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SATISFACTION AND RELEASE OF MORTGAGE

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This SATISFACTION AND RELEASE OF MORTGAGE, executed on the 15th day of June, 1998 by the undersigned, ROCKHILL MIDWEST ASSOCIATES, a Kansas general partnership, hereby certifies that the following described mortgage, executed by Eighty Eight Zero Melton Road Associates, a Missouri general partnership, as Mortgagor, and recorded against the following described real property in the County of Lake, State of Indiana is hereby satisfied and released in full:

That part of the Southeast 1/4 of Section 4, Township 36 North, Range 7 West of the 2nd Principal Meridian, in the City of Gary, Lake County, Indiana, lying Southerly of U.S. Highway #20 and Northwesterly of the right-of-way of Northern Indiana Public Service Company.

The original Mortgage for \$2,000,000.00 was executed by Eighty Eight Zero Melton Road Associates to The Merchants Bank, a Missouri Trust Company, dated September 27, 1991, and recorded October 11, 1991 in the Office of the Recorder of Lake County, Indiana, as Document No. 91051609;

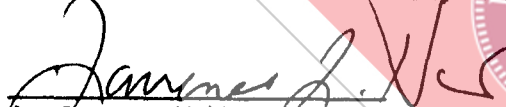
Said Mortgage was assigned to Missouri Bridge Bank, National Association, by assignment recorded August 31, 1994, in the Office of the Recorder of Lake County, Indiana, as Document No. 94061487;

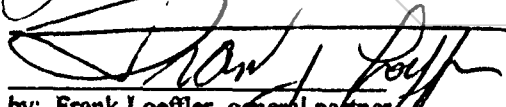
Said Mortgage was further assigned to Boatmen's First National Bank of Kansas City by assignment recorded August 31, 1994, in the Office of the Recorder of Lake County, Indiana, as Document No. 94061488.

Boatman's First National Bank of Kansas City was subsequently acquired by NationsBank, N.A., which executed an Allonge Endorsement and Omnibus Loan Assignment on January 30, 1998 transferring said Mortgage and Note to ROCKHILL MIDWEST ASSOCIATES, a Kansas general partnership.

IN WITNESS WHEREOF, ROCKHILL MIDWEST ASSOCIATES has hereunto executed this Satisfaction and Release of the Mortgage, dated the 27th day of September, as to the above specified real property located in the County of Lake, and State of Indiana on the date first above written.

ROCKHILL MIDWEST ASSOCIATES, a Kansas general Partnership


by: Lawrence Haith, general partner


by: Frank Loeffler, general partner

STATE OF KANSAS)
) : SS
COUNTY OF JOHNSON)

On this 15th day of June, 1998, before me personally appeared Lawrence Haith and Frank Loeffler, to me known to be the sole partners of ROCKHILL MIDWEST ASSOCIATES, a Kansas general partnership, and the persons described in and who executed the foregoing instrument on behalf of the partnership, and acknowledged that they executed the same as their free act and deed for the purposes stated therein, and with full authority to act on behalf of the partnership.

TICOR TITLE INSURANCE
Crown Point, Indiana
2130-2

Return:
Total Management, Inc.
8001 Conser, Suite 308
Overland Park, KS 66204

2600
KIP
Ti

IN TESTIMONY WHEREOF, I have hereunto set my hand and affixed my official seal on the day and year last above written.

Sondra L. Cook
NOTARY PUBLIC

My commission expires:

2/16/02



OMNIBUS LOAN ASSIGNMENT

NationsBank, N.A., a national banking association ("Seller"), hereby absolutely sells, transfers, assigns and conveys to Rockhill Midwest Associates, a Kansas general partnership ("Buyer"), **WITHOUT RECOURSE, REPRESENTATION OR WARRANTY**, express or implied, except as specifically set forth in Section 5.1 of that certain Purchase Agreement dated 30 January, 1998, between Seller and Buyer (the "Agreement"), all of Seller's right, title and interests in and to the following:

LOAN AGREEMENT

1. Loan Agreement in the original principal amount of \$2,000,000.00 dated June 17, 1985, made by and between The Merchants Bank, a Missouri banking corporation ("Merchants") and Larry H. Minkoff ("Larry Minkoff"), Susan J. Minkoff ("Susan Minkoff"), Richard A. Wallis ("Wallis"), Sheila Morley-Wallis ("Morley-Wallis"), and six Missouri general partnerships: (1) 8801 Truman Road Developers ("8801 Truman Road"), (2) 8910 E. 40 Highway Associates ("8910 E. 40 Highway"), (3) 8116 South 71 Highway Properties ("8116 South 71 Highway"), (4) 1711 Locust Associates ("1711 Locust"), (5) 4614 Rockhill Associates ("4614 Rockhill"), and 3107 Main Associates ("3107 Main")(the "June 1985 Loan Agreement").

PERSONAL GUARANTYS

2. Guaranty of Payment and Performance dated June 17, 1985 and made by Larry Minkoff, Susan Minkoff, Wallis, and Morley-Wallis for the benefit of Merchants.

EXTENSION AGREEMENTS

3. Extension Agreement with Variable Interest dated June 15, 1986, by and between Merchants and Larry Minkoff, Susan Minkoff, Wallis, Morley-Wallis, 8801 Truman Road, 8910 E. 40 Highway, 8116 South 71 Highway, 1711 Locust, 4614 Rockhill, and 3107 Main, filed July 2, 1986 as Document No. K722106 in Book K1557 at Page 391, and filed on August 1, 1986 as Document No. I7007911 in Book I1569 at Page 582, in the office of the Recorder of Deeds of Jackson County, Missouri.

4. Extension and Modification Agreement with Variable Interest dated June 15, 1987, by and between Minkoff, Wallis, and Morley-Wallis and Merchants.

5. Modification Agreement with Variable Interest dated August 15, 1987, by and between Larry Minkoff, Wallis, Morley-Wallis, 8801 Truman Road, 8910 E. 40 Highway, 8116 South 71 Highway, 1711 Locust, 4614 Rockhill, and 3107 Main and Merchants.

6. Modification and Extension Agreement dated August 15, 1988, by and between Larry Minkoff, Wallis, 8801 Truman Road, 8910 E. 40 Highway, 8116 South 71 Highway, 1711 Locust, 4614 Rockhill, and 3107 Main and Merchants, filed November 9, 1989 as Document No. K854317 in Book K1861 at Page 2012, in the office of the Recorder of Deeds of Jackson County, Missouri.

7. Modification and Extension Agreement dated March 15, 1989, by and between Merchants and Larry Minkoff, Wallis, Morley-Wallis, 8801 Truman Road, 8910 E. 40 Highway, 8116 South 71 Highway, 4614 Rockhill, and 3107 Main, filed as Document No. K876899 in Book 1912 at Page 120, in the office of the Recorder of Deeds of Jackson County, Missouri.

8. Modification and Extension Agreement dated September 15, 1989, by and between Merchants and Larry Minkoff, Wallis, Morley-Wallis, 8801 Truman Road, 8910 E. 40 Highway, 8116 South 71 Highway, and 4614 Rockhill, filed December 7, 1989 as Document No. I949763 in Book I1978 at Page 304 and filed November 8, 1989 as Document No. K902203 in Book K1970P at Page 176, in the office of the Recorder of Deeds of Jackson County, Missouri.

9. Modification and Extension Agreement dated December 15, 1989, by and between Merchants and Larry Minkoff, Wallis, Morley-Wallis, 8801 Truman Road, 8910 E. 40 Highway, 8116 South 71 Highway, and 4614 Rockhill, filed February 26, 1990 as Document No. K914731 in Book K1998 at Page 2172 and filed on March 20, 1990 as Document No. I966513 in Book I2005 at Page 836, in the office of the Recorder of Deeds of Jackson County, Missouri.

10. Modification and Extension Agreement dated June 15, 1990, by and between Merchants and Larry Minkoff, Wallis, Morley-Wallis, 8801 Truman Road, 8910 E. 40 Highway, 8116 South 71 Highway, and 4614 Rockhill, filed on September 10, 1990, as Document No. K940149 in Book K2056 at Page 2130 and filed on September 24, 1990, as Document No. I1001315 in Book I2060 at Page 2197 in the office of the Recorder of Deeds of Jackson County, Missouri.

11. Modification and Extension Agreement dated August 15, 1990, by and between Merchants and Larry Minkoff, Wallis, Morley-Wallis, 8801 Truman Road, 8910 E. 40 Highway, 8116 South 71 Highway, and 4614 Rockhill.

12. Modification and Extension Agreement dated October 15, 1990, by and between Merchants and Larry Minkoff, Wallis, Morley-Wallis, 8801 Truman Road, 8910 E. 40 Highway, 8116 South 71 Highway, and 4614 Rockhill, filed on December 28, 1990, as Document No. K953317 in Book K208 at Page 589 in the office of the Recorder of Deeds of Jackson County, Missouri.

13. Modification and Extension Agreement dated January 15, 1991, by and between Merchants and Larry Minkoff, Wallis, Morley-Wallis, 8801 Truman Road, 8910 E. 40 Highway, 8116 South 71 Highway, and 4614 Rockhill, filed on April 3, 1991, as Document No. K965548 in Book K2111 at Page 1669 and filed on April 15, 1991, as Document No. I1034826 in Book I2115 at Page 370 in the office of the Recorder of Deeds of Jackson County, Missouri.

STANDSTILL AGREEMENT

14. Standstill Agreement dated January 25, 1996 and made by and between Larry Minkoff, 8801 Truman Road, 8116 South 71 Highway, 4614 Rockhill, 8910 E. 40 Highway ("Debtors"); Larry Minkoff, Eloise Minkoff ("Guarantors"); M&W Properties ("M&W"), 8801 Melton Road Associates ("8801 Melton Road"), Vega Trading & Development Company, and JAK, Inc. ("Pledgors"); and Boatmen's ("Standstill Agreement").

M&W

15. Deed of Trust dated September 27, 1991, granted by M&W to I.I. Ozar, Trustee, for Merchants, and recorded in Document No. K992852 in Book K2170 at Page 1628 in the records of the Recorder's Office of Jackson County, Missouri.

VEGA TRADING

16. Real Estate Mortgage dated September 27, 1991 and granted by Vega Trading & Development Company, Inc. to Merchants.

8801 MELTON ROAD

17. Real Estate Mortgage dated September 27, 1991 and granted by 8801 Melton Road to Merchants.

TERMINATION OF UCC-1

18. Termination of UCC-1 Financing Statement filed in Jackson County, Missouri on July 14, 1989, by Merchants, secured party, with Wallis, Larry Minkoff, and Susan Minkoff the named debtors, and recorded in Document No. K886364 in Book 1933 at Page 620 in the records of the Recorder's Office of Jackson County, Missouri.

DEEDS OF RELEASE

19. Deed of Release dated June 17, 1985, whereby Merchants' released the lien given by Wallis, Larry Minkoff and Susan Minkoff.

20. Deed of Release dated July 12, 1989, whereby Merchants released the lien given by 3107 Main. See 1985 3107 Deed of Trust, Number 21.

21. Deed of Release dated March 8, 1990, whereby Merchants released the lien given by 1711 Locust, and the release is recorded in Document No. K917085 in Book 2004 at Page 253 in the records of the Recorder's Office of Jackson County, Missouri. See 1985 1711 Locust Deed of Trust, Number 8.

AFFIDAVIT OF SOLVENCY CERTIFICATES

22. Affidavit of Solvency Certificate dated June 17, 1985, regarding the 1985 1711 Locust Deed of Trust, and given to Merchants.

23. Affidavit of Solvency Certificate dated June 17, 1985, regarding the 1985 8801 Truman Road Deed of Trust, and given to Merchants.

24. Affidavit of Solvency Certificate dated June 17, 1985, regarding the 1985 3107 Main Deed of Trust, and given to Merchants.

25. Affidavit of Solvency Certificate dated June 17, 1985, regarding the 1985 4614 Rockhill Deed of Trust, and given to Merchants.

26. Affidavit of Solvency Certificate dated June 17, 1985, regarding the 1985 8910 E. 40 Highway Deed of Trust, and given to Merchants.

27. Affidavit of Solvency Certificate dated June 17, 1985, regarding the 1985 8116 South 71 Highway Deed of Trust, and given to Merchants.

FORBEARANCE AGREEMENT

28. Forbearance Agreement dated October 21, 1997, by and between NationsBank, N.A. ("NationsBank"), Total Management, Inc. ("Total Management"), and Larry Minkoff, 8801 Truman Road, 8116 South 71 Highway, 4614 Rockhill, 8910 E. 40 Highway, 8801 Melton Road, and M&W.

APPRAISALS

29. Five (5) Appraisals done by Rule & Company on November 22, 1996 for the following locations: 4610 Troost Avenue, Kansas City, Missouri; 5915 Blue Parkway, Kansas City, Missouri; 8801 Truman Road, Kansas City, Missouri; 8910 E. 40 Highway, Kansas City, Missouri; and 8116 South 71 Highway, Kansas City, Missouri.

By countersignature of this Omnibus Loan Assignment, Buyer hereby accepts the foregoing Assignment and assumes all of the rights and obligations of Seller arising out of the documents, accounts and other interest so assigned.

DATED: 1-30, 1998

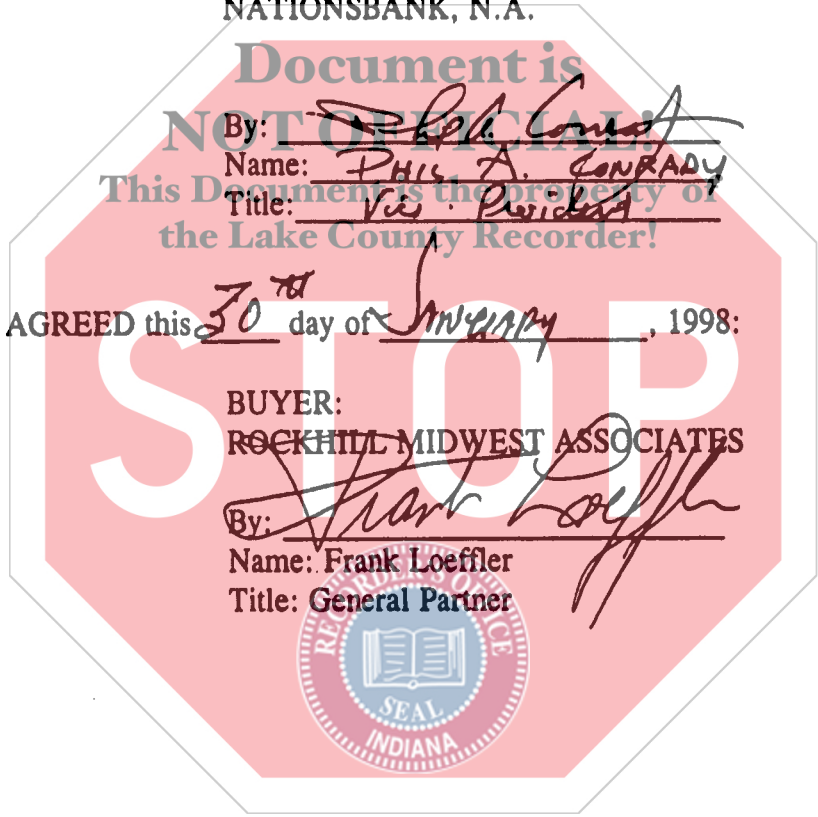
SELLER:
NATIONSBANK, N.A.

Document is
NOT TO BE RECORDED!
By: [Signature]
Name: PHIL A. CONRADY
Title: Vice President
This Document is the property of
the Lake County Recorder!

ACCEPTED AND AGREED this 30th day of January, 1998:

BUYER:
ROCKHILL MIDWEST ASSOCIATES

By: [Signature]
Name: Frank Loeffler
Title: General Partner



ALLONGE ENDORSEMENT

Pay to the order of ROCKHILL MIDWEST ASSOCIATES, a Kansas general partnership ("Assignee"), WITHOUT RECOURSE AND WITHOUT ANY WARRANTY OR REPRESENTATION, express and implied, except as specifically set forth in Section 3.1 of that certain Purchase Agreement dated January 30, 1998, between the undersigned Assignor and Assignee.

This endorsement is attached to and made a part of that certain Note in the original principal amount of \$2,000,000.00 dated June 17, 1985, made by Larry H. Minkoff, Susan J. Minkoff, Richard A. Wallis, Sheila Morely-Wallis, Eighty Eight Zero One Truman Road Developers, a Missouri general partnership, 8910 E. 40 Highway Associates, a Missouri general partnership, Eighty-one Sixteen South 71 Highway Properties, a Missouri general partnership, Seventeen Eleven Locust Associates, a Missouri general partnership, Forty Six Fourteen Rockhill Associates, a Missouri general partnership, and Thirty One Zero Seven Main Associates, a Missouri general partnership, in favor of The Merchants Bank, predecessor in interest to NationsBank, N.A., a national banking association ("Assignor"), together with all endorsements thereto; as modified by Amended Promissory Note dated August 27, 1987, made by Larry H. Minkoff, Susan J. Minkoff, Richard A. Wallis, Sheila Morely-Wallis, Eighty Eight Zero One Truman Road Developers, a Missouri general partnership, 8910 E. 40 Highway Associates, a Missouri general partnership, Eighty-one Sixteen South 71 Highway Properties, a Missouri general partnership, Seventeen Eleven Locust Associates, a Missouri general partnership, Forty Six Fourteen Rockhill Associates, a Missouri general partnership, and Thirty One Zero Seven Main Associates, a Missouri general partnership, together with all endorsements thereto (collectively, the "Note").

This endorsement may be relied upon as conclusive proof that the Note has been transferred to Assignee.

This endorsement shall be binding upon the undersigned Assignor, the Assignee and their respective legal representatives, successors and assigns.

NATIONSBANK, N.A.

By: *Philip M. Combs*
Name: Philip M. Combs
Title: Vice President

ASSIGNOR

STATE OF MISSOURI)
) ss.
COUNTY OF JACKSON)

On this 30th day of January, 1998, before me, the undersigned, a Notary Public within and for said County and State, personally appeared Phil Conrady, to me personally known, who being by me duly sworn, did say that he is the Vice-Pres. of NATIONSBANK, N.A., a national banking association, that said instrument was signed on behalf of NATIONSBANK, N.A. by authority of its Board of Directors, and said Phil Conrady acknowledged said instrument to be the free act and deed of NATIONSBANK, N.A.

IN WITNESS WHEREOF, I have hereunto set my hand and affixed my official seal at my office in Kansas City, Missouri, the day and year last above written.

Document is NOT OFFICIAL!
This Document is the property of the Lake County Recorder!
Darci J. Hodge
Notary Public in and for Said County and State
Darci J. Hodge
(Type, print or stamp the Notary's name below his or her signature.)

My Commission Expires:

DARCI HODGE
NOTARY PUBLIC STATE OF MISSOURI
CLAY COUNTY
MY COMMISSION EXP. MAY 10, 1998

