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32468

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RECORDING REQUESTED BY:

The Money Store, Inc.
3464 El Camino Ave., Ste. 110
Sacramento, CA 95821

'97 FEB -6 P2:55

AFTER RECORDING RETURN TO:

The Money Store
Attn: Timothy Schrader
3464 El Camino Ave., Ste. 110
Sacramento, CA 95821

SPACE ABOVE THIS LINE IS FOR RECORDER'S USE ONLY

CORPORATION ASSIGNMENT OF DEED OF TRUST

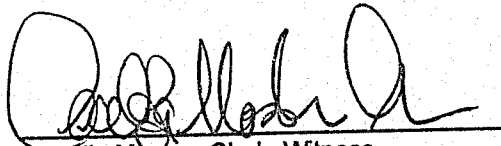
For Value Received, the undersigned hereby grants and transfers to

First Bank (N.A.) As Co-Trustee under the Pooling and Servicing Agreement dated as of February 29, 1996-A

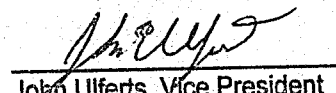
whose address is 180 5th St., St. Paul, MN 55101 all beneficial interest under that certain Deed of Trust dated July 28, 1996, executed by, David M. Cockrell and Kathleen Cockrell Trustor, Preston, Thorgrimson, Shidler, Gates & Ellis, Trustee, and recorded in Book M-96, Page 2128, Instrument No. xxx, on of the Official Records in the County Recorder's office County of, Klamath, State of, Oregon describing land therein as:

MORE PARTICULARLY DESCRIBED IN ABOVE REFERENCED DEED OF TRUST

Together with the note or notes therein described or referred to, the money due and to become due thereon with interest, and all rights accrued or to accrue under said Deed of Trust.


Cecelia Mosher-Clark, Witness

TMS Mortgage Inc., A New Jersey
Corporation, DBA The Money Store

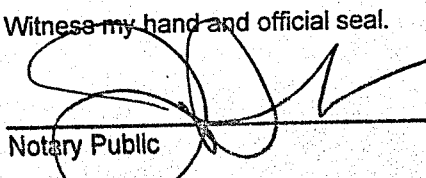

John Ulferts, Vice President
As Attorney in fact under Limited Power of
Attorney dated as of November 22, 1996.

Dated: December 4, 1996

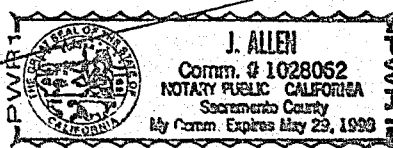
State of California
County of Sacramento

On 12-4-96, before me, J. Allen a notary public, personally appeared John Ulferts, Vice President, personally 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 acknowledged to me that she executed the same in her authorized capacity, and that by her signature on the instrument the person, or the entity upon behalf of which the person acted executed the instrument.

Witness my hand and official seal.


Notary Public

Loan # 8872449424
Borr. Cockrell



STATE OF OREGON : COUNTY OF KLAMATH: ss.

Filed for record at request of _____ Klamath County Title _____ the 6th _____ day
of _____ February _____ A.D., 19 97 at _____ 2:55 o'clock _____ P.M., and duly recorded in Vol. M97
of _____ Mortgages _____ on Page 3706

FEE \$10.00

Bernetha G. Letsch, County Clerk
by 