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CONSENT AND SUBORDINATION AGREEMENT

The Toronto-Dominion Bank, a Chartered Bank of Canada, holder of the Collateral Assignment of Leases and Rents made as of May 14, 1985, and recorded May 15, 1985 as Document Number 85021023, hereby consents to the execution and recording of the Parking Agreement and Easement and Operating Agreement each dated as of January 14, 1986, and agrees that said Collatoral Assignment of Leases and Rents, as amended, is subject and subordinate thereto.

IN WITNESS WHEREOF, The Toronto-Dominion Bank has caused this instrument to be signed by its duly authorized officers on its behalf, all done at Chicago, Illinois, on this 174 day of January, 1986.

THE TORONTO-DOMINION BANK

By: Milan & Mal Administra

MAIL TO: BOX 77

Attn: Jim C.

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