

EMBASSY PLAZA

After recording return to:

Michael P. Sorenson, Esq.
Berkeley Federal Bank & Trust FSB
The Forum, Suite 531
1675 Palm Beach Lakes Blvd.
West Palm Beach, FL 33401

Prepared by
CONDELT BROTHERS
114 Avenue of Americas
NY NY 10036-4120
ATTN: Harry Harman

DEPT-01 RECORDING \$29.00
T#0012 TRAN 7892 11/30/95 11:54:00
#3529 + CG *-95-828605

ASSIGNMENT OF NOTE, MORTGAGE, COOK COUNTY RECORDER
ASSIGNMENT OF LEASES AND RENTS AND LOAN DOCUMENTS
1401- 7188453 E 13

For and in consideration of the sum of one dollar (\$1.00) and other good and valuable consideration, the receipt of which is hereby acknowledged, Internationale Nederlanden (U.S.) Capital Corporation, a Delaware corporation ("Assignor"), does hereby, through its duly appointed and authorized officers and/or representatives, bargain, sell, give, grant, convey, transfer, set over and assign, WITHOUT RECOURSE, to Berkeley Federal Bank & Trust FSB, its successors and assigns, all of Assignor's rights, title and interest in, to and under (a) that certain loan (the "Loan") evidenced and secured by the following instruments and documents, as such Loan has been modified, assigned and transferred to Assignor, and (b) the following instruments and documents, as such instruments and documents have been modified, assigned and transferred to Assignor:

- (i) those certain documents evidencing the Loan (collectively, the "Notes") more particularly described on Exhibit A attached hereto and made a part hereof;
- (ii) those certain recorded mortgage documents securing the Notes and the Loan more particularly described on Exhibit B attached hereto and made a part hereof;
- (iii) those certain recorded assignment of rents and lease documents securing the Notes and the Loan more particularly described on Exhibit C attached hereto and made a part hereof; and
- (iv) all of Assignor's "Loan Documents". For the purposes hereof, "Loan Documents" shall mean all documents, excluding the "Excluded Documents" (as defined in that certain Loan Sale Agreement dated October 27, 1995 by and between Assignor and Assignee) in the possession of Assignor pertaining to the Loan, including but not limited to, loan agreements, guaranties, security agreements, financing statements, affidavits and certificates, environmental indemnities, general credit information, credit records of Borrower, payment histories, signed loan applications, appraisals, property insurance policies, certificates of mortgage insurers, title insurance policies, escrow accounts, contracts, attorneys opinions and other documents executed in favor of the original lender or Assignor in connection with the Loan.

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BOX 300-CTI

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IN WITNESS WHEREOF, said Assignor has caused this Assignment to be executed on this ___ day of November, 1995.

ASSIGNOR:

INTERNATIONALE NEDERLANDEN
(U.S.) CAPITAL CORPORATION,
a Delaware corporation

By: Brendon J. Myer
Name: BRENDON S. MYERSON
Title: VICE PRESIDENT

Acknowledgement

State of New York }
County of New York }

This instrument was acknowledged before me this 20th day of November, 1995 by Brendon Myerson as the Vice President of Internationale Nederlanden (U.S.) Capital Corporation, a Delaware corporation, on behalf of said corporation.

[Signature]
Notary Public

(Affix Notary Stamp)

SANDRA L. U.
NOTARY PUBLIC, State of New York
No. 0116001382
Qualified in Nassau County
Commission Expires August 1, 1996

Pen #'s

- 07-01-101-008
- 07-01-101-009
- 07-12-101-003
- 07-12-101-024

LOCATED AT THE NORTHWEST CORNER OF
Mechanic Road AND Drummer Road
Schaumburg, Illinois

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Exhibit A

The Notes

The Notes are as follows:

(i) that certain Amended and Restated Promissory Note in the original principal amount of \$16,400,000.00 dated December 22, 1988 and restated as of June 1, 1993 in the amount of \$13,200,000.00 from American National Bank and Trust Company of Chicago, as Trustee under that certain Land Trust Agreement dated December 15, 1988 and known as Trust Number 107177-00 ("Trustee") to Heller Real Estate Loan, Inc. ("HREL"), and

(ii) that certain Promissory Note in the original principal amount of \$10,141,615.00 dated June 1, 1993 from Trustee to HREL.

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Exhibit B

Recorded Mortgage Documents

MORTGAGE, SECURITY AGREEMENT AND ASSIGNMENT OF LEASES AND RENTS in the original principal amount of \$16,400,000.00 dated as of December 22, 1988 from American National Bank and Trust Company of Chicago, as Trustee under that certain Land Trust Agreement dated December 15, 1988 and known as Trust Number 107177-00 ("Trustee") to Heller Financial, Inc. ("Heller") and recorded in the office of the Recorder of Deeds, Cook County, Illinois ("Recorder's Office") on December 28, 1988 as Document Number 88596806; which mortgage was thereafter assigned by that certain ASSIGNMENT OF LOAN DOCUMENTS dated May 8, 1991 from Heller to Heller Real Estate Loan, Inc. ("HREL") and recorded in the Recorder's Office on May 11, 1992 as Document Number 92320950; which mortgage was thereafter modified by that certain MODIFICATION AGREEMENT dated as of August 15, 1991 by and among Trustee, 55 Equities Limited Partnership ("55 Equities") and Heller and recorded in the Recorder's Office on September 9, 1991 as Document Number 91464229; which mortgage was thereafter further modified and spread by that certain MORTGAGE SPREADER AGREEMENT dated as of March 18, 1993 by and among Trustee, 55 Equities and Heller and recorded in the Recorder's Office on March 24, 1993 as Document Number 93219113, and re-recorded in the Recorder's Office (to substitute HREL for Heller) on August 10, 1993 as Document Number 93628036; which mortgage was thereafter further modified by that certain unrecorded SECOND MODIFICATION AGREEMENT dated as of June 1, 1993 by and among Trustee, 55 Equities and HREL; which mortgage was thereafter amended by that certain SECOND AMENDMENT TO MORTGAGE, SECURITY AGREEMENT AND ASSIGNMENT OF LEASES AND RENTS AND SECOND AMENDMENT TO ASSIGNMENT OF LEASES AND RENTS dated as of June 1, 1993 by and between Trustee and HREL and recorded in the Recorder's Office on August 10, 1993 as Document Number 93628037.

Clerk's Office

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Exhibit C

Recorded Assignments of Rents and Leases

ASSIGNMENT OF LEASES AND RENTS dated as of December 22, 1988 from Trustee to Heller and recorded in the Recorder's Office on December 28, 1988 as Document Number 88596807; which assignment of leases and rents was thereafter assigned by that certain ASSIGNMENT OF LOAN DOCUMENTS dated May 8, 1991 from Heller to HREL and recorded in the Recorder's Office on May 11, 1992 as Document Number 92320950; which assignment of leases and rents was thereafter modified by that certain MODIFICATION AGREEMENT dated as of August 15, 1991 by and among Trustee, 55 Equities and Heller and recorded in the Recorder's Office on September 9, 1991 as Document Number 91464229; which assignment of leases and rents was thereafter further modified by that certain MORTGAGE SPREADER AGREEMENT dated as of March 18, 1993 by and among Trustee, 55 Equities and Heller and recorded in the Recorder's Office on March 24, 1993 as Document Number 93219113, and re-recorded in the Recorder's Office (to substitute HREL for Heller) on August 10, 1993 as Document Number 93628036; which assignment of leases and rents was thereafter further modified by that certain unrecorded SECOND MODIFICATION AGREEMENT dated as of June 1, 1993 by and among Trustee, 55 Equities and HREL; which assignment of leases and rents was thereafter amended by that certain SECOND AMENDMENT TO MORTGAGE, SECURITY AGREEMENT AND ASSIGNMENT OF LEASES AND RENTS AND SECOND AMENDMENT TO ASSIGNMENT OF LEASES AND RENTS dated as of June 1, 1993 by and between Trustee and HREL and recorded in the Recorder's Office on August 10, 1993 as Document Number 93628037.

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