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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:

89321603

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 DEPARTMENC STORES, INC., as Tenant

Property Located At:

Domestics Warehouse (Industrial Building) 4944 West 73rd Street Bedford Park, Illinois

P.I.N. 19-28-201-028 FILED FOR RECORD

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LEASE SUBORDINATION AGREEMENT

UNOFFICIAL CC

AGREEMENT dated as of July 2/2, 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 STORES, INC.

Frederick G. Kraegel

Title: Assistant Secretary

Attest:

Name: Earl E. Cunion

Title: Secretary

Or Coot County Clort's Office

ACKNOWLEDGEMENT

STATE OF NEW YORK)	
HINAS	:	SS
COUNTY OF NEW KRY)	

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 Farl 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 forth.

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

Jules Marton

[Notary Seal]

My commission expires:

JULIA, MARTORI HOTARY PUBLIC, State of New York No. 24-4930371 Gualified in Kings County Commission Expires May 9, 1990

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EXPLIBIT A

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Office

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SUBLSCEE

That part of the North 1303.0 feet (measured at right angles) of the North Eas Quarter of the North East Quarter of Section 28, Township 38 North, Range 1 East of the Third Principal Meridian, described as follows: Beginning at a point in the South line of the North 1303. 0 feet (measured at right angles) of the North East Quarter of the North East Quarter of Section 28, aforesaid, 757.0 feet Acat of the East line thereof; thence continuing West along said South linfor a distance of 400.0 feet to a point 197.2 feet East of the East line of a rail road right-of-way, said railroad right-of-way line being a lize drawn at right angles to the North line of said Section 28 through a point 1343, 59 feet West o: the North East corner of Section 28, aforesaid; theace North at right angles to said South line of said North 1303.0 feet, for a distance of 282.72 feet to an intersection with a convex do the South West; thence Northwester along said curved line, with a radius of 259. 21 feet, a distance of 263. 49 feet to a point of tangent; thence Northwesterly along said tangent line 21.03 feet t a point in the railroad right-of-way, hereistabre described, said point being 834.59 feet South of the Norta lips of Section 28, aforesaid; thence Southeast: along a curved line, convex Southwesterly, having a radius of 244.01 feet, for distance of 154.17 feet to a point of compound curve; thence Southeasterly alo a curve, convex Southwesterly, bardes a radius of 372. 26 feet, for a distance 72.77 feet, to a point of compound curve; thence Southeasterly along a curve, convex Southwesterly, having a radius 65/244.01 fact, for a distance of 97.24 feet, to a point of tangency with a line 1008,6 feet South of and parallel with the North line of Section 28, aforesaid; thence East along said parallel line for a distance of 195. 56 feet; thence Southeasterly 121. 34 feet to a point in a line 1026. 0 feet South (measured at right angles) of and parallel with the North list of the North East Quarter of Section 28, aloresaid; these East along said lin for a distance of 30.0 feet to a point in a line drawn through the point of begin and being at right angles to the South line of said North 130% 0 feet; thence Soalong said right angle line for a distance of 277.0 feet to the point of beginning is Cook County, Illinois.

Domestics Warehouse (Industrial Building) 4944 West 73rd Street Bedford Park, Illinois

P.I.N. 19-28-201-028

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SOBISEE

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Bedford Park Domestics Warehouse

EXHIBIT B

Sublease

a. Original Subinate

Date:

April 25, 1987.

Sublessor:

CPS lealty Partnership.

Sublessee:

Carson Pirie Scott & Company, a

Delaware corporation.

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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County Clark's Office