

BILL OF SALE AND ASSIGNMENT OF LOANS

Assignor hereby absolutely sells, transfers, assigns, sets-over, quitclaims and conveys to Sam M. Lee, ("Assignee") without recourse and without representations or warranties of any type, kind, character or nature, express or implied:

(a) all of Assignor's right, title and interest in and to each of the loans identified in the loan schedule ("Loan Schedule") attached hereto as Exhibit "I" (the "Loans"), together with all promissory notes or other evidence of indebtedness, if any, and together with all instruments and documents securing such Loans and all collateral (whether real or personal property) pledged in connection therewith, if any; and

(b) all principal, interest or other proceeds of any kind with respect to the Loans (including but not limited to proceeds derived from the conversion, voluntary or involuntary, of any of the Loans into cash or other liquidated property, including, without limitation, insurance proceeds and condemnation awards), but excluding any payments, proceeds or other consideration received by or on behalf of Assignor on or before July 31, 1993 with respect to the Loans, regardless of whether timely paid or applied.

As used herein, "Assignor" shall mean as indicated on Exhibit "II" hereto only to the extent that such entities are identified on the Loan Schedule(s) attached as Exhibit "I" hereto: either (i) Resolution Trust Corporation acting solely in its respective capacity as either receiver or conservator for each financial institution identified on Exhibit "II" (each an "Association"), and when used herein shall be deemed to include the Association for which the Resolution Trust Corporation is acting, as the context may require, (ii) a subsidiary of any such applicable Association, or (iii) Resolution Trust Corporation acting solely in its corporate capacity as specifically stated on Exhibit "II" in connection with certain Loans held in such capacity.

DATED: Oct 7, 1993.

RESOLUTION TRUST CORPORATION IN ITS
CAPACITY AS IDENTIFIED ON EXHIBIT "II"
FOR EACH ASSOCIATION LISTED ON THE
LOAN SCHEDULES ATTACHED AS
EXHIBIT "I"

By:



Patricia A. Greiner (also known as P. Greiner),
Attorney-in-Fact under Limited Power of Attorney
dated August 23, 1993

Inst # 1993-40203

Callahan Title

EXHIBIT 1 to Bill of Sale and Assignment
 Loan Schedule - Package 269 - Master Contract No. 76617-24-794
 RTC NATIONAL NON-PERFORMING LOAN AUCTION - August 24-25, 1993

Inst ID	Institution Name	Servicer Name	Tracking/ Control No	Servicer Loan No.	Borrower Name	Approx. Curr. Bal.
2124	SAN JACINTO SAVINGS	CRESS-PHOENIX	63007038052	661	PENTAGON ENTERP	288,814.06
2177	JEFFERSON FEDERAL	LSI	63099941410	0053002747	EDDLEMAN DOUGLAS	1,500,000.00
6926	TRINITY VALLEY	TEXAS DATA	63001639099	17660058050001	OSJ CONSTRUCTION	857,357.80
6952	BRIGHT BANC	TEXAS DATA	63001639110	17660804020001	TOM MC CLAIN	603,353.76
6952	BRIGHT BANC	TEXAS DATA	63001639113	17660809070001	TOM MCCLAIN AND	384,908.16
6995	AMERIWAY SAVINGS	TEXAS DATA	63001639120	17660553050001	MIKE BARRACK	2,715,280.00
6995	AMERIWAY SAVINGS	TEXAS DATA	63029526533	200520575	DRAGO DAIC	939,554.89
7017	CORNERSTONE FEDERAL	TEXAS DATA	63001639155	17660753030001	STONE CREEK 3 67	358,038.44
=====						7,647,307.11
Total:						8
Count:						

Inst # 1993-40203

12/15/1993-40203
 09:35 AM CERTIFIED
 SHELBY COUNTY JUDGE OF PROBATE
 002 MCD 11.00