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 DEPT-01 RECORDING \$39.00
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 #7545 # JM *-95-898172
 COOK COUNTY RECORDER

ASSIGNMENT OF LOAN

This Assignment of Loan (this "Assignment") is made as of the date set forth below by KPC PORTFOLIO CORP., a Delaware corporation ("Assignor"), pursuant to a certain Purchase and Sale Agreement by and between Kemper Corporation ("Seller") and AB Holdings I, L.L.C. (the "Agreement"). All capitalized terms used but not defined herein are defined in the Agreement. The Agreement is hereby incorporated herein by reference to the extent any provision thereof survives the closing thereunder.

Assignor, for good and valuable consideration, the receipt and sufficiency of which are hereby acknowledged, hereby absolutely sells, transfers, assigns, delivers, sets-over and conveys to AB LOAN I, L.L.C. ("Assignee"), without recourse to Assignor or Seller and without representation or warranty by Assignor or Seller, expressed or implied, except as expressly set forth in the Agreement, the Loan identified with reference to all notes and mortgages evidencing or securing same described on Exhibit A attached hereto and any and all other Loan Documents encumbering that certain real property described on Exhibit B attached hereto, together with all of Assignor's right, title and interest in, to and under any Asset Litigation relating to the Loan (all of the foregoing, collectively, the "Assigned Property").

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BOX 333-CT1

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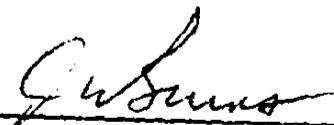
TO HAVE AND TO HOLD the Assigned Property,
together with all and singular the rights and privileges
thereunto in any wise belonging unto Assignee, its
successors and assigns, forever.

DATED: December 20, 1995

KFC PORTFOLIO CORP., a
Delaware corporation

WITNESS:


Name: John East

By: 
Name: JOHN W. BURNS
Title: TREASURER

Property of Cook County Clerk's Office

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ACKNOWLEDGMENT AND ASSUMPTION:

Assignee, for the benefit of Assignor and its successors and assigns, hereby accepts the foregoing Assignment, and assumes and shall undertake, comply with and discharge all Legal Requirements pertaining to the Assigned Property (including, without limitation, Legal Requirements pertaining to unfair credit collection practices), all Lender Contractual Requirements and all duties, obligations and liabilities of Assignor under any Asset Litigation, accruing on or after the Cut-Off Date.

AB LOAN I, L.L.C., a Delaware limited liability company

WITNESS:

Leather Work
Name: Leather Work

By: William A. Scully
Name: William A. Scully
Title: Senior Vice President of AB, Sub II, Inc. a Delaware Corporation, its Managing Member

This document was prepared by:

Steven Simkin, Esq.
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1285 Avenue of the Americas
New York, N.Y. 10019-6064

RECORD AND RETURN TO:

John Gerhard, Esq.
Cravath, Swaine & Moore
Worldwide Plaza
825 Eighth Avenue
New York, N.Y. 10019

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Exhibit A

Promissory Note, dated December 30, 1994, made by Hoffman Homes, Inc. and nineteen (19) other obligors in favor of KFC Portfolio Corp. in the original principal amount of \$5,200,000.

Mortgage, Fixture Filing and Security Agreement with Assignment of Cash Collateral, dated September 22, 1988, by The Hoffman Group, Inc., successor to Hoffman Homes, Inc. ("Borrower") in favor of Kemper Investors Life Insurance Company ("KILICO"), and recorded on September 23, 1988 in the Office of the County Recorder of Deeds of DuPage County, Illinois (the "DuPage Recorder") as Document No. R88-108701 (Carol Stream).

First Amendment to Mortgage, Fixture Filing and Security Agreement with Assignment of Cash Collateral, dated October 15, 1991, by and between Borrower and KILICO, and recorded on November 13, 1991 with the DuPage Recorder as Document No. R91-151877 and as 91U 4876 (Carol Stream).

Modification of Mortgage, Fixture Filing and Security Agreement with Assignment of Cash Collateral, dated May 8, 1992, by and between Borrower and KILICO, and recorded on May 18, 1992 with the DuPage Recorder as Document No. R92-093026 (Carol Stream).

Assignment of Mortgage, dated December 30, 1994, by KILICO to and in favor of KFC Portfolio Corp., and recorded on February 1, 1995 with the DuPage Recorder as Document No. R95-012509 (Carol Stream).

Modification of Mortgage, Fixture Filing and Security Agreement with Assignment of Cash Collateral, dated December 30, 1994, by and between Borrower and KILICO, and recorded with the DuPage Recorder as Document No. R95-012510 (Carol Stream).

Mortgage, Fixture Filing and Security Agreement with Assignment of Cash Collateral, dated September 22, 1988, made by LaSalle National Bank, as Trustee under Trust 112357 in favor of KILICO, and recorded on September 23, 1988 with the Office of the Recorder of Deeds of Cook County, Illinois (the "Cook Recorder") as Document No. 88-437191 (Arlington Heights).

First Amendment to Mortgage, Fixture Filing and Security Agreement with Assignment of Cash Collateral, dated October 15, 1991, by and between Trustee and KILICO, and recorded on November 7, 1991 with the Cook Recorder as Document No. 91-586351 (Arlington Heights).

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Modification of Mortgage, Fixture Filing and Security Agreement with Assignment of Cash Collateral, dated May 8, 1992, by and between Trustee and KILICO, and recorded May 14, 1992 with the Cook Recorder as Document No. 92-333830 (Arlington Heights).

Assignment of Mortgage, dated December 30, 1994, by KILICO to and in favor of KFC Portfolio Corp., and recorded on January 30, 1995 with the Cook Recorder as Document No. 95-069728 (Arlington Heights).

Modification of Mortgage, Fixture Filing and Security Agreement with Assignment of Cash Collateral, dated December 30, 1994, by and between Trustee and KFC Portfolio Corp., and recorded on January 31, 1995 with the Cook Recorder as Document No. 95-070119 (Arlington Heights).

Mortgage, Fixture Filing and Security Agreement with Assignment of Cash Collateral, dated September 22, 1988, made by Borrower in favor of KILICO, and recorded on September 23, 1988 with the DuPage Recorder as Document No. R88-108698 (Glendale Heights).

First Amendment to Mortgage, Fixture Filing and Security Agreement with Assignment of Cash Collateral, dated October 15, 1991, by and between Borrower and KILICO, and recorded on November 13, 1991 with the DuPage Recorder as Document No. R91-151878 (Glendale Heights).

Modification of Mortgage, Fixture Filing and Security Agreement with Assignment of Cash Collateral, dated May 8, 1992, by and between Borrower and KILICO, and recorded on May 18, 1992 with the DuPage Recorder as Document No. R92-093025 (Glendale Heights).

Assignment of Mortgage, dated December 30, 1994, by KILICO to and in favor of KFC Portfolio Corp., and recorded on February 1, 1995 with the DuPage Recorder as Document No. R95-012511 (Glendale Heights).

Modification of Mortgage, Fixture Filing and Security Agreement with Assignment of Cash Collateral, dated December 30, 1994, by and between Borrower and KFC Portfolio Corp., and recorded on February 1, 1995 with the DuPage Recorder as Document No. R95-012512 (Glendale Heights).

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Exhibit B

RT 53 & PALATINE

Arlington Heights Parcel

ROAD

ARLINGTON HEIGHTS

THAT PART OF LOT 5 IN GEORGE KIRCHOFF ESTATE SUBDIVISION OF PARTS OF SECTIONS 12 AND 13, TOWNSHIP 42 NORTH, RANGE 10, EAST OF THE THIRD PRINCIPAL MERIDIAN AND SECTIONS 7 AND 18, TOWNSHIP 42 NORTH, RANGE 11, EAST OF THE THIRD PRINCIPAL MERIDIAN, DESCRIBED AS FOLLOWS: COMMENCING AT A POINT IN THE WEST LINE OF SAID SECTION 7 THAT IS DISTANT 17.82 FEET NORTH OF THE SOUTHWEST CORNER OF SAID SECTION 7 AND THE SOUTHWEST CORNER OF SAID LOT 5, SAID POINT BEING THE NORTHEAST CORNER OF SAID SECTION 13; THENCE NORTH ALONG THE WEST LINE OF SAID SECTION 7, BEING ALSO THE WEST LINE OF SAID LOT 5, FOR A DISTANCE OF 1649.00 FEET TO THE POINT OF INTERSECTION OF SAID WEST LINE WITH THE NORTHWESTERLY EXTENSION OF THE SOUTHWESTERLY LINE OF SAID ROAD AS THE SAME IS NOW LOCATED AND ESTABLISHED; THENCE SOUTHWESTERLY ALONG SAID SOUTHWESTERLY LINE OF SAID ROAD FOR A DISTANCE OF 265.92 FEET; THENCE WESTERLY ALONG A STRAIGHT LINE FOR A DISTANCE OF 28.28 FEET TO A POINT ON A LINE DRAWN PERPENDICULAR TO SAID CENTER LINE OF SAID ROAD FROM A POINT THEREON THAT IS DISTANT 298.00 FEET SOUTHEASTERLY OF THE WEST LINE OF SAID SECTION 7 (AS MEASURED ALONG SAID CENTER LINE), SAID POINT ON THE PERPENDICULAR LINE BEING DISTANT 70.00 FEET SOUTHWESTERLY OF SAID CENTER LINE OF SAID ROAD (AS MEASURED ALONG SAID PERPENDICULAR LINE); THENCE SOUTHWESTERLY ALONG SAID LINE DRAWN PERPENDICULAR TO THE CENTER LINE OF SAID ROAD, FOR A DISTANCE OF 83.02 FEET TO A POINT THAT IS DISTANT 96.00 FEET EAST OF THE WEST LINE OF SAID SECTION 7, AS MEASURED PERPENDICULAR TO SAID WEST LINE FROM A POINT THEREON THAT IS 329.94 FEET SOUTH OF SAID CENTER LINE OF SAID ROAD; THENCE SOUTH ALONG A LINE PARALLEL TO AND 96.00 FEET EAST OF THE WEST LINE OF SAID SECTION 7 FOR A DISTANCE OF 195.06 FEET; THENCE SOUTH 04 DEGREES 19 MINUTES 11 SECONDS WEST, 6.94 FEET TO A POINT FOR A PLACE OF BEGINNING, A SOUTHERLY EXTENSION OF SAID LAST DESCRIBED LINE BEARING SOUTH 04 DEGREES 19 MINUTES 11 SECONDS WEST IS DRAWN THROUGH A POINT 669.21 FEET NORTH AND 55.00 FEET EAST OF THE NORTHEAST CORNER OF SAID SECTION 13, AS MEASURED ALONG THE WEST LINE OF SAID SECTION 7 AND ALONG A LINE AT RIGHT ANGLES THERETO, SAID PLACE OF BEGINNING BEING ON A SOUTHEASTERLY LINE OF LAND TAKEN FOR ROAD PURPOSES BY CONDEMNATION CASE NO. 87 L 50249 IN THE CIRCUIT COURT OF COOK COUNTY, ILLINOIS; THENCE CONTINUING ALONG THE AFORESAID LINE BEARING SOUTH 04 DEGREES 19 MINUTES 11 SECONDS WEST, 326.32 FEET TO AN INTERSECTION WITH THE NORTHERLY LINE OF WOODS DRIVE (FORMERLY RANHAVEN LANE) ACCORDING TO THE PLAT OF DEDICATION RECORDED JULY 30, 1974 AS DOCUMENT NO. 22797785; THENCE SOUTH 85 DEGREES 40 MINUTES 49 SECONDS EAST ALONG SAID NORTHERLY LINE OF WOODS DRIVE, 8.63 FEET TO AN INTERSECTION WITH THE NORTHERLY LINE OF LAND TAKEN FOR ROAD PURPOSES BY CONDEMNATION CASE NO. 87 L 50249 IN THE CIRCUIT COURT OF COOK COUNTY, ILLINOIS; THE FOLLOWING TWO COURSES ARE ALONG THE NORTHERLY LINE OF LAND TAKEN FOR ROAD PURPOSES BY CONDEMNATION CASE NO. 87 L 50249, AFORESAID:

THENCE NORTH 81 DEGREES 05 MINUTES 37 SECONDS EAST, 122.37 FEET;
NORTH 66 08 30 EAST, 405.01

TO AN INTERSECTION WITH THE SOUTHWESTERLY LINE OF SAID ROAD AS WIDENED BY INSTRUMENT RECORDED DECEMBER 10, 1940 AS DOCUMENT NO. 12592033; THENCE NORTH 43 DEGREES 54 MINUTES 03 SECONDS WEST ALONG SAID SOUTHWESTERLY LINE OF SAID ROAD AS WIDENED, 458.87 FEET TO THE SOUTHEASTERLY LINE OF LAND TAKEN FOR ROAD PURPOSES BY CONDEMNATION CASE NO. 87 L 50249 IN THE CIRCUIT COURT OF COOK COUNTY, ILLINOIS; THENCE SOUTH 39 DEGREES 59 MINUTES 15 SECONDS WEST ALONG SAID LAST DESCRIBED SOUTHEASTERLY LINE, 244.53 FEET TO THE PLACE OF BEGINNING, IN COOK COUNTY, ILLINOIS.

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HASSINGER COMPANIES 10100
CAROL STREAM

Carol Stream Parcel

THAT PART OF THE EAST HALF OF THE SOUTHEAST QUARTER AND THAT PART OF THE EAST HALF OF THE NORTHEAST QUARTER OF SECTION 18, TOWNSHIP 40 NORTH, RANGE 10, EAST OF THE THIRD PRINCIPAL MERIDIAN DESCRIBED AS FOLLOWS: BEGINNING AT THE INTERSECTION OF THE WEST LINE OF THE EAST HALF OF THE NORTHEAST QUARTER OF SAID SECTION 18 WITH THE SOUTHERLY RIGHT OF WAY LINE OF ARMY TRAIL ROAD AS DEDICATED BY DOCUMENT NUMBER 453489; THENCE ALONG THE SOUTHERLY RIGHT OF WAY LINE OF SAID ARMY TRAIL ROAD THE FOLLOWING TWO COURSES; THENCE EASTERLY ALONG A CURVE CONVEX SOUTHERLY, HAVING A RADIUS OF 22,868.33 FEET, AN ARC DISTANCE OF 383.88 FEET (388.03 RECORD), THE ASSUMED CHORD WHICH BEARS SOUTH 88 DEGREES 25 MINUTES 11 SECONDS EAST; 383.88 FEET TO A POINT OF TANGENCY; THENCE SOUTH 88 DEGREES 54 MINUTES 33 SECONDS EAST; 842.81 FEET (842.13 RECORD) TO THE WESTERLY RIGHT OF WAY LINE OF MERBACH DRIVE AS DEDICATED BY BLAKE FARM DUPLEX UNIT 2 RECORDED SEPTEMBER 8TH, 1908 AS DOCUMENT NUMBER 808-108403. THENCE SOUTHERLY AND SOUTHWESTERLY ALONG THE WESTERLY RIGHT OF WAY OF MERBACH DRIVE THE FOLLOWING FOUR COURSES: THENCE SOUTH 00 DEGREE 00 MINUTES 48 SECONDS EAST, 150.72 FEET TO A POINT OF CURVATURE; THENCE SOUTHWESTERLY ALONG A CURVE CONVEX SOUTHEASTERLY, HAVING A RADIUS OF 397.00 FEET, AN ARC DISTANCE OF 304.24 FEET TO A POINT OF TANGENCY; THENCE SOUTH 48 DEGREES 38 MINUTES 53 SECONDS WEST, 88.53 FEET TO A POINT OF CURVATURE; THENCE SOUTHWESTERLY ALONG A CURVE CONVEX NORTHWESTERLY, HAVING A RADIUS OF 833.00 FEET, AN ARC DISTANCE OF 189.01 FEET TO THE NORTHEAST CORNER OF STEEPLECHASE, ACCORDING TO THE PLAT THEREOF RECORDED JUNE 17TH, 1887 AS DOCUMENT NUMBER 887-088162; THENCE SOUTH 88 DEGREES 48 MINUTES 50 SECONDS WEST ALONG THE NORTHERLY LINE OF SAID STEEPLECHASE 1074.22 FEET TO THE WEST LINE OF THE EAST HALF OF THE SOUTHEAST QUARTER OF SECTION 18; THENCE ALONG SAID WEST LINE OF THE EAST HALF OF THE SOUTHEAST QUARTER OF SECTION 18 AND THE WEST LINE OF THE EAST HALF OF THE NORTHEAST QUARTER OF SECTION 18, NORTH 00 DEGREES 13 MINUTES 10 SECONDS WEST, 858.00 FEET TO THE PLACE OF BEGINNING, IN DUPAGE COUNTY, ILLINOIS

TAX I.D. NO.: 02-19-201-003
02-19-400-016

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HASSINGER COMPANIES 10100
GLENDALE HEIGHTS

Glendale Heights Parcel

LOT 2 EXCEPTING THE SOUTH 492.0 FEET AS MEASURED ALONG AND PERPENDICULAR TO THE WEST LINE THEREOF, IN GLENDALE OFFICE PARK, BEING A SUBDIVISION OF PART OF THE WEST 1/2 OF SECTION 22, TOWNSHIP 42 NORTH, RANGE 10, EAST OF THE THIRD PRINCIPAL MERIDIAN, ACCORDING TO THE PLAT THEREOF RECORDED AUGUST 1, 1980 AS DOCUMENT REC-44115, IN DUPAGE COUNTY, ILLINOIS.

PIN 02-22-110-025

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