

FOR A VALUABLE CONSIDERATION, Receipt of which is hereby
acknowledged, the undersigned,
MARINE MIDLAND BANK, N.A.
hereby transfers and assigns to

Bankers Trust Company of California, as Trustee under
the Pooling and Servicing Agreement dated as of
September 1, 1992, Series 1992-3, without recourse.

its successors and assigns forever, that certain Mortgage from MCKINNEY,
STEVEN G. & N. DIANE to FIRST COMMERCIAL MORTGAGE CORPORATION AS ORIGINATOR
dated the Seventh day of August, 1992, and recorded in the Office of the
County Clerk of SHELBY County, State of Alabama, on 8/20/92 in Book
at Page , as Document Number 1992-17677, and given to secure
a note and indebtedness in the original principal amount of \$ 400,000.

Property Address: 333 TURNBERRY RD, BIRMINGHAM, AL 35244

IN WITNESS WHEREOF, the Assignor has caused its corporate seal to
be hereunto affixed, and these presents to be signed by its duly authorized
officer this the Twenty-Seventh day of August, 1992.

ATTEST:

MARINE MIDLAND BANK, N.A.

By: [Signature]
Its: Assistant Secretary

By: [Signature]
CYNTHIA REEB

Its: LOAN DELIVERY OFFICER

(Corporate Seal)

State of New York

County of Erie

On this Twenty-Seventh day of August, 1992, before me personally came
CYNTHIA REEB, to me personally known, who, being duly sworn, did depose and
say that (s)he is the LOAN DELIVERY OFFICER of
MARINE MIDLAND BANK, N.A., the corporation described in and which executed
the above Instrument; that (s)he knows the seal of said corporation; that the
seal affixed to said Instrument is such corporate seal; that it was so
affixed by order of the Board of Directors of said corporation; and that said
Instrument is the act and deed of said corporation.

[Signature]
Notary Public
Commission Expiration: RENEE M. THOMPSON No. 4997181
Notary Public, State of New York
Qualified in Erie County
(Notary Seal) My Commission Expires June 1, 1994

This document prepared by:

[Signature]
LISA SEIFERT

586PP/ST
AL/117
MMMC#: 9182417

Record and Return to:

RECORD AND RETURN TO:
MARINE MIDLAND BANK, N.A.
SECONDARY MARKETING
DOCUMENT TRACKING DEPT.
ONE MARINE MIDLAND CENTER, 12TH FL.
BUFFALO, NEW YORK 14240

ATTN: [Signature]

Inst # 1993-10094

04/13/1993-10094
12:17 PM CERTIFIED
SHELBY COUNTY JUDGE OF PROBATE
001 MCD 6.50