

This instrument prepared by
and when recorded return to:

PREPARED BY, RECORD AND RETURN TO :
HANOVER CAPITAL PARTNERS, LTD.
POST OFFICE BOX 3980
EDISON, NJ 08818-3980

SPACE ABOVE THIS LINE RESERVED FOR RECORDER'S USE

353-0498-000 TD20

**ASSIGNMENT OF
ASSIGNMENT OF LEASES AND RENTS**

(hereinafter the "Assignment")


KNOW THAT, **LEHMAN BROTHERS BANK, FSB**, a federal stock savings bank, having an office at 1000 West Street, Suite 200, Wilmington, Delaware 19801 (the "Assignor"), in consideration of TEN and 00/100 (\$10.00) DOLLARS paid by _____

having an address at _____, a _____, _____
(the "Assignee"), hereby assigns
unto Assignee the Assignment of Leases and Rents described on Exhibit A annexed hereto and covering premises located on Schedule A;

TO HAVE AND TO HOLD the same unto the Assignee and to the successors, legal representatives and assigns of the Assignee forever.

This Assignment is made without representation, recourse or warranty by Assignor.

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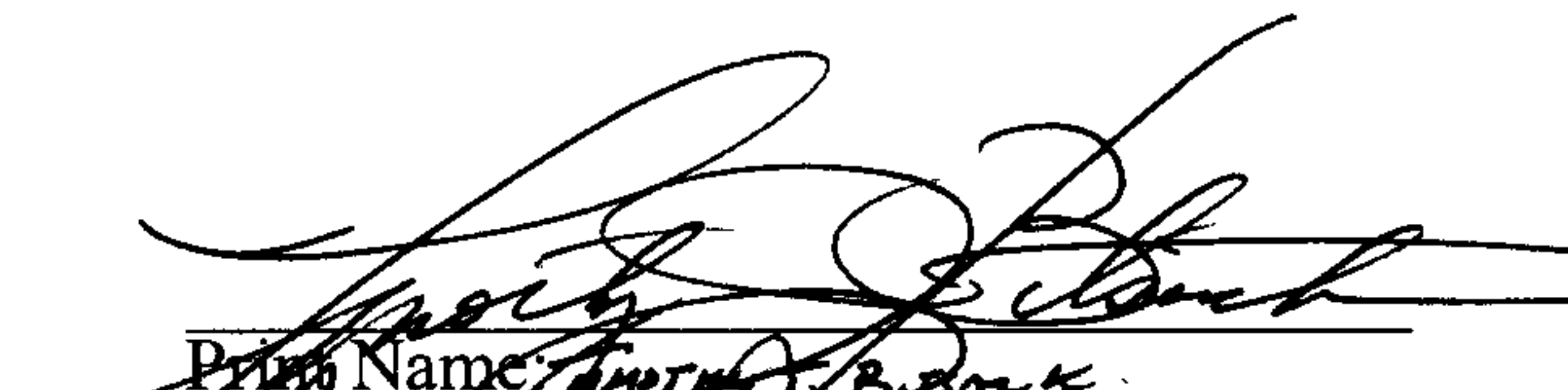
 **LaSalle Bank National Association, as trustee for the registered holders
of LB-UBS Commercial Mortgage Trust 2002-C1, Commercial Mortgage
Pass-Through Certificates, Series 2002-C1
135 South LaSalle Street, Suite 1625, Chicago, IL 60603**

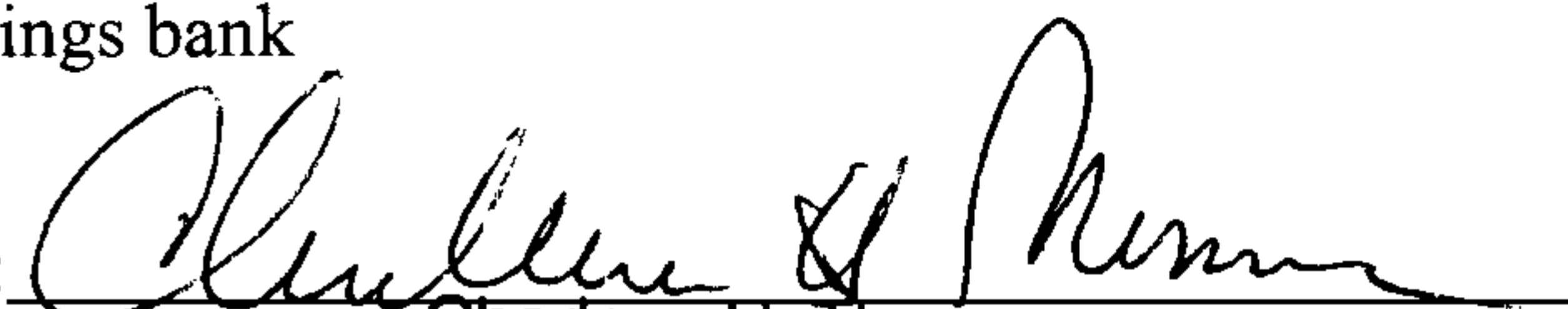
IN WITNESS WHEREOF, the Assignor by its duly elected officers and pursuant to proper authority of its board of directors has duly executed, sealed, acknowledged and delivered this Assignment.

Dated as of January 3, 2002 to be effective 4/2/02

WITNESSES AS TO ALL SIGNATURES: ASSIGNOR:

LEHMAN BROTHERS BANK, FSB, a federal stock savings bank


Print Name: Thomas J. Messer

By: 
Name: Charlene H. Thomas
Title: Vice President

MULTI-STATE CORPORATE ACKNOWLEDGMENT (ASSIGNOR)

STATE OF New York)
New York :ss.:
COUNTY OF _____)

On this 3rd day of January, 2002, before me, the undersigned officer, personally appeared:

(a) Charlene H. Thomas, and
(b) _____

personally known and acknowledged himself/herself/themselves to me (or proved to me on the basis of satisfactory evidence to be the

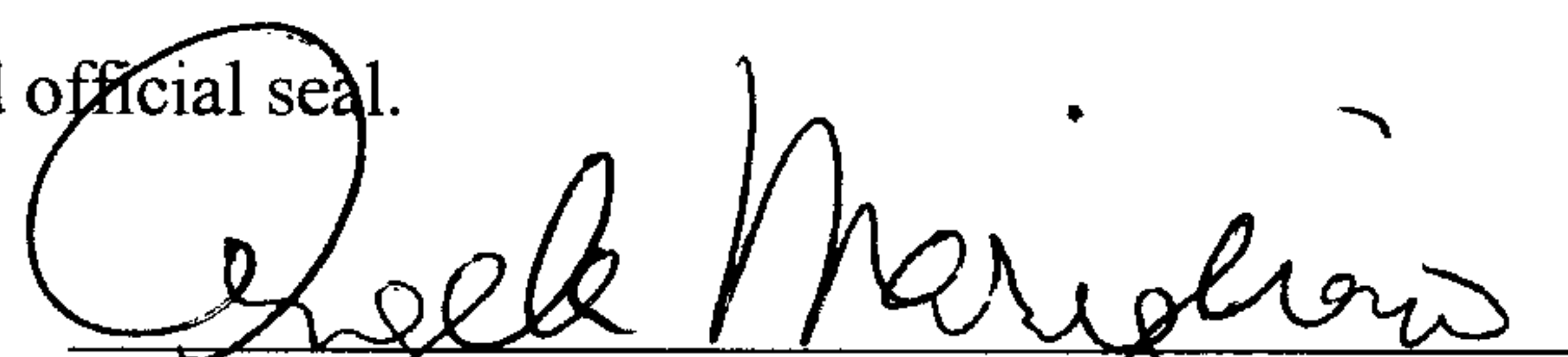
(a) (Vice)President, and
(b) (Assistant) Secretary

respectively of **LEHMAN BROTHERS BANK, FSB** (hereinafter, the "Corporation"),

and that as such officer(s), being duly authorized to do so pursuant to its bylaws or a resolution of its board of directors, executed, subscribed and acknowledged the foregoing instrument for the purposes therein contained, by signing the name of the Corporation by himself/herself/themselves in their authorized capacity as such officer(s) as his free and voluntary act and deed and the free and voluntary act and deed of said Corporation.

IN WITNESS WHEREOF, I hereunto set my hand and official seal.

Notarial Seal


Notary Public

My Commission Expires:

ANGELA MARIGLIANO
Notary Public, State of New York
No. 01MA6050859
Qualified in Richmond County
Commission Expires November 13, 2002

EXHIBIT A

Description of the Assignment of Leases and Rents

Assignment of Leases and Rents made by P & N Pelham, LLC, an Alabama limited liability company, to Lehman Brothers Bank, FSB, a federal stock savings bank, dated January 7, 2002, recorded on January 8, 2002 in Inst # 2002-01276, of the County Recorder's office in Shelby County, and covering the premises described on Schedule A hereto.

SCHEDULE "A"

(See Annexed Legal Description)