

Doc# 1804044086 Fee \$66.00

RHSP FEE: \$9.00 RPRF FEE: \$1.00
KAREN A.YARBROUGH
COOK COUNTY RECORDER OF DEEDS
DATE: 02/09/2018 01:23 PM PG: 1 OF 15

F'S OFFICE

(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"), (Assignee)

ASSIGNMENT OF ASSIGNMENT OF LEASES AND RENTS

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

SP5 SCV

ASSIGNMENT OF ASSIGNMENT OF LEASES AND RENTS

THIS ASSIGNMENT OF ASSIGNMENT OF LEASES AND RENTS (this "Assignment"), made and entered into as of the 8th day of February, 2018, is 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 MATIONAL 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, Assigner 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, having its principal place of business at 1474 Techny Road, Northerook, Illinois 60062 (together with its successors and permitted assigns, "Borrower"), and make payable to the order of Assignor in the stated maximum principal amount of up to SFVENTY-NINE MILLION EIGHT HUNDRED THIRTY-TWO THOUSAND AND NO/100 DOLLARS (\$79,832,000.00) (the "Note"); and

WHEREAS, the Note is secured, inter alia, by the Assignment of Leases (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 Assignment of Leases and Rents.

NOW, THEREFORE, in consideration of the premises above set in the 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 following described instrument relating to that certain real property more particularly described on Exhibit A annexed hereto and made a part hereof (the "Premises") 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:
 - That certain Assignment of Leases and Rents, dated as of February 8, 2018, from Borrower, as assignor, to Assignor, as assignee, and being recorded concurrently herewith in the Office of the in the Office of the Cook County, Illinois

Recorder of Deeds, as Document No. 18040 4908 The "Assignment of Leases and Rents"), encumbering the Premises; and

- 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 Assignment of Leases 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 Low. This Assignment shall be governed by and construed in accordance with the laws of the State in which the Premises are located.
- (5) <u>Successors and Assigns</u>. This Assignment shall be binding upon and inure to the benefit of the parties hereto and their respective successors and permitted assigns.
- (6) <u>Headings</u>. 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) <u>Interpretation</u>. 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 hold invalid or unenforceable, shall not be affected by such invalidity or unenforceability.

[SIGNATURE PAGE FOLLOWS]

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
7
ACKNOWLEDGMENT
MCKNOW ELDOWIDAT
STATE OF NEW YORK
STATE OF NEW TORK
COUNTY OF NEW YORK)
COUNTY OF NEW YORK
O 41 14 1 CF 1
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 Reif. personally known to me or proved to me
on the basis of satisfactory evidence to be the individue. 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 t'ie rerson on behalf of which the
individual acted, executed the instrument.
Notary Public
JOHN D VAVAS
Notary Public, State of New York
My Commission Expires: Reg. No. 02VA6257175
Qualified in Nassau County Commission Expires March 12, 2020

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UNOFFICIAL COPY

ASSIGNEE:		ENE AN		Y AND L	IFE COMPANY,
	By:			Managem t adviser	ent, L.P.,
Or ACKNO		By:		GP Ltd., neral partn Name: Title:	Robert R. Graham Executive Vice President Structured Investments
O ACKNO	OWLED	GMEN	Т		_^
STATE OF COUNTY OF () ss ·					
On the day of February in the year for said State, personally appeared proved to me on the basis of satisfactory evider within instrument and acknowledged to me that his/her signature on the instrument, the individu executed the instrument.	nce to be	rtf.e inc	dividual	, person whose name ne in his/he	ally known to me or ne is subscribed to the cr capacity, and that by
	Notary	Public	• 11	7	
My Commission Expires:	_				O _{FF}

STATESTANDA ALL-PURPOSE ACRNOWLEDG	IMEN I CIVIL CODE § 1189
A notary public or other officer completing this certific document to which this certificate is attached, and not to	ate verifies only the identity of the individual who signed the 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
De te	Here Insert Name and Title of the Officer
personally appeared Robert R. Graham	
	Name(s) of Signer(s)
subscribed to the within instrument and acknow	evidence to be the person(s) whose name(s) is/are eledged to me that he/she/they executed the same in her/their signature(s) on the instrument the person(s) eted, executed the instrument.
04	I certify under PENALTY OF PERJURY under the laws of the State of California that the foregoing paragraph is true and correct.
	winess my hand and official seal.
YOLANDA CARAYANIS Notary Public – California Los Argeles County Commission # 2183684 My Comm. Expires Feb 17, 2021	Signature of Notary Fueblic
	O/H,
Place Notary Seal Above	'\C
Though this section is optional, completing this	TIONAL information can deter alteration of the focument or some form to an unintended document.
Description of Attached Document	
Title or Type of Document:	Document Date:
	n Named Above:
Capacity(ies) Claimed by Signer(s)	-
Signer's Name:	Signer's Name:
Signer's Name: Corporate Officer — Title(s):	☐ Corporate Officer — Title(s):
☑ Partner — ☐ Limited ☐ General	□ Partner — □ Limited □ General
☐ Individual ☐ Attorney in Fact	☐ Individual ☐ Attorney in Fact
☐ Trustee ☐ Guardian or Conservator	- · · · · · · · · · · · · · · · · · · ·
☐ Other: Signer Is Representing:	☐ Other:
	oigner is riepresenting.
\\\\\\\\\\\\\\\\\\\\\\\\\\\\\\\\\\\\\\	<u> </u>
	ry.org • 1-800-US NOTARY (1-800-876-6827) Item #5907
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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

C/O/H'S O/FICO

ACKNOWLEDGMENT

) ss.:

STATE OF

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:

1804044086 Page: 8 of 15

UNOFFICIAL COPY

CALIFORNIA ALL-PURPOSE ACKNOWLE	DGMENT CIVIL CODE § 1189
A notary public or other officer completing this cerd document to which this certificate is attached, and n	tificate verifies only the identity of the individual who signed the ot the truthfulness, accuracy, or validity of that document.
State of California)
County of Los Angeles)
OnFebruary 2, 2018 before me,	Yolanda Carayanis - Notary Public
Date personally appeared Robert R. Graham	Here Insert Name and Title of the Officer
	Name(s) of Signer(s)
subscribed to the within instrument and ackn	ory evidence to be the person(s) whose name(s) is/are owledged to me that he/she/they executed the same in y his/her/their signature(s) on the instrument 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.
·	with ESS my hand and official seal.
YOLANDA CARAYANIS Notary Public – California Los Angeles County Commission # 2183684 My Comm. Expires Feb 17, 2021	Signature of Notary Public
Place Notary Seal Above	C/T/C
Though this section is optional, completing to	phis information can deter alteration of the document or this form to an unintended document. Document Date:
Description of Attached Document Title or Type of Document:	Document Date:
Number of Pages: Signer(s) Other T	han Named Above:
Capacity(ies) Claimed by Signer(s)	
	Signer's Name:
☐ Corporate Officer — Title(s):	Signer's Name: Corporate Officer — Title(s):
□ Partner - □ Limited □ General	☐ Partner — ☐ Limited ☐ General
☐ Individual ☐ Attorney in Fact	☐ Individual ☐ Attorney in Fact
☐ Trustee ☐ Guardian or Conservator	
☐ Other:	Other:
Signer Is Representing:	Signer Is Representing:

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ATHENE ANNUITY AND LIFE COMPANY,

an Iowa corporation

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

investment adviser

AAM GP Ltd., its general partner By:

By:

Name:

Title:

Executive Vice President Structured Investments

ACKNOWLEDGMENT

STATE OF

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 h /shc 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:

Assignment of ALR

AAIA Non Mod

646 North Michigan Avenue

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CALIFORNIA ALL-PURPOSE ACKNOWLEDGMENT

CIVIL CODE § 1189

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A notary public or other officer completing this certific document to which this certificate is attached, and not t	ate verifies only the identity of the individual who signed the truthfulness, accuracy, or validity of that document.
State of California)	
County of Los Angeles	
France 2, 2040	Volenda Consumia Nota D LP
OnFebrilary 2, 2018 before me,	Yolanda Carayanis - Notary Public
Date Robert R. Graham	Here Insert Name and Title of the Officer
personally appealed Robert R. Granam	
	Name(s) of Signer(s)
subscribed to the within instrument and acknow	evidence to be the person(s) whose name(s) is/are eledged to me that he/she/they executed the same in his/her/their signature(s) on the instrument the person(s), cted, executed the instrument.
04	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.
YOLANDA CARAYANIS Notary Public – California Los Angeles County Commission # 2183684 My Comm. Expires Feb 17, 2021	Signature of Notary Public
Place Notary Seal Above	C/T/S
Though this section is optional, completing this	TIONAL information can deter alteration of the document or some to an unintended document.
Description of Attached Document	
Title or Type of Document:	Document Date:
	n Named Above:
Capacity(ies) Claimed by Signer(s)	_
	Signer's Name:
Signer's Name:	☐ Corporate Officer — Title(s):
□ Partner — □ Limited □ General	☐ Partner — ☐ Limited ☐ General
☐ Individual ☐ Attorney in Fact	☐ Individual ☐ Attorney in Fact
☐ Trustee ☐ Guardian or Conservator	☐ Trustee ☐ Guardian or Conservator
Other:	
Signer Is Representing:	Signer Is Representing:
<u> </u>	

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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 Droporty ox Coop 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

	ACICIOWE	LDBIVILIVI	
STATE OF)		
COUNTY OF) ss.:)	9/	
On the day of I	February in the year 2018	8, before me, the unders	ng ned, a notary public in and
for said State, personally proved to me on the basis of within instrument and acknowledges.	appearedof satisfactory evidence to owledged to me that he/sl	o be the individual who he executed the same in	personally known to me or ose the ne is subscribed to the his/her hapabity, and that by of which the individual acted,
	Nota	ary Public	
	Му	Commission Expires:	

Assignment of ALR AEL Modco 646 North Michigan Avenue

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CALIFORNIA ALL-PURPOSE ACKNOWLED	GMENT CIVIL CODE § 1189
A notary public or other officer completing this certificate is attached, and not	icate verifies only the identity of the individual who signed the the truthfulness, accuracy, or validity of that document.
State of California)
County of Los Angeles)
On February 2, 2018 before me	Volanda Carayania - Natary Bukti-
Delote file,	Yolanda Carayanis - Notary Public
Date Robert R. Graham	Here Insert Name and Title of the Officer
personally appearer Robert R. Graham	
	Name(s) of Signer(s)
subscribed to the within instrument and acknow	y evidence to be the person(s) whose name(s) is/are wledged to me that he/she/they executed the same in his/her/their signature(s) on the instrument the person(s) acted, executed the instrument.
04	I certify under PENALTY OF PERJURY under the laws of the State of California that the foregoing paragraph is true and correct.
YOLANDA CARAYANIS Notary Public - California Los Angeles County Commission # 2183684 My Comm. Expires Feb 17, 2021	Signature of Notary Public
Place Notary Seal Above	
Though this section is optional, completing this	erional s information can deter alteration of the document or is form to an unintended document.
Description of Attached Document Title or Type of Document: Number of Pages: Signer(s) Other The	Document Date:
Capacity(ies) Claimed by Signer(s)	
Signer's Name:	Signer's Name:
☐ Corporate Officer — Title(s):	_ □ Corporate Officer — Title(s):
□ Partner — □ Limited □ General	☐ Partner — ☐ Limited ☐ General
☐ Individual ☐ Attorney in Fact	☐ Individual ☐ Attorney in Fact
☐ Trustee ☐ Guardian or Conservator	☐ Trustee ☐ Guardian or Conservator
Other:	
Signer Is Representing:	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 ACKNOWLEDGMENT STATE OF) ss.: COUNTY OF On the ___ day of February in the year 2018, before me, the undersigned, a notary public in and , personally known to me or for said State, personally appeared 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 h /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. C/O/A/S O/F/CO Notary Public

My Commission Expires:

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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 February 2, 2018 Yolanda Carayanis - Notary Public before me, Here Insert Name and Title of the Officer Robert R. Graham personally appeared Name(s) of Signer(s) who proved to me on the brain 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 percon(s) acted, executed the instrument. I certify under PENALTY OF PERJURY under the laws of the State of California that the foregoing paragraph s true and correct. ₩WESS my hand and\official seal. YOLANDA CARAYANIS Notary Public - California Los Angeles County Commission # 2183684 My Comm. Expires Feb 17, 2021 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: Signer's Name: ☐ Corporate Officer — Title(s): __ ☐ Corporate Officer — Title(s): _ ☐ Partner — ☐ Limited ☐ General ☐ Partner — ☐ Limited ☐ General ☐ Individual ☐ Attorney in Fact ☐ Individual ☐ Attorney in Fact ☐ Trustee ☐ Guardian or Conservator ☐ Trustee ☐ Guardian or Conservator ☐ Other: ☐ Other: Signer Is Representing: _ Signer Is Representing:

EXHIBIT A

TO ASSIGNMENT OF ASSIGNMENT OF LEASES AND RENTS

(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 CHIC GO, SECTION 10, TOWNSHIP 39 NORTH, RANGE 14, EAST OF THE THIRD PRINCIPAL MERIDIAN, IN COOK COUNTY, ILLINOIS.

Address:

6.6 N Michigan Avenue, Chicago, Illinois 60611

PIN:

17-10-113-903-0000

COLINIII

COLINI