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When recorded mail to:
 ICI FUNDING CORPORATION
 20371 IRVINE AVE. SUITE 200
 SANTA ANA HEIGHTS, CA 92707
 ATTN: BULK ACQUISITIONS
 Loan # 1200009545
 Order # 96050201

CORPORATION ASSIGNMENT OF DEED OF TRUST

FOR VALUE RECEIVED, the undersigned hereby grants, assigns and transfers to
TO BANKERS TRUST COMPANY OF CALIFORNIA, N.A., WITHOUT RECOURSE, AS TRUSTEE UNDER THE INDENTURE
 DATED AUGUST 1, 1996, RELATING TO IMPERIAL GMB TRUST SERIES 1996-1, COLLATERALIZED MORTGAGE BONDS.
 all beneficial interest under that certain Deed of Trust dated **FEBRUARY 16, 1996**
 executed by **LARRY G. DESPAIN AND LORAIN J. DESPAIN, AN ESTATE IN FEE SIMPLE**
AS TENANTS BY THE ENTIRETY

To **MARK H. PETERMAN** Trustee,

and recorded as Instrument No. on 2/29/96, in Book M96,
 Page 5584, in the Official Records in the County Recorder's office of **KLAMATH**
 County, State of **OREGON**, describing land therein as:

AS MORE PARTICULARLY DESCRIBED IN THE AFOREMENTIONED 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 under the said Deed of Trust.

ICI FUNDING CORPORATION
A CALIFORNIA CORPORATION

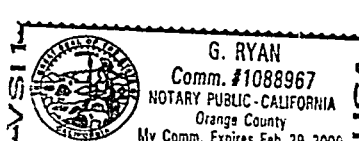
Chris Mitchell
CHRIS MITCHELL
AUTHORIZED SIGNATORY

State of **CALIFORNIA**)

County of **ORANGE**) ss.

On **MAY 29, 1996**, before me, the undersigned, a Notary Public in and for said state, personally appeared
CHRIS MITCHELL, authorized signatory, personally known to me (or proved to me on the basis of
 satisfactory evidence), to be the person(s) 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(ies), 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.

G. RYAN (SEAL)
G. RYAN, NOTARY PUBLIC



STATE OF OREGON: COUNTY OF KLAMATH: ss.

Filed for record at request of ICI Funding Corp. the 2nd day
 of December A.D., 19 97 at 10:13 o'clock A. M., and duly recorded in Vol. M97,
 of Mortgages on Page 39213.

FEE \$10.00

By Bernetha G. Leisch, County Clerk
Kathleen Brown