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

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

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

File Number: 280032
Division: MainStreet

ASSIGNMENT AND ASSUMPTION OF LEASE

AGREEMENT, made as of November 22, 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:

Witness:

Janet E. Finley

Witness:

Christopher Finney

Assignor:

FEDERATED DEPARTMENT STORES, INC.,
a Delaware corporation

By:

Darryl R. Mangon
Name: Darryl R. Mangon
Title: Vice President

Attest:

Gwyneth G. Stewart
Name: Gwyneth G. Stewart
Title: Assistant Secretary

[Corporate Seal]

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

Witness:

Janet E. Finley

Witness:

Christopher Finney

Assignee:

MAINSTREET RETAIL STORES, INC.,
a Delaware corporation

By:

Dennis J. Broderick
Name: Dennis J. Broderick
Title: Vice President

Attest:

Klaus M. Ziermaier
Name: Klaus M. Ziermaier
Title: Assistant Secretary

[Corporate Seal]

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ASSIGNOR

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

Subscribers:

Name: Daryl K. Mangan

Corporate office: Senior Vice President

Home residence: 2589 Willowbrook Drive, Cincinnati, Ohio 45237

Name: Gwyneth G. Stewart

Corporate office: Assistant Secretary

Home residence: 3337 Woodford Road, Cincinnati, Ohio 45213

Corporation: Federated Department Stores, Inc.

State of incorporation: Delaware

Date of instrument: November 22, 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,

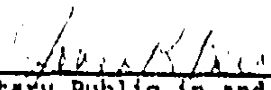
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uses and purposes therein set forth and expressed and that they delivered the same as such.

IN WITNESS WHEREOF, I have hereunto set my hand and affixed my official seal in the County and State aforesaid on November 22, 1988.



Notary Public in and for said County
and State.

My commission expires

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

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ASSIGNEE

STATE OF OHIO)
) SS.1
COUNTY OF HAMILTON)

Subscribers:

Name: Dennis J. Broderick

Corporate office: Vice President

Home residence: 8617 Twilight Tear Lane, Cincinnati, Ohio 45244

Name: Klaus M. Ziermaier

Corporate office: Assistant Secretary

Home residence: 1065 Fox Run Road, Milford, Ohio 45150

Corporation: MAINSTREET RETAIL STORES, INC.

State of incorporation: Delaware

Date of instrument: November 22, 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 herunto set my hand and affixed my official seal in the County and State aforesaid on November 22, 1988.

Joann R. Kerr
Notary Public in and for said County
and State.

My commission expires

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

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File Number: 280032
Division: Main Street
Type: Store
Location: River Oaks, IL

Exhibit A

(Legal Description of Leased Premises)

The Leased Premises consist of the Building indicated as the Store on Exhibit A-1 attached (as the same may be expanded in accordance with the terms of the lease) and are located on the following described property:

Lot 10 in Venture Urban Subdivision, a resubdivision of Lot 3 (excepting therefrom that part taken for additional right-of-way for 159th Street in Case No. 80 L 10516 in the Circuit Court of Cook County, Illinois) and of Lot 4 in Resubdivision of Lot 2 in River Oaks West Unit No. 2, a subdivision of part of the Northeast 1/4 of Section 24, Township 36 North, Range 14, East of the Third Principal Meridian, in Cook County, Illinois.

29-24-200-053

603 RIVER OAKS WEST

CALUMET CITY, IL

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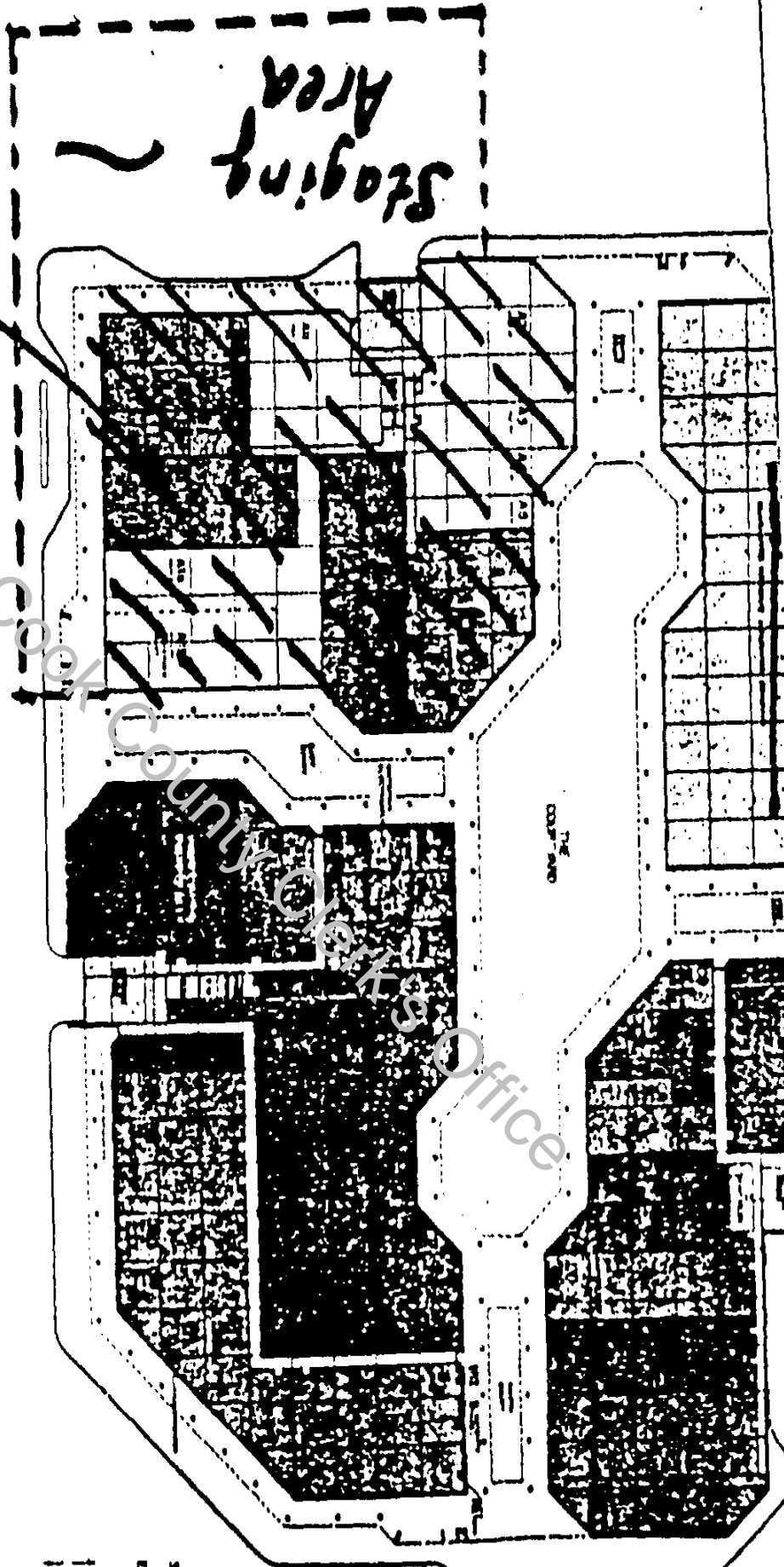
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Store

Staging Area

TORRENCE AVENUE

EXHIBIT A-1
File Number: 280032
Division: Main Street
Type: Store
Location: River Oaks, IL



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1. Lease dated as of March 25, 1985 between La Salle National Bank as Trustee under Trust Agreement dated September 10, 1974 and known as Trust No. 48200 ("La Salle") and Federated Department Store, Inc. ("FDS").
2. Non-Exclusive Easement Agreement dated as of May 30, 1986 between Denny's Inc. and FDS.

(Lease and Related Documents)

EXHIBIT B

File Number:	280032
Division:	Main Street
Type:	Store
Location:	River Oaks, IL