

THIS DOCUMENT PREPARED BY AND
RECORDING REQUESTED BY AND WHEN
RECORDED MAIL TO:

Steven L. Wilner, Esq.
Cleary, Gottlieb, Steen & Hamilton
One Liberty Plaza
New York, New York 10006

DEPT-01 RECORDING \$35.50
TRAN 5994 07/20/94 11:59:00
CG #-94-632549
COOK COUNTY RECORDER

**ASSIGNMENTS OF AMENDED AND RESTATED MORTGAGES AND AMENDED AND
RESTATED ASSIGNMENTS OF RENTS AND LEASES**

The Permanent Index Numbers (PIN) of the property encumbered hereby are 03-29-326-012, 03-29-326-013, 03-29-326-008, 03-29-326-014, 03-29-326-005, 03-29-326-004, 03-29-326-003, 03-29-326-002, 03-29-326-001, 03-29-335-004, 03-29-335-005, 03-29-335-007, 03-29-335-006, 03-29-335-002 and 03-29-335-001; the address of the property encumbered hereby is 200 Arlington Place, Arlington Heights, Illinois.

KNOW ALL MEN BY THESE PRESENTS, that the undersigned, Kidder, Peabody Mortgage Capital Corporation, a corporation organized under the laws of the State of Delaware, with offices at 60 Broad Street, New York, New York 10004 ("Assignor"), in consideration of the sum of ten dollars (\$10.00) received from Bankers Trust Company of California, N.A., a national banking association, with offices at 3 Park Plaza, Irvine, California 92714 ("Assignee") and other good and valuable consideration, the receipt and sufficiency of which is hereby acknowledged, in accordance with the provisions of that certain Indenture, dated as of July 14, 1994, as may be amended, restated, replaced, supplemented or otherwise modified from time to time, by and among Assignee, as trustee, Bankers Trust Company, as servicer, and certain other limited partnerships named therein, as the issuers thereunder, does hereby assign, sell, transfer, set over, grant and convey to Assignee, its successors and assigns, all of Assignor's right, title and interest in and to

- (1) that certain Amended and Restated First Mortgage, Security Agreement, Fixture Filing Statement, Assignment of Leases and Rents and Financing Statement dated as of the date hereof (the "First Mortgage"), between Arplace Limited Partnership, as mortgagor, and Assignor, as mortgagee, and identified by the recording information set forth in Exhibit B attached hereto and made a part hereof, with respect to the mortgaged property described in Exhibit A attached hereto and made a part hereof (the "Mortgaged Property"),
- 2) that certain Amended and Restated First Assignment of Rents and Leases dated as of the date hereof (the "First Assignment of Rents and Leases"), between Arplace Limited Partnership, as assignor, and Assignor, as assignee, and identified by the recording

JAY W. REED

FIRST AMERICAN TITLE INS 98-190

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information set forth in Exhibit B attached hereto and made a part hereof, with respect to the Mortgaged Property,

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- (3) that certain Amended and Restated Second Mortgage, Security Agreement, Fixture Filing Statement, Assignment of Leases and Rents and Financing Statement dated as of the date hereof (the "Second Mortgage"), between Arplace Limited Partnership, as mortgagor, and Assignor, as mortgagee, and identified by the recording information set forth in Exhibit B attached hereto and made a part hereof, with respect to the Mortgaged Property, and
- (4) that certain Amended and Restated Second Assignment of Rents and Leases dated as of the date hereof (the "Second Assignment of Rents and Leases"), between Arplace Limited Partnership, as assignor, and Assignor, as assignee, and identified by the recording information set forth in Exhibit B attached hereto and made a part hereof, with respect to the Mortgaged Property.

TOGETHER WITH all of Assignor's right, title and interest in and to the obligations secured by the First Mortgage, the First Assignment of Rents and Leases, Second Mortgage and the Second Assignment of Rents and Leases, and all other documents and instruments securing, evidencing or relating to any such obligations, including, without limitation, all liens, mortgages, security interests and guarantees, all of the foregoing as the same may have been amended and all monies, proceeds, profits and awards due and to become due thereon or with respect thereto.

Assignor hereby agrees to perform such further acts and execute and deliver such other instruments and documents as Assignee may request in order to more fully vest in Assignee title to the aforesaid and otherwise to effectuate the intent of this Assignment.

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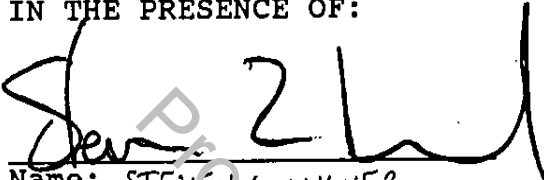
IN WITNESS WHEREOF, the Assignor has caused this Assignment to be executed and delivered by its duly authorized officer(s).

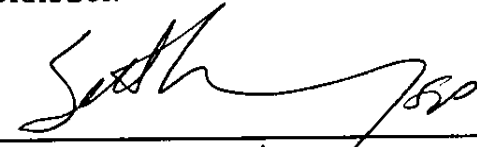
Dated and Effective as of
July 14, 1994

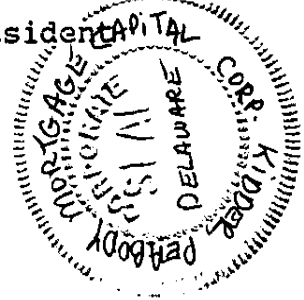
ASSIGNOR:

SIGNED, SEALED AND DELIVERED
IN THE PRESENCE OF:

KIDDER, PEABODY MORTGAGE CAPITAL
CORPORATION


Name: STEVEN L. WILNER

By 
Name: Seth B. Lipsay
Title: Senior Vice President



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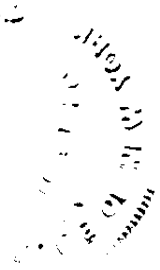
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STATE OF NEW YORK)
)
COUNTY OF NEW YORK) SS.

On this 18 day of July, 1994, before me in the County of New York, a Notary Public in and for said county, personally appeared Seth B. Lipsay, to me personally known, who, being by me duly sworn did say that he/she is the Senior Vice President of Kidder, Peabody Mortgage Capital Corporation, a Delaware Corporation; that the seal affixed to said instrument is the seal of said corporation and that the attached was signed and sealed on behalf of the said corporation by authority of its Board of Directors and the said officer acknowledged the execution of the attached to be the free and voluntary act and deed of said corporation.

Mark D. Woodward
Notary Public [SEAL]
MARK D. WOODWARD
Notary Public State of New York
No. 4997846
Qualified in New York County
Commission Expires June 15, 1996

My Commission Expires:



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"EXHIBIT A"

200 ARLINGTON PLACE
ARLINGTON HEIGHTS, ILLINOIS

PARCEL A:

Lots 1 through 8, inclusive in Block 20 in the Town of Dunton (now known as Arlington Heights), being a subdivision of the West Half of the Southwest Quarter of Section 29, Township 42 North, Range 11, East of the Third Principal Meridian, excepting therefrom that part of said Lots 5 and 6 in Block 20, lying Southwesterly of a straight line drawn from a point on the South line of said Lot 5, 138.33 feet, as measured along the South line of Lots 4 and 5 in said Block 20, West of the Southeast corner of Lot 4 in said Block 20, to a point on the West line of said Lot 6, 138.55 feet, as measured along the West line of Lots 6, 7, and 8 in said Block 20, South of the Northwest corner of Lot 8 in said Block 20, all in Cook County, Illinois.

Together with an easement, right and privilege appurtenant to and for the benefit of Parcel A created by Declaration and Agreement of Parking Easement and rights pertaining to Skybridge (the "parking easement.") recorded December 22, 1986 as Document 86612910 and filed December 22, 1986 as Document LR3578048 and burdening the property (the "burdened property") described as follows:

Lots 1 through 8 in Block 13 in the Town of Dunton, now known as Arlington Heights, being a Subdivision of the West Half of the Southwest Quarter of Section 29, Township 42 North, Range 11 East of the Third Principal Meridian in Cook County, Illinois, excluding that part of Lot 1 in Block 13 in the Town of Dunton as follows:

Beginning at the Northeast corner of said Lot 1; THENCE South 00 degrees 17 minutes 57 seconds West along the East line of said Lot 1, 10.0 feet to a 2 inch disc; THENCE North 44 degrees 37 minutes 26 seconds West 14.16 feet to a 2 inch disc on the North line of said Lot 1, 10.0 feet West of the Northeast corner thereof; THENCE South 89 degrees 32 minutes 48 seconds East along the North line of said Lot 1, 10.0 feet to the POINT OF BEGINNING, in Cook County, Illinois, for the purpose of

(1) 367 parking spaces to be allocated and specifically designated for the use of grantee, its successors and assigns, its invitees and guests, and the residential and commercial tenants of Parcel A and their guests and invitees,

(2) Rights of reasonable ingress and egress from public streets to and from the garage facility to be constructed on the burdened property and through the garage facility and to and from the aforesaid parking spaces.

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(3) Connection of a Skybridge from Parcel A to the garage facility to be constructed on the burdened property and adequate ingress and egress and access to such Skybridge by tenants (both residential and commercial) of Parcel A, their invitees and guests and the grantee, its successors and assigns, its invitees and guests over, across and upon the burdened property and the garage facility to be erected thereon,

(4) The air rights situated above Miner Street between Evergreen Avenue and Arlington Heights Road, Arlington Heights, Illinois described as follows:

All of the area from and above Miner Street lying between Evergreen Avenue and Arlington Heights Road, Arlington Heights, Illinois as may be applicable for the construction, operation, and maintenance of the Skybridge described in the Declaration and Agreement of Parking Easement and rights pertaining to Skybridge, for the purpose of the construction, operation and maintenance of the aforesaid Skybridge, and

(5) Adequate access to the garage facility to be constructed on the burdened property for purposes of maintaining, servicing and repairing the aforesaid parking spaces and Skybridge, in Cook County, Illinois.

PARCEL B:

Lots 1, 2, 5, 6, 7 and 8 in Block 14 in the Town of Dunton, a Subdivision of the West Half of the Southwest Quarter of Section 29, Township 42 North, Range 11 East of the Third Principal Meridian in Cook County, Illinois

Together with an easement, right and privilege appurtenant to and for the benefit of Parcel B created by Declaration and Agreement of Parking Easement and rights pertaining to Skybridge (the "parking easement") recorded December 22, 1986 as Document 86612910 and filed December 22, 1986 as Document LR3578048 and burdening the property (the "burdened property") described as follows:

Lots 1 through 8 in Block 13 in the Town of Dunton, now known as Arlington Heights, being a Subdivision of the West Half of the Southwest Quarter of Section 29, Township 42 North, Range 10, East of the Third Principal Meridian, in Cook County, Illinois, excluding that part of Lot 1 in Block 13 in the Town of Dunton as follows:

Beginning at the Northeast corner of said Lot 1; THENCE South 00 degrees 17 minutes 57 seconds West along the East line of said Lot 1, 10.0 feet to a 2 inch disc; THENCE North 44 degrees 37 minutes 26 seconds West 14.16 feet to a 2 inch disc on the North line of said Lot 1, 10.0 feet West of the Northeast corner thereof; THENCE South 89 degrees 32 minutes 48 seconds East along the North line of said Lot 1, 10.0 feet to the POINT OF BEGINNING, in Cook County, Illinois, for the purposes of:

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(1) 183 parking spaces to be allocated and specifically designated parking spaces for the use of grantee, its successors and assigns, its invitees and guests, and the residential and commercial tenants of Parcel B and their guests and invitees,

(2) Rights of reasonable ingress and egress from public streets to and from the garage facility to be constructed on the burdened property and through the garage facility and to and from the aforesaid parking spaces,

(3) Connection of a Skybridge from Parcel A to the garage facility to be constructed on the burdened property and adequate ingress and egress and access to such Skybridge by tenants (both residential and commercial of Parcel B, their invitees and guests and the grantee, its successors and assigns, its invitees and guests over, across and upon the burdened property and the garage facility to be erected thereon,

(4) The air rights situated above Miner Street between Evergreen Avenue and Arlington Heights Road, Arlington Heights, Illinois described as follows:

All of the area from and above Miner Street lying between Evergreen Avenue and Arlington Heights Road, Arlington Heights, Illinois as may be applicable for the construction, operation, and maintenance of the Skybridge described in the Declaration and Agreement of Parking Easement and Rights pertaining to Skybridge, for the purpose of the construction, operation and maintenance of the aforesaid Skybridge, and

(5) Adequate access to the garage facility to be constructed on the burdened property for purposes of maintaining, servicing and repairing the aforesaid parking spaces and Skybridge, in Cook County, Illinois.

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EXHIBIT B

[RECORDING INFORMATION]

Name of Document	Document #	Book	Page	County
First Mortgage	93727416	Re-recorded	93843153	✓
First Assignment of Rents and Leases	93727418 ✓			
Second Mortgage	93727417 ✓	Re-recorded	93843154	✓
Second Assignment of Rents and Leases	93727419 ✓			
Amended and Restated Flint Mortgage	94632545 ✓			
Amended and Restated First Assignment of Rents and Leases	94632546 ✓			
Amended and Restated Second Mortgage	94632547 ✓			
Amended and Restated Second Assignment of Rents and Leases	94632548 ✓			

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