This instrument was prepared by the attorney named below in consultation with counsel in the State in which the Premises is located and, when recorded, the recorded counterpart should be returned to:

89321601

Tira Harpaz, Esq.
Davis Polk & Wardwell
1 Chase Manhattan Plaza
New York, New York 10005

\$17.00

LEASE SUBORDINATION AGREEMENT

dated as of July 7, 1989

among

SWISS BANK CORPORATION, NEW YORK BRANCH, As Mortgagee

and

CPS DEPARTMENT STORES, INC., as Terant

FILED FOR RECORD

Property Located At:

Randhurst 999 North Elmhurst Road Mt. Prospect, Illinois

P.I.N. 03-27-401-007-000

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LEASE SUBORDINATION AGREEMENT

AGREEMENT dated as of July 1, 1989 between SWISS BANK CORPORATION, NEW YORK BRANCH, having an office at 4 World Trade Center, Box 395, Church Street Station, New York, New York 10008 ("Mortgagee"), and CPS DEPARTMENT STORES, INC., a Delaware corporation having an office at 36 South Wabash Avenue, Chicago, IL 60603 ("Tenant").

WHEREAS, Mortgagee is the holder of the Mortgage, and Assignment of Rents, Leases and Leasehold Interests dated as of the date hereof (the "Mortgage"), with respect to the property described on Exhibit A attached hereto;

WHEREAS Tenant is the tenant under a Lease (the "Lease") more particularly described in Exhibit B hereto relating to the property described on Exhibit A attached hereto; and

Tenant and Mortgagee desire to confirm their understanding with respect to the Lease and the Mortgage.

NOW THEREFORE, Tenant agrees that the Lease and all of its right, title and interest thereunder are now and at all times hereafter shall continue to be subject and subordinate to the Mortgage, all indebtedness now or hereafter secured thereunder and all of Mortgagee's right, title and interest thereunder.

CPS DEPARTMENT STOKES, INC.

Bv:

tredunck (Sugal me: Frederick G. Kraegel

Name: Frederick G. Kraegel Title: Assistant Secretary

Attest:

Bv

Earl E. Cunion

Title: Secretary

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ACKNOWLEDGEMENT

STATE OF NEW YORK)
COUNTY OF KINGS; SS

Julia Martori I, a Notary Public in and for said County in the State aforesaid, do hereby certify that Frederick G. Kraegel, the Assistant Secretary of CPS Department Stores, Inc., a Delaware corporation, and Earl E. Cunion, the Secretary of said corporation, and personally known to me to be the same persons whose names are subscribed to the foregoing instrument, appeared before me this day in person and severally acknowledged that they signed and delivered the said instrument as said Assistant Secretary and Secretary, respectively and caused the Corporate Seal of said corporation to be affixed thereto, pursuant to authority given by the Board of Directors of said corporation, as their free and voluntary act and as the free and voluntary act and deed of said corporation, for the uses and purposes therein set for th.

GIVEN under my hand and Notarial Seal this 5th day of July, 1989.

Julia Marton

[Notary Seal]

My commission expires:

NOTARY PUBLIC, SLEES OF NEW YORK
NO. 24-4930371
Qualified in Kings County
Commission Expires May 9, 1990

TO OF COOP COUNTY CLORA'S OFFICE

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TUCKELLE.

The West ½ of the Southeast ¼ of Section 27 and the West 460 feet, as measured along the North line of the East ½ of the Southeast ¼ of Section 77, all in Township 42 North, Range 11, East of the 3rd Principal Meridian, excepting those portions of the foregoing described property dedicated, condemned, conveyed, granted or used for road or highway purposes or water, gas, electricity, sewer and other public utility purposes.

999 N. Elmhurst Road Mount Prospect, IL 60056

P.I.N. 03 -27-401-077-000

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C/O/H/S O/F/CO

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Property of Cook County Clark's Office

Randhurst

Sublease

a. Original Sublease

Date:

June 25, 1985.

Sublessor:

CPS Realty Partnership.

Sublessee:

Carson Pirie Scott & Company.

b. Assignment

Carson Pirie Scott & Company's interest as sublessee was assigned to CPS Department Stores, Inc., a Delaware corporation, pursuant to Assignment dated November 24, 1987.

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