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THIS INSTRUMENT PREPARED BY
AND WHEN RECORDED MAIL TO:

PIRCHER, NICHOLS & MEEKS
900 North Michigan Avenue
Suite 1050
Chicago, Illinois 60611
Attn: John M. Valentine, Esq.



Doc#: 0504903117
Eugene "Gene" Moore Fee: \$40.50
Cook County Recorder of Deeds
Date: 02/18/2005 02:59 PM Pg: 1 of 9

SPACE ABOVE THIS LINE RESERVED FOR RECORDER'S USE

FIRST AMENDMENT TO MEMORANDUM OF LEASE

THIS FIRST AMENDMENT TO MEMORANDUM OF LEASE (this "**Amended Memorandum**") is made as of the February 1, 2005, by and between GSP I, LLC, an Oregon limited liability company ("**Landlord**"), and ADDISON-WESLEY EDUCATIONAL PUBLISHERS, INC., a Delaware corporation ("**Tenant**").

WITNESSETH:

Scott, Foresman & Company, a Delaware corporation ("**Scott, Foresman**") and NAHI Real Estate Corporation, a Delaware corporation ("**NAHI**"), entered into that certain lease (as amended, the "**Lease**") captioned "LEASE AGREEMENT," dated as of June 15, 1990, pursuant to which Scott, Foresman leased to NAHI that certain parcel of land legally described on **Exhibit A** attached hereto, commonly known as 1900 East Lake Avenue, Glenview, Illinois, for a term of 20 years expiring on June 14, 2010 (the "**Premises**"). The Lease contains certain options to purchase in favor of Tenant.

Scott, Foresman and NAHI entered into that certain memorandum of lease (the "**Original Memorandum**") captioned "MEMORANDUM OF LEASE," dated as of June 15, 1990 and recorded on June 15, 1990 as Document No. 90285646.

Scott, Foresman and Glenview-Scranton Partnership ("**G-S**"), an Oregon partnership, entered into that certain agreement captioned "ASSIGNMENT AND ASSUMPTION OF LEASE," dated as of June 15, 1990 and recorded on June 18, 1990 as Document No. 90287582, pursuant to which Scott, Foresman assigned its interest as landlord under the Lease to G-S.

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G-S and NAHI entered into that certain unrecorded agreement captioned "AGREEMENT," dated as of June 15, 1990, pursuant to which G-S and NAHI agreed to the adjustment of certain payment provisions under the Lease.

G-S and NAHI amended the Lease by entering into that certain amendment captioned "FIRST AMENDMENT TO THE LEASE AGREEMENT," dated as of August 15, 1990, pursuant to which G-S and NAHI agreed to the adjustment of certain payment obligations under the Lease.

G-S dissolved on December 14, 1992, and distributed its assets to one of its partners, GSP I Corporation, an Oregon corporation ("GSP"), including its interest as landlord under the Lease.

NAHI and HarperCollins Educational Publishers Inc., a Delaware corporation ("HarperCollins"), entered into that certain agreement captioned "ASSIGNMENT AND ASSUMPTION AGREEMENT," dated as of April 1, 1996 and recorded on _____, 1997 as Document No. 97337597 pursuant to which NAHI assigned its interest as tenant under the Lease to HarperCollins.

Tenant is successor-in-interest to HarperCollins pursuant to a corporate name modification.

GSP converted to an Oregon limited liability company on January 22, 2004, and is now known as GSP I, LLC, an Oregon limited liability company, the Landlord under the Lease.

Landlord and Tenant amended the Lease by entering into that certain amendment captioned "SECOND AMENDMENT TO THE LEASE AGREEMENT," dated as of the date hereof, pursuant to which Tenant surrendered to Landlord, and Landlord accepted from Tenant, that portion of the Premises legally described on **Exhibit B** attached hereto. From and after the date hereof, the Premises shall contain only that parcel of land legally described on **Exhibit C** attached hereto.

This Amended Memorandum is made and recorded to give notice of the continuing existence of the leasehold estate created by the Lease but does not describe or intend to limit or otherwise affect any of the provisions of the Lease. Attention is directed to the provisions of the Lease for the rights, benefits, obligations and duties of Landlord and Tenant thereunder.

Each and all of the terms, provisions, and conditions in the Lease are hereby incorporated by this reference as though fully set forth herein.

In the event the Lease is in the future amended or supplemented by written instrument executed by the parties in interest thereto or shall be assigned or terminated in any manner permitted under the terms thereof, then without any further act or instrument whatsoever,

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this Amended Memorandum shall likewise and to the same effect be deemed amended, assigned or terminated, as the case may be.

This Amended Memorandum is executed in simplified short form for the convenience of the parties and for the purpose of recording the same and this Amended Memorandum shall not have the effect of in any way modifying, supplementing or abridging the Lease or any of its provisions as the same are now or may hereafter be in force and effect.

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IN WITNESS WHEREOF, this Amended Memorandum has been executed and delivered as of the date first above written.

LANDLORD:

GSP I, LLC,
an Oregon limited liability company

By: GSPI Acquisition LLC,
an Illinois limited liability company,
its Sole Member

By: Walton GSP Investors IV, L.L.C.,
a Delaware limited liability company,
its Sole Member

By: Walton GSP Holdings IV, L.L.C.,
a Delaware limited liability company,
its Managing Member

By: Walton Street Real Estate Fund IV, L.P.,
a Delaware limited partnership,
its Managing Member

By: Walton Street Managers IV, L.P.,
a Delaware limited partnership,
its General Partner

By: WSC Managers IV, Inc.,
a Delaware corporation,
its General Partner

By: Brian T. Kelly
Name: Brian T. Kelly
Title: Vice President

TENANT:

ADDISON-WESLEY EDUCATIONAL PUBLISHERS, INC.,
a Delaware corporation

By: William R. Brooks
Name: WILLIAM R. BROOKS
Title: VICE PRESIDENT

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STATE OF ILLINOIS)
) SS.
COUNTY OF COOK)

On FEBRUARY 3, 2005, before me, MICHAEL J. MCKEEVER, a Notary Public in and for said County and State, personally appeared BRIAN KELLY, personally known to me (or proved to me on the basis of satisfactory evidence) to be the person whose name is subscribed to the within instrument and acknowledged to me that he/she executed the same in his/her authorized capacity and that by his/her signature on the instrument the person, or the entity upon behalf of which the person acted, executed the instrument.

WITNESS my hand and official seal.

Signature: _____



SPACE FOR NOTARY SEAL OR STAMP

STATE OF NEW JERSEY)
) SS.
COUNTY OF BERGEN)

On December 9, 2004, before me, Nancy Letterese, a Notary Public in and for said County and State, personally appeared William R. Brooks, personally known to me (or proved to me on the basis of satisfactory evidence) to be the person whose name is subscribed to the within instrument and acknowledged to me that he/she executed the same in his/her authorized capacity and that by his/her signature on the instrument the person, or the entity upon behalf of which the person acted, executed the instrument.

WITNESS my hand and official seal.

Signature: _____



NANCY LETTERESE
NOTARY PUBLIC OF NEW JERSEY
Commission Expires 3/30/2005

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EXHIBIT A

DESCRIPTION OF THE EXISTING PREMISES:

PARCEL 1:

THAT PART OF LOT B IN TALL TREES UNIT TWO, BEING A SUBDIVISION IN THE SOUTHWEST QUARTER OF SECTION 26, TOWNSHIP 42 NORTH, RANGE 12 EAST OF THE THIRD PRINCIPAL MERIDIAN, TOGETHER WITH THAT PART OF SUB-LOTS 2, 3, AND 4 TAKEN AS ONE TRACT, IN PARTITION, ACCORDING TO THE WILL OF JUDITH REED, OF LOT 3 IN WILLIAM REED'S SUBDIVISION OF PART OF THE SOUTH HALF OF SECTIONS 26 AND 27, TOWNSHIP AND RANGE AFORESAID, LYING SOUTHERLY OF AND ADJOINING A LINE DRAWN FROM A POINT ON THE SOUTHWESTERLY LINE OF THE AFORESAID SUB-LOT 4, SAID POINT BEING 1124.595 FEET SOUTHEASTERLY OF THE NORTHWESTERLY CORNER OF SUB-LOT 6 IN THE AFORESAID PARTITION (AS MEASURED ALONG THE SOUTHWESTERLY LINE OF SUB-LOTS 4, 5 AND 6 IN SAID PARTITION) TO A POINT ON THE WESTERLY LINE OF BLOCK 10 IN THE AFORESAID TALL TREES UNIT TWO SUBDIVISION, SAID POINT BEING 299.95 FEET NORTHWESTERLY OF THE SOUTHWESTERLY CORNER OF LOT 16 IN SAID BLOCK 10 (AS MEASURED ALONG THE WESTERLY LINE THEREOF), EXCEPTING FROM THE ABOVE-DESCRIBED PARCEL OF LAND OF THAT PART OF SAID SUB-LOTS 2 AND 3 TAKEN FOR THE AFORESAID TALL TREES UNIT TWO SUBDIVISION AND ALSO EXCEPTING FROM THE AFORESAID SUB-LOTS 3 AND 4 THAT PART THEREOF TAKEN FOR EAST LAKE AVENUE AS SHOWN ON PLAT OF SURVEY DOCUMENT NUMBER 20435479, BEING THAT PART OF SAID SUB-LOTS 3 AND 4 LYING SOUTHERLY OF AND ADJOINING A LINE DRAWN FROM A POINT ON THE SOUTHEASTERLY LINE OF SAID SUB-LOT 4, SAID POINT BEING 122.96 FEET NORTH OF THE WESTERLY EXTENSION OF THE SOUTH LINE OF SAID SUB-LOT 4 (AS MEASURED PERPENDICULARLY TO SAID WESTERLY EXTENSION) TO A POINT ON THE EAST LINE OF THE AFORESAID SUB-LOT 3, SAID POINT BEING 72.00 FEET NORTH OF THE SOUTHEAST CORNER OF SAID SUB-LOT 3 (AS MEASURED ALONG THE EAST LINE THEREOF), ALL IN COOK COUNTY, ILLINOIS.

PARCEL 2:

THAT PART OF SUB-LOTS 1, 2, 4, 5 AND 6 (EXCEPT THE NORTH 330 FEET OF SAID SUB-LOT 6, AS MEASURED ALONG THE EAST LINE THEREOF), TAKEN AS ONE TRACT, IN PARTITION, ACCORDING TO THE WILL OF JUDITH REED, OF LOT 3 IN WILLIAM REED'S SUBDIVISION OF PART OF THE SOUTH HALF OF SECTIONS 26 AND 27, TOWNSHIP 42 NORTH, RANGE 12 EAST OF THE PRINCIPAL MERIDIAN, LYING NORTHERLY OF AND ADJOINING A LINE DRAWN FROM A POINT ON THE SOUTHWESTERLY LINE OF THE AFORESAID SUB-LOT 4, SAID POINT BEING 1124.595 FEET SOUTHEASTERLY OF THE NORTHWESTERLY CORNER OF SUB-LOT 6 IN THE AFORESAID PARTITION (AS MEASURED ALONG THE SOUTHWESTERLY LINE OF SUB-LOTS 4, 5 AND 6 IN SAID PARTITION) TO A POINT ON THE WESTERLY

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LINE OF BLOCK 10 IN TALL TREES UNIT TWO, BEING A SUBDIVISION IN THE SOUTHWEST QUARTER OF SECTION 26, TOWNSHIP AND RANGE AFORESAID, SAID POINT BEING 299.95 FEET NORTHWESTERLY OF THE SOUTHWESTERLY CORNER OF LOT 16 IN SAID BLOCK 10 (AS MEASURED ALONG THE WESTERLY LINE THEREOF), EXCEPTING FROM THE ABOVE DESCRIBED TRACT OF LAND THAT PART OF SAID SUB-LOTS 1 AND 2 TAKEN FOR TALL TREES UNIT TWO AFORESAID AND TALL TREES UNIT THREE, BEING A SUBDIVISION IN SAID SOUTHWEST QUARTER, ALL IN COOK COUNTY, ILLINOIS.

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EXHIBIT B

DESCRIPTION OF THE RELEASED PORTION OF THE PREMISES

THAT PART OF SUB-LOTS 1, 2, 4, 5 AND 6 (EXCEPT THE NORTH 330 FEET OF SAID SUB-LOT 6, AS MEASURED ALONG THE EAST LINE THEREOF), TAKEN AS ONE TRACT, IN PARTITION, ACCORDING TO THE WILL OF JUDITH REED, OF LOT 3 IN WILLIAM REED'S SUBDIVISION OF PART OF THE SOUTH HALF OF SECTIONS 26 AND 27, TOWNSHIP 42 NORTH, RANGE 12 EAST OF THE PRINCIPAL MERIDIAN, LYING NORTHERLY OF AND ADJOINING A LINE DRAWN FROM A POINT ON THE SOUTHWESTERLY LINE OF THE AFORESAID SUB-LOT 4, SAID POINT BEING 1124.595 FEET SOUTHEASTERLY OF THE NORTHWESTERLY CORNER OF SUB-LOT 6 IN THE AFORESAID PARTITION (AS MEASURED ALONG THE SOUTHWESTERLY LINE OF SUB-LOTS 4, 5 AND 6 IN SAID PARTITION) TO A POINT ON THE WESTERLY LINE OF BLOCK 10 IN TALL TREES UNIT TWO, BEING A SUBDIVISION IN THE SOUTHWEST QUARTER OF SECTION 26, TOWNSHIP AND RANGE AFORESAID, SAID POINT BEING 299.95 FEET NORTHWESTERLY OF THE SOUTHWESTERLY CORNER OF LOT 16 IN SAID BLOCK 10 (AS MEASURED ALONG THE WESTERLY LINE THEREOF), EXCEPTING FROM THE ABOVE DESCRIBED TRACT OF LAND THAT PART OF SAID SUB-LOTS 1 AND 2 TAKEN FOR TALL TREES UNIT TWO AFORESAID AND TALL TREES UNIT THREE, BEING A SUBDIVISION IN SAID SOUTHWEST QUARTER, ALL IN COOK COUNTY, ILLINOIS.

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EXHIBIT C

DESCRIPTION OF THE REMAINING PREMISES

THAT PART OF LOT B IN TALL TREES UNIT TWO, BEING A SUBDIVISION IN THE SOUTHWEST QUARTER OF SECTION 26, TOWNSHIP 42 NORTH, RANGE 12 EAST OF THE THIRD PRINCIPAL MERIDIAN, TOGETHER WITH THAT PART OF SUB-LOTS 2, 3, AND 4 TAKEN AS ONE TRACT, IN PARTITION, ACCORDING TO THE WILL OF JUDITH REED, OF LOT 3 IN WILLIAM REED'S SUBDIVISION OF PART OF THE SOUTH HALF OF SECTIONS 26 AND 27, TOWNSHIP AND RANGE AFORESAID, LYING SOUTHERLY OF AND ADJOINING A LINE DRAWN FROM A POINT ON THE SOUTHWESTERLY LINE OF THE AFORESAID SUB-LOT 4, SAID POINT BEING 1124.595 FEET SOUTHEASTERLY OF THE NORTHWESTERLY CORNER OF SUB-LOT 6 IN THE AFORESAID PARTITION (AS MEASURED ALONG THE SOUTHWESTERLY LINE OF SUB-LOTS 4, 5 AND 6 IN SAID PARTITION) TO A POINT ON THE WESTERLY LINE OF BLOCK 10 IN THE AFORESAID TALL TREES UNIT TWO SUBDIVISION, SAID POINT BEING 299.95 FEET NORTHWESTERLY OF THE SOUTHWESTERLY CORNER OF LOT 16 IN SAID BLOCK 10 (AS MEASURED ALONG THE WESTERLY LINE THEREOF), EXCEPTING FROM THE ABOVE-DESCRIBED PARCEL OF LAND OF THAT PART OF SAID SUB-LOTS 2 AND 3 TAKEN FOR THE AFORESAID TALL TREES UNIT TWO SUBDIVISION AND ALSO EXCEPTING FROM THE AFORESAID SUB-LOTS 3 AND 4 THAT PART THEREOF TAKEN FOR EAST LAKE AVENUE AS SHOWN ON PLAT OF SURVEY DOCUMENT NUMBER 20433449, BEING THAT PART OF SAID SUB-LOTS 3 AND 4 LYING SOUTHERLY OF AND ADJOINING A LINE DRAWN FROM A POINT ON THE SOUTHEASTERLY LINE OF SAID SUB-LOT 4, SAID POINT BEING 122.96 FEET NORTH OF THE WESTERLY EXTENSION OF THE SOUTH LINE OF SAID SUB-LOT 4 (AS MEASURED PERPENDICULARLY TO SAID WESTERLY EXTENSION) TO A POINT ON THE EAST LINE OF THE AFORESAID SUB-LOT 3, SAID POINT BEING 72.00 FEET NORTH OF THE SOUTHEAST CORNER OF SAID SUB-LOT 3 (AS MEASURED ALONG THE EAST LINE THEREOF), ALL IN COOK COUNTY, ILLINOIS.

PIN: 04-26-306-004
04-26-300-32