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Terrace Gardens
Douglas, Nebraska

Cadwalader, Wickersham & Taft
100 Maiden Lane
New York, New York 10038
Attn: Gerard Hefner, Esq.

Space above this line for Recorder's use


ASSIGNMENT OF MORTGAGE LOAN

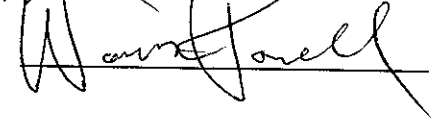
For value received, the undersigned, **STATE STREET BANK AND TRUST COMPANY**, as custodian under that certain Custodial Agreement dated as of February 23, 1996, between State Street Bank and Trust Company, having an address at 2 International Place, 5th Floor, Boston, Massachusetts 02110, hereby grants, assigns and transfers to **MF VMS, L.L.C.**, a Delaware limited liability company, having an address c/o BlackRock Capital Finance L.P., 345 Park Avenue, New York, New York 10154, without recourse, all of the undersigned's right, title and interest in and to the instrument(s) listed on **Exhibit 1** attached hereto, together with the note or notes described therein, the money due and to become due thereon with interest, and all liens, security interests and rights accrued or to accrue under the said instrument(s) and note(s).

[NO ADDITIONAL TEXT ON THIS PAGE]


IN WITNESS WHEREOF, the undersigned has executed this Assignment as of
the 29 day of December, 1997.

WITNESSES





STATE STREET BANK
AND TRUST COMPANY,

By: 

Name: Paul T. Bavis
Title: Assistant Vice President

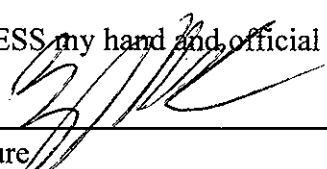
STATE OF MASSACHUSETTS)
)
COUNTY OF Suffolk) ss.:

BARRY J. HARADEN

On December 27, 1997, before me, _____ (Notary Public), personally appeared PAUL T BAVIS, Asst. Vice President of State Street Bank and Trust Company 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.

Signature



BARRY J. HARADEN, Notary Public
My Commission Expires August 7, 2003

Document prepared by:

Sidley & Austin
875 Third Avenue
New York, New York 10022
Attn: Robert L. Golub, Esq.



NOTARIAL SEAL AFFIXED
REGISTER OF DEEDS

Exhibit 1

Existing Loan Documents

- a. Deed of Reconveyance dated as of October 26, 1984, made by VMS National Properties ("Borrower"), as trustor, in favor of Robert M. Yates, as trustee, for the benefit of BH Mortgage Corporation ("BH Mortgage"), as beneficiary, recorded in the Douglas County Records on November 6, 1984, in Book 2738, Page 287, in the original principal amount of \$2,755,434.00, as amended by that certain Modification Agreement dated as of September 1, 1993, between Borrower and Federal Deposit Insurance Corporation ("FDIC"), successor-by-assignment from BH Mortgage, recorded in the Douglas County Records on October 25, 1993, in Book 1100, Page 430, as assigned by FDIC to MF VMS, L.L.C. by assignment dated March 21, 1996, recorded in the Douglas County Records in Book 4696, Page 429, and as further assigned to State Street Bank and Trust Company by assignment recorded as of September 9, 1996 in the Douglas County Records in Bank 4820, at Page 716, Mortgage Records.
- b. Mortgage dated as of September 1, 1993, made by Borrower, as mortgagor, in favor of ContiTrade Services Corporation ("ContiTrade"), as mortgagee, and recorded in the Douglas County Records on March 12, 1997, in Book 4939, Page 392, in the original principal amount of \$4,000,000.00, as assigned by ContiTrade to Lender pursuant to an assignment dated February 27, 1997, between ContiTrade, as assignor, and Lender, as assignee, recorded in the Douglas County Records on March 12, 1997, in Book 4939, page 443.
- c. Promissory Note dated as of September 1, 1993, made by Borrower, as Maker, in favor of ContiTrade, as Payee, in the principal amount of \$4,000,000.00, as assigned by ContiTrade to Lender, pursuant to that certain allonge dated as of February 27, 1997.
- d. Secured Promissory Note dated October 26, 1984, made by VMS National Properties ("Borrower"), as Maker, in favor of BH Mortgage Corporation, as Payee, in the original principal amount of \$2,755,434.00, as amended and restated by that certain Restated Note, dated September 1, 1993, between Borrower and the Federal Deposit Insurance Corporation ("FDIC") in the principal amount of \$4,398,032.00, as assigned by FDIC to MF VMS, L.L.C. ("Lender") by endorsement dated October 17, 1995, and as further assigned by Lender to State Street Bank and Trust Company, as custodian, pursuant to that certain allonge dated July 23, 1996.

- e. All other documents and instruments executed in connection with the above-referenced documents and instruments and all loans evidenced thereby.

EXHIBIT - A
LEGAL DESCRIPTIONSNW
SW 7 NE

Part of the Northeast Quarter of Section 4, Township 15 North, Range 12 East of the 6th P.M., Douglas County, Nebraska, and Lots 1 through 6, inclusive, Block 39, Maple Village as surveyed, platted and recorded in Douglas County, Nebraska, and vacated Grand Avenue, Saratoga Street and Redman Avenue, all more particularly described as follows: Beginning at a point which is South 175.0 feet and South 89°40' West 175.0 feet from the Northeast corner of the Southwest Quarter of the Northeast Quarter of said Section 4; thence South 89°40' West, 728.75 feet to a point on the East Right Of Way line of Interstate Highway No. 680; thence North 1°46'30" East on the East Right Of Way line of Interstate Highway No. 680, 443.40 feet; thence North 20°03'42" East on the Easterly Right Of Way line of Interstate Highway No. 680, 333.17 feet; thence North 89°40' East, 499.45 feet; thence South 0°20' East, 125.0 feet; thence North 89°40' East 93.0 feet to the Southeast corner of Lot 7, Block 39, Maple Village; thence Southerly on a curve to the right (radius being 1495.71 feet, chord bearing South 1°26'02" East), an arc distance of 74.86 feet; thence South on the East line of Lots 1 through 6, inclusive, Block 39, Maple Village, 505.17 feet; thence South 5°42'50" East, 50.22 feet to the point of beginning, in the City of Omaha.