

KNOW YE, THAT FLEET NATIONAL BANK ("Assignor"), for value received, has granted, bargained, sold, assigned, transferred and set over, and hereby grants, bargains, sells, assigns, transfers and sets over unto SOVEREIGN BANK ("Assignee") a national banking association with an address at 1130 Berkshire Boulevard, Wyomissing, Pennsylvania, that certain trust deed (and the obligation thereby secured held in trust by AmeriTitle of Klamath Falls, Oregon ["Trustee"]) dated December 30, 1996, made and executed by WRAYCO, INC. ("Borrower") to secure the payment of the sum of TWO MILLION ONE HUNDRED THOUSAND DOLLARS (\$2,100,000), with interest; said trust deed was recorded on December 31, 1996, in the office of the county clerk of the County of Klamath, State of Oregon, in Volume M96 of Mortgages at Page 40416.

Assignor hereby covenants to and with Assignee that the Assignor is the lawful owner and holder of the said mortgage and the obligation secured thereby and has a good right to sell, transfer and assign the same as aforesaid, and that there is now unpaid upon said obligation and mortgage the sum of TWO MILLION FOUR THOUSAND SIX HUNDRED SEVENTY FIVE AND 73/100 DOLLARS (\$2,004,675.73), with interest from June 1, 1999.

In witness whereof, the undersigned Assignor has executed this instrument on June 23, 1999.

Witnessed by and signed, sealed and delivered
in the presence of:

Lisa A. Walsh
Lisa A. Walsh

Britt A. Semeneshen
Britt A. Semeneshen

FLEET NATIONAL BANK

By: Salvatore J. Rinaldi
Salvatore J. Rinaldi
Its Duly Authorized Attorney-in-Fact

STATE OF CONNECTICUT }

COUNTY OF HARTFORD }

ss: Rocky Hill

June 23, 1999

Be it remembered, that on this 23rd day of June, 1999, in the County and State aforesaid, before me, the subscriber, a Notary Public authorized to take acknowledgements and proofs in said County and State, personally appeared Salvatore J. Rinaldi, to me known and who I am satisfied is the party named as executing this instrument, who did depose and say that he is the duly authorized attorney-in-fact of Fleet National Bank, signer and sealer of the foregoing instrument, and acknowledged the execution of this instrument to be his free and voluntary act and deed and the free and voluntary act and deed of said bank, by virtue of authority of its board of directors, for the uses and purposes therein expressed.

Salvatore J. Rinaldi, A.I.F. of Fleet
National Bank dated 11/5/97 to be
recorded simultaneously.

Susan B. Jacobs
Notary Public Susan B. Jacobs
My Commission Expires: July 31st, 1999

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State of Oregon, County of Klamath
Recorded 6/30/99, at 10:57 a. m.
In Vol. M99 Page 25955
Linda Smith,
County Clerk Fee \$ 10 - KR

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