

SHORT FORM PROSPECTUS DATED MAY 18, 2000

This Short Form Prospectus has been filed under procedures in all provinces of Canada which permit certain information with respect to these securities to be determined after the Short Form Prospectus has become final and which permit the omission from this Short Form Prospectus of such information. Such procedures require the delivery to purchasers of a Short Form Prospectus or a prospectus supplement containing this omitted information within a specified period of time after agreeing to purchase any of these securities.

This Short Form Prospectus constitutes a public offering of these securities only in those jurisdictions where they may be lawfully offered for sale and therein only by persons permitted to sell such securities. No securities regulatory authority in Canada has expressed an opinion about these securities and it is an offense to claim otherwise. Information has been incorporated by reference in this Short Form Prospectus from documents filed with securities commissions or similar authorities in Canada. Copies of the documents incorporated herein by reference may be obtained on request without charge from the secretary of the issuer at 181 Bay Street, Suite 500, Toronto, Ontario M5J 2V8 (416) 369-8721. For the purpose of the Province of Québec, this simplified prospectus contains information to be completed by consulting the permanent information record. A copy of the permanent information record may be obtained from the secretary of the issuer at the above-mentioned address and telephone number. The securities offered hereby have not been, and will not be, registered under the United States Securities Act of 1933, as amended, and, subject to certain exceptions, may not be offered or sold within the United States or to US persons.

New Issue

\$227,324,000 (Approximate)
Merrill Lynch Mortgage Loans Inc.
(Issuer)
Commercial Mortgage
Pass-Through Certificates, Series 2000-Canada 3

This Short Form Prospectus qualifies the distribution of the following classes of the Commercial Mortgage Pass-Through Certificates, Series 2000-Canada 3 of Merrill Lynch Mortgage Loans Inc. (the "Issuer"), designated as (i) Class A-1 and Class A-2 Certificates (the "Class A Certificates") and (ii) the Class B and Class C Certificates (together with the Class A Certificates, the "Offered Certificates").

(Continued on next page)

MINIMUM SUBSCRIPTION: \$500,000

Offered Certificates	Price to Public⁽¹⁾	Underwriter's Fees⁽²⁾	Net Proceeds to Issuer
Class A-1	● %	●	●
Class A-2	● %	●	●
Class B	● %	●	●
Class C	● %	●	●
Total	\$ ●	●	●

(1) Plus accrued interest thereon from the Cut-Off Date.

(2) Consisting of the underwriting fee of \$5.00 per \$1,000 principal amount of each Class of Offered Certificates.

Class	Initial Certificate Balance⁽¹⁾	Monthly Pass-Through Rate/Semi-Annual Equivalent Rate⁽²⁾	Scheduled Final Distribution Date⁽³⁾	Rated Final Distribution Date⁽³⁾	Ratings⁽⁴⁾ Moody's/CBRS
Class A-1 . . .	\$ 79,825,000	● % ● %	November 15, 2008	March 15, 2032	Aaa/AAA
Class A-2 . . .	\$131,400,000	● % ● %	March 15, 2010	March 15, 2032	Aaa/AAA
Class B	\$ 7,727,000	● % ● %	March 15, 2010	March 15, 2032	Aa2/AA
Class C	\$ 8,372,000	● % ● %	April 15, 2010	March 15, 2032	A2/A

(1) Subject to permitted variance of plus or minus 5%.

(2) Each Pass-Through Rate is a rate compounded monthly and each corresponding Semi-Annual Equivalent Rate is the equivalent rate compounded semi-annually.

(3) The "Scheduled Final Distribution Date" with respect to any Class of Offered Certificates is the Distribution Date on which the final distribution would occur for such Class based on the assumptions described in "DESCRIPTION OF THE CERTIFICATES—Scheduled Final Distribution Date" herein. The actual performance and experiences of the Mortgage Loans will likely differ from such assumptions. The "Rated Final Distribution Date" is the Distribution Date which follows the twenty-fourth month anniversary of the end of the amortization term of the Mortgage Loan (as defined herein) that, as of the Cut-Off Date (as defined herein), had the longest remaining amortization term.

(4) See "INVESTMENT CONSIDERATIONS—Credit Ratings" herein.

Merrill Lynch Canada Inc.

**Scotia Capital,
as Selling Agent**

**TD Securities Inc.,
as Selling Agent**

**RBC Dominion Securities Inc.,
as Selling Agent**

SUMMARY

The following is a summary only and is qualified by the more detailed information appearing elsewhere in this Short Form Prospectus (the "Short Form Prospectus"). Reference is made to the Index of Defined Capitalized Terms for an index of terms.

Overview Of The Certificates

Class	Initial Aggregate Certificate Balance(1)	% of Initial Pool Balance(1)	Credit Support(2)	Rating by Moody's/CBRS(3)	Weighted Average Life(4)	Principal Window(4)	Description of Pass-Through Rate	Pass-Through Rate/Semi-Annual Equivalent Rate(5)
Class A-1	\$ 79,825,000	31.0%	18.00%	Aaa/AAA	5.000	06/00-11/08	Fixed Rate	●% ●%
Class A-2	\$131,400,000	51.0%	18.00%	Aaa/AAA	9.575	11/08-03/10	Fixed Rate	●% ●%
Class X	(6)	(6)	N/A	Aaa/AAA	N/A	(6)	Variable Rate/IO	(7) (7)
Class B	\$ 7,727,000	3.0%	15.00%	Aa2/AA	9.792	03/10-03/10	Fixed Rate	●% ●%
Class C	\$ 8,372,000	3.3%	11.75%	A2/A	9.859	03/10-04/10	Fixed Rate	●% ●%
Class D	\$ 10,304,000	4.0%	7.75%	(8)	9.875	04/10-04/10	WAC(9)	(9) (9)
Class E	\$ 2,576,000	1.0%	6.75%	(8)	9.875	04/10-04/10	WAC(9)	(9) (9)
Class F	\$ 7,084,000	2.8%	4.00%	(8)	9.875	04/10-04/10	Fixed Rate	●% ●%
Class G	\$ 5,151,000	2.0%	2.00%	(8)	9.875	04/10-04/10	Fixed Rate	●% ●%
Class H	\$ 5,152,683	2.0%	N/A	(8)	9.875	04/10-04/10	Fixed Rate	●% ●%

- (1) Subject to permitted variance of plus or minus 5%. The "Initial Pool Balance" is \$257,591,683.
- (2) The percentage of credit support for any Class of Sequential Pay Certificates is calculated by dividing the aggregate initial Certificate Balances of each other Class of Sequential Pay Certificates that is subordinated to such Class of Sequential Pay Certificates as of the Closing Date, by the aggregate initial Certificate Balances of all Classes of Sequential Pay Certificates. The subordination of Certificates as described herein is the sole credit support being provided to holders of the Offered Certificates. See "DESCRIPTION OF THE CERTIFICATES—Subordination; Realized Losses and Allocation of Certain Expenses" herein.
- (3) See "INVESTMENT CONSIDERATIONS—Credit Ratings".
- (4) The weighted average life (expressed in years) and the period (expressed in months commencing with the month of the first Distribution Date) during which distributions of principal would be received (the "Principal Window") set forth in the foregoing table are based on the assumption that there are no prepayments, defaults or early termination.
- (5) Each Pass-Through Rate is a rate compounded monthly and each corresponding Semi-Annual Equivalent Rate is the equivalent rate compounded semi-annually.
- (6) The Class X Certificates will not have a Certificate Balance and will not entitle the holders thereof to distributions of principal, but will entitle holders to distributions of interest accrued on the Class X Notional Amount (as defined herein) for such Distribution Date. The initial Class X Notional Amount is \$257,591,683.
- (7) The Pass-Through Rate for the Class X Certificates is variable and will be determined as described under "DESCRIPTION OF THE CERTIFICATES—Pass-Through Rates" herein.
- (8) Not applicable; not issued under this Short Form Prospectus. It is anticipated that the Non-Offered Certificates will be sold to an affiliate of the Special Servicer.
- (9) The Pass-Through Rate applicable to the Class D and Class E Certificates on each Distribution Date will equal the applicable Weighted Average Net Mortgage Rate for such Distribution Date.

Offered Certificates.

Non-Offered Certificates.