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Cook County Recorder 31.00



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ASSIGNMENT OF SERVICE MARK LICENSE AGREEMENT

THIS ASSIGNMENT AND ASSUMPTION OF SERVICE MARK LICENSE AGREEMENT (this "Assignment") is made as of the 17th day of August, 2000 by LaSalle Bank National Association, as successor trustee to American National Bank and Trust Company of Chicago, Trustee under Trust Agreement dated October 1, 1983 and known as Trust No. 106528-08 ("LBNA Trust"), and 20 South Clark Street, LLC, a Delaware limited liability company ("Assignee").

RECITALS

A. 20 South Clark Street Owners Corp. ("Owners Corp."), LBNA Trust's sole beneficiary, and Assignee's predecessor-in-interest, M&J Wilkow Properties, Inc., have entered into that certain Purchase and Sale Agreement dated June 27, 2000 (the "Agreement"), as amended by that certain First Amendment to Purchase and Sale Agreement dated July 27, 2000 (the "First Amendment"), as amended by that certain Second Amendment to Purchase and Sale Agreement, dated August 3, 2000 (the "Second Amendment"), and as further amended by that certain Third Amendment to Purchase and Sale Agreement dated August 8, 2000 (the "Third Amendment") (the Agreement, First Amendment, Second Amendment and Third Amendment are collectively referred to herein as the "Contract"). Pursuant to the Contract, LBNA Trust has conveyed or is about to convey to Assignee the land and improvements located at 20 South Clark Street, Chicago, Illinois, commonly known as Two First National Plaza, Chicago, Illinois, and legally described on Exhibit A attached hereto (the "Real Property").

B. The First National Bank of Chicago, LaSalle National Bank ("LaSalle Trust"), as Trustee under Trust Agreement dated December 15, 1983 and known as Trust No. 107318, and Chicago Title and Trust Company ("Chicago Title Trust"), as Trustee under Trust agreement dated December 15, 1983 and known as Trust No. 1084503, entered into that certain Service Mark License Agreement dated as of December 29, 1983 and recorded on January 3, 1984 in the Office of

Recorder of Deeds, Cook County, Illinois ("Recorder's Office") as Document No. 26 915 264, pursuant to which Chicago Title Trust was granted a license to use the designation "Two First National Plaza" in connection with the Real Property.

C. All of LaSalle Trust's and Chicago Title Trust's right, title and interest in, to and under the Service Mark License Agreement were assigned to LBNA Trust pursuant to that certain Assignment and Assumption of Service Mark License Agreement by and among LaSalle Trust, Chicago Title Trust and LBNA Trust dated as of December 1, 1988 and recorded with the Recorder's Office on December 2, 1988 as Document No. 88556855.

D. The Service Mark License Agreement was subsequently amended by that certain Amendment No. 1 to Service Mark License Agreement dated as of December 1, 1988 and recorded with the Office of the Recorder's Office on December 2, 1988 as Document No. 8856859, and was further amended by that certain Amendment No. 2 to Service Mark License Agreement dated as of March 11, 1994 and recorded with the Recorder's Office March 14, 1994 as Document No. 94227335. The Service Mark License Agreement, as amended and assigned, shall hereinafter be referred to as the "Service Mark License Agreement".

E. In connection with the Contract, 20 South Clark Street Owners Corp. has agreed to cause LBNA Trust to assign to Assignee all of its right, title and interest in, to and under the Service Mark License Agreement.

NOW, THEREFORE, in consideration of the foregoing and other good and valuable consideration, the receipt and adequacy of which is hereby acknowledged, the parties hereto agree as follows:

1. LBNA Trust hereby assigns all of its right, title and interest in, to and under the Service Mark License Agreement to Assignee.

2. Assignee hereby assumes all of the obligations of LBNA Trust arising under the Service Mark License Agreement from and after the date hereof.

3. This Assignment is executed by LaSalle Bank National Association, as Successor Trustee to American National Bank and Trust Company of Chicago, not personally but solely as trustee under the LBNA Trust, in the exercise of the power and authority conferred upon it as Trustee. It is expressly understood and agreed by and among the parties hereto, anything herein to the contrary notwithstanding, that each and all of the representations, covenants, undertakings, warranties and agreements herein made on the part of the Trustee while in form purporting to be the representations, covenants, undertakings, warranties and agreements by the Trustee or for the purpose or with the intention of binding Trustee personally but are made and intended for the purpose of binding only the trust property, and this Contract is executed and delivered by said Trustee not in its own right, but solely in the exercise of the power conferred upon it as said Trustee.

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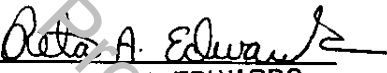
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This Assignment has been executed by the parties hereto as of the day and year first above written.

LBNA TRUST:

**LASALLE BANK NATIONAL
ASSOCIATION**, as successor trustee
to American National Bank and Trust
Company of Chicago, not personally,


but as Trustee as aforesaid

By: 
Name: RETA A. EDWARDS
Its: TRUST OFFICER

ASSIGNEE:

20 SOUTH CLARK STREET LLC,
a Delaware limited liability company

By: **M&J MANAGER, INC.**, its
Manager

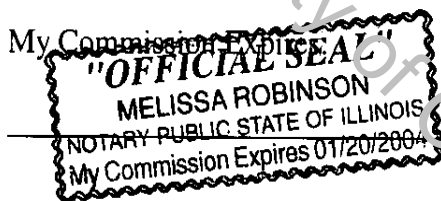
By: 
Name: Marc R. Wilkow
Its: President

STATE OF IL)
) SS.
COUNTY OF COOK

I, the undersigned, a Notary Public in and for said State and County, do hereby certify that RETA A. EDWARDS, as TRUST OFFICER of LaSalle Bank National Association, as successor trustee to American National Bank and Trust Company of Chicago, Trustee under Trust Agreement dated October 1, 1988 and known as Trust No. 106528-08, personally known to me to be the same person whose name is subscribed to the foregoing instrument, appeared before me this day in person and acknowledged that he/she signed and delivered the foregoing instrument as his/her free and voluntary act for the uses and purposes therein set forth.

GIVEN under my hand and notarial seal this 15th day of August, 2000.

Melissa Robinson
Notary Public



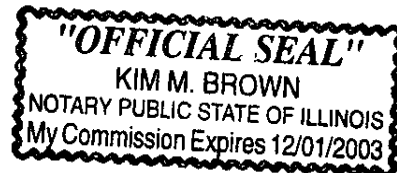
STATE OF Illinois)
) SS.
COUNTY OF Cook)

I, the undersigned, a Notary Public in and for said State and County, do hereby certify that Marc R. Wilkow, President of M&J Manager, Inc., the Manager of 20 South Clark Street LLC, a Delaware limited liability company, personally known to me to be the same person whose name is subscribed to the foregoing instrument, appeared before me this day in person and acknowledged that he/she signed and delivered the foregoing instrument as his/her free and voluntary act for the uses and purposes therein set forth.

GIVEN under my hand and notarial seal this 17th day of August, 2000.

Kim M. Brown
Notary Public

My Commission Expires _____



Prepared by:

Laurie Behrman Tenzer, Esq.
Piper Marbury Rudnick & Wolfe
203 North LaSalle Street
Chicago, Illinois 60601

After Recording Return to:

Matthew Bogart, Esq.
Faegre & Benson LLP
2200 Wells Fargo Center
90 South 7th Street
Minneapolis, Minnesota 55402

EXHIBIT A

LEGAL DESCRIPTION OF THE LAND

PARCEL 1:

LOTS 12, 13, 14, 15, 16, 17, 18, AND 33 IN ASSESSOR'S DIVISION OF BLOCK 118 IN SCHOOL SECTION ADDITION TO CHICAGO (EXCEPTING ANY PART THEREOF FALLING WITHIN THAT PART OF THE WEST ½ OF CLARK STREET LYING EAST OF AND ADJOINING THE EAST LINE OF SAID LOTS 12 TO 18, BOTH INCLUSIVE) IN SECTION 16, TOWNSHIP 39 NORTH, RANGE 14, EAST OF THE THIRD PRINCIPAL MERIDIAN, IN COOK COUNTY, ILLINOIS.

PARCEL 2:

EASEMENT FOR THE BENEFIT OF PARCEL 1 FOR THE PURPOSE OF USING, OCCUPYING, OPERATING, RENTING, MAINTAINING, REPAIRING, RENOVATING, REPLACING AND REBUILDING THE STRUCTURES AND IMPROVEMENTS NOW OR HEREAFTER LOCATED IN OR ON THE WEST 30.00 FEET OF THAT PART OF SOUTH CLARK STREET WHICH LIES EAST OF AND ADJACENT TO THE EAST LINE OF LOTS 12, 13, 14, 15, 16, 17, AND 18 IN ASSESSOR'S DIVISION OF BLOCK 118 OF SCHOOL SECTION ADDITION TO CHICAGO IN SECTION 16, TOWNSHIP 39 NORTH, RANGE 14 EAST OF THE THIRD PRINCIPAL MERIDIAN;

AND WHICH PART OF SOUTH CLARK LIES SOUTH OF THE NORTH LINE OF SAID LOT 12 EXTENDED EAST, AND NORTH OF THE SOUTH LINE OF SAID LOT 18, EXTENDED EAST,

AS CREATED AND DEFINED IN A DEED FROM THE FIRST NATIONAL BANK OF CHICAGO, A NATIONAL BANKING ASSOCIATION TO CHICAGO TITLE AND TRUST COMPANY, A CORPORATION OF ILLINOIS, AS TRUSTEE UNDER THE PROVISIONS OF A TRUST AGREEMENT DATED DECEMBER 15, 1983 AND KNOWN AS TRUST NO. 1084503, DATED AS OF DECEMBER 15, 1983 AND RECORDED DECEMBER 28, 1983 AS DOCUMENT 26910513 AND AS AMENDED BY INSTRUMENT RECORDED OCTOBER 3, 1984 AS DOCUMENT 27281019, IN COOK COUNTY, ILLINOIS.

P.I.N.: 17-16-204-32-0000

Q1A: 20 S. Clark St.
Chicago