

UNOFFICIAL COPY

THIS DOCUMENT WAS PREPARED BY
AND AFTER RECORDING, MAIL TO:

SCHIFF HARDIN LLP
6600 Sears Tower
233 S. Wacker Drive
Chicago, Illinois 60606
Attn: John C. Thurmond, Esq.



Doc#: 0434404089
Eugene "Gene" Moore Fee: \$40.00
Cook County Recorder of Deeds
Date: 12/09/2004 10:02 AM Pg: 1 of 8

#22

This space is for RECORDER'S USE ONLY

ASSIGNMENT AND ASSUMPTION OF AGREEMENTS

THIS ASSIGNMENT AND ASSUMPTION OF AGREEMENTS (this "Assignment") is made as of the 30th day of November, 2004 by **Sherman Plaza Venture, L.L.C.**, an Illinois limited liability company ("Assignor"), to **Sherman Plaza Partners, LLC**, a Delaware limited liability company ("Assignee").

RECITALS

WHEREAS, Assignor and the City of Evanston have entered into that certain Redevelopment Agreement dated July 9, 2001, as amended by that certain First Amendment to Redevelopment Agreement dated October 22, 2001, that certain Second Amendment to Redevelopment Agreement dated October 28, 2002, that certain Third Amendment to Redevelopment Agreement dated June 14, 2004 and that certain Fourth Amendment to Redevelopment Agreement dated September 27, 2004 (the "**Redevelopment Agreement**");

WHEREAS, Assignor and the City have entered into that certain Public Improvements Construction Agreement dated as of October 22, 2001 and amended by that certain First Amendment to Public Improvements Construction Agreement dated as of October 28, 2002 and that certain Second Amendment to Public Improvements Construction Agreement dated as of June 18, 2004 (collectively, the "**PICA**");

WHEREAS, Assignor and the City have entered into that certain Lease dated October 28, 2002 for certain retail and commercial premises within Lot 1 of the Sherman Plaza Subdivision (the "**Garage Retail Lease**");

WHEREAS, Assignor wishes to assign to Assignee all of its rights, title and interest in and to the Redevelopment Agreement, the PICA and the Garage Retail Lease (collectively, the "**Agreements**"), which Agreements relate to certain real property in the City of Evanston in Cook County, State of Illinois, as legally described in **Exhibit A** attached hereto; and

WHEREAS, Assignee wishes to accept such assignment from Assignor and to assume all of Assignor's obligations under the Agreements.

PK15

9900 33 292 NHL / 556090

TICOR TITLE INSURANCE

UNOFFICIAL COPY

NOW, THEREFORE, in consideration of the recitals set forth above and incorporated herein, and for other good and valuable consideration, the receipt and sufficiency of which are hereby acknowledged, Assignor and Assignee agree as follows:

1. Assignor hereby grants, transfers and assigns to Assignee all of Assignor's rights, title and interest in and to the Agreements. Assignee hereby accepts such assignment and assumes all obligations of Assignor under the Agreements.

2. Assignor hereby grants, transfers and assigns to Assignee all of Assignor's rights, title and interest in and to any and all payments or deposits made by or on behalf of Assignor under the Agreements prior to the date hereof. Assignee hereby accepts such assignment.

3. This Assignment may be executed in any number of counterparts, each of which shall constitute an original, and all of which, when taken together, shall constitute one and the same instrument.

[Remainder of Page Intentionally Left Blank]

Property of Cook County Clerk's Office

UNOFFICIAL COPY

IN WITNESS WHEREOF, Assignor has executed and delivered this Assignment as of the date first written above.

ASSIGNOR:

Sherman Plaza Venture, L.L.C., an Illinois limited liability company

By: SPV, Inc., an Illinois corporation, its manager

By: [Signature]
Name: Thomas Anderson
Its: President

Property of Cook County Clerk's Office

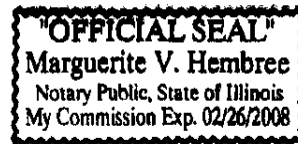
ACKNOWLEDGMENT

STATE OF ILLINOIS §
 § §§
COUNTY OF §

I, a notary public in and for said County, in the State aforesaid, DO HEREBY CERTIFY THAT personally appeared before me this day and acknowledged that s/he is the President of SPV, Inc., an Illinois corporation, the manager of Sherman Plaza Venture, L.L.C., and acknowledged that by authority duly given and as the act of the corporation, the foregoing instrument was signed in its name as its free act and deed.

WITNESS my hand and official seal this 19 day of NOVEMBER, 2004.

Marguerite V. Hembree
Notary Public



UNOFFICIAL COPY

IN WITNESS WHEREOF, Assignee has executed and delivered this Assignment as of the date first written above.

ASSIGNEE:

Sherman Plaza Partners, LLC, a Delaware limited liability company

By: SPV Finance, LLC, a Delaware limited liability company, its sole member

By: SPV Holdings, LLC, a Delaware limited liability company, its sole member

By: Sherman Plaza Venture, L.L.C., an Illinois limited liability company, its sole member

By: SPV, Inc., an Illinois corporation, its manager

By: [Signature]
Name: TIMOTHY ANDERSON
Its: PRESIDENT

Property of Cook County Clerk's Office

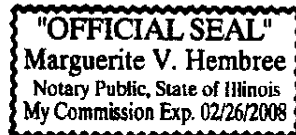
ACKNOWLEDGMENT

STATE OF ILLINOIS §
 § SS.
COUNTY OF §

I, a notary public in and for said County, in the State aforesaid, DO HEREBY CERTIFY THAT personally appeared before me this day and acknowledged that s/he is the PRESIDENT of SPV, Inc., an Illinois corporation, the manager of Sherman Plaza Venture, L.L.C., the sole member of SPV Holdings, LLC, the sole member of SPV Finance, LLC, the sole member of Sherman Plaza Partners, LLC, and acknowledged that by authority duly given and as the act of the corporation, the foregoing instrument was signed in its name as its free act and deed.

WITNESS my hand and official seal this 19 day of NOVEMBER, 2004.

[Signature]
Notary Public



UNOFFICIAL COPY**EXHIBIT A****LEGAL DESCRIPTION****PARCEL 1:**

LOTS 2, 3 AND 4 IN SHERMAN PLAZA SUBDIVISION, BEING A SUBDIVISION OF PART OF THE SOUTHWEST QUARTER OF SECTION 18, TOWNSHIP 41 NORTH, RANGE 14 EAST OF THE THIRD PRINCIPAL MERIDIAN, IN COOK COUNTY, ILLINOIS, WHICH PLAT WAS RECORDED 0434404084, 2004 AS DOCUMENT NO.

PARCEL 2:

PERPETUAL EASEMENTS FOR THE BENEFIT OF PARCEL 1 FOR SUPPORT, INGRESS AND EGRESS, AND OTHER PURPOSES AS DESCRIBED AND DEFINED IN SECTION 4 AND, FOR THE BENEFIT OF LOT 3, AS DESCRIBED AND DEFINED IN SECTION 9, OF THE RECIPROCAL EASEMENT AGREEMENT RECORDED 0434404085, 2004 AS DOCUMENT NO. _____

P.I.N.: 11-18-304-007

11-18-304-024

11-18-304-009

11-18-304-018

11-18-304-019

11-18-304-020

11-18-304-010

11-18-304-014

11-18-304-017

11-18-304-025

11-18-304-026

PARCEL 3:

LEASEHOLD ESTATE AS CREATED BY THE LEASE BETWEEN CITY OF EVANSTON AND SHERMAN PLAZA VENTURE, L.L.C. RECORDED 0434404088, 2004 AS DOCUMENT NO. _____, AS ASSIGNED TO SHERMAN PLAZA PARTNERS, LLC BY ASSIGNMENT AND ASSUMPTION OF AGREEMENTS RECORDED _____, 2004 AS DOCUMENT NO. _____, WHICH DEMISES AND LEASES THE FOLLOWING DESCRIBED PORTION OF LOT 1 IN SHERMAN PLAZA SUBDIVISION, AFORESAID, FOR A TERM COMMENCING AND EXPIRING AS THEREIN DEFINED:

THAT PART OF LOT 1, AFORESAID, LYING ABOVE GROUND TIER FINISHED FLOOR ELEVATION OF 600.8, MORE OR LESS, AND BELOW SECOND TIER RAMP AND

UNOFFICIAL COPY

PARKING AREA FINISHED FLOOR ELEVATIONS RANGING FROM 609.83 THROUGH 623.58, MORE OR LESS, DESCRIBED AS FOLLOWS:

COMMENCING AT THE SOUTHWEST CORNER OF SAID LOT 1; THENCE NORTH 00 DEGREES 21 MINUTES 30 SECONDS WEST ALONG THE WEST LINE OF SAID LOT 1, A DISTANCE OF 44.55 FEET; THENCE NORTH 89 DEGREES 40 MINUTES 27 SECONDS EAST 2.69 FEET FOR THE PLACE OF BEGINNING; THENCE NORTH 00 DEGREES 19 MINUTES 33 SECONDS WEST, 14.45 FEET; THENCE NORTH 89 DEGREES 40 MINUTES 27 SECONDS EAST, 0.67 FEET; THENCE NORTH 00 DEGREES 19 MINUTES 33 SECONDS WEST, 3.17 FEET; THENCE SOUTH 89 DEGREES 40 MINUTES 27 SECONDS WEST, 0.67 FEET; THENCE NORTH 00 DEGREES 15 MINUTES 44 SECONDS WEST, 0.31 FEET; THENCE NORTH 00 DEGREES 19 MINUTES 33 SECONDS WEST, 16.62 FEET; THENCE NORTH 00 DEGREES 19 MINUTES 33 SECONDS WEST, 0.31 FEET; THENCE NORTH 89 DEGREES 40 MINUTES 27 SECONDS EAST, 0.67 FEET; THENCE NORTH 00 DEGREES 19 MINUTES 33 SECONDS WEST, 3.17 FEET; THENCE SOUTH 89 DEGREES 40 MINUTES 27 SECONDS WEST, 0.67 FEET; THENCE NORTH 00 DEGREES 23 MINUTES 04 SECONDS WEST, 0.31 FEET; THENCE NORTH 00 DEGREES 19 MINUTES 33 SECONDS WEST, 16.94 FEET; THENCE NORTH 89 DEGREES 40 MINUTES 27 SECONDS EAST, 0.67 FEET; THENCE NORTH 00 DEGREES 19 MINUTES 33 SECONDS WEST, 3.17 FEET; THENCE SOUTH 89 DEGREES 40 MINUTES 27 SECONDS WEST, 0.67 FEET; THENCE NORTH 00 DEGREES 28 MINUTES 08 SECONDS WEST, 0.31 FEET; THENCE NORTH 00 DEGREES 19 MINUTES 33 SECONDS WEST, 16.62 FEET; THENCE NORTH 00 DEGREES 19 MINUTES 33 SECONDS WEST, 0.31 FEET; THENCE NORTH 89 DEGREES 40 MINUTES 27 SECONDS EAST, 0.67 FEET; THENCE NORTH 00 DEGREES 19 MINUTES 33 SECONDS WEST, 3.17 FEET; THENCE SOUTH 89 DEGREES 40 MINUTES 27 SECONDS WEST, 0.67 FEET; THENCE NORTH 00 DEGREES 39 MINUTES 06 SECONDS WEST, 0.31 FEET; THENCE NORTH 00 DEGREES 19 MINUTES 33 SECONDS WEST, 16.62 FEET; THENCE NORTH 00 DEGREES 19 MINUTES 33 SECONDS WEST, 0.31 FEET; THENCE NORTH 89 DEGREES 40 MINUTES 27 SECONDS EAST, 0.67 FEET; THENCE NORTH 00 DEGREES 19 MINUTES 33 SECONDS WEST, 3.17 FEET; THENCE SOUTH 89 DEGREES 40 MINUTES 27 SECONDS WEST, 0.67 FEET; THENCE NORTH 00 DEGREES 17 MINUTES 01 SECONDS WEST, 0.31 FEET; THENCE NORTH 00 DEGREES 19 MINUTES 33 SECONDS WEST, 16.62 FEET; THENCE NORTH 00 DEGREES 19 MINUTES 33 SECONDS WEST, 0.31 FEET; THENCE NORTH 89 DEGREES 40 MINUTES 27 SECONDS EAST, 0.67 FEET; THENCE NORTH 00 DEGREES 19 MINUTES 33 SECONDS WEST, 3.17 FEET; THENCE SOUTH 89 DEGREES 40 MINUTES 27 SECONDS WEST, 0.67 FEET; THENCE NORTH 00 DEGREES 11 MINUTES 41 SECONDS WEST, 0.31 FEET; THENCE NORTH 00 DEGREES 19 MINUTES 33 SECONDS WEST, 16.62 FEET; THENCE NORTH 00 DEGREES 19 MINUTES 33 SECONDS WEST, 0.31 FEET; THENCE NORTH 89 DEGREES 40 MINUTES 27 SECONDS EAST, 0.67 FEET; THENCE NORTH 00 DEGREES 19 MINUTES 33 SECONDS WEST, 3.17 FEET; THENCE SOUTH 89 DEGREES 40 MINUTES 27 SECONDS WEST, 0.67 FEET; THENCE NORTH 00 DEGREES 00 MINUTES 14 SECONDS EAST, 0.31 FEET; THENCE NORTH 00 DEGREES 19 MINUTES 33 SECONDS WEST, 16.64 FEET; THENCE SOUTH 89 DEGREES 40 MINUTES 27 SECONDS WEST, 0.50 FEET; THENCE NORTH 00 DEGREES 19 MINUTES 33 SECONDS WEST, 0.30 FEET; THENCE NORTH 89 DEGREES

UNOFFICIAL COPY

40 MINUTES 27 SECONDS EAST, 2.17 FEET; THENCE NORTH 00 DEGREES 19 MINUTES 33 SECONDS WEST, 1.08 FEET; THENCE NORTH 89 DEGREES 40 MINUTES 27 SECONDS EAST, 6.90 FEET; THENCE SOUTH 34 DEGREES 57 MINUTES 00 SECONDS EAST, 16.32 FEET; THENCE SOUTH 00 DEGREES 19 MINUTES 33 SECONDS EAST, 47.82 FEET; THENCE NORTH 89 DEGREES 40 MINUTES 27 SECONDS EAST, 15.00 FEET; THENCE SOUTH 00 DEGREES 19 MINUTES 33 SECONDS EAST, 13.71 FEET; THENCE NORTH 89 DEGREES 40 MINUTES 27 SECONDS EAST, 1.00 FEET; THENCE NORTH 00 DEGREES 19 MINUTES 33 SECONDS WEST, 0.08 FEET; THENCE NORTH 89 DEGREES 40 MINUTES 27 SECONDS EAST, 37.70 FEET; THENCE SOUTH 00 DEGREES 19 MINUTES 23 SECONDS EAST, 26.40 FEET; THENCE SOUTH 89 DEGREES 40 MINUTES 27 SECONDS WEST, 0.33 FEET; THENCE SOUTH 00 DEGREES 19 MINUTES 33 SECONDS EAST, 0.60 FEET; THENCE NORTH 89 DEGREES 40 MINUTES 27 SECONDS EAST, 6.47 FEET; THENCE SOUTH 00 DEGREES 19 MINUTES 33 SECONDS EAST, 19.36 FEET; THENCE SOUTH 89 DEGREES 36 MINUTES 33 SECONDS WEST, 0.25 FEET; THENCE SOUTH 00 DEGREES 19 MINUTES 33 SECONDS EAST, 1.50 FEET; THENCE NORTH 89 DEGREES 40 MINUTES 27 SECONDS EAST, 0.25 FEET; THENCE SOUTH 00 DEGREES 19 MINUTES 33 SECONDS EAST, 18.92 FEET; THENCE SOUTH 89 DEGREES 40 MINUTES 27 SECONDS WEST, 0.25 FEET; THENCE SOUTH 00 DEGREES 19 MINUTES 33 SECONDS EAST, 1.50 FEET; THENCE NORTH 89 DEGREES 40 MINUTES 27 SECONDS EAST, 0.25 FEET; THENCE SOUTH 00 DEGREES 19 MINUTES 33 SECONDS EAST, 18.92 FEET; THENCE SOUTH 89 DEGREES 40 MINUTES 27 SECONDS WEST, 0.25 FEET; THENCE SOUTH 00 DEGREES 19 MINUTES 33 SECONDS EAST, 1.50 FEET; THENCE NORTH 89 DEGREES 40 MINUTES 27 SECONDS EAST, 0.25 FEET; THENCE SOUTH 00 DEGREES 19 MINUTES 33 SECONDS EAST, 19.58 FEET; THENCE SOUTH 00 DEGREES 19 MINUTES 33 SECONDS EAST, 0.04 FEET; THENCE SOUTH 27 DEGREES 41 MINUTES 23 SECONDS WEST, 19.40 FEET; THENCE SOUTH 89 DEGREES 40 MINUTES 27 SECONDS WEST, 10.43 FEET; THENCE SOUTH 89 DEGREES 40 MINUTES 27 SECONDS WEST, 0.29 FEET; THENCE NORTH 00 DEGREES 19 MINUTES 33 SECONDS WEST, 0.67 FEET; THENCE SOUTH 89 DEGREES 40 MINUTES 27 SECONDS WEST, 4.00 FEET; THENCE SOUTH 00 DEGREES 19 MINUTES 33 SECONDS EAST, 0.67 FEET; THENCE SOUTH 89 DEGREES 20 MINUTES 58 SECONDS WEST, 0.29 FEET; THENCE SOUTH 89 DEGREES 40 MINUTES 27 SECONDS WEST, 14.58 FEET; THENCE SOUTH 89 DEGREES 40 MINUTES 27 SECONDS WEST, 0.29 FEET; THENCE NORTH 00 DEGREES 19 MINUTES 33 SECONDS WEST, 0.67 FEET; THENCE SOUTH 89 DEGREES 40 MINUTES 27 SECONDS WEST, 3.17 FEET; THENCE SOUTH 00 DEGREES 19 MINUTES 33 SECONDS EAST, 1.04 FEET; THENCE SOUTH 89 DEGREES 33 MINUTES 59 SECONDS WEST, 0.04 FEET; THENCE SOUTH 89 DEGREES 40 MINUTES 27 SECONDS WEST, 0.21 FEET; THENCE NORTH 06 DEGREES 39 MINUTES 58 SECONDS WEST, 0.38 FEET; THENCE SOUTH 89 DEGREES 40 MINUTES 27 SECONDS WEST, 12.62 FEET; THENCE NORTH 00 DEGREES 19 MINUTES 33 SECONDS WEST, 0.67 FEET; THENCE SOUTH 89 DEGREES 40 MINUTES 27 SECONDS WEST, 1.67 FEET; THENCE NORTH 00 DEGREES 19 MINUTES 33 SECONDS WEST, 36.50 FEET; THENCE NORTH 89 DEGREES 40 MINUTES 27 SECONDS EAST, 1.67 FEET; THENCE NORTH 00 DEGREES 19 MINUTES 33 SECONDS WEST, 2.67 FEET; THENCE SOUTH 89 DEGREES 40 MINUTES 27 SECONDS WEST, 1.67 FEET; THENCE NORTH 00 DEGREES 19 MINUTES 33 SECONDS WEST, 2.04 FEET; THENCE NORTH 86 DEGREES

UNOFFICIAL COPY

50 MINUTES 50 SECONDS WEST, 0.17 FEET; THENCE SOUTH 89 DEGREES 40 MINUTES 27 SECONDS WEST, 20.75 FEET TO THE PLACE OF BEGINNING.

PARCEL 4:

PERPETUAL EASEMENTS FOR THE BENEFIT OF PARCEL 3 FOR SUPPORT, INGRESS AND EGRESS, AND OTHER PURPOSES AS DESCRIBED AND DEFINED IN SECTION 3 OF THE RECIPROCAL EASEMENT AGREEMENT RECORDED 0434404085, 2004 AS DOCUMENT NO. _____.

PARCEL 5:

LEASEHOLD ESTATE AS CREATED BY THE RETAIL PARKING LEASE BETWEEN CITY OF EVANSTON AND SHERMAN PLAZA PARTNERS, LLC, RECORDED _____, 2004 AS DOCUMENT NO. _____ WHICH DEMISES AND LEASES THE FOLLOWING FOR A TERM COMMENCING ON THE COMMENCEMENT DATE AS DEFINED THEREIN AND TERMINATING UPON THE 40TH ANNIVERSARY THEREOF:

"...SUFFICIENT UNASSIGNED AND UNRESERVED AUTOMOBILE PARKING SPACES TO COMPLY WITH THE CITY OF EVANSTON'S ZONING ORDINANCE, AS THAT ORDINANCE MAY BE MODIFIED FROM TIME TO TIME, LOCATED AT THE PLANNED NEW PUBLIC PARKING GARAGE LOCATED..." ON LOT 1 IN SHERMAN PLAZA SUBDIVISION, AFORESAID.

P.I.N.: 11-18-304-007
 11-18-304-024
 11-18-304-009
 11-18-304-018
 11-18-304-019
 11-18-304-020
 11-18-304-010
 11-18-304-014
 11-18-304-017
 11-18-304-025
 11-18-304-026