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KAREN A. YARBROUGH
COOK COUNTY RECORDER OF DEEDS
DATE: 02/09/2018 01:23 PM PG: 1 OF 16.

(space above reserved for recorder's use)

ALLEGiant CAPITAL FUNDING LLC,
a Delaware limited liability company, (Assignor)

in favor of

ATHENE ANNUITY AND LIFE COMPANY, an Iowa corporation ("AAIA Mod")
ATHENE ANNUITY AND LIFE COMPANY, an Iowa corporation ("AAIA Mod PRT")
ATHENE ANNUITY AND LIFE COMPANY, an Iowa corporation ("AAIA Non Mod")
AMERICAN EQUITY INVESTMENT LIFE INSURANCE COMPANY, solely with respect to
the Modco Account ("AEL Modco")
MIDLAND NATIONAL LIFE INSURANCE COMPANY ("Midland"), (collectively "Assignee")

ASSIGNMENT OF MORTGAGE AND SECURITY AGREEMENT

Dated: As of February 8, 2018

Location: 646 North Michigan Avenue Chicago, Illinois 60611

County: Cook

This Instrument Prepared By and Record and Return to:

Dentons US LLP
1221 Avenue of the Americas
New York, New York 10020-1089
Attention: David S. Hall, Esq.
File No.: 15257283.000041

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ASSIGNMENT OF MORTGAGE AND SECURITY AGREEMENT

THIS ASSIGNMENT OF MORTGAGE AND SECURITY AGREEMENT (this "Assignment"), made and entered into as of the 8th day of February, 2018 is made by ALLEGIANT CAPITAL FUNDING, LLC, a Delaware limited liability company, having an address at 445 Park Avenue, 9th Floor, New York, New York 10022 ("Assignor"), in favor of ATHENE ANNUITY AND LIFE COMPANY, an Iowa corporation ("AAIA Mod"), ATHENE ANNUITY AND LIFE COMPANY, an Iowa corporation ("AAIA Mod PRT"), ATHENE ANNUITY AND LIFE COMPANY, an Iowa corporation ("AAIA Non Mod"), AMERICAN EQUITY INVESTMENT LIFE INSURANCE COMPANY, an Iowa corporation, solely with respect to the Modco Account, (as defined on the related signature page attached hereto) ("AEL Modco") and MIDLAND NATIONAL LIFE INSURANCE COMPANY, an Iowa corporation ("Midland"), collectively, having an address at c/o Athene Asset Management, L.P., 2121 Rosecrans Avenue, Suite 5300, El Segundo, California 90245 (collectively, "Assignee").

WITNESSETH

WHEREAS, Assignor is the present legal and equitable owner and holder of those certain Promissory Notes, dated as of February 8, 2018, executed by BRICK & MORTAR PROPERTY, L.L.C., a Delaware limited liability company, as maker, having its principal place of business at 1474 Techny Road, Northbrook, Illinois 60062, (together with its successors and permitted assigns, "Borrower"), and made payable to the order of Assignor in the stated maximum principal amount of up to SEVENTY-NINE MILLION EIGHT HUNDRED THIRTY-TWO THOUSAND AND NO/100 DOLLARS (\$79,832,000.00) or so much thereof as may be advanced pursuant to that certain Loan Agreement, dated as of February 8, 2018, between Borrower and Assignor (as the same may be amended, restated, replaced, supplemented or otherwise modified from time to time, the "Loan Agreement") and evidenced by each of those certain Promissory Note A-1, Promissory Note A-2, Promissory Note A-3, Promissory Note A-4 and Promissory Note A-5, each dated as of February 8, 2018, made by Borrower in favor of Assignor (collectively, together with all respective extensions, renewals, replacements, restatements, amendments, supplements, severances or modifications thereof being hereinafter referred to as the "Note"); and

WHEREAS, the Note is secured, inter alia, by the Mortgage and Security Agreement (as hereinafter defined); and

WHEREAS, the parties hereto desire that Assignor assign to Assignee, its successors and permitted assigns, all of Assignor's right, title and interest in and to the Mortgage and Security Agreement.

NOW, THEREFORE, in consideration of the premises above set forth and for other good and valuable consideration, the receipt and sufficiency of which are hereby acknowledged and agreed, Assignor and Assignee hereby covenant and agree as follows:

- (1) Assignment. Assignor does hereby transfer, assign, grant and convey to Assignee, its successors and permitted assigns, all of the right, title and interest of Assignor in and to the instruments set forth on Exhibit B annexed hereto and made a part hereof relating to

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that certain real property more particularly described on Exhibit A annexed hereto and made a part hereof (the "Premises") (collectively, the "Mortgage and Security Agreement"), and does hereby grant and delegate to Assignee, its successors and permitted assigns, any and all of the duties and obligations of Assignor thereunder from and after the date hereof.

- (2) Assumption. From and after the date hereof, Assignee hereby accepts this Assignment and assumes and agrees to observe, perform and be bound by all of the terms, covenants, agreements, conditions and obligations of the Mortgage and Security Agreement required to be observed or performed by Assignor thereunder.
- (3) Representations and Warranties of Assignor. It is expressly understood that this Assignment is made subject to the representations and warranties of Assignor to Assignee as set forth in that certain General Assignment and Assumption Agreement, dated as of even date herewith, by Assignor to Assignee.
- (4) Governing Law. This Assignment shall be governed by and construed in accordance with the laws of the State in which the Premises are located.
- (5) Successors and Assigns. This Assignment shall be binding upon and inure to the benefit of the parties hereto and their respective successors and permitted assigns.
- (6) Headings. The headings of the paragraphs of this Assignment have been included only for convenience, and shall not be deemed in any manner to modify or limit any of the provisions of this Assignment or be used in any manner in the interpretation of this Assignment.
- (7) Interpretation. Whenever the context so requires in this Assignment, all words used in the singular shall be construed to have been used in the plural (and vice versa), each gender shall be construed to include any other genders, and the word "person" shall be construed to include a natural person, a corporation, a firm, a partnership, a joint venture, a trust, an estate or any other entity.
- (8) Partial Invalidity. Each provision of this Assignment shall be valid and enforceable to the fullest extent permitted by law. If any provision of this Assignment or the application of such provision to any person or circumstance shall, to any extent, be invalid or unenforceable, then the remainder of this Assignment, or the application of such provision to persons or circumstances other than those as to which it is held invalid or unenforceable, shall not be affected by such invalidity or unenforceability.

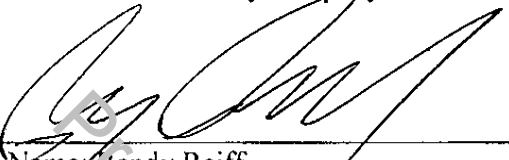
[SIGNATURE PAGE FOLLOWS]

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IN WITNESS WHEREOF, the parties hereto have executed this Assignment as of the day and year first above written.

ASSIGNOR:


ALLEGIANT CAPITAL FUNDING, LLC, a
Delaware limited liability company

By: 
Name: Randy Reiff
Title: Authorized Signatory

ACKNOWLEDGMENT

STATE OF NEW YORK)
) s.:
COUNTY OF NEW YORK)

On the 1st day of February in the year 2018, before me, the undersigned, a notary public in and for said State, personally appeared Randy Reiff, personally known to me or proved to me on the basis of satisfactory evidence to be the individual whose name is subscribed to the within instrument and acknowledged to me that he/she executed the same in his/her capacity, and that by his/her signature on the instrument, the individual, or the person on behalf of which the individual acted, executed the instrument.



Notary Public

JOHN D. JAVAK
Notary Public, State of New York
Reg. No. 02VA6257 (7)
Qualified in Nassau County
Commission Expires March 12, 2020

My Commission Expires: _____

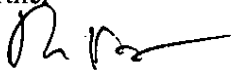
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ASSIGNEE:

ATHENE ANNUITY AND LIFE COMPANY,
an Iowa corporation

By: Athene Asset Management, L.P.,
its investment adviser

By: AAM GP Ltd.,
its general partner

By: 

Name: Robert R. Graham
Title: Executive Vice President
Structured Investments

Property of Cook County Clerk's Office

ACKNOWLEDGMENT

STATE OF

COUNTY OF

) ss:
)

On the ___ day of February in the year 2018, before me, the undersigned, a notary public in and for said State, personally appeared _____, personally known to me or proved to me on the basis of satisfactory evidence to be the individual whose name is subscribed to the within instrument and acknowledged to me that he/she executed the same in his/her capacity, and that by his/her signature on the instrument, the individual, or the person on behalf of which the individual acted, executed the instrument.

Notary Public

My Commission Expires: _____

UNOFFICIAL COPY

CALIFORNIA ALL-PURPOSE ACKNOWLEDGMENT

CIVIL CODE § 1189

A notary public or other officer completing this certificate verifies only the identity of the individual who signed the document to which this certificate is attached, and not the truthfulness, accuracy, or validity of that document.

State of California)

County of Los Angeles)

On February 2, 2018 before me, Yolanda Carayanis - Notary Public

Date Here Insert Name and Title of the Officer

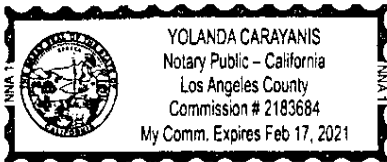
personally appeared Robert R. Graham

Name(s) of Signer(s)

who proved to me on the basis of satisfactory evidence to be the person(s) whose name(s) is/are subscribed to the within instrument and acknowledged to me that he/she/they executed the same in his/her/their authorized capacity(ies) and that by his/her/their signature(s) on the instrument the person(s), or the entity upon behalf of which the person(s) acted, executed the instrument.

I certify under PENALTY OF PERJURY under the laws of the State of California that the foregoing paragraph is true and correct.

WITNESS my hand and official seal.



Signature [Handwritten Signature]
Signature of Notary Public

Place Notary Seal Above

OPTIONAL

Though this section is optional, completing this information can deter alteration of the document or fraudulent reattachment of this form to an unintended document.

Description of Attached Document

Title or Type of Document: _____ Document Date: _____

Number of Pages: _____ Signer(s) Other Than Named Above: _____

Capacity(ies) Claimed by Signer(s)

Signer's Name: _____

Corporate Officer — Title(s): _____

Partner — Limited General

Individual Attorney in Fact

Trustee Guardian or Conservator

Other: _____

Signer Is Representing: _____

Signer's Name: _____

Corporate Officer — Title(s): _____

Partner — Limited General

Individual Attorney in Fact

Trustee Guardian or Conservator

Other: _____


Signer Is Representing: _____

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ATHENE ANNUITY AND LIFE COMPANY,
an Iowa corporation

By: Athene Asset Management, L.P., its
investment adviser

By: AAM GP Ltd., its general partner

By: 
Name: Robert R. Graham
Title: Executive Vice President
Structured Investments

Property of Cook County Clerk's Office

ACKNOWLEDGMENT

STATE OF)
) ss.:
COUNTY OF)

On the ___ day of February in the year 2018, before me, the undersigned, a notary public in and for said State, personally appeared _____, personally known to me or proved to me on the basis of satisfactory evidence to be the individual whose name is subscribed to the within instrument and acknowledged to me that he/she executed the same in his/her capacity, and that by his/her signature on the instrument, the individual, or the person on behalf of which the individual acted, executed the instrument.

Notary Public

My Commission Expires: _____

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County of Los Angeles)

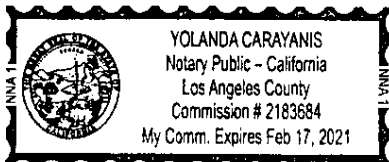
On February 2, 2018 before me, Yolanda Carayanis - Notary Public
Date Here Insert Name and Title of the Officer

personally appeared Robert R. Graham
Name(s) of Signer(s)

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Corporate Officer — Title(s): _____

Partner — Limited General

Individual Attorney in Fact

Trustee Guardian or Conservator

Other: _____

Signer Is Representing: _____

Signer's Name: _____

Corporate Officer — Title(s): _____

Partner — Limited General

Individual Attorney in Fact

Trustee Guardian or Conservator

Other: _____


Signer Is Representing: _____

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ATHENE ANNUITY AND LIFE COMPANY,
an Iowa corporation

By: Athene Asset Management, L.P., its
investment adviser

By: AAM GP Ltd., its general partner

By: 

 Name: Robert R. Graham
 Title: Executive Vice President
 Structured Investments

Property of Cook County Clerk's Office

ACKNOWLEDGMENT

STATE OF _____)
) ss.:
COUNTY OF _____)

On the ____ day of February in the year 2018, before me, the undersigned, a notary public in and for said State, personally appeared _____, personally known to me or proved to me on the basis of satisfactory evidence to be the individual whose name is subscribed to the within instrument and acknowledged to me that he/she executed the same in his/her capacity, and that by his/her signature on the instrument, the individual, or the person on behalf of which the individual acted, executed the instrument.

Notary Public

My Commission Expires: _____

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County of Los Angeles)

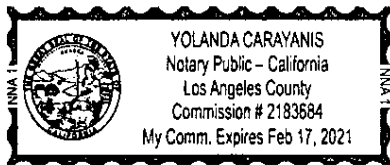
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Date Here Insert Name and Title of the Officer

personally appeared Robert R. Graham
Name(s) of Signer(s)

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Partner -- Limited General

Individual Attorney in Fact

Trustee Guardian or Conservator

Other: _____

Signer Is Representing: _____

Signer's Name: _____

Corporate Officer -- Title(s): _____

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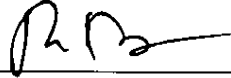
Signer Is Representing: _____

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AMERICAN EQUITY INVESTMENT LIFE INSURANCE COMPANY, SOLELY WITH RESPECT TO THE MODCO ACCOUNT

By: Athene Asset Management, L.P., its investment adviser of that certain modified coinsurance account (the "Modco Account") created pursuant to that certain trust agreement between American Equity Investment Life Insurance Company, Athene Life Re Ltd. and State Street Bank and Trust Company dated as of May 29, 2014

By: AAM GP Ltd.,
its general partner

By: 
 Name: Robert R. Graham
 Title: Executive Vice President
 Structured Investments

Property of Cook County Clerk's Office

ACKNOWLEDGMENT

STATE OF)
) ss.:
 COUNTY OF)

On the ___ day of February in the year 2018, before me, the undersigned, a notary public in and for said State, personally appeared _____, personally known to me or proved to me on the basis of satisfactory evidence to be the individual whose name is subscribed to the within instrument and acknowledged to me that he/she executed the same in his/her capacity, and that by his/her signature on the instrument, the individual, or the person on behalf of which the individual acted, executed the instrument.

 Notary Public

My Commission Expires: _____

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CALIFORNIA ALL-PURPOSE ACKNOWLEDGMENT

CIVIL CODE § 1189

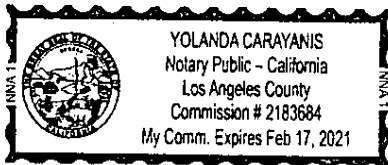
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State of California)
 County of Los Angeles)
 On February 2, 2018 before me, Yolanda Carayanis - Notary Public
Date Here Insert Name and Title of the Officer
 personally appeared Robert R. Graham
Name(s) of Signer(s)

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Signer's Name: _____

Corporate Officer — Title(s): _____

Partner — Limited General

Individual Attorney in Fact

Trustee Guardian or Conservator

Other: _____

Signer Is Representing: _____

Signer's Name: _____

Corporate Officer — Title(s): _____

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Individual Attorney in Fact

Trustee Guardian or Conservator

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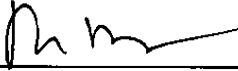
Signer Is Representing: _____

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MIDLAND NATIONAL LIFE INSURANCE COMPANY

By: Athene Asset Management, L.P., its investment adviser

By: AAM GP Ltd., its general partner

By: 
Name: Robert R. Graham
Title: Executive Vice President
Structured Investments

Property of Cook County Clerk's Office

ACKNOWLEDGMENT

STATE OF)
) ss.:
COUNTY OF)

On the ___ day of February in the year 2018, before me, the undersigned, a notary public in and for said State, personally appeared _____, personally known to me or proved to me on the basis of satisfactory evidence to be the individual whose name is subscribed to the within instrument and acknowledged to me that he/she executed the same in his/her capacity, and that by his/her signature on the instrument, the individual, or the person on behalf of which the individual acted, executed the instrument.

Notary Public

My Commission Expires: _____

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State of California)

County of Los Angeles)

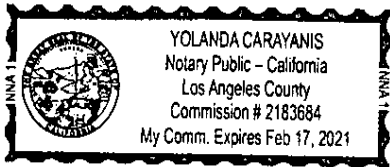
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Date Here Insert Name and Title of the Officer

personally appeared Robert R. Graham
Name(s) of Signer(s)

who proved to me on the basis of satisfactory evidence to be the person(s) whose name(s) is/are subscribed to the within instrument and acknowledged to me that he/she/they executed the same in his/her/their authorized capacity(ies) and that by his/her/their signature(s) on the instrument the person(s), or the entity upon behalf of which the person(s) acted, executed the instrument.

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WITNESS my hand and official seal.



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Signature of Notary Public

Place Notary Seal Above

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Partner — Limited General

Individual Attorney in Fact

Trustee Guardian or Conservator

Other: _____

Signer Is Representing: _____

Signer's Name: _____

Corporate Officer — Title(s): _____

Partner — Limited General

Individual Attorney in Fact

Trustee Guardian or Conservator

Other: _____

Signer Is Representing: _____

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EXHIBIT A TO ASSIGNMENT OF MORTGAGE AND SECURITY AGREEMENT

(Description of Land)

THE NORTHEAST 1/4 (EXCEPT THE EAST 75.00 FEET THEREOF TAKEN FOR WIDENING OF NORTH MICHIGAN AVENUE) OF BLOCK 34 IN KINZIE'S ADDITION TO CHICAGO, SECTION 10, TOWNSHIP 39 NORTH, RANGE 14, EAST OF THE THIRD PRINCIPAL MERIDIAN, IN COOK COUNTY, ILLINOIS.

Address: 546 N. Michigan Avenue, Chicago, Illinois 60611

PIN: 17-10-113-003-0000

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**EXHIBIT B
TO ASSIGNMENT OF MORTGAGE AND SECURITY AGREEMENT**

SCHEDULE OF MORTGAGES

Mortgage and Security Agreement by Borrower for the benefit of Assignor dated as of February 8, 2018 and being recorded concurrently herewith in the Office of the Cook County, Illinois Recorder of Deeds, as Document No. 1804044081

Property of Cook County Clerk's Office