

PREPARED BY AND UPON
RECORDATION RETURN TO:
Anderson, McCoy & Orta
100 N. Broadway, Suite 2600
Oklahoma City, OK 73102
507.038

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

THIS ASSIGNMENT OF MORTGAGE, ASSIGNMENT OF LEASES AND RENTS, SECURITY AGREEMENT AND FIXTURE FILING AND ASSIGNMENT OF ASSIGNMENT OF RENTS AND LEASES (the "Assignment") is executed as of the 10th day of January, 2005, by **MERRILL LYNCH MORTGAGE LENDING, INC.**, a Delaware corporation, having an address at Four World Financial Center, 16th Floor, New York, New York 10080 (the "Assignor"), in consideration of ten and 00/100 (\$10.00) DOLLARS paid by **LASALLE BANK NATIONAL ASSOCIATION, AS TRUSTEE FOR THE REGISTERED HOLDERS OF MERRILL LYNCH MORTGAGE TRUST 2004-KEY2, COMMERCIAL MORTGAGE PASS-THROUGH CERTIFICATES, SERIES 2004-KEY2** (the "Assignee"), having an office at 135 S. LaSalle Street, Suite 1625, Chicago, Illinois 60603.

KNOW ALL MEN BY THESE PRESENTS, that in consideration of the sum of TEN DOLLARS (\$10.00) lawful money of the United States and other good and valuable consideration, to it in hand paid at or before the ensealing and delivery of these presents, the receipt whereof is hereby acknowledged, Assignor does hereby grant, bargain, sell, assign, transfer and set over unto Assignee, its successors and assigns, without recourse, except as set forth in that certain related Mortgage Loan Purchase Agreement, all of Assignor's interest under that certain **Mortgage, Assignment of Leases and Rents, Security Agreement and Fixture Filing** (the "Mortgage") and **Assignment of Rents and Leases** (the "Assignment of Rents and Leases") described as follows:

SEE SCHEDULE "A" ATTACHED HERETO AND MADE A PART HEREOF;

TOGETHER WITH the note or notes described or referred to in said Deed of Trust and Assignment of Leases and Rents, the money due and to become due thereon with interest, and all rights accrued or to accrue under said Deed of Trust and Assignment of Leases and Rents, and all other instruments, documents, certificates and letters executed in connection therewith.

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

IN WITNESS WHEREOF, the Assignor has caused these presents to be effective as of September 29, 2004.

Witness:

Lisa Smith
Name: Lisa Smith

Witness:

Heather Ledford
Name: Heather Ledford

ASSIGNOR:

MERRILL LYNCH MORTGAGE LENDING,
INC., a Delaware corporation

By: David M. Rodgers
Name: David M. Rodgers
Title: Vice President

STATE OF NEW YORK)
)
COUNTY OF NEW YORK)

On the 10 day of January 2005, before me, the undersigned, a Notary Public in and for said state, personally appeared David M. Rodgers, Vice President of Merrill Lynch Mortgage Lending, Inc., personally known to me or proved to me on the basis of satisfactory evidence to be the person whose name is subscribed to the within instrument and acknowledged to me that he executed the same in his authorized capacity, and that by his signature on the instrument the person, or the entity upon behalf of which the person acted, executed the instrument.

WITNESS my hand and official seal.

My Commission Expires:

Signature: Vaiana Fox

VALENTINE
Notary Public
PUBLIC, STATE OF NEW YORK
No. 01106110507
QUALIFIED IN KINGS COUNTY
MY COMMISSION EXPIRES MAY 24, 2008

SCHEDULE A

Mortgage, Assignment of Leases and Rents, Security Agreement and Fixture Filing made by **ARC COMMUNITIES 16 LLC, a Delaware limited liability company** for the benefit of **MERRILL LYNCH MORTGAGE LENDING, INC., a Delaware corporation** dated February 18, 2004 and recorded on February 27, 2004, as Document No. 20040227000100850, with the Shelby County Judge of Probate, Alabama (the "County Probate") and

Assignment of Rents and Leases made by **ARC COMMUNITIES 16 LLC, a Delaware limited liability company** for the benefit of **MERRILL LYNCH MORTGAGE LENDING, INC., a Delaware corporation** dated February 18, 2004 and recorded on February 27, 2004 as Document No. 20040227000100860, with said County Probate.