

This instrument was prepared by:

Lisa O'Keefe
Mayer, Brown, Rowe & Maw
190 South LaSalle Street
Chicago, Illinois 60603

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MORRIS W. CARTER
RECORDER

and after recording should be returned to:

Kerry M. Lavelle
Lavelle Legal Services, Ltd.
208 South LaSalle Street, Suite 1200
Chicago, Illinois 60604

ASSIGNMENT OF MORTGAGE

THIS ASSIGNMENT OF MORTGAGE, dated as of June 7, 2002 (the "Assignment") is made by NATIONAL CONSUMER COOPERATIVE BANK, a federally chartered banking corporation (the "Assignor") in favor of CENTRAL GROCERS, INC., having its principal place of business at 11100 Belmont, Franklin Park, Illinois ("Central") which are parties to that certain Loan Purchase Agreement dated May 31, 2002

RECITALS:

A. Sterk's Super Foods, Inc., an Indiana corporation (the "Sterk's") and Lake County Trust Company, an Indiana corporation, not individually but as trustee (the "Land Trustee") under Trust Agreement dated December 28, 1994 and known as Trust No. 4614 (together Sterk's and the Land Trustee are collectively called the "Mortgagor") have executed and delivered to the Assignor that certain Mortgage, Assignment of Leases and Rents, Security Agreement and Financing Statement dated as of December 22, 1995 (as amended or supplemented from time to time, the "Mortgage"), to secure payment of certain indebtedness owed or to be owing by the Mortgagor to the Assignor which Mortgage has been recorded in Lake County, Indiana on December 27, 1995 as Document No. 95079528 grants a lien upon, inter alia, the real property and leaseholds described on Exhibit A hereto.

B. The Assignor desires to transfer, set over, deliver, assign, grant, bargain, sell, and convey to Central all of the Assignor's right, title and interest in, to, and under the Mortgage.

NOW THEREFORE, for good and valuable consideration, the receipt and sufficiency of which are hereby acknowledged, and intending to be legally bound, the Assignor hereby transfers, sets over, delivers, assigns, grants, bargains, warrants, sells and conveys, and by these presents does transfer, set over, deliver, assign, grant, bargain, warrant, sell and convey to Central, the Mortgage and all of the Assignor's rights, titles, interests, liens, privileges, claims, demands and equities existing and to exist in, to, against and under the Mortgage.

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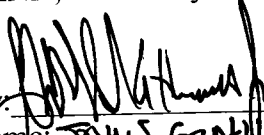
TO HAVE AND TO HOLD the Mortgage and all rights, titles, interests, liens, privileges, claims, demands and equities existing and to exist in connection therewith unto the Assignee, its successors and assigns forever.



IN WITNESS WHEREOF, the Assignor has executed this Assignment as of the date first above written.

ASSIGNOR:

NATIONAL CONSUMER COOPERATIVE
BANK, a federally chartered banking corporation

By: 
Name: John S. Gontkowski, Jr.
Title: Managing Director



STATE OF DC)
) SS.
COUNTY OF Washington

I, Ovie Idise, a Notary Public, do hereby certify that JOHN GOLDTAWAIT personally known to me to be a Managing Director president of NATIONAL CONSUMER COOPERATIVE BANK, a federally chartered banking corporation, and personally known to me to be the same person whose name is subscribed to the foregoing document, appeared before me this day in person and acknowledged that as such Managing Director president he signed and delivered the said document as Managing Director president of said corporation pursuant to authority given by the Board of Directors of said corporation as his free and voluntary act, and as the free and voluntary act and deed of said corporation, for the uses and purposes therein set forth.

Given under my hand and notarial seal, this 7 day of June, 2002.

[Signature]

Notary Public

My commission expires: _____

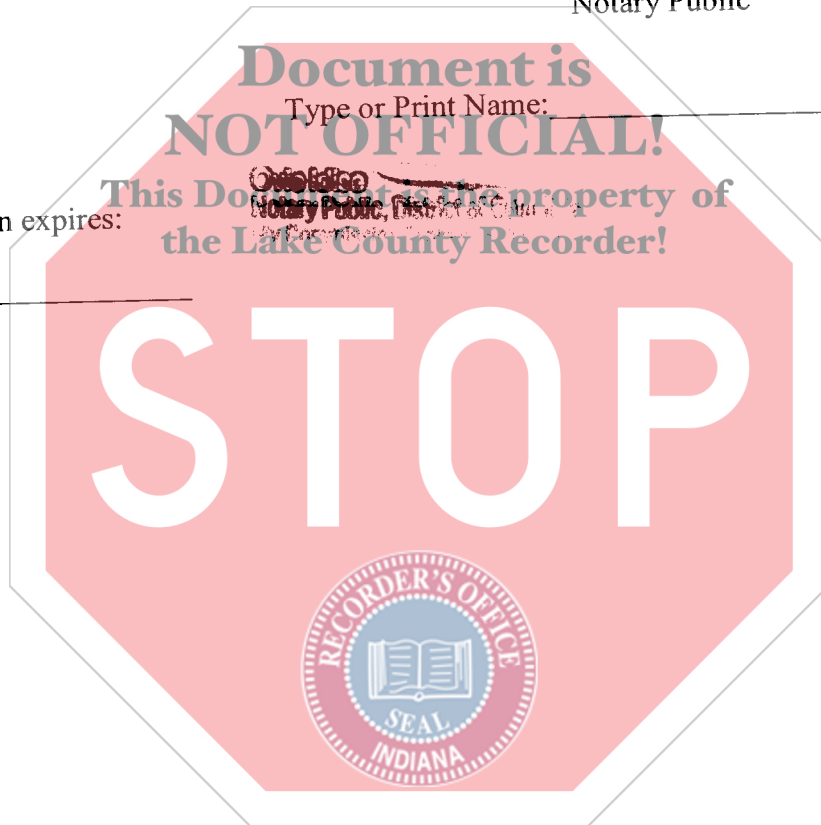


EXHIBIT A

DESCRIPTION OF REAL ESTATE

The following described real estate situate in Lake County, Indiana, to-wit:

Part of Lot "A", Prairie Park Unit No. 1, a subdivision in the City of East Chicago, as shown in Plat Book 35, Page 7, in the Office of the Recorder of Lake County, Indiana, which part of said Lot "A", is more particularly described as follows:

Beginning at a point on the North line of said Lot "A" which point lies 169.90 feet East of the Northwest corner of said Lot "A", as measured along the North line thereof; thence South 88 degrees 18 minutes 46 seconds East, along the North line of said Lot "A", a distance of 418.35 feet to the Northeast corner of said Lot "A", thence South 0 degrees 12 minutes 42 seconds West, along the East line of said Lot "A", a distance of 205.15 feet; thence Easterly, along an offset in the East line of said Lot "A", a distance of 32.85 feet to a point of curve; thence Southeasterly along the Easterly line of said Lot "A", on a curve concave to the East and having a radius of 583.95 feet, an arc distance of 41.28 feet to the Southeast corner of said Lot "A"; thence North 89 degrees 40 minutes 58 seconds West, along the Southerly line of said Lot "A", a distance of 188.92 feet; thence South 36 degrees 54 minutes 00 seconds West, along the Southerly line of said Lot "A", a distance of 112.25 feet; thence Northwesterly, along the Southerly line of said Lot "A", on a curve concave to the South and having a radius of 457.18 feet, an arc distance of 230.86 feet; thence North 1 degree 41 minutes 14 seconds East, along a line perpendicular to the North line of said Lot "A", a distance of 259.22 feet to the Place of Beginning, in the City of East Chicago, Lake County, Indiana

Property Address: 2121 E. Columbus Drive, East Chicago, Indiana

Tax Key Number: 30-618-3; Tax Unit 24.

