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MORRIS W. CARTER  
RECORDER

**COLLATERAL ASSIGNMENT OF INTEREST  
IN REAL ESTATE LEASE**

For value received, BCFT, LLC, an Indiana limited liability company, with offices at 2165 U.S. 41, Schererville, IN 46375 (hereinafter "ASSIGNOR"), does hereby assign as collateral all of ASSIGNOR's right, title and interest and further does hereby grant and transfer a security interest to Mercantile National Bank of Indiana, with offices at 5243 Hohman Avenue, Hammond, IN 46320 (hereinafter "ASSIGNEE"), in the following lease of real estate as described below as security for a certain indebtedness by ASSIGNOR to ASSIGNEE in the principal sum of \$2,762,322.00 plus interest as evidenced by a certain note dated January 14, 2000.

This Assignment and security interest is also given to secure any and all other indebtedness or obligations of ASSIGNOR to ASSIGNEE, whether now existing or hereafter created, and any future advances, and whether said debt is primary or secondary, joint or several, fixed or contingent, of a different class or secured by other collateral, and any renewals, extensions, rewrites, refinances, modifications, consolidations and replacements thereof, or substitutions therefor.

The leases which are the collateral and in which the security interest is granted, are those certain leases dated September 28, 1999, November 29, 1999 and December 8, 1999, between ASSIGNOR, as lessor, and Bedmart, Inc., Crmarich, Inc., d/b/a Once Upon a Child, and Payless Shoesource, Inc., as individual lessees, for the lease of the following described real estate located in Lake County, Indiana, to-wit:

Lot 1, replat of Main St. Addition to the Town of Schererville, as per plat thereof, recorded in Plat Book 87 page 74, in the Office of the Recorder of Lake County, Indiana,

By accepting this collateral assignment, ASSIGNEE does not assume in any way the duties and obligations of the ASSIGNOR under said lease; and this collateral assignment does not release or discharge ASSIGNOR from any obligations to fulfill the terms and conditions thereof.

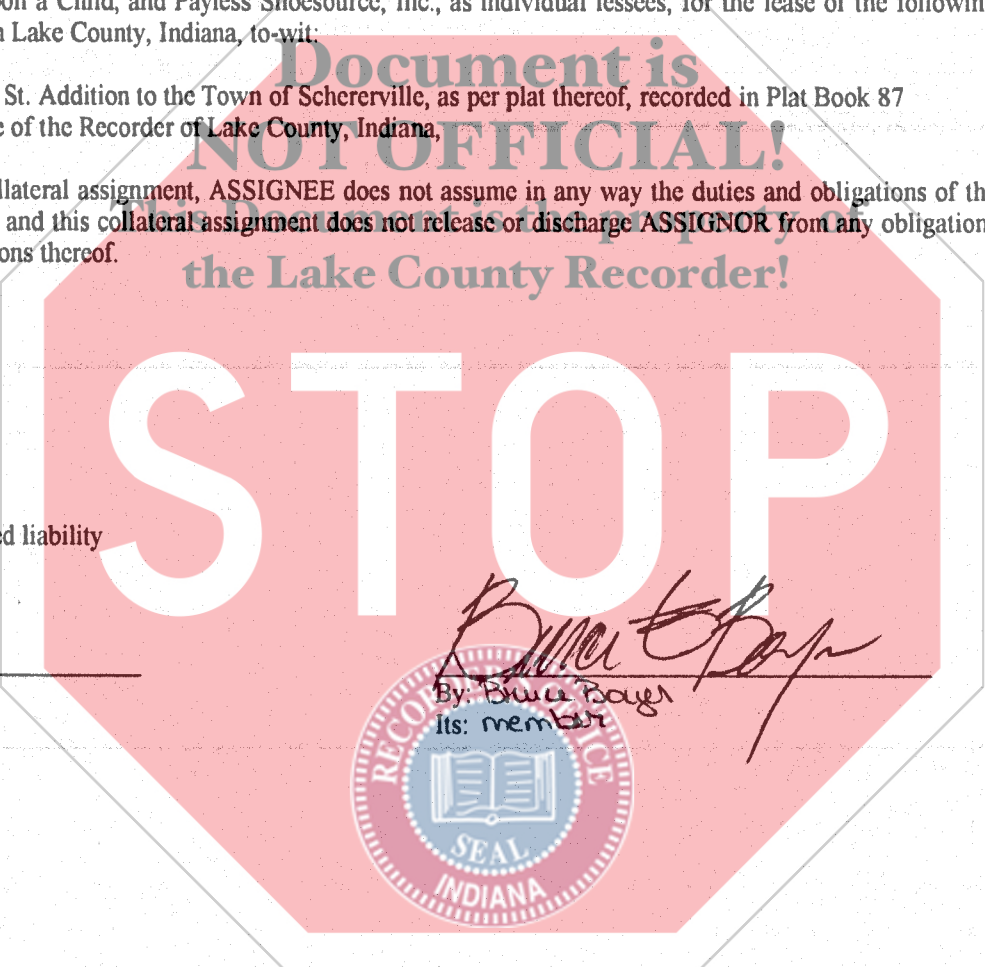
Dated: January 14, 2000.

**ASSIGNOR:**

BCFT, LLC, an Indiana limited liability company

By: James Thomas  
Its: manager

By: Bruce Boyer  
Its: member



Chicago Title Insurance Company

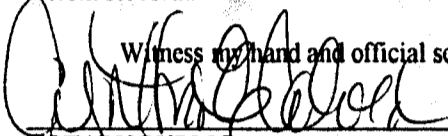
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For info see case # 2000-003346

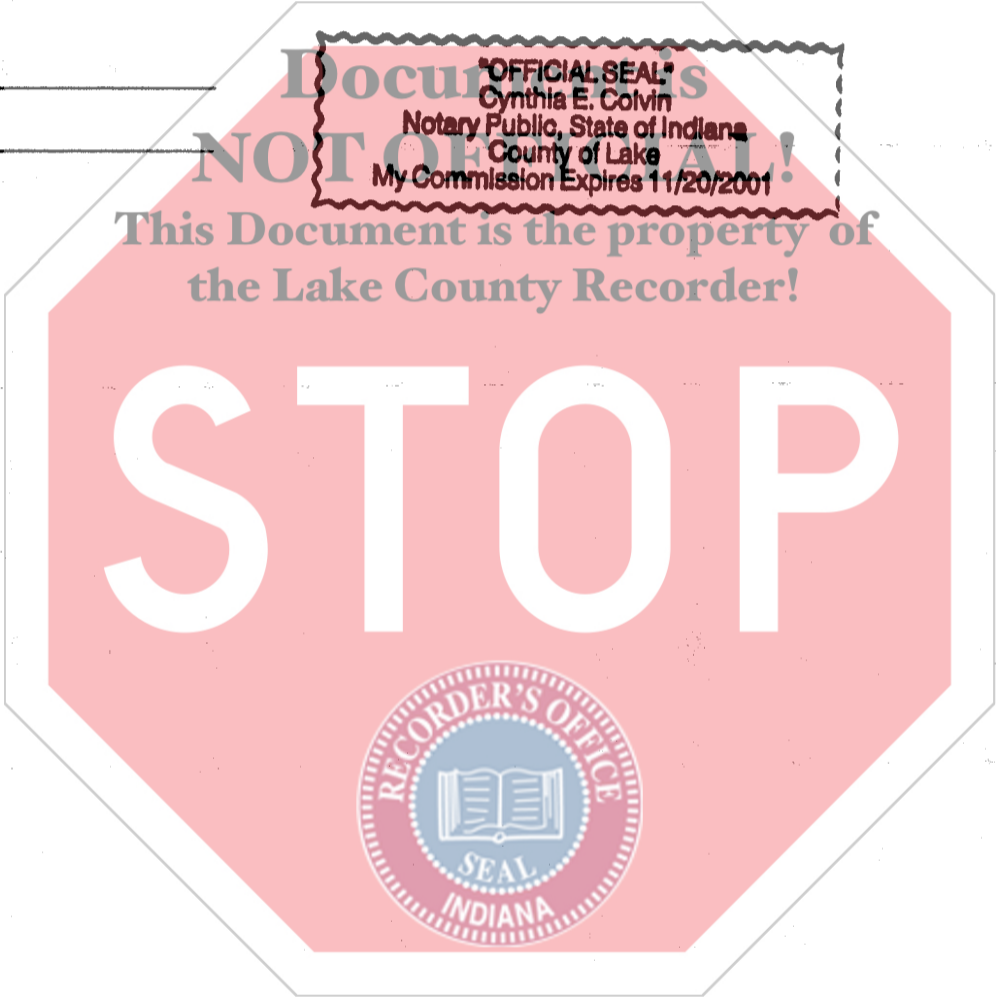
12.00  
CT dw

STATE OF INDIANA )  
                          ) SS:  
COUNTY OF LAKE )

I, the undersigned, a Notary Public in and for said County, in the State aforesaid, do hereby certify that on this day personally appeared before me, James Thomas and Bruce Boyer, personally known to me to be the same persons whose names are subscribed to the foregoing Instrument and personally known to me to be the Manager and member, respectively, of BCFT, LLC, an Indiana limited liability company, and acknowledged that they signed, sealed and delivered the said Instrument as their free and voluntary act, for the uses and purposes therein set forth, as manager and member, respectively, of said limited liability company, that the seal affixed to the foregoing Instrument is the seal of said limited liability company and that said Instrument was signed, sealed and delivered in the name and behalf of said limited liability company by the authority of its Members and Board of Directors as the free and voluntary act of said limited liability company for the uses and purposes therein set forth.

Witness my hand and official seal.  
  
\_\_\_\_\_  
NOTARY PUBLIC

My Commission Expires: \_\_\_\_\_  
County of Residence: \_\_\_\_\_



OFFICIAL SEAL  
Cynthia E. Colvin  
Notary Public, State of Indiana  
County of Lake  
My Commission Expires 11/20/2001

This instrument prepared by May Logothetis as Vice President  
of Mercantile National Bank of Indiana

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