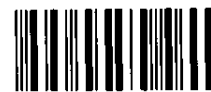


99-04985

**BLANKET ASSIGNMENT OF WRAPAROUND NOTES, WRAPAROUND MORTGAGES
AND DEEDS OF TRUST, AND COLLATERAL ASSIGNMENTS
OF RENTS AND LEASES**



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KNOW ALL PERSONS BY THESE PRESENTS:

WHEREAS, the undersigned (collectively, the "Assignors") are, as is more particularly described in Exhibit A attached hereto and made a part hereof, severally the present legal and equitable holders ("Holders") of certain Wraparound Notes, as amended, (the "Notes") on various properties owned by certain limited partnerships (the "Partnerships"), all as more particularly described in Exhibit A attached hereto and made a part hereof;

WHEREAS, said Notes are secured by Wraparound Mortgages or Wraparound Deeds of Trust and by Collateral Assignments of Rents and Leases covering property owned by the Partnerships (collectively, the "Security Documents");

WHEREAS, in settlement of a class action captioned James O'Brien et al. v. National Property Analysts, Inc. (the "Litigation") involving, inter alia, the Partnerships, the court hearing the Litigation on July 27, 1989 approved a settlement agreement dated June 30, 1989 (the "Settlement Agreement");

WHEREAS, the Settlement Agreement contemplates the consolidation of the Notes and the Security Documents in order to effectuate the transactions contemplated by the Settlement Agreement; and

WHEREAS, the Assignors desire to assign their respective right, title, and interest in and to the Notes and the Security Documents to Main Line Pension Group, L.P., a Delaware limited partnership ("Assignee") with offices c/o Steven Benjamin, 1729 West Allegheny Avenue, Philadelphia, PA 19132;

NOW THEREFORE, KNOW ALL PERSONS BY THESE PRESENTS:

THAT Assignors, for good and valuable consideration, the receipt and adequacy of which is hereby acknowledged, do by these presents, sell, assign, transfer, and convey unto Assignee, without recourse, the Notes, together with the liens and security interests securing the payment

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thereof, including without limitation all of their right title, and interest in the Security Documents, and authorize the Assignee to do every act and thing necessary to collect and discharge the obligations secured thereby.

This Assignment may be executed in one or more counterparts. Each such counterpart shall be deemed to be an original, but all such counterparts shall be deemed but one and the same instrument.

Executed as of this 1st day of January, 1990.

WITNESS

Danna C. Drosendahl
Joli DiSalvatore

ALAN BENJAMIN, TRUSTEE FOR BENJAMIN BROTHERS PENSION TRUST

By: Alan Benjamin
Alan Benjamin, Trustee

Danna C. Drosendahl
Joli DiSalvatore

ERYN MAWR PENSION GROUP

By: S. Benjamin
S. Benjamin, General Partner

Danna C. Drosendahl
Joli DiSalvatore

MANHATTAN PENSION GROUP

By: Alan Benjamin
Alan Benjamin, General Partner

S. Benjamin
Danna C. Drosendahl

EMANUEL BROWN, TRUSTEE FOR NEW CENTRAL FOOD MARKET, INC. PENSION TRUST

By: Emanuel Brown
Emanuel Brown, Trustee

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Danna C. Drossendale
Toli DiFavatore

NEW YORK PENSION GROUP
By NYPG Associates, L.P.

By: S. Benjamin
S. Benjamin, General Partner
NYPG Associates, L.P.

Danna C. Drossendale
Toli DiFavatore

PHILADELPHIA PENSION GROUP

By: S. Benjamin
S. Benjamin, General Partner

PROPERTY OF COOK COUNTY CLERK'S OFFICE

EXHIBIT A

Wraparound Mortgage Note dated as of October 20, 1981, as amended, in the original principal amount of \$14,000,000, made by Oak Lawn Associates ("Associates") to Philadelphia Pension Group ("PPG"), secured by the following:

(1) Wraparound Mortgage dated October 20, 1981, as amended, made by Associates to PPG, recorded on January 15, 1982 on Microfilm Card #96, Image 639, as Document Number 948905, in the Office of the Register of Deeds of Rock County, Wisconsin (covers property in Beloit, Wisconsin).

(2) Collateral Assignment of Rents and Leases dated October 20, 1981, made by Associates to PPG, recorded on January 15, 1982 on Microfilm Card #96, Image 654, as Document Number 948906, in the aforesaid office (covers property in Beloit, Wisconsin).

(3) Wraparound Leasehold Mortgage dated October 20, 1981, as amended, made by Associates to PPG, recorded on December 4, 1981 in Liber 256, Page 613, in the office of the Register of Deeds of Menominee County, Michigan (covers property in Menominee, Michigan).

(4) Collateral Assignment of Rents and leases dated October 20, 1981, made by Associates to PPG, recorded on December 4, 1981 in Liber 256, Page 629, in the aforesaid office (covers property in Menominee, Michigan).

(5) Wraparound Leasehold Mortgage dated October 20, 1981, as amended, made by Associates to PPG, recorded on December 4, 1981 as Document Number 26077413 in the office of the Recorder of Cook County, Illinois (covers property in Oak Lawn, Illinois).

(6) Collateral Assignment of Rents and Leases dated October 20, 1981, made by Associates to PPG, recorded on December 4, 1981 as Document Number 26077414 in the aforesaid office (covers property in Oak Lawn, Illinois).

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COMMONWEALTH OF PENNSYLVANIA :
COUNTY OF PHILADELPHIA : ss.

On this 31ST day of DEC , 1990, before me, a Notary Public, personally appeared ALAN BENJAMIN, Trustee for BENJAMIN BROTHERS PENSION TRUST, a Pennsylvania Trust, who acknowledged himself to be the person whose name is subscribed to the foregoing instrument, and acknowledged that he executed the foregoing instrument for the purposes therein contained, with authority to do so on behalf of BENJAMIN BROTHERS PENSION TRUST, and that it shall be recorded as such.

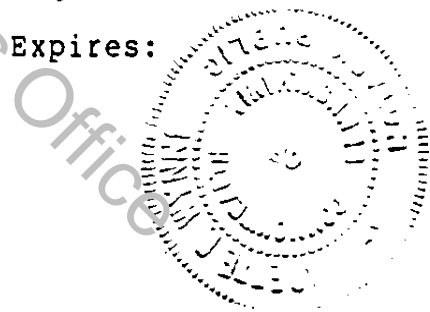
IN WITNESS WHEREOF, I have hereunto set my hand and official seal.


Notary Public

My Commission Expires:

NOTARIAL SEAL
BERNADETTE P. WYNNE, NOTARY PUBLIC
PHILADELPHIA, PHILADELPHIA COUNTY
MY COMMISSION EXPIRES MAY 3, 1993

Member, Pennsylvania Association of Notaries



COMMONWEALTH OF PENNSYLVANIA :
: ss.
COUNTY OF PHILADELPHIA :

On this 31ST day of DEC , 19 90, before me, a Notary Public, personally appeared S. Benjamin, general partner of BRYN MAWR PENSION GROUP, a Pennsylvania limited partnership, who acknowledged himself to be the person whose name is subscribed to the foregoing instrument, and acknowledged that he executed the foregoing instrument for the purposes therein contained, with authority to do so on behalf of BRYN MAWR PENSION GROUP, and that it be recorded as such.

IN WITNESS WHEREOF, I have hereunto set my hand and official seal.

Bernadette P Wynne
Notary Public

My Commission Expires:

NOTARIAL SEAL
BERNADETTE P. WYNNE, NOTARY PUBLIC
PHILADELPHIA, PHILADELPHIA COUNTY
MY COMMISSION EXPIRES MAY 3, 1993

Member, Pennsylvania Association of Notaries



COMMONWEALTH OF PENNSYLVANIA :
COUNTY OF PHILADELPHIA : SS.

On this 31ST day of DEC, 1970, before me, a Notary Public, personally appeared Alan Benjamin, general partner of MANHATTAN PENSION GROUP, a New York limited partnership, who acknowledged himself to be the person whose name is subscribed to the foregoing instrument, and acknowledged that he executed the foregoing instrument for the purposes therein contained, with authority to do so on behalf of MANHATTAN PENSION GROUP, and that it be recorded as such.

IN WITNESS WHEREOF, I have hereunto set my hand and official seal.

Bernadette P Wynne
Notary Public

My Commission Expires:

NOTARIAL SEAL
BERNADETTE P. WYNNE, NOTARY PUBLIC
PHILADELPHIA, PHILADELPHIA COUNTY
MY COMMISSION EXPIRES MAY 3, 1973

Member, Pennsylvania Association of Notaries



COMMONWEALTH OF PENNSYLVANIA :
COUNTY OF PHILADELPHIA : ss.

On this 31st day of Dec, 1990, before me, a

Notary Public, personally appeared S. Benjamin, general partner of NYPG Associates, L.P., a Delaware limited partnership, general partner of NEW YORK PENSION GROUP, a New York limited partnership, who acknowledged himself to be the person whose name is subscribed to the foregoing instrument, and acknowledged that he executed the foregoing instrument for the purposes therein contained, with authority to do so on behalf of NYPG Associates, L.P., general partner of NEW YORK PENSION GROUP, and that it be recorded as such.

IN WITNESS WHEREOF, I have hereunto set my hand and official seal.

Bernadette P. Wynne
Notary Public

My Commission Expires:

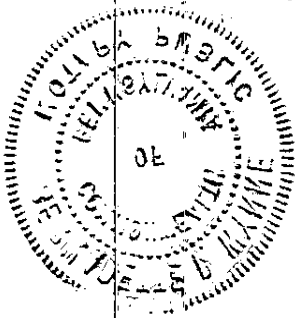
NOTARIAL SEAL
BERNADETTE P. WYNNE, NOTARY PUBLIC
PHILADELPHIA, PHILADELPHIA COUNTY
MY COMMISSION EXPIRES MAY 3, 1993

Member, Pennsylvania Association of Notaries



UNOFFICIAL COPY

Property of Cook County Clerk's Office



COMMONWEALTH OF PENNSYLVANIA :
COUNTY OF PHILADELPHIA : ss.

On this 21st day of DEC, 1990, before me, a Notary Public, personally appeared S. Benjamin, general partner of PHILADELPHIA PENSION GROUP, a Pennsylvania limited partnership, who acknowledged himself to be the person whose name is subscribed to the foregoing instrument, and acknowledged that he executed the foregoing instrument for the purposes therein contained, with authority to do so on behalf of PHILADELPHIA PENSION GROUP, and that it be recorded as such.

IN WITNESS WHEREOF, I have hereunto set my hand and official seal.

Bernadette P. Wynne
Notary Public

My Commission Expires:

NOTARIAL SEAL
BERNADETTE P. WYNNE, NOTARY PUBLIC
PHILADELPHIA, PHILADELPHIA COUNTY
MY COMMISSION EXPIRES MAY 3, 1993

Member, Pennsylvania Association of Notaries

