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Preparer Information: Jerrold B. Oliver P.O. Box 230 Winterset (515)462-3731
 NICKI UTSLER
 RECORDER
 COUNTY, IOWA

AFFIDAVIT

STATE OF IOWA :
 :ss
 MADISON COUNTY :

I, Jerrold B. Oliver, being first duly sworn on oath, state that this Affidavit concerns the chain of title to the following described real estate:

A tract of land commencing at a point 334 feet North of the intersection of the North line of Main Street with the West line of Cherry Street in the Town of St. Charles, Madison County, Iowa, and running thence West 107 feet, thence North 80 feet, thence East 107 feet, thence South 80 feet to the point of beginning, being a part of the West 10 acres of the Northeast Quarter (1/4) of the Northeast Quarter (1/4) of Section Twenty-three (23) in Township Seventy-five (75) North, Range Twenty-six (26) West of the 5th P.M., Madison County, Iowa

I further state that the Mortgage from St. Charles Community Services to United States of America, acting through the Farmers Home Administration, United States Department of Agriculture, dated and recorded June 29, 1979, in Mortgage Record 131, Page 637 was assigned to GMAC Commercial Mortgage Corporation by an Assignment and Assumption Agreement a copy of which is attached hereto and marked Exhibit "A". An earlier Assignment of this Mortgage is recorded in Mortgage Record 149, Page 215 of the Recorder's office of Madison County, Iowa.

I further state that as attorney for St. Charles Community Services, I have checked the records in the Office of Secretary of State of the State of Iowa. Attached hereto and marked Exhibit "B" is a copy of the record from the Secretary of State of the State of Iowa showing that General Electric Capital Corporation was formerly known as General Electric Credit

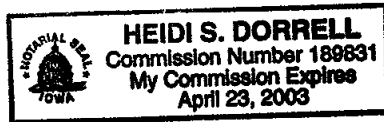
Corporation.

Jerrold B. Oliver
Jerrold B. Oliver

Subscribed and sworn to before me by the said Jerrold B. Oliver on this 3 day of July,

2002.

Heidi S. Dorrell
Notary Public in and for the State of Iowa



ASSIGNMENT AND ASSUMPTION AGREEMENT

THIS ASSIGNMENT AND ASSUMPTION AGREEMENT (this "Agreement"), is made on November 14, 1997, between GENERAL ELECTRIC CAPITAL CORPORATION, a New York corporation ("Seller") and GMAC COMMERCIAL MORTGAGE CORPORATION, a California corporation ("Purchaser").

RECITALS

Purchaser and Seller entered into a Commercial Mortgage Loan Servicing Rights Purchase and Sale Agreement dated as of October 1, 1997 (the "Purchase and Sale Agreement"). All capitalized terms used in this Agreement and not otherwise defined herein will have the meanings ascribed to such terms in the Purchase and Sale Agreement subject to any limitations imposed on such definitions in this Agreement.

Pursuant to the Purchase and Sale Agreement, Seller has agreed to sell and assign to Purchaser the Servicing Rights for the Servicing Agreement listed on Exhibit A to this Agreement (the "Assigned Servicing Agreement") and Purchaser has agreed to purchase the Servicing Rights for the Assigned Servicing Agreement and to assume certain liabilities and obligations of Seller with respect to such Servicing Rights and Assigned Servicing Agreement.

NOW THEREFORE, in consideration of the sale of the Servicing Rights for the Assigned Servicing Agreement and in accordance with and subject to the terms and conditions of the Purchase and Sale Agreement (which terms and conditions are incorporated in this Agreement by this reference), Purchaser and Seller agree as follows:

1. Assignment and Assumption.

(a) Seller does hereby sell, transfer, assign and deliver to Purchaser all of the right, title and interest of Seller in, to and under the Servicing Rights for the Assigned Servicing Agreement.

(b) Purchaser does hereby accept all the right, title and interest of Seller in, to and under the Servicing Rights for the Assigned Servicing Agreement (except as aforesaid) and Purchaser assumes and agrees to pay, perform and discharge promptly and fully when due all of the duties and obligations of Seller of whatever nature relating to the Assigned Servicing Agreement and to perform all of the obligations of Seller to be performed with respect to the Servicing Rights for the Assigned Servicing Agreement transferred hereby.

2. **Representations and Warranties.** Purchaser hereby makes and affirms all representations and warranties made by Seller in the Assigned Servicing Agreement as if Purchaser made such representations and warranties for itself.

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EXHIBIT "A"

3. Third Party Beneficiaries. Purchaser and Seller agree that each of the parties to the Assigned Servicing Agreement shall be a third party beneficiary to this Agreement.

4. Governing Law. This Agreement will be governed by the laws of the State of New York, without giving effect to its choice of laws principles.

5. Counterparts. This Agreement may be signed in two or more counterparts. Each counterpart will be deemed to be an original, with the same effect as if the signatures were upon the same instrument, and all of such counterparts will constitute one and the same instrument.

6. Facsimile Execution. This Agreement may be signed by the delivery of signed signature pages by facsimile.

[SIGNATURES ON FOLLOWING PAGE]

Executed on November 14, 1997.

GE CAPITAL ASSET MANAGEMENT CORPORATION

By: _____
Name:
Title:

GMAC COMMERCIAL MORTGAGE CORPORATION

By: *[Signature]*
Name: *BARRY AMAN MORGAN*
Title: *E.S.O.*

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Executed on November 14, 1997.

GENERAL ELECTRIC CAPITAL CORPORATION

By: *[Signature]*
Name:
Title:

GMAC COMMERCIAL MORTGAGE CORPORATION

By: _____
Name:
Title:

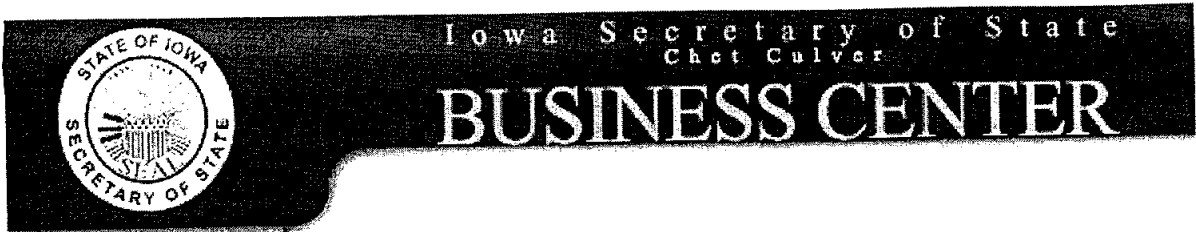
EXHIBIT A

United States Department of Agriculture
Farmers Home Administration
Community Program Loan Trust 1987A
(GECAM Portfolio No. 1)

Master Servicing Agreement
Dated as of September 1, 1987, as amended.

CC DA \APC\DOCS\ATL\164252\1 (State St.)

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Corporation Summary

Corporation Searched: general electric credit

Legal Name		
GENERAL ELECTRIC CAPITAL CORPORATION		
Corp No.	Chapter	State of Inc.
47283	CODE 490 FOREIGN PROFIT	NY
Filing Date	Effective Date	Expiration Date
Jan 03, 1950	Jan 03, 1950	PERPETUAL
Type	Status	Modified
Legal	Inactive	No

Names (viewing 2 of 2)

Type	Status	Modified	Name
Legal	Active	No	GENERAL ELECTRIC CAPITAL CORPORATION
Former	Inactive	No	GENERAL ELECTRIC CREDIT CORPORATION

Registered Agent or Reserving Party

Full Name	SECRETARY OF STATE
Address	HOOVER BLDG
City, ST, Zip	DES MOINES, IA, 50319

Home Office

Full Name	
Address	260 LONG RIDGE RD
City, ST, Zip	STAMFORD, CT, 06927

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EXHIBIT "B"