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RECORDER FROM
Register, Inc.
314 PEARCE ST.
P.O. BOX 218
ANOKA, MINN. 55203
(612) 421-1712

STATE OF ILLINOIS
UNIFORM COMMERCIAL CODE FINANCING STATEMENT FORM UCC-1

INSTRUCTIONS:

- PLEASE TYPE this form. Fold only along perforation for mailing.
- Remove Secured Party and Debtor copies and send other 3 copies with interleaved carbon paper to the filing officer. Enclose filing fee.
- If the space provided for any item(s) on the form is inadequate the item(s) should be continued on additional sheets, preferably 5" x 8" or 8" x 10". Only one copy of such additional sheets need be presented to the filing officer with a set of three copies of the financing statement. Long schedules of collateral, indentures, etc., may be on any size paper that is convenient for the Secured Party.

This STATEMENT is presented to a filing officer for filing pursuant to the Uniform Commercial Code.

For Filing Officer (Date, Time, Number, and Filing Office)

Debtor(s) (Last Name) and address(es)

Secured Party(ies) and address(es)

130 North Michigan Avenue
Venture c/o Thomas J.
Glutznick Company
800 North Michigan Avenue
Chicago, Illinois 60611

Credit Lyonnais New York Branch
c/o Credit Lyonnais Chicago
Real Estate
227 West Montrose Street
Chicago, Illinois 60606

96785596

\$35.50

RECORDING
TRAN 6875 10/15/96 10:38:00
\$7991 + LM # -96-785596
COOK COUNTY RECORDER

1. This financing statement covers the following types (or items) of property:

All of the Debtor's fixtures described on Exhibit A attached hereto.

ASSIGNEE OF SECURED PARTY

2. (If collateral is crops) The above described crops are growing or are to be grown on: (Describe Real Estate)

3. (If applicable) The above goods are to become fixtures on ~~(The above timber is standing on ...)~~ ~~(The above minerals or the like (including oil and gas) accounts will be financed at the wellhead or minehead of the well or mine located on ...)~~ ~~(Strike what is inapplicable)~~ (Describe Real Estate)
the real estate legally described on Exhibit B attached hereto
and this financing statement is to be filed in the real estate records. (If the debtor does not have an interest of record, The name of a record owner is

4. Products of Collateral are also covered.

Additional sheets presented

Filed with Recorder's Office of Cook County, Illinois

By: See Signature of Debtor on Exhibit A
Signature of (Debtor)

By: _____
(Secured Party)*

FILING OFFICER COPY — ALPHABETICAL Rev. 3/75

*Signature of Debtor Required in Most Cases;
Signature of Secured Party in Cases Covered By UCC 9-402 (2)

This form of financing statement is approved by the Secretary of State.

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Exhibit A to Financing Statement

Debtor:

730 North Michigan Avenue Venture
c/o Thomas J. Klutznick Company
900 North Michigan Avenue
Chicago, Illinois 60611

Secured Party:

Credit Lyonnais New York Branch, as Agent
c/o Credit Lyonnais Chicago Real Estate
227 West Monroe Street
Chicago, Illinois 60606

1. This financing statement covers the following types (or items) of property:


All right, title and interest, if any, including any after-acquired right, title and interest, and including any right of use or occupancy, which Debtor may now or hereafter acquire in and to all fixtures and appurtenances of every nature whatsoever now or hereafter located in, on or now or hereafter attached to, and used or intended to be used in connection with, or with the operation of, the real property legally described on Exhibit B hereto or any construction thereat or thereon, regardless of whether the same are located on such real property or located elsewhere (including, without limitation, in warehouses or other storage facilities or in the possession of or on the premises of a bailee, vendor or manufacturer), including, but not limited to (a) all apparatus, machinery and equipment of Debtor and (b) all extensions, additions, improvements, betterments, renewals, substitutions and replacements to or of any of the foregoing.

Signature of Debtor:

730 NORTH MICHIGAN AVENUE VENTURE, an
Illinois general partnership

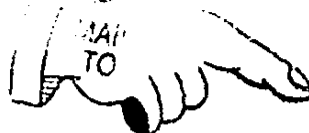
By: TKM LLC, an Illinois limited liability company

By: TK Michigan Ave. Corp., an Illinois
corporation, its manager

By: 
Its: Vice President

By: McGolden Mile Corporation, a Delaware
corporation

By: _____
Its: _____



RETURN TO:
LEXIS Document Services
135 S. LaSalle, Ste 2260
Chicago, IL 60603

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Exhibit A to Financing Statement

Debtor:

730 North Michigan Avenue Venture
c/o Thomas J. Klutznick Company
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Chicago, Illinois 60611

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Credit Lyonnais New York Branch as Agent
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Signature of Debtor:

730 NORTH MICHIGAN AVENUE VENTURE, an
Illinois general partnership

By: TKM LLC, an Illinois limited liability company

By: TK Michigan Ave. Corp., an Illinois
corporation, its manager

By: _____
Its: _____

By: McGolden Mile Corporation, a Delaware
corporation

By: Christina McCole
Its: Asst. Vice President

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PARCEL A:

ALL OF BLOCK 53 INCLUDING ALL OF THE VACATED ALLEYS LOCATED THEREIN IN KINZIE'S ADDITION TO CHICAGO IN THE NORTH FRACTIONAL 1/2 OF SECTION 10, TOWNSHIP 39 NORTH, RANGE 14 EAST OF THE THIRD PRINCIPAL MERIDIAN, IN COOK COUNTY, ILLINOIS, EXCEPTING THEREFROM THAT PART FALLING WITHIN NORTH MICHIGAN AVENUE AS WIDENED AND EXCEPTING THEREFROM THE DEMISED PREMISES DESCRIBED IN PARCEL B AND PARCEL C BELOW.

PARCEL B:

TRACT 5:

THE LEASEHOLD ESTATE, AS LEASEHOLD ESTATE IS DEFINED IN 1(G) OF THE CONDITIONS AND STIPULATIONS OF THIS POLICY, CREATED BY THE INSTRUMENT HEREIN REFERRED TO AS THE LEASE EXECUTED BY AMERICAN NATIONAL BANK AND TRUST COMPANY OF CHICAGO, A NATIONAL BANKING ASSOCIATION, AS TRUSTEE UNDER TRUST AGREEMENT DATED DECEMBER 19, 1979 AND KNOWN AS TRUST NUMBER 48662-08, AS LESSOR AND AMERICAN NATIONAL BANK AND TRUST COMPANY OF CHICAGO, AS TRUSTEE UNDER TRUST NUMBER 118199-01, AS LESSEE, DATED JANUARY 1, 1996, A MEMORANDUM OF WHICH LEASE WAS RECORDED JANUARY 24, 1996 AS DOCUMENT NUMBER 96065184, WHICH LEASE DEMISES THE LAND FOR A TERM OF YEARS BEGINNING JANUARY 1, 1996 FOR A TERM OF 99 YEARS DEMISING THE FOLLOWING PARCEL:

LOT 8 IN BLOCK 53 AND THAT PART OF THE NORTH HALF OF THE VACATED EAST WEST ALLEY LYING SOUTH AND ADJOINING LOT 8, LYING WEST OF THE EAST LINE OF LOT 8 AND EAST OF THE WEST LINE OF LOT 8 AS EXTENDED, IN BUTLER'S SUBDIVISION OF THE NORTHEAST CORNER OF BLOCK 53 IN KINZIE'S ADDITION TO CHICAGO, IN THE WEST 1/2 OF THE NORTHWEST 1/4 OF SECTION 10, TOWNSHIP 39 NORTH, RANGE 14, EAST OF THE THIRD PRINCIPAL MERIDIAN, IN COOK COUNTY, ILLINOIS.

PARCEL C:

TRACT 7:

LEASEHOLD ESTATE AS CREATED BY A CERTAIN AGREEMENT TO LEASE DATED MAY 10, 1994 AS DISCLOSED BY A MEMORANDUM OF LEASE ENTERED INTO AS MAY 31, 1994 BY AND BETWEEN ROBERT L. STERN, LESSOR, AND AMERICAN NATIONAL BANK AND TRUST COMPANY AS TRUSTEE APRIL 20, 1994 AND KNOWN AS TRUST NUMBER 118199-01, LESSEE, RECORDED JUNE 6, 1994 AS DOCUMENT NUMBER 94501549, SAID LEASE DEMISES THE FOLLOWING PARCEL FOR A TERM OF 99 YEARS:

PARCEL 1:

LOT 9 AND LOT 10 (EXCEPT REAR 10 FEET THEREOF) AND THE NORTH HALF OF THE VACATED ALLEY LYING SOUTH OF AND ADJOINING SAID LOTS IN BUTLER'S SUBDIVISION OF THE NORTHEAST CORNER OF BLOCK 53 IN KINZIE'S ADDITION TO CHICAGO, BEING A SUBDIVISION OF THE NORTH FRACTIONAL SECTION 10, TOWNSHIP 39 NORTH, RANGE 14, EAST OF THE THIRD PRINCIPAL MERIDIAN, IN COOK COUNTY, ILLINOIS.

PARCEL 2:

LOT 11 (EXCEPT THE WEST 13 FEET THEREOF AND EXCEPT THE SOUTH 13 FEET OF THE REMAINDER THEREOF AND SUCH OTHER PORTIONS THEREOF AS ARE TAKEN OR USED FOR

06/09/96

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ALLEYS), AND LOTS 12, 13, 14, 15 AND 16 (EXCEPT THE EAST 75 FEET OF SAID LOTS 15 AND 16 CONVEYED TO CITY OF CHICAGO BY QUIT CLAIM DEED DATED MAY 29, 1918 AND RECORDED APRIL 7, 1924 AS DOCUMENT 8351245, AND THE SOUTH HALF, THE EAST HALF AND THE NORTH HALF OF THE VACATED ALLEYS AND VACATED EVANS COURT LYING NORTH AND ADJOINING, WEST AND ADJOINING AND SOUTH AND ADJOINING THE AFORESAID LOTS IN CHARLES BUTLER'S SUBDIVISION OF THE NORTH EAST CORNER OF BLOCK 53 IN KINZIE'S ADDITION TO CHICAGO IN SECTION 10, TOWNSHIP 39 NORTH, RANGE 14, EAST OF THE THIRD PRINCIPAL MERIDIAN, IN COOK COUNTY, ILLINOIS.

PARCEL 3:

THAT PART OF THE VACATED ALLEY LYING EAST OF AND ADJOINING LOT 14 AFORESAID, AND WEST OF AND ADJOINING LOTS 15 AND 16 AFORESAID AND LYING BETWEEN THE NORTH AND SOUTH LINES OF LOT 14 AFORESAID EXTENDED EAST TO THE WEST LINE OF SAID LOTS 15 AND 16 AND THE SOUTH HALF OF THE VACATED ALLEY LYING NORTH AND ADJOINING AND THE NORTH HALF OF VACATED EVANS COURT LYING SOUTH AND ADJOINING THE AFOREMENTIONED VACATED ALLEY, ALL IN COOK COUNTY, ILLINOIS.

PARCEL 4:

LOT 1 IN THE SUBDIVISION OF LOTS 18, 19, 20 AND 21 IN ASSESSOR'S DIVISION OF PART OF BLOCK 53 IN KINZIE'S ADDITION TO CHICAGO, IN FRACTIONAL SECTION 10, TOWNSHIP 39 NORTH, RANGE 14 EAST OF THE THIRD PRINCIPAL MERIDIAN, AS PER PLAT RECORDED JANUARY 13, 1875 AS DOCUMENT 9416, IN COOK COUNTY, ILLINOIS.

PARCEL 5:

LOT 17 IN BLOCK 53 IN ASSESSOR'S DIVISION OF PARTS OF BLOCKS 33 AND 53 AND BLOCKS 39, 46 AND 47 IN KINZIE'S ADDITION TO CHICAGO, BEING A SUBDIVISION OF THE NORTH FRACTION OF SECTION 10, TOWNSHIP 39 NORTH, RANGE 14 EAST OF THE THIRD PRINCIPAL MERIDIAN, IN COOK COUNTY, ILLINOIS.

PARCEL D:

TRACT 5:

LOT 8 IN BLOCK 53 AND THAT PART OF THE NORTH HALF OF THE VACATED EAST WEST ALLEY LYING SOUTH AND ADJOINING LOT 8, LYING WEST OF THE EAST LINE OF LOT 8 AND EAST OF THE WEST LINE OF LOT 8 AS EXTENDED, IN BUTLER'S SUBDIVISION OF THE NORTHEAST CORNER OF BLOCK 53 IN KINZIE'S ADDITION TO CHICAGO, IN THE WEST 1/2 OF THE NORTHWEST 1/4 OF SECTION 10, TOWNSHIP 39 NORTH, RANGE 14, EAST OF THE THIRD PRINCIPAL MERIDIAN, IN COOK COUNTY, ILLINOIS.

P.I.N. -

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NEAR NORTH NATIONAL TITLE CORPORATION ISSUING AGENT

LENDER'S FORM

SCHEDULE B

Number: N9600064P

This policy does not insure against loss or damage by reason of the following:

1. GENERAL REAL ESTATE TAXES FOR THE YEAR 1996 AND SUBSEQUENT YEARS NOT YET DUE AND PAYABLE. TAX NUMBERS 17-10-102-021, 17-10-102-022, 17-10-102-023 AND 17-10-102-024, VOLUME 501.

(AFFECTS TRACT 1)

NOTE: REGARDING EXCEPTIONS 1 THROUGH 9 TRACT REFERENCES ARE TO B.H. SUHR AND COMPANY INC. SURVEY NUMBER 96-527.
2. GENERAL REAL ESTATE TAXES FOR THE YEAR 1996 AND SUBSEQUENT YEARS NOT YET DUE AND PAYABLE. TAX NUMBERS 17-10-102-010, 17-10-102-011 AND 17-10-102-012, VOLUME 501.

(AFFECTS TRACT 2)
3. GENERAL REAL ESTATE TAXES FOR THE YEAR 1996 AND SUBSEQUENT YEARS NOT YET DUE AND PAYABLE. TAX NUMBERS 17-10-102-005, 17-10-102-006, 17-10-102-007, 17-10-102-008 AND 17-10-102-009, VOLUME 501.

(AFFECTS TRACT 3)
4. GENERAL REAL ESTATE TAXES FOR THE YEAR 1996 AND SUBSEQUENT YEARS NOT YET DUE AND PAYABLE. TAX NUMBERS 17-10-102-003 AND 17-10-102-004, VOLUME 501.

(AFFECTS TRACT 4)
5. GENERAL REAL ESTATE TAXES FOR THE YEAR 1996 AND SUBSEQUENT YEARS NOT YET DUE AND PAYABLE. TAX NUMBER 17-10-102-014, VOLUME 501.

(AFFECTS TRACT 5)
6. GENERAL REAL ESTATE TAXES FOR THE YEAR 1996 AND SUBSEQUENT YEARS NOT YET DUE AND PAYABLE. TAX NUMBERS 17-10-102-015 AND 17-10-102-016 VOLUME 501.

(AFFECTS TRACT 6)
7. GENERAL REAL ESTATE TAXES FOR THE YEAR 1996 AND SUBSEQUENT YEARS NOT YET DUE AND PAYABLE. TAX NUMBER 17-10-102-013, VOLUME 501.

(AFFECTS A PORTION OF TRACT 7)
8. GENERAL REAL ESTATE TAXES FOR THE YEAR 1996 AND SUBSEQUENT YEARS NOT YET DUE AND PAYABLE. TAX NUMBERS 17-10-102-028, 17-10-102-029 AND 17-10-102-031 VOLUME 501.

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Lender's Form - Schedule B - Continued

(AFFECTS A PORTION OF TRACT 7)

9. GENERAL REAL ESTATE TAXES FOR THE YEAR 1996 AND SUBSEQUENT YEARS NOT YET DUE AND PAYABLE. TAX NUMBERS 17-10-102-030 AND 17-10-102-032 VOLUME 501.

(AFFECTS A PORTION OF TRACT 7)

10. MORTGAGE DATED SEPTEMBER 15, 1976 AND RECORDED OCTOBER 8, 1976 AS DOCUMENT NUMBER 23667207 MADE BY MERCANTILE NATIONAL BANK OF CHICAGO, AS TRUSTEE UNDER TRUST AGREEMENT DATED AUGUST 1, 1975 AND KNOWN AS TRUST NUMBER 1771, TO CHICAGO FEDERAL SAVINGS AND LOAN ASSOCIATION, TO SECURE AN INDEBTEDNESS OF \$250,000.00.

(AFFECTS TRACT 5)

11. ASSIGNMENT OF RENTS DATED SEPTEMBER 15, 1976 AND RECORDED OCTOBER 8, 1976 AS DOCUMENT NUMBER 23667200 MADE BY MERCANTILE NATIONAL BANK OF CHICAGO AS TRUSTEE UNDER TRUST AGREEMENT DATED AUGUST 1, 1975 AND KNOWN AS TRUST NUMBER 1771, TO CHICAGO FEDERAL SAVINGS AND LOAN ASSOCIATION.

(AFFECTS TRACT 5)

12. RIGHTS OF TENANTS, AS TENANTS ONLY UNDER EXISTING UNRECORDED LEASES AND OF ALL PARTIES CLAIMING BY, THROUGH OR UNDER THEM, *plus rent roll attached hereto.*

13. IF ANY DOCUMENT REFERENCED HEREIN CONTAINS A COVENANT, CONDITION OR RESTRICTION VIOLATIVE OF 42 USC 3604(C), SUCH COVENANT, CONDITION OR RESTRICTION TO THE EXTENT OF SUCH VIOLATION IS HEREBY DELETED. *as shown on the*

14. ENCROACHMENT OF SECOND FLOOR OVERHANG OF TWO-AND-THREE STORY BRICK AND METAL BUILDING LOCATED ON THE SUBJECT PROPERTY ONTO MICHIGAN AVENUE OVER PAST PROPERTY LINE BY 0.10 TO 0.11 FEET, AS DISCLOSED BY SURVEY NUMBER 96-527 MADE BY B.H. SUHR AND COMPANY, INC. AND DATED JUNE 18, 1996.

(AFFECTS TRACT 7)

15. EASEMENT IN FAVOR OF AMERITECH FOR POLES, WIRES AND UNDERGROUND CABLE AND CONDUIT TOGETHER WITH THE RIGHT OF INGRESS AND EGRESS THERETO AS SET FORTH IN THE VACATION ORDINANCE RECORDED NOVEMBER 2, 1995 AS DOCUMENT NUMBER 95823234.

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