

This short form prospectus is a base PREP prospectus.

This short form prospectus has been filed under procedures in all provinces of Canada that permit certain information with respect to these securities to be determined after this short form prospectus has become final and that permit the omission of that information from this short form prospectus. The procedures require the delivery to purchasers of a supplemented PREP prospectus containing the omitted information within a specified period of time after agreeing to purchase any of these securities.

No securities regulatory authority has expressed an opinion about these securities and it is an offence to claim otherwise. 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.

**SHORT FORM BASE PREP PROSPECTUS**

New Issue

January 23, 2001

**\$187,680,000 (Approximate)**  
**Merrill Lynch Mortgage Loans Inc.**  
**(Issuer)**  
**Commercial Mortgage**  
**Pass-Through Certificates, Series 2001-LBC**

This Short Form Prospectus qualifies the distribution of the following classes of the Commercial Mortgage Pass-Through Certificates, Series 2001-LBC of Merrill Lynch Mortgage Loans Inc. (the “Issuer”), designated as Class A, Class B, Class C, Class D and Class E (the “Offered Certificates”).

(Continued on next page)

<u>Offered Certificates</u>	<u>Price to Public(1)</u>	<u>Underwriter's Fees(2)</u>	<u>Net Proceeds to Issuer(1)</u>
Class A .....	● %	● %	● %
Class B .....	● %	● %	● %
Class C .....	● %	● %	● %
Class D .....	● %	● %	● %
Class E .....	● %	● %	● %
Total .....	\$ ●	\$ ●	\$ ●

- (1) Plus accrued interest thereon from the Cut-Off Date to ●, 2001 in the amount of \$ ●, and thereafter per diem interest of \$ ●.
- (2) Consisting of the underwriting fee of \$5.00 per \$1,000 principal amount of each Class of Offered Certificates, and a structuring fee of \$2.50 per \$1,000 principal amount of each Class of Offered Certificates.

<u>Class</u>	<u>Initial Certificate Balance(1)</u>	<u>Monthly Pass-Through Rate/ Semi-Annual Equivalent Rate(2)</u>	<u>Weighted Average Life(3)</u>	<u>Scheduled Final Distribution Date(4)</u>	<u>Rated Final Distribution Date(4)</u>	<u>Ratings(5) Moody's/S&amp;P</u>
Class A .....	\$164,657,000	●% ●%	1.839	April 15, 2004	February 15, 2012	Aaa/AAA
Class B .....	\$ 6,006,000	●% ●%	3.340	August 15, 2004	February 15, 2012	Aa2/AA
Class C .....	\$ 7,007,000	●% ●%	3.614	September 15, 2004	February 15, 2012	A2/A
Class D .....	\$ 8,508,000	(6) (6)	3.813	January 15, 2005	February 15, 2012	Baa2/BBB
Class E .....	\$ 1,502,000	(6) (6)	3.958	January 15, 2005	February 15, 2012	Baa3/BBB –

- (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 weighted average life (expressed in years) is based on the assumption that there are no prepayments, defaults or early termination. See “YIELD AND MATURITY CONSIDERATIONS—Weighted Average Life” herein.
- (4) 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 sixtieth month following the maturity date of the Mortgage Loan (as defined herein) that, as of the Cut-Off Date (as defined herein), had the latest maturity date.
- (5) See “INVESTMENT CONSIDERATIONS—Credit Ratings” herein.
- (6) 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 (as defined herein) for such Distribution Date.

**Merrill Lynch Canada Inc.**

**Laurentian Bank Securities Inc., as Selling Agent**

## SUMMARY

The following is a summary of the principal features of this distribution. Prospective investors are advised to read carefully, and should rely solely on, the detailed information, data and statements appearing elsewhere in this short form prospectus (the “Short Form Prospectus”), particularly with respect to the risks and special considerations involved with an investment in the Certificates, in making their investment decision. Prior to making any investment decision, a prospective investor should review fully this Short Form Prospectus. Reference is made to the Index of Defined Capitalized Terms for an index of terms for the definitions of certain capitalized terms used herein.

### Overview of the Certificates

Class	Initial Aggregate Certificate Balance(1)	% of Initial Pool Balance(1)	Credit Support(2)	Rating by Moody’s/S&P(3)	Weighted Average Life(4)	Principal Window(4)	Description of Pass-Through Rate	Pass-Through Rate/ Semi-Annual Equivalent Rate(5)
Class A . . . . .	164,657,000	82.25%	17.75%	Aaa/AAA	1.839	02/01-04/04	Fixed Rate	● % ● %
Class X . . . . .	(6)	(6)	N/A	Aaa/AAA	N/A	(6)	Variable Rate/IO	(7) (7)
Class B . . . . .	6,006,000	3.00%	14.75%	Aa2/AA	3.340	04/04-08/04	Fixed Rate	● % ● %
Class C . . . . .	7,007,000	3.50%	11.25%	A2/A	3.614	08/04-09/04	Fixed Rate	● % ● %
Class D . . . . .	8,508,000	4.25%	7.00%	Baa2/BBB	3.813	09/04-01/05	WAC(9)	(9) (9)
Class E . . . . .	1,502,000	.75%	6.25%	Baa3/BBB-	3.958	01/05-01/05	WAC(9)	(9) (9)
Class F . . . . .	3,002,000	1.50%	4.75%	(8)	4.033	01/05-02/05	Fixed Rate	● % ● %
Class G . . . . .	501,000	.25%	4.50%	(8)	4.042	02/05-02/05	Fixed Rate	● % ● %
Class H . . . . .	1,501,000	.75%	3.75%	(8)	4.047	02/05-03/05	Fixed Rate	● % ● %
Class J . . . . .	3,003,000	1.50%	2.25%	(8)	4.303	03/05-08/05	Fixed Rate	● % ● %
Class K . . . . .	4,505,047	2.25%	N/A	(8)	4.898	08/05-02/07	Fixed Rate	● % ● %

- (1) Subject to permitted variance of plus or minus 5%. The “Initial Pool Balance” is \$200,192,047.
- (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 Allocations 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 \$200,192,047.
- (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 the Special Servicer or 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.