

STATE OF INDIANA
CONSENT AND SUBORDINATION BY MORTGAGEE

CM620051177

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 (the "Mortgage"), 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, does hereby consent to the Assignment of Certain Common Area Maintenance Duties Under the Beacon Hill Retail Center (Phase One) Declaration of Reciprocal Easements and Operating Covenants, dated June 3, 2005, and recorded 6-23-05 in the Office of the Recorder of Lake County, Indiana as Document Number 2005051727 (the "Assignment"), 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 and agreements.

Dated: June 1, 2005.

FIFTH THIRD BANK, a Michigan banking corporation

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

STATE OF INDIANA)

COUNTY OF MARION)

SS: **This document is the property of the Lake County Recorder!**

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**, and acknowledged the execution of the foregoing for and on behalf of said bank.

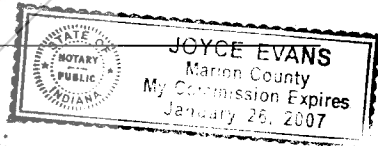
Witness my hand and Notarial Seal, this 1st day of June, 2005.

Joyce Evans
Notary Public - Signature

Notary Public - Printed

My Commission Expires:

My County of Residence:



Chicago Title Insurance Company

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Prepared by Dennis A. Johnson, Attorney at Law, Barnes & Thornburg, 11 S. Meridian St., Indianapolis, IN
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