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Prepared by:
Gary R. Eisenman, Esq.
Cravath, Swaine & Moore
One Chase Manhattan Plaza
New York, N.Y. 10005

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[Final--7/9/88]
[Master Form (Lessee)]
[Doc. 1]

Return to:
Kathleen Hanson Zavatsky, Esq.
Federated Department Stores, Inc.
7 West Seventh Street
Cincinnati, Ohio 45202

File Number: 2345 North Waukegan
Division: MainStreet

71-55-466 D1

Property of Cook County Clerk's Office

1900

ASSIGNMENT AND ASSUMPTION OF LEASE

AGREEMENT, made as of JULY 29, 1988, between FEDERATED DEPARTMENT STORES, INC., a Delaware corporation, having an office at 7 West Seventh Street, Cincinnati, Ohio 45202 ("Assignor"), and MAINSTREET RETAIL STORES, INC., a Delaware corporation, having an office at 2345 North Waukegan Road, Bannockburn, Illinois 60015 ("Assignee").

W I T N E S S E T H :

WHEREAS, Assignor is the lessee of certain real property more fully described in attached Exhibit A (the "Premises"), pursuant to that certain lease which is the first document listed in attached Exhibit B, as the same may have been modified, amended or supplemented, directly or indirectly, by any document which in any manner affects the Premises, recorded or unrecorded, including but not limited to those other documents specified in attached Exhibit B (collectively, the "Lease"); and

WHEREAS, Assignor desires to assign, transfer and convey all of Assignor's right, title and interest in, to and under the Lease upon the terms hereinafter set forth, and

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WHEREAS, Assignee desires to accept the assignment of the lease and to assume Assignor's obligations and liabilities thereunder.

NOW, THEREFORE, in consideration of One Dollar (\$1.00) in hand paid by Assignee to Assignor, and for other good and valuable consideration, the mutual receipt and legal sufficiency of which are hereby acknowledged, the parties hereto do hereby agree as follows:

1. Effective as of the date set forth above, Assignor hereby assigns, transfers and conveys to Assignee all of Assignor's right, title and interest in, to and under the lease, and Assignor's right, title and interest, if any, in and to the improvements and fixtures erected or located at the premises to have and to hold the same unto Assignee, its successors and assigns, subject to the terms, covenants and conditions contained in the lease.

2. Assignee hereby accepts the assignment of the lease from Assignor and hereby assumes and agrees to observe and perform all the obligations, terms, covenants and conditions thereof to be observed or performed by Assignor thereunder from and after the date set forth above and hereby assumes all liabilities of Assignor to the extent arising out of or relating to the lease or to acts or events occurring or conditions existing with respect to the lease whether before or after the date set forth above.

3. Assignee acknowledges and agrees that the lease has been assigned to Assignee on an "as is, where is" basis, and that no oral or written representations or warranties concerning the lease have been made in connection with such assignment.

4. This Agreement shall be binding upon, and shall inure to the benefit of, the parties hereto and their respective successors and assigns.

5. All exhibits attached hereto are incorporated herein by reference.

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IN WITNESS WHEREOF, the parties hereto have executed this Agreement
as of the date first above written.

Signed, sealed and
delivered in the
presence of, as to
Assignor:

Janet M. Brown
Witness: Janet M. Brown

Elizabeth J. Haass
Witness: Elizabeth J. Haass

Assignor:

FEDERATED DEPARTMENT STORES, INC.,
a Delaware corporation

By: Samuel E. Dyer
Name: Samuel E. Dyer
Title: Vice President

Attest: Richard C. Fidden
Name: Richard C. Fidden
Title: Assistant Secretary

[Corporate Seal]

Signed, sealed and
delivered in the
presence of, as to
Assignee:

Janet M. Brown
Witness: Janet M. Brown

Elizabeth J. Haass
Witness: Elizabeth J. Haass

Assignee:

MAINSTREET RETAIL STORES, INC.,
a Delaware corporation

By: Dennis Broderick
Name: Dennis Broderick
Title: Vice President

Attest: Mark Kennedy
Name: Mark Kennedy
Title: Assistant Secretary

[Corporate Seal]

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ASSIGNOR

STATE OF OHIO)
) ss.:
COUNTY OF HAMILTON)

Subscribers:

Name: Samuel E. Dyer

Corporate office: Vice President

Home residence: 4223 Peppermill Lane, Cincinnati, Ohio 45246

Name: Richard C. Fiddes

Corporate office: Assistant Secretary

Home residence: 760 Farmsworth Court, Cincinnati, Ohio 45230

Corporation: Federated Department Stores, Inc.

State of incorporation: Delaware

Date of instrument: JULY 29, 1988

Before me, the below Notary Public in and for the above County and State, duly commissioned and sworn, personally appeared the Subscribers, to me personally well known and well known to me to hold the respective corporate offices indicated above in the Corporation named above which is the corporation named in and executing the within instrument bearing the date set forth above, which instrument was displayed to me in the County and State aforesaid, by the Subscribers who are known to me to be the identical persons who subscribed the name of the maker thereof to the foregoing instrument as its above indicated corporate officers, respectively, who, by me being duly sworn, did severally depose, say and acknowledge, on their several oaths, in the County and State aforesaid, that they respectively reside at the above-stated addresses, that they are respectively the above-stated corporate officers of said Corporation and that said Corporation executed the said instrument; that they know the seal of said Corporation; that the seal affixed to said instrument is the corporate seal of said Corporation; that they, being informed of the contents of the said instrument, signed and sealed said instrument as such officers and that they executed the same in the name and on behalf of said Corporation by order, authority and resolution of its Board of Directors and that they signed their names as such officers thereto by like order; that their signatures are in their own proper handwriting; that they executed said instrument as their free and voluntary act and deed and as the free and voluntary act and deed of said Corporation for the consideration,

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uses and purposes therein set forth and expressed and that they delivered the same as such.

IN WITNESS WHEREOF, I have hereunto set my hand and affixed my official seal in the County and State aforesaid on JULY 29, 1988.

Notary Public
Notary Public in and for said County
and State.

My commission expires

June 22, 1990

JOANN K. KERR
Notary Public, State of Ohio
My Commission Expires June 22, 1890

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ASSIGNEE

STATE OF OHIO)
) ss.:
COUNTY OF HAMILTON)

Subscribers:

Name: Dennis Broderick

Corporate office: Vice President

Home residence: 8617 Twilight Tear Lane, Cincinnati, Ohio 45249

Name: Mark Kennedy

Corporate office: Assistant Secretary

Home residence: 7475 Demar Road, Cincinnati, Ohio 45243

Corporation: MAINSTREET RETAIL STORES, INC.

State of Incorporation: Delaware

Date of Instrument: JULY 29, 1968

Before me, the below Notary Public in and of the above County and State, duly commissioned and sworn, personally appeared the Subscribers, to me personally well known and well known to me to hold the respective corporate offices indicated above in the Corporation named above which is the corporation named in and executing the within instrument bearing the date set forth above, which instrument was displayed to me in the County and State aforesaid, by the Subscribers who are known to me to be the identical persons who subscribed the name of the maker thereof to the foregoing instrument as its above indicated corporate officers, respectively, who, by me being duly sworn, did severally depose, say and acknowledge, on their several oaths, in the County and State aforesaid, that they respectively reside at the above-stated addresses, that they are respectively the above-stated corporate officers of said Corporation and that said Corporation executed the said instrument; that they know the seal of said Corporation; that the seal affixed to said instrument is the corporate seal of said Corporation; that they, being informed of the contents of the said instrument, signed and sealed said instrument as such officers and that they executed the same in the name and on behalf of said Corporation by order, authority and resolution of its Board of Directors and that they signed their names as such officers thereto by like order; that their signatures are in their own proper handwriting; that they executed said instrument as their free and voluntary act and deed and as the free and voluntary act and deed of said Corporation for the consideration,

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uses and purposes therein set forth and expressed and that they delivered the same as such.

IN WITNESS WHEREOF, I have hereunto set my hand and affixed my official seal in the County and State aforesaid on JULY 29, 1988.

[Signature]
Notary Public in and for said County
and State.

My commission expires

June 22, 1990

JOANN K KERR
Notary Public, State of Ohio
My Commission Expires June 22, 1990

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File Number: 380020
Division: Main Street
Type: Store
Location: Golf Mill, IL

EXHIBIT A

(Legal Description of Leased Premises)

Part II Tenant's Parcel

That part of the Northeast Quarter of the Northwest Quarter of Section 14, Township 41 North, Range 12 East of the Third Principal Meridian, described as follows:

Commencing at the northwest corner of said Northeast Quarter of the Northwest Quarter, which is the intersection of the centerline of Golf Road and the centerline of Greenwood Avenue; thence southerly along the west line of said Northeast Quarter of the Northwest Quarter for a distance of 1150.00 feet to a point; thence on an assumed bearing of North 71 Degrees 00 Minutes 00 Seconds East for a distance of 756.72 feet to a point; thence North 19 Degrees 00 Minutes 00 Seconds West for a distance of 253.16 to the point of beginning; thence continuing North 19 Degrees 00 Minutes 00 Seconds West for a distance of 44.00 feet to a point; thence South 71 Degree 00 Minutes 00 Seconds West for a distance of 75.33 feet to a point; thence North 19 Degrees 00 Minutes 00 Seconds West for a distance of 243.83 feet to a point; thence North 71 Degrees 00 Minutes 00 Seconds East for a distance of 62.66 feet to a point; thence North 19 Degrees 00 Minutes 00 Seconds West for a distance of 32.00 feet to a point; thence North 71 Degrees 00 Minutes 00 Seconds East for a distance of 38.00 feet to a point; thence South 19 Degrees 00 Minutes 00 Seconds East for a distance of 32.00 feet to a point; thence North 71 Degrees 00 Minutes 00 Seconds East for a distance of 79.17 feet to a point; thence South 19 Degrees 00 Minutes 00 Seconds East for a distance of 143.17 feet to a point; thence North 71 Degrees 00 Minutes 00 Seconds East for a distance of 32.00 feet to a point; thence South 19 Degrees 00 Minutes 00 Seconds East for a distance of 38.00 feet to a point; thence South 71 Degrees 00 Minutes 00 Seconds West for a distance of 32.00 feet to a point; thence South 19 Degrees 00 Minutes 00 Seconds East for a distance of 106.66 feet to a point; thence South 71 Degrees 00 Minutes 00 Seconds West for a distance of 104.50 feet to the point of beginning, in Cook County, Illinois,

Said tract containing 1.17 acres, more or less.

09-14-112-007

590 GOLF MILL SHOPPING CENTER

NILES, IL 60448

Exhibit A
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File Number: 280020
Division: MainStreet
Type: Store
Location: Golf Mill, IL

EXHIBIT B

1. Indenture of Lease by and between Milwaukee Golf Development Co. and Federated Department Stores, Inc., dated March 8, 1985.
2. Memorandum of Lease dated March 8, 1985 by and between Milwaukee Golf Development Co. and Federated Department Stores, Inc., and recorded as Document No. 27477635 and LR 3424767 in the Official Public Records of Cook County, Illinois.
3. Non-Disturbance and Attornment Agreement dated March 8, 1985 by and between Golf Mill State Bank and Federated Department Stores, Inc. and Milwaukee Golf Development Company recorded as Document No. 27477636 and No. LR 3424768 in the Official Public Records of Cook County, Illinois.
4. Letter agreement dated February 27, 1985 between Federated Department Stores, Inc. and Milwaukee Golf Development Co.
5. Letter Agreement dated December 19, 1985 between Federated Department Stores, Inc., and Golf Mill Development Company.

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