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(FM N) - ("G")
Debtor: Assign. of Mortgage, Assign. of Rent
Juris: Judge of Probate - Recording Department, AL

This instrument was prepared by David
R. Dlugie, Esq.

Inst # 1999-00169

01/04/1999-00169
12:31 PM CERTIFIED

SHELBY COUNTY JUDGE OF PROBATE
005 FBI 18.50 98-278

Name: Pier 1 Store #571
County: Shelby
State: Alabama

LaSalle National Bank, as Trustee
135 South LaSalle Street, Suite 1625
Chicago, Illinois 60674-4107
Attention: Asset Backed Securities Trust Services Group-Morgan
Stanley Series 1998-HF2

ASSIGNMENT OF MORTGAGE, ASSIGNMENT OF RENTS AND SECURITY AGREEMENT AND FIXTURE FILING

FOR VALUE RECEIVED, Heller Capital Management, Inc., a Delaware corporation whose address is 500 West Monroe Street, 31st Floor, Chicago, Illinois 60661 ("Assignor"), conveys, assigns, transfers, and sets over unto LaSalle National Bank, a national banking association whose address is 135 South LaSalle Street, Suite 1625, Chicago, Illinois 60674-4107, Attention: Asset Backed Securities Trust Services Group-Morgan Stanley Series 1998-HF2, as Trustee for the benefit of the registered holders of the Morgan Stanley Capital I Inc., Commercial Mortgage Pass-Through Certificates, Series 1998-HF2 ("Assignee"), without recourse, but subject to the terms of that certain Mortgage Loan Purchase Agreement dated November, 1998, by and between Heller Financial Capital Funding, Inc., a Delaware corporation, and Morgan Stanley Capital I Inc., a Delaware corporation, as the same may be modified from time to time, all the right, title and interest of Assignor in and to the Mortgage, Assignment of Rents and Security Agreement and Fixture Filing and other documents, if any, described in Exhibit A attached hereto and incorporated herein, together with the note or notes described therein, and all other documents and instruments relating to or securing said mortgage or note or notes described therein, encumbering, among other things, the premises described in Exhibit B attached hereto and incorporated herein and the improvements thereon.

TO HAVE AND TO HOLD the same unto Assignee, its successors and assigns forever.

IN WITNESS WHEREOF, Assignor has executed this Assignment of Mortgage, Assignment of Rents and Security Agreement and Fixture Filing as of the 10th day of November, 1998.

ASSIGNOR:

HELLER CAPITAL MANAGEMENT,
INC., a Delaware corporation

By: Thomas J. Bak
Name: Thomas J. Bak
Its: Senior Vice President

ATTEST:

By: Patricia Unti
Name: Patricia Unti
Its: Assistant Vice President

WITNESSES:

Carol Crawford
Name: Carol Crawford

Crystal G. Howard
Name: Crystal G. Howard

STATE OF ILLINOIS)
 SS
COUNTY OF COOK)

I, Jacqueline L. Taylor, in and for said County, in the State aforesaid, DO HEREBY CERTIFY that Thomas J. Bax, personally known to me to be a Senior Vice President of HELLER CAPITAL MANAGEMENT, INC., a Delaware corporation, and Patricia Unti, personally known to me to be an Assistant Vice President of said corporation, and personally known to me to be the same persons whose names are subscribed to the foregoing instrument, appeared before me and the witnesses whose names are so subscribed thereon this day in person and severally acknowledged that as such Senior Vice President and Assistant Vice President of said corporation, they signed and delivered the said instrument, and caused the corporate seal of said corporation to be affixed thereto, pursuant to authority given by the Board of said corporation as their free and voluntary act and as the free and voluntary act of said corporation, for the uses and purposes therein set forth.

GIVEN under my hand and Notarial Seal this 10th day of November, 1998.

Jacqueline L Taylor
Notary Public

My Commission Expires:

11/26/2001

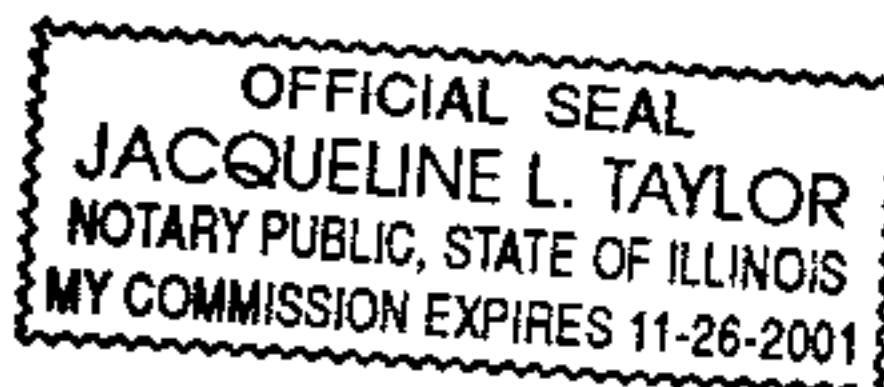


EXHIBIT A

DESCRIPTION OF DOCUMENT(S)

1. Mortgage, Assignment of Rents and Security Agreement and Fixture Filing dated June 9, 1998, recorded in the real estate records of Shelby County, Alabama on June 12, 1998, as Instrument No. 1998-21912, as modified pursuant to that certain Modification to Mortgage, Assignment of Rents and Security Agreement and Fixture Filing dated as of October 15, 1998, and recorded in the real estate records of Shelby County, Alabama on October 23, 1998, as Instrument No. 1998-41478, as assigned to Heller Capital Management, Inc., pursuant to that certain Assignment of Mortgage, Assignment of Rents and Security Agreement and Fixture Filing, dated as of November 2, 1998, made by Heller Financial, Inc.
2. Subordination, Non-Disturbance and Attornment Agreement between Heller Financial, Inc. and Pier 1 Imports (U.S.), Inc. recorded in the real estate records of Shelby County, Alabama on June 12, 1998, as Instrument No. 1998-21914.
3. Memorandum of Lease between ACV Pier Birmingham and Pier 1 Imports (U.S.), Inc. recorded in the real estate records of Shelby County, Alabama on June 12, 1998, as Instrument No. 1998-21914.

EXHIBIT B

LEGAL DESCRIPTION

Lot D-1, according to the Survey of Pier 1 Imports Survey, as recorded in Map Book 21, Page 13, in the Office of the Judge of Probate of Shelby County, Alabama.

Together with the Perpetual and non-exclusive easement for access on and over the site development; use of parking facilities and through all common areas and private use areas, for purposes of ingress and egress to the adjacent shopping center appurtenant to said Lot D-1, all as created by that certain Reciprocal Easement Agreement recorded in Instrument #1996-14793. Also together with that non-exclusive easement for access as set forth in Instrument #1996-14794.

Common Address: 105 Inverness Corners, Birmingham, Alabama

Tax I.D. No.:

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