

This instrument prepared by
and when recorded return to:

State Street Bank and Trust Company
Two International Place, Fifth floor
Boston, Massachusetts 02110
Attention: SMA Finance Co., Inc. Series 1998-C1

Space above this line reserved for Recorder's use

**Assignment of Mortgage
dated as of March 24, 1998
(hereinafter the "Assignment")**

In consideration of the sum of Ten Dollars (\$10) and other good and valuable consideration, the receipt and sufficiency of which are hereby acknowledged, SCHRODER MORTGAGE INVESTMENT TRUST, INC., a Maryland corporation with an office c/o Schroder Mortgage Associates, L.P., 437 Madison Avenue, New York, New York 10022 ("Assignor"), does hereby grant, bargain, sell, convey, assign, transfer, and set over unto State Street Bank and Trust Company, a Massachusetts trust company with an office at Two International Place, Fifth Floor, Boston, Massachusetts 02110 ("Assignee"), as trustee for the registered holders of SMA Finance Co., Inc. Commercial Mortgage Trust, Commercial Mortgage Pass-Through Certificates, Series 1998-C1, all of Assignor's right, title and interest, of any kind whatsoever, including without limitation, that of mortgagee or secured party, in and to the following:

1. That certain mortgage as described on Exhibit A annexed hereto and made a part hereof (the "Mortgage");
2. The bond(s), note(s) and/or obligation(s) secured by the Mortgage, the moneys due and to grow due thereon, with interest as specified therein, and all rights accrued or to accrue under the Mortgage; and
3. Any and all other related security instruments which secure the indebtedness and/or obligations secured by the Mortgage.

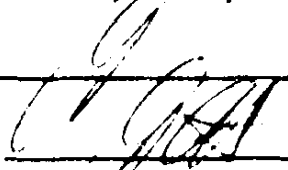
To have and to hold the same unto Assignee and to Assignee's successors, legal representatives and assigns forever.

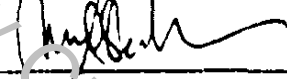
Except as provided in that certain Pooling and Servicing Agreement, dated as of March 3, 1998, by and among SMA Finance Co., Inc., as depositor, Midland Loan Services, L.P., as servicer and special servicer, and Assignee, as trustee, this Assignment is made without representation or warranty. The Assignment is made without recourse.

In Witness Whereof, the undersigned, by its duly elected officers and pursuant to proper authority of its board of directors has duly executed, sealed, acknowledged and delivered this instrument as of the day and year first above written.

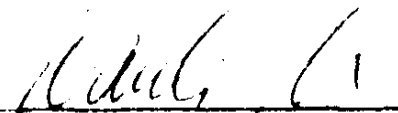
Assignor:
SCHRODER MORTGAGE INVESTMENT TRUST, INC., a Maryland corporation

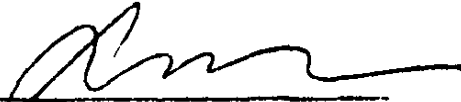
[Seal]

By: 
Name: _____
Title: Vice President

By: 
Name: _____
Title: Assistant Secretary

Witnesses as To All Signatures:


Name: *Walter M*


Name: *Shyami U. Rajalingam*

Multi-State Corporate Acknowledgment

State New York
County New York

On March 25, 1998, before me, the undersigned officer, personally appeared (a) Gregory A. White (residing at c/o Schroder Mortgage Associates, L.P. 437 Madison Avenue, New York, New York 10022), and (b) Mark Peskin (residing at c/o Schroder Mortgage Associates, L.P. 437 Madison Avenue, New York, New York 10022), personally known and acknowledged themselves to me (or proved to me on the basis of satisfactory evidence) to be the [a] President and [b] Treasurer respectively of Schroder Mortgage Investment Trust, Inc., (hereinafter, the "Corporation") and that as such officers, 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 themselves in their authorized capacities as such officers as their 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

[Handwritten Signature]
Notary Public

Notarial Seal

My Commission Expires _____

CAROLINE M. COOPERMAN
Notary Public, State of New York
Commission Expires 03/25/2002
Office: 100 West 10th Street, 11th Floor
Columbus, Ohio 43215-3111

PROPERTY OF Cook County Clerk's Office

Exhibit A

[Description of the Mortgage]

The following instrument(s) is/are recorded in the public records of the:

City/Town:
County: Cook
State: Illinois

A. Mortgage, Security Agreement and Fixture Filing (Illinois) (the "Mortgage")

Original Principal Amount: \$1,200,000
Mortgagor: North Avenue Building Partnership
Mortgagee: GENERAL AMERICAN LIFE INSURANCE COMPANY
Dated: October 7, 1997
Recorded: November 4, 1997
Document/Instrument Number: 97825584

The Mortgage encumbers premises described therein or on Schedule A hereto (if attached).

B. Assignment of Real Estate Security Instrument and Assignment of Lease Assignment

Assignor: GENERAL AMERICAN LIFE INSURANCE COMPANY
Assignee: SCHRODER MORTGAGE INVESTMENT TRUST, INC.
Dated: December 16, 1997
Recorded: February 24, 1998
Document/Instrument Number: 98146158

UNOFFICIAL COPY

98819437

Schedule A

[see annexed legal description]

- *** Derivation Clause: Being (the same part of the) Premises as described in the following
Deed:
Grantor:
Grantee:
Dated:
Recorded:
Book Volume Reel:
Page Folio:
Document Instrument Number:
- *** Property Address for the Premises: 170 West Lake Street
Maywood, Illinois
(also or formerly known as 10 North 1st
Avenue, Maywood, Illinois)
- *** Tax Lot PIN Blk & Lot Designation:

SCHEDULE A

LOTS 1 THROUGH 20 AND THE VACATED ALLEY IN BLOCK 191 IN MAYWOOD A SUBDIVISION IN SECTIONS 2, 11 AND 14, TOWNSHIP 39 NORTH, RANGE 12 EAST OF THE THIRD PRINCIPAL MERIDIAN, IN COOK COUNTY, ILLINOIS

- PIN: 15-11-139-001
- 15-11-139-002
- 15-11-139-003
- 15-11-139-004
- 15-11-139-005
- 15-11-139-006
- 15-11-139-007
- 15-11-139-008
- 15-11-139-009

Address: 100 West Lake Street, Maywood, Illinois
also or formerly known as 10 North 1st Avenue, Maywood, Illinois

*Heavily wooded
50' trees along
Dover, MA 02110*



Cook County Clerk's Office