

1999 OCT 28 PM 3:07

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This Instrument Prepared By,
and When Recorded, Return to:

Ms. Christina Zibers
Polsinelli, White, Vardeman & Shalton
700 W. 47th Street, Suite 1000
Kansas City, MO 64112
303-20
Atlanta, Georgia 30303-1242

K-54076
ASSIGNMENT OF DEED OF TRUST AND SECURITY AGREEMENT

from

KEYBANK NATIONAL ASSOCIATION

to

The Chase Manhattan Bank, as Trustee, for the registered
holders of Prudential Securities Secured Financing Corp.
Commercial Mortgage Pass-Through Certificates, Series
1999-C2

July 28, 1999

ASSIGNMENT OF DEED OF TRUST AND SECURITY AGREEMENT

THIS ASSIGNMENT OF DEED OF TRUST AND SECURITY AGREEMENT (this "Assignment") is made and entered into as of the 28 day of July, 1999, by **KEYBANK NATIONAL ASSOCIATION**, a national banking association ("Assignor"), having its principal place of business at 127 Public Square, Cleveland, Ohio 44114, to and for the benefit of See Exhibit "B" ("Assignee"), having its principal place of business at See Exhibit "B".

1. Assignor, made a mortgage loan dated December 11, 1998, in the principal amount of \$952,000 ("Loan") to No Apples I - Klamath Falls, L.L.C. ("Borrower"). The Loan is secured, in part, by (i) that certain Deed of Trust and Security Agreement (the "Security Instrument") executed by Borrower dated of even date with the Loan, encumbering the real property situated in the State of Oregon and more particularly described on Exhibit A attached hereto, and recorded at document no. 71300, Volume M98, Page 45316 in the records of the Klamath County Recorder's Office.
2. Assignor desires to assign, transfer and convey all of its right, title and interest in the Security Instrument to Assignee.

NOW, THEREFORE, in consideration of the recitals stated above and other good and valuable consideration, the receipt and sufficiency of which are hereby acknowledged, Assignor agrees as follows:

- A. Assignor hereby assigns, transfers and conveys to Assignee all of Assignor's right, title and interest in and to the Security Instrument, without recourse.
- B. The terms and provisions of this Assignment shall inure to the benefit of, and shall be binding upon, the successors and assigns of the parties hereto.
- C. This Assignment shall be construed and enforced according to the laws of the State of Oregon.

- D. Assignor agrees to execute and deliver to Assignee such other documents as may be reasonably necessary in order to effectuate the transaction contemplated hereby.

This Assignment is executed as of the day, month and year first above written.

KEYBANK NATIONAL ASSOCIATION,
a national banking association

By: Sherry L. Schwab
Name: Sherry L. Schwab
Its: Senior Loan Closing Officer

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STATE OF Washington)
COUNTY OF King)SS.

This instrument was acknowledged before me this 10th day of December,
1998 by Shelly L. Schwab, as Senior Loan Closing Officer of
KEYBANK NATIONAL ASSOCIATION, a national banking association.

Carol R. Tuttle
Notary Public Carol R. Tuttle

My Commission Expires: 10-16-01

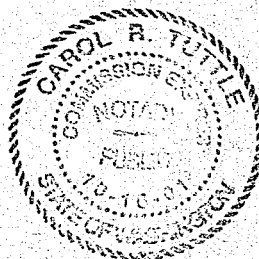


EXHIBIT "A"
DESCRIPTION OF PROPERTY

A parcel of land situated in the SE ¼ NE ¼ of Section 9, Township 39 South, Range 9 East of the Willamette Meridian, being Lots 16 and 17 of TRACT 1276, a Re-Subdivision of a portion of Lot 3, Block 1 of "Tract 1080-Washburn Park", according to the official plat thereof on file in the office of the County Clerk of Klamath County, Oregon, being more particularly described as follows:

Beginning at a point on the Westerly right of way of Washburn Way, said point being the Northeast corner of said Lot 16; thence South 00°02'00" East 202.00 feet; thence South 89°58'00" West 209.00 feet; thence North 00°02' 00" West 202.00 feet; thence North 89°58'00" East 209.00 feet to the point of beginning.

TOGETHER WITH THE EASEMENTS, RESTRICTIONS AND COVENANTS CONTAINED IN THAT CERTAIN DECLARATION OF CROSS EASEMENTS AND RESTRICTIVE COVENANTS RECORDED IN VOLUME M-97, PAGE 7211, RECORDS OF KLAMATH COUNTY OREGON (THE "RECORDS"), AND THAT CERTAIN EASEMENTS WITH COVENANTS AND RESTRICTIONS AFFECTING LAND RECORDED IN VOLUME M-91, PAGE 12081, OF THE RECORDS AS AMENDED BY THAT CERTAIN AMENDMENT NO.1 TO EASEMENTS WITH COVENANTS AND RESTRICTIONS AFFECTING LAND RECORDED IN VOLUME M-97, PAGE 28746 OF THE RECORDS.

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EXHIBIT B

The Chase Manhattan Bank, as Trustee, for the registered holders of Prudential Securities Secured Financing Corporation Commercial Mortgage Pass-Through Certificates, Series 1999-C2.

450 W. 33rd Street, New York, NY 10001

State of Oregon, County of Klamath
Recorded 10/28/99, at 3:07 p. m.
In Vol. M99 Page 43159
Linda Smith,
County Clerk Fee \$ 35.00

24162 / 46028
RGELL 678096