

STATE OF INDIANA
LAKE COUNTY
CONSENT AND SUBORDINATION BY MORTGAGEE

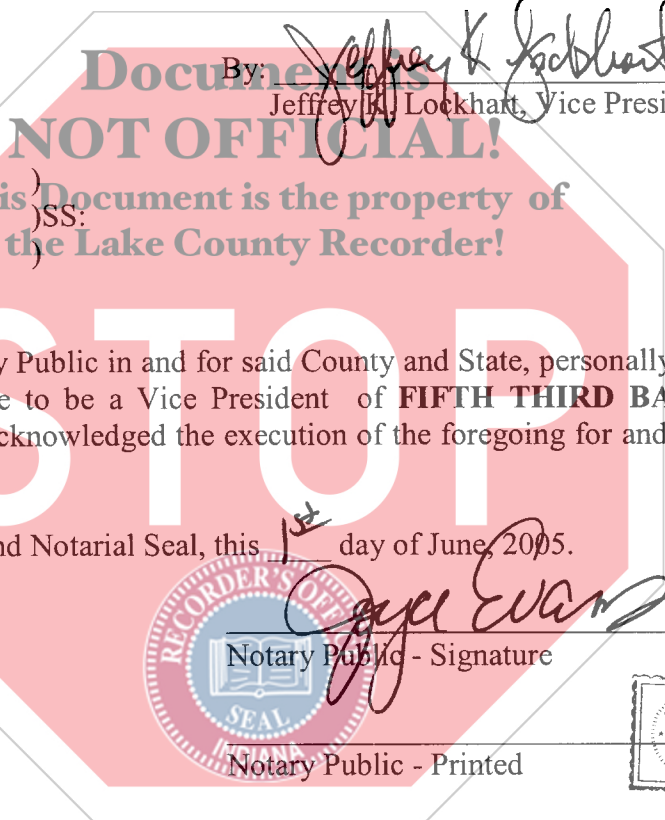
cm6 2005-1177
2005-051737
The undersigned, Fifth Third Bank, a Michigan banking corporation ("Mortgagee"), as mortgagee under that certain Amended and Restated Real Estate Mortgage and Security Agreement (and Fixture Filing) recorded June 1, 2005 in the Office of the Recorder of Lake County, Indiana, as Document Number 2005-044693, which amends and restates that certain Real Estate Mortgage and Security Agreement (and Fixture Filing), recorded March 17, 2005 in the Office of the Recorder of Lake County, Indiana, as Document Number 2005020437 (collectively the "Mortgage"), does hereby consent to the Beacon Hill Retail Center (Phase One) Declaration of Reciprocal Easements and Operating Covenants, dated June 3, 2005, and recorded 6-23-2005 in the Office of the Recorder of Lake County, Indiana as Document Number 2005051737 (the "Declaration"), and further acknowledges that Mortgagee's rights, title and interest in and to the real property encumbered by the Mortgage, is hereby subject and subordinate to the covenants, conditions and restrictions granted under the Declaration.

Dated: June 1, 2005.

FIFTH THIRD BANK, a Michigan banking corporation

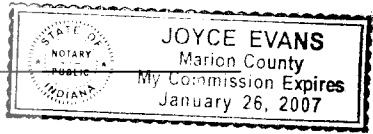
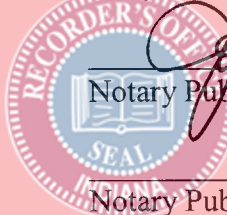
By: *Jeffrey K. Lockhart*
Jeffrey K. Lockhart, Vice President

STATE OF INDIANA)
)SS:
COUNTY OF MARION)



Before me, a Notary Public in and for said County and State, personally appeared Jeffrey K. Lockhart, known to me to be a Vice President of **FIFTH THIRD BANK**, a Michigan banking corporation, and acknowledged the execution of the foregoing for and on behalf of said banking corporation.

Witness my hand and Notarial Seal, this 1st day of June, 2005.
Joyce Evans
Notary Public - Signature



My Commission Expires:

My County of Residence:



Prepared by: Dennis A. Johnson, Attorney at Law, Barnes & Thornburg, 11 S. Meridian St., Indianapolis, IN
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8/24/05*

Chicago Title Insurance Company