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Eugene "Gene" Moore Fee: \$46.00 Cook County Recorder of Deeds Date: 05/23/2003 08:27 AM Pg: 1 of 12

This instrument was prepared by and upon recording should be returned to:

Patrick G. Moran, Esq. Sonnenschein Nath & Rosenthal 8000 Sears Tower Chicago, Illinois 60606

MEMORANDUM OF OPTION AGREEMENTS

THIS MEMORANDUM OF OPTION AGREEMENTS, made as of the 2½th day of March, 2003, by and between JOHN BUCK 111 WACKER LLC, a Delaware limited liability company, JOHN O'DONNELL 111 WACKER LLC, a Delaware limited liability company, WILLIAM MOODY 111 WACKER LLC, a Delaware limited liability company and ROBERT CHODOS 111 WACKER LLC, a Delaware limited liability company, as tenants-in-common (individually, a "Landowner" and collectively "Landowners") and 111 SOUTH WACKER VENTURE LLC, a Delaware limited liability company ("!ì1").

<u>W 1 T N E S S E T H</u>:

- 1. By four (4) Option Agreements dated of even date herewith between each Landowner and 111 (the "Option Agreements") each Landowner has granted to 111 an option whereby, at 111's election, such Landowner will sell or contribute to 111, and 111 will purchase or accept as a contribution from such Landowner, such Landowner's undivided interest as a tenant-in-common in that certain parcel of land legally described on Exhibit A attached hereto and made a part hereof upon the terms, provisions, covenants and conditions set forth in the Option Agreements.
- 2. This Memorandum of Option Agreements is being executed and recorded in order to give notice of the existence of the Option Agreements and the rights and options described above.
- 3. The Option Agreements are the full agreements between the parties. The provisions of this Memorandum of Option Agreements are subject in all respects to the previsions of the Option Agreements, to which reference must be made in connection with any matters affecting this Memorandum of Option Agreements or any part of the property affected by the Option Agreements. All of the terms and conditions of the Option Agreements are incorporated herein by reference to the same extent as if set forth herein at length. In the event of any conflict between the provisions of this Memorandum of Option Agreements and the provisions of the Option Agreements, the provisions of the Option Agreements shall control, it being the intent of the parties that this Memorandum of Option Agreements shall not alter or vary the terms of the agreement between the parties as set out in the Option Agreements.

BUX 333-611

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IN WITNESS WHEREOF, the parties have caused this Memorandum of Option Agreements to be executed on the date first above written.

LANDOWNERS:

JOHN BUCK 111 WACKER LLC, a Delaware limited liability company

John Buck UBS Tower LLC, an Illinois By: limited liability company, its sole member

Name: John A. Buck II, its sole member

DOOR CO JOHN O'DONNELL 111 WACKER LLC, a Delaware limited liability company

John O'Donnell UBS Tower LLC, an Illinois limited liability company, its sole member

O'Donnell Family LLC, an Illinois limited liability company, its sole member

Name: John Q. O'Donnell, its managing member

WILLIAM MOODY 111 WACKER LLC, a Delaware limited liability company

William Moody UBS To ver LLC, an Illinois By: limited liability company, its sole member

Name: William Moody, its sole member

ROBERT CHODOS 111 WACKER LLC, a Delaware limited liability company

Robert Chodos UBS Tower LLC, an Illinois By: limited liability company, its sole member

> By: Name: Robert Chodos, its sole member

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IN WITNESS WHEREOF, the parties have caused this Memorandum of Option Agreements to be executed on the date first above written.

LANDOWNERS:

JOHN BUCK 111	WACKER LLC,	a Delaware	limited
liability company			

	Ву:	limited liability company, its sole member
D _C		By:Name: John A. Buck II, its sole member
DO TO		N O'DONNELL 111 WACKER LLC, a Delawared liability company
O _{jr}	By:	John O'Donnell UBS Tower LLC, an Illinois limited liability company, its sole member
	Ey:	O'Donnell Family LLC, an Illinois limited lia

O'Donnell Family LLC, an Illinois limited liability company, its sole member

Name John O. O'Donnell, its managing member

WILLIAM MOODY 111 WACKER LLC, a Delaware limited liability company

William Moody UBS Tover LLC, an Illinois By: limited liability company, its sole member

Name: William Moody, its sole member

ROBERT CHODOS 111 WACKER LLC, a Delaware limited liability company

Robert Chodos UBS Tower LLC, an Illinois By: limited liability company, its sole member By:_ Name: Robert Chodos, its sole member

-2-

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IN WITNESS WHEREOF, the parties have caused this Memorandum of Option Agreements to be executed on the date first above written.

LANDOWNERS:

By:

JOHN BUCK 111 WACKER LLC, a Delaware limited
liability company

John Buck UBS Tower LLC, an Illinois

	·	limited liability company, its sole member
\Diamond		By:
6		Name: John A. Buck II, its sole member
700		
		O'DONNELL 111 WACKER LLC, a Delawar d liability company
0,5	By:	John O'Donnell UBS Tower LLC, an Illinois limited liability company, its sole member
	Ey:	O'Donnell Family LLC, an Illinois limited lia
	1	company, its sole member

By:	John O'Donnell UBS Tower LLC, an Illinois
)	limited liability company, its sole member

O'Donnell Family LLC, an Illinois limited liability company, its sole member

John Q. O'Donnell, its managing member

WILLIAM MOODY 111 WACKER LLC, a Delaware limited liability company

William Moody UBS Tover LLC, an Illinois By: limited liability company, it's sole member

Name: William Moody, its sole member

ROBERT CHODOS 111 WACKER LLC, a Delaware limited liability company

Robert Chodos UBS Tower LLC, an Illinois By: limited liability company, its sole member

Name: Robert Chodos, its sole member

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IN WITNESS WHEREOF, the parties have caused this Memorandum of Option Agreements to be executed on the date first above written.

LANDOWNERS:

JOHN BUCK 111	WACKER	LLC, a	Delaware	limited
liability company				

Ву:	John Buck UBS Tower LLC, an Illinois limited liability company, its sole member				
	By: Name: John A. Buck II, its sole member				

JOHN O'DONNELL 111 WACKER LLC, a Delaware limited liability company

B_y

Hy John O'Donnell UBS Tower LLC, an Illinois limited liability company, its sole member

O'Donnell Family LLC, an Illinois limited liability company, its sole member

Name: John Q. O'Donnell, its managing member

WILLIAM MOODY 111 WACKER LLC, a Delaware limited liability company

William Moody UBS Tover LLC, an Illinois By: limited liability company, i's sole member

Name: William Moody, its sole member

ROBERT CHODOS 111 WACKER LLC, a Delaware limited liability company

Robert Chodos UBS Tower LLC, an Illinois By: limited liability company, its sole member

Name: Robert Chodos, its sole member

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	111:	
В	limited 7: 111 VEN its Son By:	OUTH WACKER VENTURE LLC, a Delaware illiability company NTURE HOLDINGS LLC, a Delaware limited liability company, le Member JBC Acquisition & Development Fund I, L.P. a Delaware limited partnership, a managing member
DOOP OF	By: By Name: Title:	Buck Investors I, LLC, a Delaware limited liability company, its general partner John O'Donnell Co-Manager
	And B	XP.
	Alla B	JBC Opportunity Fund II, L.P., a Delaware imited partnership, a managing member
	Ву:	Buck investors II, LLC, a Delaware limited liability company, its general partner
	By: Name: Title:	

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	111:	
Ву:	limited	OUTH WACKER VENTURE LLC, a Delaware liability company of the Holdings LLC, a Delaware limited liability company, a Member of JBC Acquisition & Development Fund I, L.P. a Delaware limited partnership, a managing member
600	By:	Buck Investors I, LLC, a Delaware limited liability company, its general partner
DOOP OF		
C	And B	y:
	94	JBC Opportunity Fund II, L.P., a Delaware im ted partnership, a managing member
	Ву:	Buck investors II, LLC, a Delaware limited liability company, its general partner
	By:	Hera Ci Dwarm

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STATE OF ILLINOIS)) SS.		
COUNTY OF COOK)		
I, Dympua Rec 6 the State aforesaid, DO HEREBY of Tower LLC, an Illinois limited liab whose name is subscribed to the fo day in person and acknowledged the voluntary act, and as the free and vehalf of John Buck 111 Wacker L	oility company, per oregoing instrumen hat he signed and d voluntary act of said LLC, for the uses an	rsonally known to me t as such sole membe lelivered the said inst d limited liability cor nd purposes therein s	e to be the same person er, appeared before me this rument as his own free and inpany for itself and on et forth.
GIVEN under my hand and	d notarial seal this	20 th day of <u>Marc</u>	<u>k</u> , 2003.
My Commission Expires:	Xeglen	· · · · · · · · · · · · · · · · · · ·	TOPPICIAL MEAL" DYMPNA R'I BAN Nothry Public, Starr of Histois Mi Comalishing Copins 92778701
2-18-04	C		
STATE OF ILLINOIS COUNTY OF COOK)) ss.)	12	
I, Dymowh In the State aforesaid, DO HEREBY O'Donnell Family LLC, which is limited liability company, personate to the foregoing instrument as such acknowledged that he signed and as the free and voluntary act of said O'Donnell UBS Tower LLC and I therein set forth.	CERTIFY that Jol the sole member of ally known to me to h sole member, app delivered the said it id limited liability	In Q. O'Donn (ii) as if John O'Donne!! UZ be the same person peared before me this instrument as his own company for itself an	S Tower LLC, an Illinois whose name is subscribed any in person and free and voluntary act, and do noekalf of John
GIVEN under my hand an	nd notarial seal this	$\frac{2^{7}}{\sqrt{2}}$ day of MAI	<u>ed,</u> 2003.
- Jymp	na Dega	<u></u>	in a second of the second of t
My Commission Expires:			D. F. Prad. C.A.C. P. M. TA. RLASAM Bolivy Pordio, State of Mirela Doministics Expires 07,712 a.c.
2-18-04			Destination Expires 05/19 6 10 10 10 10 10 10 10 10 10 10 10 10 10

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STATE OF ILLINOIS)) SS.	
COUNTY OF COOK)	
I, DympNA Regare, a Notary Public in and for said Courthe State aforesaid, DO HEREBY CERTIFY that Robert Chodos, sole member of Robert Chours Tower LLC, an Illinois limited liability company, personally known to me to be the same person whose name is subscribed to the foregoing instrument as such sole member, appeared me this day in person and acknowledged that he signed and delivered the said instrument as his free and voluntary act, and as the free and voluntary act of said limited liability company for it and on behalf of Robert Chodos 111 Wacker LLC, for the uses and purposes therein set forth.	e before is own tself
GIVEN under my hand and notarial seal this 20th day of March 2003.	
Dympu Degm SHOWS FLAD	
My Commission Expires: Metary Parties, William of Halter Commission F. 10 and 18	\$ 1
2-18-04	
STATE OF ILLINOIS) SS. COUNTY OF COOK)	
I, Dynewy Cear , a Notary Public in and for said Conthe State aforesaid, DO HEREBY CERTIFY that William Moody, sole number of William M UBS Tower LLC, an Illinois limited liability company, personally known to me to be the same person whose name is subscribed to the foregoing instrument as such sole member, appeared me this day in person and acknowledged that he signed and delivered the said instrument as he free and voluntary act, and as the free and voluntary act of said limited liability company for and on behalf of William Moody 111 Wacker LLC, for the uses and purposes therein so forth	Moody ne before nis own itself
GIVEN under my hand and notarial seal this 2011 day of March 2003.	
My Commission Expires: 2-18-04 Dynamics Street of Motor William & Commission & Co	

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STATE OF ILLINOIS)) SS.
COUNTY OF COOK)
I, Dympwh Reem, a Notary Public in and for said County, in the State aforesaid, DO HEREBY CERTIFY that John O'Donnell as Co-Manager of Buck Investors I L.L.C., the general partner of JBC Acquisition & Development Fund I, L.P., as the Co-Managing Member of 111 Venture Holdings LLC, as the sole member of 111 South Wacker Venture LLC, a Delaware limited liability company, personally known to me to be the same person whose name is subscribed to the foregoing instrument as such Co-Manager, appeared before me this day in person and acknowledged that he signed and delivered the said instrument as his own free and voluntary act and as the free and voluntary act of said limited liability company, for the uses and purposes therein set forth.
GIVEN under my hand and notarial seal this 20th day of March, 2003.
My Commission Expires:
2-18-04 Se consisten fault e C2/18/mg.
STATE OF ILLINOIS) SS. COUNTY OF COOK)
COUNTY OF COOK)
I, Dympna Regard, a Notary Public in and for said County, in the State aforesaid, DO HEREBY CERTIFY that Kent Swanson as authorized agent of Buck Investors II, L.L.C., the general partner of JBC Opportunity Fund I. L.P the Co-Managing Member of 111 Venture Holdings LLC, as the sole member of 111 South Wacker Venture LLC, a Delaware limited liability company, personally known to me to be the same person whose name is subscribed to the foregoing instrument as such Authorized Agent, appeared before me this day in person and acknowledged that he signed and delivered the said instrument as his own free and coluntary act, and as the free and voluntary act of said limited liability company, for the uses and purposes therein set forth.
GIVEN under my hand and notarial seal this 20^{-1} day of March, 2003.
- Tympna Degan
My Commission Expires:
2-18-04

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EXHIBIT A

PARCEL 1:

LOTS 1, 2 AND 5 (EXCEPT THE NORTH 1 FOOT OF LOT 5) IN OGDEN'S SUBDIVISION OF LOT 1 IN BLOCK 82 IN SCHOOL SECTION ADDITION TO CHICAGO IN SECTION 16, TOWNSHIP 39 NORTH, RANGE 14 EAST OF THE THIRD PRINCIPAL MERIDIAN, IN COOK COUNTY, ILLINOIS.

PARCEL 2:

LOTS A AND B IN J.V. FARWELL JR. RESUBDIVISION OF LOTS 3, 4 AND 6 AND THE NORTH 1 FOOT OF LOT 5, TOGETHER WITH THE VACATE ALLEY BETWEEN SAID LOTS 4 AND 6 AND EAST OF SAID LOTS 3 AND 6 IN OGDEN'S SUBDIVISION OF LOT 1 IN BLOCK 82 IN SCHOOL SECTION ADDITION TO CHICAGO, IN SECTION 16, TOWNSHIP 39 NORTH, RANGE 14 EAST OF THE 1932D PRINCIPAL MERIDIAN, IN COOK COUNTY, ILLINOIS

PARCEL 3:

LOT 2 (EXCEPT THE EAST 18 FFET THEREOF) IN BLOCK 82 IN SCHOOL SECTION ADDITION TO CHICAGO IN SECTION 16, TOWNSHIP 39 NORTH, RANGE 14 EAST OF THE THIRD PRINCIPAL MERIDIAN IN COOK COUNTY, ILLINOIS

PARCEL 4:

THE SOUTH ½ OF MONROE STREET NORTH OF AND ADJACENT TO THE FOLLOWING DESCRIBED PROPERTY: LOT 1 IN OGDEN'S SULPAYISION OF LOT 1 OF BLOCK 82 IN SCHOOL SECTION ADDITION TO CHICAGO, AND LOT 2 (EXCEPT THE EAST 18 FEET THEREOF) IN BLOCK 82 IN SCHOOL SECTION ADDITION TO CHICAGO ALL IN SECTION 16, TOWNSHIP 39 NORTH, RANGE 14, EAST OF THE THIRD PAIN CIPAL MERIDIAN IN COOK COUNTY, ILLINOIS

PARCEL 5:

EASEMENT FOR THE BENEFIT OF PARCELS 1 THROUGH 4 AS CREATED BY THE ENCROACHMENT AND CONSTRUCTION EASEMENT AGREEMENT RECOPPED JANUARY 6, 2003 AS DOCUMENT 0030023092 FOR THE PURPOSE OF INSTALLING, MAINTAINING, CLEANING, REPAIRING AND RESTORING BAY WINDOWS, FINS, PANELS AND OTHER PERMANENT PROJECTIONS FROM THE NEW BUILDING LOCATED ON LAND AND FOR THE PURPOSE OF ACCESS FOR CLEANING, MAINTAINING, REPAIRING AND RESTORING OF OTHER PORTIONS OF SUCH NEW BUILDING OR SUBSEQUENT BUILDINGS; FOR THE PURPOSE OF INSTALLING, MAINTAINING, REPAIRING AND RESTORING FOUNDATIONS AND CAISSONS FOR THE SUPPORT OF THE NEW BUILDING; FOR INGRESS AND EGRESS OVER, ACROSS AND THROUGH THE "MONROE <BLDG", LOCATED EAST AND ADJOINING LAND, TO AND FROM THE ROOFTOP EASEMENT AREA FOR THE PURPOSE OF INSTALLING, MAINTAINING, REPAIRING AND RESTORING SUCH ASSEMBLIES AND RELATED IMPROVEMENTS AS MAY BE DEEMED NECESSARY; AND A TEMPORARY, NON-EXCLUSIVE EASEMENT FOR THE PURPOSE OF CONSTRUCTING AND EQUIPING THE <NEW BUILDING, THE USE OF THE ALLEY EASEMENT AREA AS A STAGING AREA FOR TRUCKS AND EQUIPMENT AND ANY OTHER RELATED PURPOSES FOR THE CONSTRUCTION OF IMPROVEMENTS ON LAND.

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PARCEL 6:

EASEMENT FOR THE BENEFIT OF PARCELS 1 THROUGH 4 FOR LIGHT AND AIR AND UNOBSTRUCTED VIEW FOR A TERM ENDING ON THE EARLIER OF: A) THE INITIAL EXPIRATION DATE DEFINED IN THE OFFICE LEASE, OR B) THE DATE ON WHICH THE OFFICE LEASE TERMINATES, OVER AND ACROSS THE PROPERTY EAST AND ADJOINING AS CREATED BY THE EASEMENT AGREEMENT RECORDED OCTOBER 16, 2002 AS DOCUMENT 0021135113

TOTAL AREA - 37,968 SQUARE FEET (INCLUDING 5,400 SQUARE FEET IN W. MONROE Stopporty Ox C

Permanent Index Numbers:

17-16-208-001, 17-16-208-002, 17-16-208-003, 17-16-208-018 OUNT CIONA'S ONE

Common Address:

111 South Wacker Drive

Chicago, Illinois 60606