85328789 BDS 586021/1474U

ASSIGNMENT OF TENANT'S INTEREST IN LEASE

FOR VALUE RECEIVED, the Undersigned, LASALLE NATIONAL BANK, not personally but as Trustee under Trust Agreement dated July 1, 1979 and known as Trust No. 101879 ("Assignor"), hereby assigns, transfers, conveys and delivers to 205 RANDOLPH ASSOCIATES, an Illinois General Partnership ("Assignee"), all of Assignor's right, title, estate and interest in, to and under that certain Lease dated July 1, 1979 with Randolph-Wells Building Corporation, as Landlord (the "Lease"), which Lease demises the property commonly known as 205 West Randolph Street, Chicago, Illinois and legally described on Exhibit "A" attached hereto. This Assignment shall be effective as of the date hereof.

This Assignment is made and given in pursuance of that certain Purchase Contract dated September 30, 1985 between the beneficiaries of Assignor and Assignee. All of the covenants, conditions, representations and warranties contained in said Contract are

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RIDER ATTACHED TO AND MADE A PART OF DOCUMENT...
DATED 12/13/85 UNDER TRUST NO. 101879

This instrument is executed by LaSALLE NATIONAL BANK, not personally but solely as Trustee, as aforesaid, in the exercise of the power and authority conferred upon and vested in it as such Trustee. All the terms, provisions, stipulations, covenants and conditions to be performed by LaSALLE NATIONAL BANK are undertaken by it solely as Trustee, as aforesaid, and not individually and all statements herein made are made on information and belief and are to be construed accordingly, and no personal liability shall be asserted or be enforceable against LaSALLE NATIONAL BANK by reason of any of the terms, provisions, stipulations, covenants and/or statements contained in this instrument.

FORM XX 0421

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EXHIBIT "A"

Leasehold Estate created by a certain Indenture of Lease made by Randolph-Wells Building Corporation, a corporation of Illinois, to LaSalle National Bank, a national banking association, as Trustee under Trust Agreement dated July 1, 1979 and known as Trust No. 101879, dated July 1, 1979 as disclosed by Memorandum of Lease recorded November 28, 1979 as Document 25 259 069, demising and leasing for a term of 35 years beginning July 1, 1979 the following described land to wit:

Lot 1 (except the West 25 feet of the North 100 feet 8-3/8 inches thereof) in Block 41 in Original Town of Chicago, in Section 9, Township 39 North, Range 14, East of the Third Principal Meridian, in Cook County, Illinois.

STATE OF)
)
COUNTY OF)

I, JORDAN H. PETERS, a Notary Public in and for said County and State aforesaid, DO HEREBY CERTIFY that HAROLD J. KLOUSTERMAN, General Partner of RANDOLPH-WELLS ASSOCIATES, a Michigan limited partnership, General Partner of 205 RANDOLPH ASSOCIATES, an Illinois general partnership, who is personally known to me to be the same person whose name is subscribed to the foregoing instrument as such General Partner of RANDOLPH-WELLS ASSOCIATES, appeared before me this day in person and acknowledged that he signed, sealed and delivered the said instrument as his own free and voluntary act for the uses and purposes therein set forth.

GIVEN under my hand and notarial seal this 13TH day of DECEMBER, 1985.

Notary Public

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STATE OF)
)
COUNTY OF)

I, JOANNE M. PETERS, a Notary Public in and for said County and State, do HEREBY CERTIFY that MARGO L. CONSTANTINO, General Manager of BANCOLEN-WELLS ASSOCIATES, a Illinois Limited Partnership, General Partner of ZUS BANCOLEN ASSOCIATES, an Illinois General Partnership, who is personally known to me to be the same person whose name is subscribed to the foregoing instrument as such General Partner of BANCOLEN-WELLS ASSOCIATES, appeared before me this day in person and acknowledged that he signed, sealed and delivered the said instrument as his own free and voluntary act for the uses and purposes therein set forth.

GIVEN under my hand and notarial seal this 13th day of DECEMBER, 1988.

Notary Public

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BDS 586021/1474U

STATE OF Illinois)
COUNTY OF Cook)

I, Kathy Pacana, a Notary Public in and for the said County, in the State aforesaid, DO HEREBY CERTIFY that JOSEPH W. LANG, as Vice President and James A. Clark, as Assistant Secretary of LASALLE NATIONAL BANK, a national banking association, as Trustee under Trust Agreement dated July 1, 1979, and known as Trust No. 101879, who are personally known to me to be the same persons whose names are subscribed to the foregoing instrument as such Vice President and Assistant Secretary of said Bank, respectively, appeared before me this day in person and acknowledged that they signed and delivered the said instrument as their own free and voluntary act and as the free and voluntary act of said Bank for the uses and purposes therein set forth; and said Assistant Secretary did then and there acknowledge that he, as custodian of the corporate seal of said Bank did affix the corporate seal of said Bank to said instrument as his own free and voluntary act and as the free and voluntary act of said Bank, for the uses and purposes therein set forth.

GIVEN under my hand and notarial seal this 13th day of December, 1985.

Kathy Pacana
Notary Public

My Commission Expires on 6-11-88

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STATE OF)
)
COUNTY OF)

I, _____, a Notary Public in and for the said County, in the State aforesaid, DO HEREBY CERTIFY that _____, as _____ President and _____, as _____ Secretary of LASALLE NATIONAL BANK, a national banking association, as Trustee under Trust Agreement dated July 1, 1970, and known as Trust No. 101870, who are personally known to me to be the same persons whose names are subscribed to the foregoing instrument as such _____ President and _____ Secretary of said Bank, respectively, appeared before me this day in person and acknowledged that they signed and delivered the said instrument as their own free and voluntary act and as the free and voluntary act of said Bank for the uses and purposes therein set forth; and said _____ Secretary, did then and there acknowledge that he, as custodian of the corporate seal of said Bank did affix the corporate seal of said Bank to said instrument as his own free and voluntary act and as the free and voluntary act of said Bank, for the uses and purposes therein set forth.

GIVEN under my hand and notarial seal this _____ day of _____, 19__.

_____
Notary Public

8 5 3 2 8 7 8 9

BDS 586021/1474U

STATE OF Illinois)
COUNTY OF Cook)

I, MARY T. WEST, a Notary Public in and for said County, in the State aforesaid, DO HEREBY CERTIFY that NORMAN ESSERMAN, as _____ President of RANDOLPH-WELLS BUILDING CORPORATION, an Illinois corporation and BENJAMIN D. STEINER, as _____ Secretary of said Corporation, who are personally known to me to be the same persons whose names are subscribed to the foregoing instrument as such _____ President and _____ Secretary of said Corporation, respectively, appeared before me this day in person and acknowledged that they signed and delivered the said instrument as their own free and voluntary act and as the free and voluntary act of said Corporation, for the uses and purposes therein set forth; and said _____ Secretary did then and there acknowledge that he, as custodian of the corporate seal of said Corporation, did affix the corporate seal of said Corporation to said instrument as his own free and voluntary act and as the free and voluntary act of said Corporation, for the uses and purposes therein set forth.

GIVEN under my hand and notarial seal this 13th day of December, 1985.

Mary T. West
Notary Public

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BDS 586021/1474U

CONSENT TO ASSIGNMENT

The Undersigned, RANDOLPH-WELLS BUILDING CORPORATION, the Landlord under the Lease described herein, hereby consents to and approves the above Assignment of Tenant's Interest in Lease and releases Assignor from any and all obligations thereunder from and after the date hereof.

ATTEST:

RANDOLPH-WELLS BUILDING CORPORATION

By:

$17.00 MAIL

DEPT-01 RECORDING $17.40
T#4444 TRAN 0296 12/18/85 11:01:00
#4063 # D *-85-328789

-85-328789

THIS DOCUMENT PREPARED BY:

Benjamin D. Steiner
Katz Randall & Weinberg
200 North LaSalle Street
Suite 2300
Chicago, Illinois 60601
(312) 807-3800

KRW File No. _____

COMMON PROPERTY ADDRESS:

205 West Randolph Street
Chicago, Illinois 60606

PERMANENT INDEX NUMBER:

17-09-443-007

85328789

Mail to: Jordan H. Peters, Esq.
Freeborn & Peters
11 S. LaSalle St.
Chicago, IL 60603

CONSENT TO ASSIGNMENT

The Undersigned, BANCOLPH-NELSON BUILDING CORPORATION, the landlord under the lease described herein, hereby consents to and approves the above Assignment of Tenant's Interest in Lease and releases Assignor from any and all obligations thereunder from and after the date hereof.

BANCOLPH-NELSON BUILDING CORPORATION

BY: _____

ATTEST: _____

THIS DOCUMENT PREPARED BY:

Benjamin D. Stolzer
Katz Randall & Weinberg
200 North LaSalle Street
Suite 2100
Chicago, Illinois 60601
(312) 807-1400

RRN File No. _____

COMMON PROPERTY ADDRESS:

205 West Randolph Street
Chicago, Illinois 60606

PERMANENT INDEX NUMBER:

17-09-443-007

incorporated herein and restated, ratified and confirmed as of the date hereof., by the beneficiaries of the assignor and not the Trustee.

This Assignment is subject to the leasehold mortgage in favor of Bankers Life Company encumbering the leasehold estate.

DATED: 12/13/85

LASALLE NATIONAL BANK, not personally but as Trustee as aforesaid

ATTEST:

By:

Its: VICE PRESIDENT

ACCEPTANCE OF ASSIGNMENT

The Undersigned, 205 RANDOLPH ASSOCIATES, hereby accepts the foregoing Assignment, and agrees with Assignor to assume, observe, honor and be bound by all of the terms, provisions and conditions of the Lease as they relate to the Tenant thereunder from and after the date hereof. Assignee shall defend, protect and indemnify Assignor from and against any claims, charges, suits, actions, costs or expenses made or levied against, or incurred by Assignor arising out of any subleases or contracts entered into by Assignor prior to the date hereof as to any matter occurring after the date hereof.

205 RANDOLPH ASSOCIATES, an Illinois general partnership

By: Randolph-Wells Associates, a Michigan limited partnership

ATTEST:

By: One of its General Partners

incorporated herein and restated, ratified and confirmed as of the date hereof, by the beneficiaries of the assignor and not the trustee. This Assignment is subject to the leasehold mortgage in favor of Bankers Life Company encumbering the leasehold estate.

DATED: _____

LASALLE NATIONAL BANK, not personally but as Trustee as aforesaid

ATTEST:

By: _____
Its: Vice President

_____
Its: Secretary

ACCEPTANCE OF ASSIGNMENT

The Undersigned, 205 RAMBURGH ASSOCIATES, hereby accepts the foregoing assignment, and agrees with Assignor to assume, observe, honor and be bound by all of the terms, provisions and conditions of the leases as they relate to the Tenant (hereunder from and after the date hereof. Assignee shall defend, protect and indemnify Assignor from and against any claims, charges, suits, actions, costs or expenses made or levied against, or incurred by Assignor arising out of any violations or contracts entered into by Assignor prior to the date hereof as to any matter occurring after the date hereof.

205 RAMBURGH ASSOCIATES, an Illinois general partnership

By: Randolph-Wells Associates, a Michigan limited partnership

By: _____
(One of its General Partners)

ATTEST:

_____