MISC 2005082028

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DEBORAH L. PEYTON, RECORDER/REGISTRA
DELAWARE COUNTY IOWA

Received - DIANE L BATTIATO
Register of Deeds, Douglas County NE
7/13/2005 10:45:02.22
2005082028

Assignment and Assumption Agreement between Commercial Federal Bank and Commercial Federal Mortgage Corporation dated August 23, 2002.

Return to Commercial Federal Bank
13500 Commercial Federal Plaza
Omaha, NE 68154
Attn: Donna Eltiste

Mesa
FEE 15.00 FD general
RMP C/O COMP dw
DF SCAN FV

ENV. (X)
CHG #5

RETURN TO: SMI/Sherry Doza
P.O. Box 540817 IA / Delaware
Houston, TX 77254-0817 860_2503

0245AFF

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PAGE
BA 691

ASSIGNMENT AND ASSUMPTION AGREEMENT

WHEREAS, the undersigned Commercial Federal Mortgage Corporation ("CFMC") adopted, on August 23, 2002, a Plan of Complete Liquidation providing for its dissolution and liquidation, and;

WHERAS, such Plan requires that all of the liabilities and obligations of CFMC be paid or provided for and that all of its assets and property be transferred to its shareholders in cancellation and redemption of their stock, and;

WHEREAS, the undersigned Commercial Federal Bank, a Federal Savings Bank ("CFB") is the sole shareholder of CFMC,

NOW, THEREFORE, in consideration of the foregoing and the promises contained herein, the parties agree as follows:

1. CFMC hereby assigns and CFB hereby assumes all liabilities and obligations of CFMC.

2. CFMC hereby assigns, transfers and conveys to CFB all of its right, title, interest and power of every kind in all of its assets and property.

3. CFMC hereby agrees, in order to facilitate the transfer of assets and assumption of liabilities provided herein, to execute such other specific documents of conveyance or otherwise as CFB may reasonably request from time to time including without limitation deeds, bills of sale, assignments of mortgage, endorsements of instruments and powers of attorney.

4. CFB agrees to tender all shares of stock in CFMC for cancellation and redemption.

This Assignment and Assumption Agreement is effective as of the close of business, September 30, 2002.

DATED this 30th day of September, 2002.

COMMERCIAL FEDERAL BANK, A
FEDERAL SAVINGS BANK

By: Robert J. Hutchinson
Its: President

Attest: _____
Gary L. Matter, Secretary

CERTIFIED COPY
PAGE
pg 2

93966.1

COMMERCIAL FEDERAL MORTGAGE CORPORATION

By: Rick A. Campbell
Its: President

Attest: _____
Gary L. Matter, Secretary

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93966.1

State of Nebraska)
County of Douglas)

I, DIANE L. BATTIATO, Register of Deeds of Douglas County do hereby certify the above and foregoing instrument is a true and correct copy of the records in the office of said Register of Deeds.

Date 12-15-05

By BA

Diane L. Battiato

Register of Deeds

