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This Instrument Prepared by:
Taylor English Duma, LLP
1600 Parkwood Circle, Suite 400
Atlanta, GA 30339

After Recording Return to:
Resort Title Agency, Inc.
4960 Conference Way North, Suite 100
Boca Raton, FL 33431

Send Subsequent Tax Bills to:
Association Accounting
4960 Conference Way North, Suite 100
Boca Raton, FL 33431

**Permanent Real Estate Index
Numbers:**

17-16-245-022-1001, 17-16-245-022-1002, 17-16-245-022-1003,
17-16-245-022-1004, 17-16-245-022-1005, 17-16-245-022-1006,
17-16-245-022-1007, 17-16-245-022-1008, 17-16-245-022-1009,
17-16-245-022-1010, 17-16-245-022-1011, 17-16-245-022-1012

Address of Property:
500 South Dearborn Street
Chicago, Illinois 60605

This space reserved for Recorder's use only.

PLEDGE AND ASSIGNMENT OF NOTES RECEIVABLE AND TIMESHARE INTEREST MORTGAGES

KNOW ALL MEN BY THESE PRESENTS that in consideration of Ten Dollars (\$10.00) and other good and valuable consideration, the receipt and sufficiency of which is hereby acknowledged, the undersigned, SECOND CITY RESORTS, LLC, an Illinois limited liability company (the "Borrower"), the ("Assignor"), the address of which is 255 E. Brown Street, Suite 300, Birmingham, Michigan 48009, hereby grants, assigns, and transfers to and in favor of CAPITAL ONE, NATIONAL ASSOCIATION, a national banking association ("Assignee"), having an office located at 4445 Willard Avenue, 6th Floor, Chevy Chase, Maryland 20815, all of the Assignor's right, title and interest as mortgagee under those certain hereinafter described timeshare interest mortgage(s) (the "Mortgage(s)") and all powers, covenants and provisions therein contained, together with the promissory note(s) secured by such Mortgage(s) (the "Note(s)"), all monies due and to become due on account of such Mortgage(s) and Note(s), and all rights, if multiple Mortgages, accrued or to accrue under such Mortgages and Notes.

Description of Mortgages and Notes assigned hereby:

The applicable Timeshare Interest of an undivided fee simple common ownership interest as tenant-in-common in the applicable Timeshare Unit, in the applicable Week, according to and as defined in the Declaration of Condominium for the Hotel Blake, a Condominium recorded August 23, 2013, in the records of the Cook County Recorder of Deeds as Document No. 1323519050, as amended and supplemented ("Condominium Declaration") and that certain Declaration of Timeshare Plan for The Hotel Blake Timeshare Plan recorded August 23, 2013, in the records of the Cook County Recorder of Deeds as Document No. 1323519052, as amended and supplemented from time to time ("Timeshare Declaration," and together with the Condominium Declaration, collectively the "Declarations"); less and except all oil, gas and mineral rights, more particularly described on Exhibit "A" attached hereto and made a part hereof. Section 16, Township 39N, Range 14.

The Mortgage(s) constitutes a lien on the property and timeshare interest(s) as described therein. The property, the timeshare interest(s) and unit(s) described in the Mortgage(s) refer to specific interests of the mortgagor in the Resort, which are fee simple interests in real property located in the County of Cook, Illinois.

This Pledge and Assignment of Notes Receivable and Timeshare Interest Mortgages has been made and delivered pursuant to the provisions of a Loan and Security Agreement, dated as of February 18, 2014, among the Assignor, the financial institutions party thereto from time to time as lenders (collectively, the "Lenders"), and

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Assignee, as agent on behalf of the Lenders (together with its successors and assigns in such capacity), as it may from time to time be amended.

IN WITNESS WHEREOF, the Assignor has executed this Pledge and Assignment of Notes Receivable and Timeshare Interest Mortgages, effective as of NOVEMBER 2, 2015.

EXECUTED IN THE PRESENCE OF:

SECOND CITY RESORTS, LLC
an Illinois limited liability company

Nyles Dremus
Signature
Nyles Dremus
Printed Name

By: **BMKG, LLC,**
a Michigan limited liability company,
its sole member

Maria Kennedy
Signature
Maria Kennedy
Printed Name

By: *Mariela Montgomery*
Name: **Mariela Montgomery**
Title: Authorized Agent

STATE OF Florida
COUNTY OF Palm Beach

The foregoing instrument was acknowledged before me this 2 day of NOVEMBER, 2015, by MARIELA MONTGOMERY as Authorized Agent of **Second City Resorts, LLC**, an Illinois limited liability company, on behalf of the **BMKG, LLC**, a Michigan limited liability company. He/She is known to me or who has produced identification satisfactory to me.

(Notary Seal)  **CHRISTIAN ZARZUELA**
MY COMMISSION # FF 063315
EXPIRES: October 15, 2017
Bonded Three Budget Notary Services

Christian Zarzuela
Printed Name: **CHRISTIAN ZARZUELA**
Notary Public - State of Florida
My Commission Expires: OCTOBER 15, 2017
My Serial Number is: FF 063315

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HBR-BXG 85

Exhibit A
DESCRIPTION OF NOTES RECEIVABLE AND
TIMESHARE INTEREST MORTGAGES

Contract #	Loan #	Mortgagor 1 Last Name	Mortgagor 1 First Name	Mortgagor 2 Last Name	Mortgagor 2 First Name	Timeshare Unit	Timeshare Period	Timeshare Interest	Original Principal Amount of Note Secured by Mortgage
904504	602376	Clark	Joyce A	Clark	Tod R	717M; 720M	34; 34	E; E	\$11,686.50
935809	619673	Hefner III	Tom Clyde	Hefner	Sandra Kay	608S	37	O	\$9,050.00
927317	619678	Samolla	Georgel S	Samolla	Cornelia A	608W; 608V	48; 47	F; F	\$13,500.00
934933	619679	Littlebear	Michael J	Littlebear	Deana N	608S	49	E	\$6,354.00
936480	619738	Swanson	Terry L	Swanson	Michelle M	608S; 605W	26; 2	E; E	\$12,330.00
936494	619739	Pelz	Ashley C	Malinowski	Jeanette R	605W; 609M; 605W	4; 4; 3	E; E; E	\$6,930.00
935829	619744	Jordan Jr	Lawrence Leroy	Jordan	Jan E	608W	36	F	\$9,360.00
935934	619745	Dobbins	Mark Joseph	Walker	April I	609M	29	E	\$7,360.00
936888	619746	Buesing	Brent Andrew	Buesing	Jan? Deane	610M	22	O	\$8,910.00
935770	619777	Bates	Laurie A			607S	36	O	\$8,780.00
935535	619780	Morgan	Michael W	Morgan	Kim C	611W; 611W	47; 46	F; F	\$14,340.00
936982	619826	Boyce	Senora G	Boyce	Kermit R	608M	26	O	\$8,360.00
936195	619827	Pappas	Jennifer Mary	Pappas	Troy Nicholas	610W	14	E	\$6,896.00
936384	619859	Hook Jr	Ronald Lee	Hook	Kelly S	610S; 610M	4; 46	E; E	\$7,965.00
936394	619880	Hirshorn	Jessye Marissa	Arnison	David Yermiyahu	610M; 603W	20; 7	E; E	\$7,821.00
936429	619881	Hutchinson	Sandra C			611W; 611W; 608S	15; 17; 25	E; E; E	\$12,800.00
937453	619919	Boggs Jr	Harry Edgar	Boggs	Dale Steiner	610W; 610S	25; 25	F; F	\$15,960.00
937426	619920	Duncan	Arthur Martin	Duncan	Carolina Josefa	611S	34	O	\$10,837.00
935949	619946	Smith Jr	Phillip Ovilla	Maples	Brenda Marie	610S; 610S; 606S	12; 14; 6	O; O; O	\$16,557.50
935254	619948	Napier	Rodney Van	Napier	Sherril L	610S	35	O	\$7,930.00
936449	619960	Mccoy	Christina L	Mccoy	Jake Andrew	605W; 610M; 604W	1; 51; 8	E; E; E	\$8,280.00
936070	619961	Alphin	Bobby Jo	Kennedy	Robert Wesley	611W; 611W	43; 42	F; F	\$16,200.00
936245	620005	Grant	John Arthur	Grant	Brenda Kay	611M; 611W; 611W; 603S	47; 2; 3; 12	F; F; F; F	\$20,136.60
935773	620008	Maine	Gail Kapaloric	Maine Jr	John Emerson	608S	15	O	\$9,129.89
936361	620009	James	Gregory S	James	Cynthia M	609M	52	E	\$9,129.89
935894	620010	Hamby Jr	Frank Arnold	Hamby	Susan J	609S	12	O	\$7,951.00
936364	620011	Allen Jr	Harry Piersawl	Allen	Theresa A	610M	26	E	\$9,129.89

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936229	620012	Forest	Mary Evelyn	Forest	Mary Evelyn	Forest	Bruce Alan	610M; 610M	37; 36	E; E	\$11,260.89
935971	620013	Ford	Frederick L	Ford	Frederick L	Darlene Reinhart	Darlene Reinhart	610S	16	O	\$9,129.89
935974	620014	Wiersma	Andrea L	Wiersma	Andrea L	Olaf J	Olaf J	610S	18	O	\$9,129.89
936225	620015	Lilly	Alex Harvey	Lilly	Alex Harvey	Kimberly Annette	Kimberly Annette	610W; 611M; 610W	37; 21; 26	F; F; F	\$26,850.00
935855	620017	Hoyman	David M	Hoyman	David M	Joy A	Joy A	611M	15	F	\$11,350.39
936244	620018	Usery	Leah Gisselle	Usery	Leah Gisselle	Christopher James	Christopher James	611S	11	O	\$9,129.89
936287	620019	Ford	Christy Mann	Ford	Christy Mann	John Wesley	John Wesley	611S	43	O	\$9,129.89
936308	620023	Ellis	Charles Eugene	Ellis	Charles Eugene	Donna Brown	Donna Brown	720S	15	O	\$9,129.89
936325	620024	Tarpley	Daniel Lee	Tarpley	Daniel Lee	Christine Ann	Christine Ann	720S	40	O	\$7,749.89
936335	620025	Parker	Lonnie Wayne	Parker	Lonnie Wayne	Glenda Bordeau	Glenda Bordeau	720S	42	O	\$9,129.89
936447	620081	Harrell	Jessica Lynn	Harrell	Jessica Lynn	Phillip James	Phillip James	609S	28	O	\$9,630.00
936389	620082	Tuttle	Andrew Michael	Tuttle	Andrew Michael	Mandy Jean	Mandy Jean	610M	27	E	\$8,234.00
936426	620083	Gilbert	David Frank Vernon	Gilbert	David Frank Vernon	Jessica Marie	Jessica Marie	611W	14	E	\$5,907.00
936191	620125	Maxwell	Cara L	Maxwell	Cara L	William J	William J	610W; 720M; 609M	12; 32; 34	E; E; E	\$13,350.00
936243	620126	Pina	Julio	Gutierrez	Julio	Marzay	Marzay	611W	16	E	\$7,052.00
935025	620147	Anuszkiewicz	Dennis	Anuszkiewicz	Dennis	Stacie Howard	Stacie Howard	611M; 611W; 610W	8; 41; 8	F; F; F	\$14,850.00
936199	620154	Forte	Sandra A	Forte	Sandra A			609S; 606M	3; 7	E; E	\$6,900.00
936270	620156	Rogers	James Marie	Rogers	James Marie	Rene M	Rene M	610W; 610W; 610W;	17; 18; 19;	E; E; E; E	\$15,439.00
936260	620157	Roca	Riley Celeste	Roca	Riley Celeste	Carlos Gabriel	Carlos Gabriel	611W; 903W; 903W;	8; 4; 7; 8; 1	F; F; F; F	\$13,425.00
936404	620158	Goodridge	Wanda Kha Roberson	Goodridge	Wanda Kha Roberson	Lester Eugene	Lester Eugene	611S	37	O	\$9,576.50
934292	620160	Kulin	Vincent M	Laducer	Vincent M	Tamira L	Tamira L	611W	48	F	\$11,250.00
931492	620185	Castro Padilla	Oscar Daniel	Ortega Alderete	Oscar Daniel	Marla De Los Angeles Tere	Marla De Los Angeles Tere	717S	38	O	\$9,400.00
931506	620186	Diaz Hernandez	Elizabeth	Higgins	Elizabeth	Tracey L	Tracey L	717S	40	O	\$9,400.00
936822	620237	Higgins	Randall Lee	Higgins	Randall Lee			604S	13	E	\$8,234.00
936837	620239	Dibiassi	William Alex	Coopwood Dibiassi	William Alex	Marye Amonette	Marye Amonette	611S	51	F	\$10,292.50
930631	620295	Calk	Robert Loring	Calk	Robert Loring			609M; 608M	13; 17	E; E	\$10,960.00
930408	620296	Gomez	Cesar Ceja	Gomez	Cesar Ceja	Cesar Ceja	Cesar Ceja	609W	20	E	\$7,470.00
938495	620297	Calloway	Kamal	Gates	Kamal	Christin Nicole	Christin Nicole	610M; 610S; 610S;	6; 23; 24; 5	E; E; E; E	\$17,280.00
938497	620298	Willis	Amanda F Hill	Willis	Amanda F Hill	Jason Scott	Jason Scott	610M; 610M	8; 7	E; E	\$5,800.00
937881	620377	Hall	Steven Bernard	Hall	Steven Bernard			610S	13	O	\$8,550.00
938207	620378	Messori	Pamela Evans	Messori	Pamela Evans			610S	43	O	\$10,750.00

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936908	620387	Parker	Jamie L	Parker	Heather D	604S	20	E	\$9,576.50
936448	620397	King	Terri K	King	Abraxas M	611W; 610M	18; 48	E; E	\$10,400.00
925297	620436	Reaves	Henry Ulices	Reaves	Gloria Jean	606M; 604M	3; 8	O; O	\$6,300.00
Total									\$635,701.28

Property of Cook County Clerk's Office

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LEGAL DESCRIPTION

PARCEL 1:

THE NORTH ½ OF LOT 27 (EXCEPT THAT PART TAKEN FOR STREET) IN BLOCK 124 IN THE SCHOOL SECTION ADDITION TO CHICAGO IN SECTION 16, TOWNSHIP 39 NORTH, RANGE 14, EAST OF THE THIRD PRINCIPAL MERIDIAN, IN COOK COUNTY, ILLINOIS.

PARCEL 2:

THE SOUTH ½ OF LOT 27 AND ALL OF LOT 28 AND THE NORTH 10 FEET OF LOT 29 (EXCEPT THAT PART TAKEN FOR STREET) IN SUBDIVISION OF BLOCK 124 IN SCHOOL SECTION ADDITION TO CHICAGO IN SECTION 16, TOWNSHIP 39 NORTH, RANGE 14, EAST OF THE THIRD PRINCIPAL MERIDIAN, IN COOK COUNTY, ILLINOIS.

PARCEL 3:

LOT 6 (EXCEPT THAT PART TAKEN FOR STREET) IN KNIGHTS SUBDIVISION OF LOTS 30, 31 AND 32 IN OGDEN'S SUBDIVISION OF BLOCK 124 IN SCHOOL SECTION ADDITION TO CHICAGO IN SECTION 16, TOWNSHIP 39 NORTH, RANGE 14, EAST OF THE THIRD PRINCIPAL MERIDIAN, IN COOK COUNTY, ILLINOIS.

PARCEL 4:

THE SOUTH 30 FEET OF LOT 29 IN OGDEN'S SUBDIVISION OF BLOCK 124 AFORESAID (EXCEPT PARTS FROM BOTH TRACTS TAKEN FOR OPENING DEARBORN STREET), IN COOK COUNTY, ILLINOIS.

PARCEL 5:

LOTS 25 AND 26 (EXCEPT THE EAST 35 FEET THEREOF, MORE OR LESS, TAKEN FOR OPENING DEARBORN STREET AND EXCEPT THE NORTH 21 FEET OF LOT 25 TAKEN FOR CONGRESS STREET) IN OGDEN'S SUBDIVISION OF BLOCK 124 IN SCHOOL SECTION ADDITION TO CHICAGO OF SECTION 16, TOWNSHIP 39 NORTH, RANGE 14, EAST OF THE THIRD PRINCIPAL MERIDIAN, IN COOK COUNTY, ILLINOIS.

But excluding those portions of the property which have not been subjected to the Declaration of Condominium for Hotel Blake, a Condominium, and including only those portions of the property which are subject to and more particularly described in said Declaration of Condominium for Hotel Blake, a Condominium, recorded August 23, 2013 in the records of the Cook County Recorder of Deeds as Document No. 1323519050, as amended and supplemented from time to time, and in that certain Declaration of Timeshare Plan for The Hotel Blake Timeshare Plan recorded August 23, 2013 in the records of the Cook County Recorder of Deeds as Document No. 1323519052, as amended and supplemented from time to time.