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1010 1123 Vol. 1197 Page 31726

940903645

MIDLAND COMMERCIAL FINANCING CORP.
(Assignor)

to
LASALLE NATIONAL BANK, as Trustee for the Registered Certificateholders
of Midland Realty Acceptance Corp. Commercial Mortgage
Pass-Through Certificates, Series 1996-C2

(Assignee)

ASSIGNMENT OF LOAN DOCUMENTS

Dated: October 21, 1996

Location: Klamath Falls, Oregon

RECORD AND RETURN TO:

After Recording, Return to:
Richardson Consulting Group
505-A San Marin Drive #110
Novato CA 94945

Loan No.: 940903645

97 SEP 29 P2:19

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THIS ASSIGNMENT OF LOAN DOCUMENTS ("Assignment") is made as of October 21, 1996, by MIDLAND COMMERCIAL FINANCING CORP., a Missouri corporation ("Assignor") in favor of LASALLE NATIONAL BANK, as Trustee for the Registered* ("Assignee").

WITNESSETH:

WHEREAS, Assignor is the legal and equitable owner and holder of that certain promissory note dated October 21, 1996, made by Applegate Trail Apartments Limited Partnership, an Oregon limited partnership ("Borrower"), in the principal amount of \$1,100,000.00 (the "Note"), which Note is secured by a Trust Deed, Security Agreement and Assignment of Leases and Rents (the "Mortgage") and by a separate Assignment of Leases and Rents (the "Assignment of Leases"); and

WHEREAS, Assignor has simultaneously herewith endorsed the Note to Assignee and the parties desire that the Mortgage, the Assignment of Leases, the Note, the Other Security Documents (as defined in the Mortgage), the Environmental Indemnity Agreement dated as of even date with the Mortgage, originally executed by Borrower in favor of Midland Loan Services, L.P., a Missouri limited partnership ("Midland"), and assigned by Midland to Assignor (the "Indemnity"), and all other documents executed in connection with the Loan (all such documents being collectively referred to herein as the "Loan Documents") be assigned to Assignee.

NOW THEREFORE, in consideration of the foregoing and other good and valuable consideration, the receipt and sufficiency of which is hereby acknowledged, Assignor does hereby sell, assign, grant, transfer, set over and convey to Assignee, its successors and assigns, the following documents, and all of Assignor's right, title and interest therein:

(a) that certain Trust Deed, Security Agreement and Assignment of Leases and Rents dated October 21, 1996, executed by Borrower for the benefit of Assignor, filed for record October 22, 1996, in the Recorder's Office of the Klamath County, State of Oregon (the "Recorder's Office") as Document No 27160 and recorded in Volume 1496, Page 33394 encumbering certain improved real property (the "Mortgaged Property") situated in said County as more particularly described on Exhibit A attached thereto and made a part thereof; and

(b) that certain Assignment of Leases and Rents dated October 21, 1996, executed by Borrower in favor of Assignor, filed for record

*Certificateholders of Midland Realty Acceptance Corp. Commercial Mortgage Pass-Through Certificates, Series 1996-C2

October 22, 1996, in the Recorder's Office as Document No.
27161 and recorded in Volume 1496, Page 33434, and

(3) the Note, the Indemnity, the Other Security Documents and all of the other Loan Documents.

This Assignment shall be binding upon and inure to the benefit of the parties hereto and their respective successors and assigns.

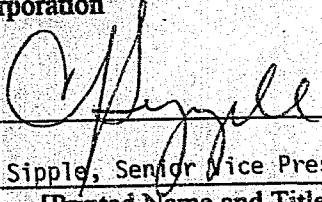
This Assignment shall be governed by and construed in accordance with the laws of the State of Oregon.

IN WITNESS WHEREOF, the undersigned has executed this instrument to be effective as of October 21, 1996.

"Assignor":

MIDLAND COMMERCIAL FINANCING CORP.,
a Missouri corporation

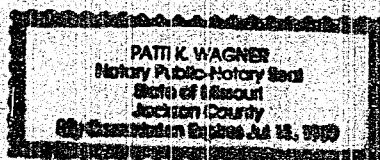
By


C. J. Sipple, Senior Vice President
[Printed Name and Title]

ACKNOWLEDGMENT

STATE OF Missouri)
COUNTY OF Jackson) ss.

On this 21st day of October, 1996 before me personally appeared C. J. Supple, who being duly sworn, stated that he is the Senior Vice President of Midland Commercial Financing Corp., a Missouri corporation, and acknowledged the foregoing instrument to be the voluntary act and deed of the corporation, executed by authority of its board of directors.



Patti K Wagner
(Signature of notarial officer)
(Seal, if any)

Notary Public for Oregon
My commission expires: _____

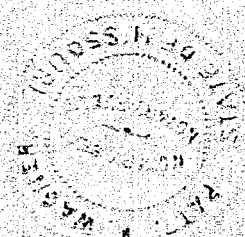


EXHIBIT A

Legal Description

A TRACT OF LAND SITUATED IN THE SW1/4 OF SECTION 11, TOWNSHIP 39 SOUTH, RANGE 9 EAST OF THE WILLAMETTE MERIDIAN, KLAMATH COUNTY, OREGON, MORE PARTICULARLY DESCRIBED AS FOLLOWS:

BEGINNING AT THE INITIAL POINT ON THE SOUTH RIGHT OF WAY LINE OF BRISTOL AVENUE, FROM WHICH THE NORTHWEST CORNER OF TRACT NO. 1026 BEARS NORTH 89 DEGREES 32' 55" EAST 520.00 FEET AND S-N-S 1/256 CORNER BEARS SOUTH 89 DEGREES 38' WEST 916.15 FEET AND NORTH 30.00 FEET BY DEED; THENCE NORTH 89 DEGREES 32' 55" EAST ALONG SAID RIGHT OF WAY, 260.00 FEET, TO THE NORTHWEST CORNER OF THAT TRACT OF LAND DESCRIBED IN VOLUME M87, PAGE 14676, MICROFILM RECORDS OF KLAMATH COUNTY, OREGON; THENCE ALONG THE BOUNDARIES OF SAID TRACT AND THAT TRACT DESCRIBED IN VOLUME M96, PAGE 19616, MICROFILM RECORDS OF KLAMATH COUNTY, OREGON, SOUTH 00 DEGREES 27' 05" EAST 295.00 FEET AND NORTH 89 DEGREES 32' 55" EAST 150.00 FEET; THENCE SOUTH 00 DEGREES 27' 05" EAST 120.00 FEET; THENCE NORTH 89 DEGREES 32' 55" EAST 126.30 FEET, TO THE WESTERLY BOUNDARY OF TRACT 1026 - THE MEADOWS, A DULY RECORDED SUBDIVISION; THENCE ALONG SAID BOUNDARY SOUTH 22 DEGREES 42' 12" EAST 79.24 FEET AND SOUTH 37 DEGREES 56' 58" EAST 89.06 FEET; THENCE ALONG THE NORTHERLY RIGHT OF WAY LINE OF THE U.S.B.R. 1-C-3-B DRAIN, SOUTH 47 DEGREES 42' 00" WEST 152.16 FEET; THENCE ALONG THE NORTHERLY RIGHT OF WAY OF THE U.S.B.R. F-7 (A-3-C-) LATERAL, NORTH 59 DEGREES 30' 00" WEST 811.30 FEET TO THE WESTERLY LINE OF THAT PROPERTY DESCRIBED IN DEED VOLUME 284, PAGE 485, DEED RECORDS OF KLAMATH COUNTY, OREGON; THENCE FOLLOWING SAID WESTERLY LINE; NORTH 00 DEGREES 27' 05" WEST 61.45 FEET, NORTH 67 DEGREES 54' 55" EAST 202.89 FEET AND NORTH 00 DEGREES 27' 05" WEST 107.00 FEET TO THE POINT OF BEGINNING.

TOGETHER WITH AN EASEMENT AS EVIDENCED BY WARRANTY DEED DATED JUNE 14, 1976, RECORDED JUNE 28, 1976, IN VOLUME M76, PAGE 9724, MICROFILM RECORDS OF KLAMATH COUNTY, OREGON, AND AN EASEMENT AS EVIDENCED BY WARRANTY DEED DATED NOVEMBER 6, 1978, RECORDED NOVEMBER 20, 1978, IN VOLUME M78, PAGE 26188, MICROFILM RECORDS OF KLAMATH COUNTY, OREGON.

NB1:NB410THERLVH41013612.1

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94-0903645

STATE OF OREGON: COUNTY OF KLAMATH: ss.

Filed for record at request of Richardson Consulting Group the 29th day
of Sept. A.D., 19 97 at 2:19 o'clock P. M., and duly recorded in Vol. M97
of Mortgages on Page 31726

FEE

\$30.00

By Bernetha G. Letsch County Clerk
R. Allen Ross