

Prepared by and after recording
return to:

Neal, Gerber & Eisenberg
Two North LaSalle Street
Suite 2100
Chicago, Illinois 60602
Attn: Jeffrey S. Rheeling, Esq.



**ASSIGNMENT AND ASSUMPTION OF
LEASE AND AGREEMENT FOR DEVELOPMENT AND
OPERATION AND EASEMENT AGREEMENT**

HYATT EQUITIES, L.L.C., a Delaware limited liability company, having an address at 200 West Madison Street, 42nd Floor, Chicago, Illinois 60606 ("Assignor"), for good and valuable consideration, the receipt and sufficiency of which is hereby acknowledged, hereby sells, transfers, quitclaims, assigns, delivers, sets-over and conveys to HYATT CORPORATION, a Delaware corporation, having an address at 200 West Madison Street, 42nd Floor, Chicago, Illinois 60606 ("Assignee"), without representation or warranty, express or implied, all of Assignor's right, title and interest in, to and under the following:

1. that certain Lease and Agreement for Development dated as of April 3, 1998 by and between Assignor, as lessee, and the Village of Rosemont, a municipal corporation under the laws of the State of Illinois, as lessor, a memorandum of which was recorded in April 30, 1999 with the Cook County Recorder as Document No. 99418972 (the "Ground Lease"), with respect to the real property legally described on Exhibit A attached hereto and made a part hereof (the "Property"); and
2. that certain Operation and Easement Agreement dated as of April 3, 1998 by and between Assignor and the American Academy of Orthopedic Surgeons, a not-for-profit corporation, a memorandum of which was recorded on April 30, 1999 with the Cook County Recorder as Document No. 99418973 (the "REA").

Assignee hereby accepts the foregoing assignment and agrees to assume, as of the date hereof, all obligations of Assignor under the Ground Lease and the REA and agrees to perform and be bound by all of the terms, covenants and conditions under the Ground Lease and the REA to be performed by Assignor, subject to the terms of the Ground Lease and the REA.

This Assignment shall be binding upon and inure to the benefit of Assignor and Assignee and their respective successors and assigns.

IN WITNESS WHEREOF, the parties have executed and delivered this Assignment as of the 2nd day of February, 2000.

ASSIGNOR:

HT-ROSEMONT ANNEX, INC., a Delaware corporation

By: Kirk A. Rose
Name: Kirk A. Rose
Title: VP

ASSIGNEE:

HYATT EQUITIES, L.L.C., a Delaware limited liability company

By: Kirk A. Rose
Name: Kirk A. Rose
Title: VP

Property of Cook County Clerk's Office

UNOFFICIAL COPY

STATE OF ILLINOIS)

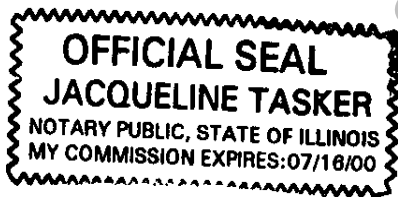
COUNTY OF COOK)

Before me Jacqueline Tasker, on this day personally appeared Kirk A. Rose, known to me to be the person whose name is subscribed to the foregoing instrument, and known to me to be the Vice President of HT-Rosemont Annex, Inc., a Delaware corporation, and acknowledged to me that he/she executed said instrument for the purposes and consideration therein expressed, and as the act of said corporation, on behalf of said corporation. Given under my hand and seal of office this 2nd day of February, 2000.

Jacqueline Tasker
Notary Public

My Commission Expires 7-16-00

(SEAL)



Property of Cook County Clerk's Office

STATE OF ILLINOIS)
)
COUNTY OF COOK)

Before me, Jacqueline Tasker, on this day personally appeared Kish A. Roy known to me to be the person whose name is subscribed to the foregoing instrument, and known to me to be the Vice President of Hyatt Equities, L.L.C., a Delaware limited liability company, and acknowledged to me that he/she executed said instrument for the purposes and consideration therein expressed, and as the act of said company, on behalf of said company. Given under my hand and seal of office this 2nd day of February, 2000.

Jacqueline Tasker
Notary Public

My Commission Expires: 7-16-00

(SEAL)



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EXHIBIT A

LEGAL DESCRIPTION

THAT PART OF LOT 3 IN GERHARD HUEHL ESTATE DIVISION IN SECTION 3, TOWNSHIP 40 NORTH, RANGE 12 EAST AND SECTION 34, TOWNSHIP 41 NORTH, RANGE 12 EAST OF THE THIRD PRINCIPAL MERIDIAN, DESCRIBED AS FOLLOWS: BEGINNING AT THE NORTHEAST CORNER OF SAID LOT 3; THENCE WEST ALONG THE NORTH LINE OF SAID LOT 3, 272.37 FEET; THENCE SOUTH ON A LINE FORMING A 90 DEGREE ANGLE WITH THE NORTH LINE OF SAID LOT 3, 239.68 FEET TO A POINT ON THE SOUTH LINE OF SAID LOT 3; THENCE EAST ALONG THE SOUTH LINE OF SAID LOT 3, 336.37 FEET TO THE SOUTHEAST CORNER OF SAID LOT 3; THENCE NORTHWESTERLY ALONG THE EAST LINE OF SAID LOT 3 248.08 FEET TO THE POINT OF BEGINNING (EXCEPTING THEREFROM THAT PART TAKEN IN CONDEMNATION CASE 85LS0688 FOR HIGHWAYS AND ALSO THAT PART DEDICATED FOR DEVON AVENUE AS PER DOCUMENT NO. 10591813) IN COOK COUNTY, ILLINOIS.

PINS: 12-03-100-007-0000
12-03-100-008-0000
12-03-100-009-0000

Property Address: 6300 River Road
Rosemont, Illinois

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