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BLANKET CONVEYANCE, ASSIGNMENT AND TRANSFER

WHEREAS, Benj. Franklin Federal Savings and Loan Association of Portland, Oregon, (the old Benj. Franklin) and Equitable Savings and Loan Association, an Oregon corporation, have merged and consolidated into Benj. Franklin Federal Savings and Loan Association, a corporation of the United States (the new Benj. Franklin) and in consideration and as a part of such merger and consolidation and the transfer of all of the assets of Benj. Franklin Federal Savings and Loan Association of Portland, Oregon, (the old Benj. Franklin) does herewith grant, bargain, sell, convey, assign, all of its assets (which includes but shall not be limited to all real property in which it claims an interest, all mortgages, all trust deeds, all contracts for real or personal property, all judgments, all claims and demands and all other proprietary rights and interests of every type or nature, choate or inchoate) to Benj. Franklin Federal Savings and Loan Association, a corporation of the United States (the new Benj. Franklin).

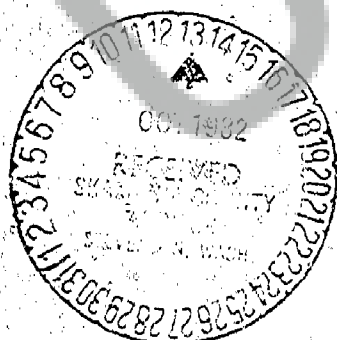
The merger and consolidation is to take effect as of the close of business September 30, 1982. This document is executed as of September 30, 1982 and immediately prior to the close of business on said date, all pursuant to appropriate resolution.

DATED this 30 day of September, 1982.

BENJ. FRANKLIN FEDERAL SAVINGS AND
LOAN ASSOCIATION OF PORTLAND, OREGON

By Robert E. Downie
President

By Marjorie Hammond
Corporate Secretary



STATE OF OREGON)
) ss.
County of Multnomah)

Sept 30, 1982

Personally appeared before me ROBERT E. DOWNIE and MARJORIE HAMMOND, who, being sworn, stated that they are the President and Corporate Secretary, respectively, of Benj. Franklin Federal Savings and Loan Association, and that this instrument was voluntarily signed in behalf of the Corporation by authority of its Board of Directors.

Cheryl A. Leboer
Notary Public for Oregon
My Commission Expires: 10-26-85