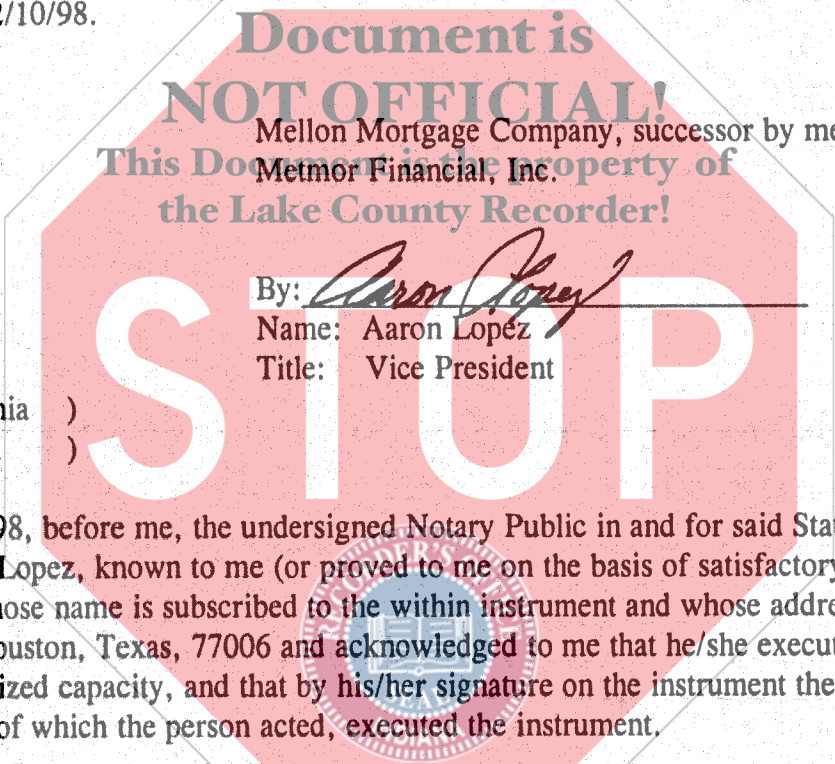


In the event the property securing this loan is in the state of New York, this Assignment is not subject to the requirements of Section 275 of the Real Property Law because it is an assignment within the secondary mortgage market. The Assignee is not acting as a nominee of the mortgagor and the Mortgage continues to secure a bona fide obligation.

TO HAVE AND TO HOLD the same unto Assignee, its successor and assigns, forever, subject only to the terms and conditions of the above-described Mortgage.

IN WITNESS WHEREOF, the undersigned Assignor has executed this Assignment effective as of 02/10/98.



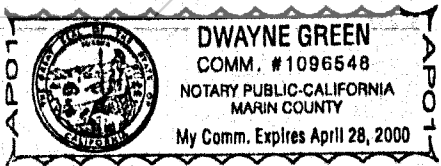
Mellon Mortgage Company, successor by merger with Metmor Financial, Inc.

By: [Signature]
Name: Aaron Lopez
Title: Vice President

State of California)
County of Marin)

On 02/03/98, before me, the undersigned Notary Public in and for said State, personally appeared Aaron Lopez, known to me (or proved to me on the basis of satisfactory evidence) to be the person whose name is subscribed to the within instrument and whose address is 3100 Travis Street, Houston, Texas, 77006 and acknowledged to me that he/she executed the same in his/her authorized capacity, and that by his/her signature on the instrument the person or the entity on behalf of which the person acted, executed the instrument.

Witness My Hand and Official Seal.
[Signature]
Notary Public: Dwayne Green
My commission expires: 04/28/2000



Prep by: _____ S. Richardson, RCG, Inc. 505 San Marin Dr., #110A, Novato, CA 94945 415-898-7200