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Eugene "Gene" Moore Fee: \$42.50
Cook County Recorder of Deeds
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ASSIGNMENT OF MORTGAGE AND SECURITY AGREEMENT AND
ASSIGNMENT OF ASSIGNMENT OF LEASES AND RENTS

THIS ASSIGNMENT OF MORTGAGE AND SECURITY AGREEMENT AND ASSIGNMENT OF ASSIGNMENT OF LEASES AND RENTS (the "Assignment") is executed as of the 14th day of October, 2003, by BEAR STEARNS COMMERCIAL MORTGAGE, INC., a New York corporation, having an address at 383 Madison Avenue, New York, NY 10036, (the "Assignor"), to LASALLE BANK NATIONAL ASSOCIATION, AS TRUSTEE FOR BEAR STEARNS COMMERCIAL MORTGAGE SECURITIES INC., COMMERCIAL MORTGAGE PASS-THROUGH CERTIFICATES, SERIES 2003-TOP12, having an office at 135 South LaSalle Street, Suite 1625, Chicago, Illinois 60603 (the "Assignee").

KNOW ALL MEN BY THESE PRESENTS, that in consideration of the sum of TEN DOLLARS (\$10.00) lawful money of the United States and other good and valuable consideration, to it in hand paid at or before the ensembling and delivery of these presents, the receipt whereof is hereby acknowledged, Assignor does hereby grant, bargain, sell, assign, transfer and set over unto Assignee, its successors and assigns, without recourse, except as set forth in that certain Mortgage Loan Purchase Agreement dated as of October 1, 2003, made by and between Assignor and Assignee, Assignor's interest under that certain:

Mortgage and Security Agreement (the "Mortgage"), dated as of August 13, 2003, executed by **WASHINGTON PHASE II DEVELOPERS, L.L.C.**, an Illinois limited liability company (the "Borrower") for the benefit of the Assignor, and recorded on August 13, 2003, as Document No. 0322532077, in the Official Records of Cook County, State of Illinois (the "Official Records"); and that certain Assignment of Leases and Rents (the "Assignment of Leases"), dated as of August 13, 2003, executed by Borrower to Assignor, and recorded on August 13, 2003, as Document No. 0322532078, in the Official Records;

covering the real property more particularly described on Exhibit "A" attached hereto, and all right, title and interest of Assignor therein and thereto;

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TOGETHER WITH the note or notes described or referred to in said Mortgage and Assignment of Leases, the money due and to become due thereon with interest, and all rights accrued or to accrue under said Mortgage and Assignment of Leases, and all other instruments, documents, certificates and letters executed in connection therewith.

TO HAVE AND TO HOLD the same unto Assignee, its successors and assigns forever.

IN WITNESS WHEREOF, the Assignor has caused these presents to be effective as of October 14, 2003.

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Law Bulletin Information Source
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IN WITNESS WHEREOF, the Assignor by its duly elected officers and pursuant to proper authority of its board of directors has duly executed, sealed, acknowledged and delivered this Assignment.

to be effective
Dated as of October 14, 2003

WITNESSES AS TO ALL SIGNATURES:

[Signature]
Name:

[Signature]
Name:

ASSIGNOR:

BEAR STEARNS COMMERCIAL
MORTGAGE, INC., a New York
corporation

By: *[Signature]*
Name: MICHAEL A. FORASTIERE
Title: Managing Director

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MULTI-STATE CORPORATE ACKNOWLEDGEMENT (ASSIGNOR)

STATE OF NEW YORK)

:SS.:

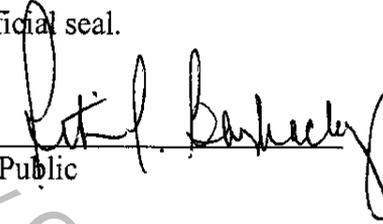
COUNTY OF NEW YORK)

On this 18 day of September, 2003, before me, the undersigned officer, personally appeared:

Michael Forastiere having an address at c/o BEAR STEARNS COMMERCIAL MORTGAGE, INC., 383 Madison Avenue, New York, New York 10179, and personally known and acknowledged himself to me (or proved to me on the basis of satisfactory evidence) to be the Managing Director of **BEAR STEARNS COMMERCIAL MORTGAGE, INC.** (hereinafter, the "Corporation"),

and that as such officer, 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 himself in his authorized capacity as such officer as his 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.


Notary Public

NOTARIAL SEAL

RITA F. PARKACHY
Notary Public, State of New York
No. 4943043
Qualified in Rockland County
Commission Expires Oct. 17, 2006

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EXHIBIT A

(Description of Land)

ALL of that certain lot, piece or parcel of land, with the buildings and improvements thereon, situate, lying and being

THOSE PARTS OF THE SOUTH 125.75 FEET OF BLOCK 41 IN CARPENTER'S ADDITION TO CHICAGO, BEING A SUBDIVISION OF THE SOUTHEAST QUARTER OF SECTION 8, TOWNSHIP 39 NORTH, RANGE 14, EAST OF THE THIRD PRINCIPAL MERIDIAN, TAKEN AS A SINGLE TRACT OF LAND DESCRIBED AS LYING ABOVE A HORIZONTAL PLANE, HAVING AN ELEVATION OF +14.44 FEET AND BELOW A HORIZONTAL PLANE HAVING AN ELEVATION OF + 17.56 FEET, CHICAGO CITY DATUM, BOUNDED AND DESCRIBED AS FOLLOWS:

BEGINNING AT THE NORTHWEST CORNER OF SAID TRACT; THENCE NORTH 90 DEGREES 00 MINUTES 00 SECONDS EAST, ALONG THE NORTH LINE OF SAID TRACT, A DISTANCE OF 4.0 FEET; THENCE SOUTH 00 DEGREES 07 MINUTES 55 SECONDS WEST, 121.75 FEET; THENCE NORTH 90 DEGREES 00 MINUTES 00 SECONDS EAST, 87.39 FEET; THENCE SOUTH 00 DEGREES 07 MINUTES 55 SECONDS WEST, 4.0 FEET TO THE SOUTH LINE OF SAID TRACT; THENCE SOUTH 90 DEGREES 00 MINUTES 00 SECONDS WEST, ALONG THE SOUTH LINE OF SAID TRACT, A DISTANCE OF 91.39 FEET TO THE SOUTHWEST CORNER OF SAID TRACT; THENCE NORTH 00 DEGREES 07 MINUTES 55 SECONDS EAST, ALONG THE WEST LINE OF SAID TRACT, 125.75 FEET, TO THE PLACE OF BEGINNING.

ALSO

THAT PART OF SAID TRACT LYING ABOVE A HORIZONTAL PLANE HAVING AN ELEVATION OF +15.97 FEET AND BELOW A HORIZONTAL PLANE HAVING AN ELEVATION OF +17.56 FEET, CHICAGO CITY DATUM, BOUNDED AND DESCRIBED AS FOLLOWS:

COMMENCING AT THE NORTHWEST CORNER OF SAID TRACT; THENCE NORTH 90 DEGREES 00 MINUTES 00 SECONDS EAST, ALONG THE NORTH LINE OF SAID TRACT, A DISTANCE OF 4.0 FEET TO THE PLACE OF BEGINNING; THENCE CONTINUING NORTH 90 DEGREES 00 MINUTES 00 SECONDS EAST, ALONG THE NORTH LINE OF SAID TRACT, A DISTANCE OF 4.0 FEET; THENCE SOUTH 00 DEGREES 07 MINUTES 55 SECONDS WEST, 117.75 FEET; THENCE NORTH 90 DEGREES 00 MINUTES 00 SECONDS EAST, 83.39 FEET; THENCE SOUTH 00 DEGREES

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07 MINUTES 55 SECONDS WEST, 4.0 FEET; THENCE SOUTH 90 DEGREES 00 MINUTES 00 SECONDS WEST, 87.39 FEET; THENCE NORTH 00 DEGREES 07 MINUTES 55 SECONDS EAST, 121.75 FEET TO THE PLACE OF BEGINNING.

ALSO

THAT PART OF SAID TRACT LYING ABOVE A HORIZONTAL PLANE HAVING AN ELEVATION OF +13.22 FEET AND BELOW A HORIZONTAL PLANE HAVING AN ELEVATION OF +17.56 FEET, CHICAGO CITY DATUM, BOUNDED AND DESCRIBED AS FOLLOWS:

COMMENCING AT THE SOUTHWEST CORNER OF SAID TRACT; THENCE NORTH 90 DEGREES 00 MINUTES 00 SECONDS EAST, ALONG THE SOUTH LINE OF SAID TRACT, A DISTANCE OF 91.39 FEET, TO THE PLACE OF BEGINNING; THENCE NORTH 00 DEGREES 07 MINUTES 55 SECONDS EAST, 20.0 FEET; THENCE NORTH 90 DEGREES 00 MINUTES 00 SECONDS EAST, 19.60 FEET; THENCE SOUTH 00 DEGREES 07 MINUTES 55 SECONDS WEST, 20.0 FEET TO THE SOUTH LINE OF SAID TRACT; THENCE SOUTH 90 DEGREES 00 MINUTES 00 SECONDS WEST, ALONG THE SOUTH LINE OF SAID TRACT, A DISTANCE OF 19.60 FEET, TO THE PLACE OF BEGINNING.

ALSO

THAT PART OF SAID TRACT LYING ABOVE A HORIZONTAL PLANE HAVING AN ELEVATION OF +14.96 FEET AND BELOW A HORIZONTAL PLANE HAVING AN ELEVATION OF +17.56 FEET, CHICAGO CITY DATUM, BOUNDED AND DESCRIBED AS FOLLOWS:

COMMENCING AT THE SOUTHWEST CORNER OF SAID TRACT; THENCE NORTH 90 DEGREES 00 MINUTES 00 SECONDS EAST, ALONG THE SOUTH LINE OF SAID TRACT, A DISTANCE OF 110.99 FEET, TO THE PLACE OF BEGINNING; THENCE NORTH 00 DEGREES 07 MINUTES 55 SECONDS EAST, 17.00 FEET; THENCE NORTH 90 DEGREES 00 MINUTES 00 SECONDS EAST, 12.22 FEET; THENCE SOUTH 00 DEGREES 07 MINUTES 55 SECONDS WEST, 17.00 FEET TO THE SOUTH LINE OF SAID TRACT; THENCE SOUTH 90 DEGREES 00 MINUTES 00 SECONDS WEST, ALONG THE SOUTH LINE OF SAID TRACT, A DISTANCE OF 12.22 FEET, TO THE PLACE OF BEGINNING.

ALSO

THAT PART OF SAID TRACT LYING ABOVE A HORIZONTAL PLANE HAVING AN ELEVATION OF +15.97 FEET AND BELOW A HORIZONTAL PLANE HAVING AN

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ELEVATION OF +17.56 FEET, CHICAGO CITY DATUM, BOUNDED AND DESCRIBED AS FOLLOWS:

COMMENCING AT THE NORTHEAST CORNER OF SAID TRACT; THENCE SOUTH 00 DEGREES 09 MINUTES 00 SECONDS WEST, ALONG THE EAST LINE OF SAID TRACT, A DISTANCE OF 28.50 FEET; THENCE SOUTH 90 DEGREES 00 MINUTES 00 SECONDS WEST, 4.0 FEET TO THE PLACE OF BEGINNING; THENCE SOUTH 00 DEGREES 09 MINUTES 00 SECONDS WEST, 93.25 FEET; THENCE SOUTH 90 DEGREES 00 MINUTES 00 SECONDS WEST, 123.71 FEET TO A POINT ON A LINE THAT IS 123.21 FEET EAST OF AND PARALLEL WITH THE WEST LINE OF SAID TRACT; THENCE NORTH 00 DEGREES 07 MINUTES 55 SECONDS EAST, ALONG SAID PARALLEL LINE, A DISTANCE OF 4.0 FEET; THENCE NORTH 90 DEGREES 00 MINUTES 00 SECONDS EAST, 119.71 FEET; THENCE NORTH 00 DEGREES 09 MINUTES 00 SECONDS EAST, 89.25 FEET; THENCE NORTH 90 DEGREES 00 MINUTES 00 SECONDS EAST, 4.0 FEET TO THE PLACE OF BEGINNING.

ALSO

THAT PART OF SAID TRACT LYING ABOVE A HORIZONTAL PLANE HAVING AN ELEVATION OF +14.44 FEET AND BELOW A HORIZONTAL PLANE HAVING AN ELEVATION OF +17.56 FEET, CHICAGO CITY DATUM, BOUNDED AND DESCRIBED AS FOLLOWS:

COMMENCING AT THE NORTHEAST CORNER OF SAID TRACT; THENCE SOUTH 00 DEGREES 09 MINUTES 00 SECONDS WEST, ALONG THE EAST LINE OF SAID TRACT, A DISTANCE OF 28.50 FEET TO THE PLACE OF BEGINNING; THENCE CONTINUING SOUTH 00 DEGREES 09 MINUTES 00 SECONDS WEST, ALONG THE EAST LINE OF SAID TRACT, A DISTANCE OF 97.25 FEET TO THE SOUTHEAST CORNER OF SAID TRACT; THENCE SOUTH 90 DEGREES 00 MINUTES 00 SECONDS WEST, ALONG THE SOUTH LINE OF SAID TRACT, A DISTANCE OF 127.71 FEET TO A POINT THAT IS 123.21 FEET EAST OF THE SOUTHWEST CORNER OF SAID TRACT (AS MEASURED ALONG THE SOUTH LINE OF SAID TRACT); THENCE NORTH 00 DEGREES 07 MINUTES 55 SECONDS EAST, ALONG A LINE PARALLEL WITH THE WEST LINE OF SAID TRACT, A DISTANCE OF 4.0 FEET; THENCE NORTH 90 DEGREES 00 MINUTES 00 SECONDS EAST, 123.71 FEET; THENCE NORTH 00 DEGREES 09 MINUTES 00 SECONDS EAST, 93.25 FEET; THENCE NORTH 90 DEGREES 00 MINUTES 00 SECONDS EAST, 4.0 FEET TO THE PLACE OF BEGINNING.

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ALSO

THAT PART OF SAID TRACT LYING ABOVE A HORIZONTAL PLANE HAVING AN ELEVATION OF +17.56 FEET AND BELOW A HORIZONTAL PLANE HAVING AN ELEVATION OF +31.49 FEET, CHICAGO CITY DATUM,

EXCEPTING FROM THE ABOVE DESCRIBED PROPERTY

THOSE PARTS LYING ABOVE A HORIZONTAL PLANE HAVING AN ELEVATION OF +17.56 FEET AND LYING BELOW A HORIZONTAL PLANE AN ELEVATION OF +31.49 FEET, CHICAGO CITY DATUM, BOUNDED AND DESCRIBED AS FOLLOWS:

COMMENCING AT THE NORTHWEST CORNER OF SAID TRACT; THENCE SOUTH 00 DEGREES 07 MINUTES 55 SECONDS WEST, ALONG THE WEST LINE OF SAID TRACT, A DISTANCE OF 34.91 FEET; THENCE NORTH 90 DEGREES 00 MINUTES 00 SECONDS EAST, 51.43 FEET TO THE PLACE OF BEGINNING; THENCE CONTINUING NORTH 90 DEGREES 00 MINUTES 00 SECONDS EAST, 11.46 FEET; THENCE SOUTH 00 DEGREES 07 MINUTES 55 SECONDS WEST, 18.45 FEET; THENCE SOUTH 90 DEGREES 00 MINUTES 00 SECONDS WEST, 4.70 FEET; THENCE SOUTH 00 DEGREES 07 MINUTES 55 SECONDS WEST, 1.40 FEET; THENCE SOUTH 90 DEGREES 00 MINUTES 00 SECONDS WEST, 1.76 FEET; THENCE NORTH 00 DEGREES 07 MINUTES 55 SECONDS EAST, 19.85 FEET, TO THE PLACE OF BEGINNING.

ALSO EXCEPT THAT PART OF SAID TRACT

COMMENCING AT THE SOUTHWEST CORNER OF SAID TRACT; THENCE NORTH 90 DEGREES 00 MINUTES 00 SECONDS EAST, ALONG THE SOUTH LINE OF SAID TRACT, 89.27 FEET; THENCE NORTH 00 DEGREES 07 MINUTES 55 SECONDS EAST, 19.30 FEET TO THE PLACE OF BEGINNING; THENCE CONTINUING NORTH 00 DEGREES 07 MINUTES 55 SECONDS EAST, 2.85 FEET; THENCE NORTH 90 DEGREES 00 MINUTES 00 SECONDS EAST, 10.58 FEET; THENCE NORTH 00 DEGREES 07 MINUTES 55 SECONDS EAST, 1.45 FEET; THENCE NORTH 90 DEGREES 00 MINUTES 00 SECONDS EAST, 1.01 FEET; THENCE NORTH 00 DEGREES 07 MINUTES 55 SECONDS EAST, 1.20 FEET; THENCE SOUTH 90 DEGREES 00 MINUTES 00 SECONDS WEST, 7.98 FEET; THENCE NORTH 00 DEGREES 07 MINUTES 55 SECONDS EAST, 16.43 FEET; THENCE NORTH 90 DEGREES 00 MINUTES 00 SECONDS EAST, 20.10 FEET; THENCE SOUTH 00 DEGREES 07 MINUTES 55 SECONDS WEST, 7.68 FEET; THENCE NORTH 90 DEGREES 00 MINUTES 00 SECONDS EAST, 0.19 FEET; THENCE SOUTH 00 DEGREES 07 MINUTES 55 SECONDS WEST, 23.34 FEET; THENCE SOUTH 90 DEGREES 00 MINUTES 00 SECONDS WEST, 2.14 FEET; THENCE NORTH 00 DEGREES 07 MINUTES 55 SECONDS EAST, 9.78 FEET; THENCE SOUTH 90 DEGREES 00

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MINUTES 00 SECONDS WEST, 19.62 FEET; THENCE SOUTH 00 DEGREES 07 MINUTES 55 SECONDS WEST, 0.69 FEET; THENCE SOUTH 90 DEGREES 00 MINUTES 00 SECONDS WEST, 2.14 FEET, TO THE PLACE OF BEGINNING.

ALSO EXCEPT THAT PART OF SAID TRACT

COMMENCING AT THE NORTHEAST CORNER OF SAID TRACT; THENCE SOUTH 00 DEGREES 09 MINUTES 00 SECONDS WEST, ALONG THE EAST LINE OF SAID TRACT, A DISTANCE OF 4.50 FEET; THENCE SOUTH 90 DEGREES 00 MINUTES 00 SECONDS WEST, 2.25 FEET TO THE PLACE OF BEGINNING; THENCE SOUTH 00 DEGREES 09 MINUTES 00 SECONDS WEST, 13.90 FEET; THENCE SOUTH 90 DEGREES 00 MINUTES 00 SECONDS WEST, 1.10 FEET; THENCE SOUTH 00 DEGREES 09 MINUTES 00 SECONDS WEST, 2.97 FEET; THENCE SOUTH 90 DEGREES 00 MINUTES 00 SECONDS WEST, 7.42 FEET; THENCE SOUTH 00 DEGREES 09 MINUTES 00 SECONDS WEST, 0.72 FEET; THENCE SOUTH 90 DEGREES 00 MINUTES 00 SECONDS WEST, 2.80 FEET; THENCE NORTH 00 DEGREES 09 MINUTES 00 SECONDS EAST, 2.10 FEET; THENCE NORTH 90 DEGREES 00 MINUTES 00 SECONDS EAST, 1.41 FEET; THENCE NORTH 00 DEGREES 09 MINUTES 00 SECONDS EAST, 18.57 FEET; THENCE NORTH 90 DEGREES 00 MINUTES 00 SECONDS EAST; 8.16 FEET; THENCE SOUTH 00 DEGREES 09 MINUTES 00 SECONDS WEST, 1.76 FEET; THENCE NORTH 90 DEGREES 00 MINUTES 00 SECONDS EAST, 0.70 FEET; THENCE SOUTH 00 DEGREES 09 MINUTES 00 SECONDS WEST, 1.32 FEET; THENCE NORTH 90 DEGREES 00 MINUTES 00 SECONDS EAST, 1.05 FEET, TO THE PLACE OF BEGINNING.

ALSO EXCEPT THAT PART OF SAID TRACT

COMMENCING AT THE NORTHEAST CORNER OF SAID TRACT; THENCE SOUTH 90 DEGREES 00 MINUTES 00 SECONDS WEST, ALONG THE NORTH LINE OF SAID TRACT, 17.98 FEET; THENCE SOUTH 00 DEGREES 09 MINUTES 00 SECONDS WEST, 8.92 FEET TO THE PLACE OF BEGINNING; THENCE CONTINUING SOUTH 00 DEGREES 09 MINUTES 00 SECONDS WEST, 8.97 FEET; THENCE SOUTH 90 DEGREES 00 MINUTES 00 SECONDS WEST, 11.50 FEET; THENCE NORTH 00 DEGREES 09 MINUTES 00 SECONDS EAST, 8.97 FEET; THENCE NORTH 90 DEGREES 00 MINUTES 00 SECONDS EAST, 11.50 FEET TO THE PLACE OF BEGINNING.

ALSO EXCEPT THAT PART OF SAID TRACT

LYING ABOVE A HORIZONTAL PLANE HAVING AN ELEVATION OF +27.15 FEET AND BELOW A HORIZONTAL PLANE OF +31.49 FEET, CHICAGO CITY DATUM, BOUNDED AND DESCRIBED AS FOLLOWS:

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COMMENCING AT THE NORTHWEST CORNER OF SAID TRACT; THENCE NORTH 90 DEGREES 00 MINUTES 00 SECONDS EAST, ALONG THE NORTH LINE OF SAID TRACT, A DISTANCE OF 56.59 FEET; THENCE SOUTH 00 DEGREES 07 MINUTES 55 SECONDS WEST, 1.36 FEET TO THE PLACE OF BEGINNING; THENCE NORTH 90 DEGREES 00 MINUTES 00 SECONDS EAST, 11.70 FEET; THENCE SOUTH 00 DEGREES 07 MINUTES 55 SECONDS WEST, 11.80 FEET; THENCE SOUTH 90 DEGREES 00 MINUTES 00 SECONDS WEST, 10.07 FEET; THENCE NORTH 00 DEGREES 07 MINUTES 55 SECONDS EAST, 5.30 FEET; THENCE SOUTH 90 DEGREES 00 MINUTES 00 SECONDS WEST, 1.63 FEET; THENCE NORTH 00 DEGREES 07 MINUTES 55 SECONDS EAST, 6.50 FEET, TO THE PLACE OF BEGINNING.

ALL IN COOK COUNTY, ILLINOIS.

1150 N. Lake Shore Drive
Chicago, IL

Pin: 17-03-200-063-1084