



ASSIGNMENT OF ASSIGNMENT OF LEASES AND RENTS

PRUDENTIAL MORTGAGE CAPITAL FUNDING, LLC

(Assignor)

to

LASALLE BANK NATIONAL ASSOCIATION f/k/a LASALLE NATIONAL BANK,
as trustee for the registered Holders of Prudential Mortgage Capital Company I, LLC,
Commercial Mortgage Pass-Through Certificates, Series 1998-1

(Assignee)

Dated as of November 23, 1998

County of Cook (the "County")

State of Illinois (the "State")

Record and Return to:

LaSalle Bank National Association
135 South LaSalle Street, Suite 1625
Chicago, Illinois 60674-4107
Attention: ABS Group - Ms. Mary Ann Ashmore
Ref: Catellus Securitization

prepared by:

DEC CC128712-JR

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ASSIGNMENT OF ASSIGNMENT OF LEASES AND RENTS

PRUDENTIAL MORTGAGE CAPITAL FUNDING, LLC, a Delaware limited liability company, whose address is 100 Mulberry Street, Gateway Center Four, Ninth Floor, Newark, New Jersey 07102-4069 (the "Assignor"), as the holder of the instrument hereinafter described and for valuable consideration hereby endorses, assigns, sells, transfers and delivers to LASALLE BANK NATIONAL ASSOCIATION f/k/a LASALLE NATIONAL BANK, as trustee for the registered Holders of Prudential Mortgage Capital Company I, LLC, Commercial Mortgage Pass-Through Certificates, Series 1998-1, whose address is 135 South LaSalle Street, Suite 1625, Chicago, Illinois 60674-4107 (the "Assignee"), its successors, participants and assigns, all right, title and interest of Assignor in and to an ASSIGNMENT OF LEASES AND RENTS given by CATELLUS FINANCE 1, L.L.C., a Delaware corporation (the "Borrower") to PRUDENTIAL MORTGAGE CAPITAL COMPANY, INC., a Delaware corporation (the "Originator") dated as of October 26, 1998 (the "Closing Date") and recorded on October 28, 1998 in the Real Estate Records of the County as Instrument No. 98972264, as assigned to Assignee by that certain Assignment of Assignment of Leases and Rents dated as of the Closing Date and recorded on October 28, 1998 in the Real Estate Records of the County as Instrument No. 98972266 securing the payment of a certain Promissory Note dated as of the Closing Date in the original principal amount of THREE HUNDRED SEVENTY-THREE MILLION AND 00/100 DOLLARS (\$373,000,000.00) made by the Borrower, payable to the order of the Originator, assigned as of the Closing Date to the Assignor, and creating a first lien on the property described in Exhibit "A" attached hereto and by this reference made a part hereof;

TOGETHER WITH any and all notes and obligations therein described, the debt and claims secured thereby and all sums of money due and to become due thereon, with interest provided for therein, and Assignor hereby irrevocably appoints Assignee hereunder its attorney to collect and receive such debt, and to foreclose, enforce and satisfy the foregoing the same as it might or could have done were these presents not executed, but at the cost and expense of Assignee; and

TOGETHER WITH any and all other liens, privileges, security interests, rights, entitlements, equities, claims and demands as to which Assignor hereunder possesses or to which Assignor is otherwise entitled as additional security for the payment of the notes and other obligations described herein.

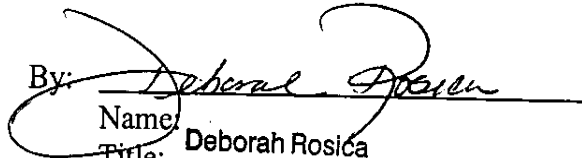
This Assignment shall be governed in all respects by the laws of the State and shall be binding upon and shall inure to the benefit of the parties hereto and their respective successors and assigns.

[NO FURTHER TEXT ON THIS PAGE]

UNOFFICIAL COPY

IN WITNESS WHEREOF, Assignor has caused this instrument to be executed by its duly authorized officer as of the 23rd day of November, 1998.

PRUDENTIAL MORTGAGE CAPITAL
FUNDING, LLC,
a Delaware limited liability company

By: 
Name: Deborah Rosica
Title: Vice President

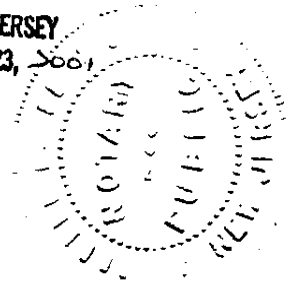
Property of Cook County Clerk's Office

State of NEW JERSEY, County of ESSEX, SS:

I certify that on JUNE 24, 1999, DEBORAH ROSICA personally came before me and this person acknowledged under oath, to my satisfaction, that:
(a) this person signed and delivered the attached document as V.P. of the limited liability company named in this document; and
(b) this document was signed, and made by the limited liability company as its act and deed by virtue of the authority of the Operating Agreement of said limited liability company.

Robert L. Beni, Jr.
Notary Public

ROBERT L. BENI, JR.
NOTARY PUBLIC OF NEW JERSEY
My Commission Expires April 23, 2001



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THE SOUTH 15 FEET OF LOT 5 AND SUB LOTS 1 AND 2 OF LOT 8 AND ALL OF LOT 9 IN BLOCK 5 IN FRACTIONAL SECTION 15, ADDITION TO CHICAGO IN THE WEST 1/2 OF THE NORTHWEST 1/4 OF SECTION 15, TOWNSHIP 39 NORTH, RANGE 14, EAST OF THE THIRD PRINCIPAL MERIDIAN, IN COOK COUNTY, ILLINOIS.

224 SOUTH MICHIGAN AVENUE
CHICAGO, IL

TAX NO.: ~~07~~-15-105-013 VOL. NO.: 510
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