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Cook County Recorder of Deeds
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RECORDED AT THE REQUEST OF
WHEN RECORDED MAIL TO:

Frith Crandall
InterPark Incorporated
200 North LaSalle Street
Suite 1400
Chicago, Illinois 60601

THIS DOCUMENT PREPARED BY:

Victoria I. Goldson, Esq.
Bryan Cave LLP
211 N. Broadway, Suite 3600
St. Louis, MO 63102

PERMANENT PARCEL NUMBERS:

17-09-436-016-0000
17-09-436-017-0000

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MEMORANDUM OF CONTINGENT PURCHASE AND SALE AGREEMENT

THIS MEMORANDUM OF CONTINGENT PURCHASE AND SALE AGREEMENT (the "*Memorandum*") is made and dated as of this 9th day of June, 2005, by and between 181 NORTH CLARK, LLC, an Illinois limited liability company ("*Seller*"), and GARVEY LAKE LLC, an Illinois limited liability company, as nominee for an undisclosed party ("*Buyer*").

RECITALS:

A. Seller is the owner of the real estate more particularly described in Exhibit A attached hereto and incorporated herein by reference (the "*Real Property*") located in the City of Chicago, County of Cook, State of Illinois, which is commonly known as 181 North Clark Street;

B. Seller and Buyer have entered into that certain Purchase and Sale Agreement, dated as of June 9, 2005 (the "*Sale Agreement*") with respect to the sale of the Real Property, together with certain improvements, appurtenances, rights, interests and personalty described therein, by Seller to Buyer, upon and subject to the terms and conditions provided in the Sale Agreement.

C. Seller and Buyer desire to memorialize of record the terms and conditions of the Sale Agreement.

NOW, THEREFORE, Seller and Buyer, for and in consideration of the mutual agreements set forth in the Sale Agreement, and for other good and valuable consideration, the receipt and sufficiency of which are hereby acknowledged, do hereby state as follows:

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NOMINEE FOR "BUYER"

GARVEY LAKE LLC, an Illinois limited liability company

By: [Signature]
Name: RANDALL L. HUNTER
Title: AUTHORIZED REPRESENTATIVE

STATE OF Illinois)
COUNTY OF Cook) SS.

I, the undersigned, a Notary Public for said County and State, do hereby certify that RANDALL L. HUNTER personally known to me to be the AUTHORIZED REPRESENTATIVE of GARVEY LAKE LLC, an Illinois limited liability company, and personally known to me to be the same person whose name is subscribed to the foregoing instrument, appeared before me this day in person and acknowledged that as such _____, he signed and delivered the said instrument pursuant to authority given by the members of said company as the free and voluntary act and deed of said company, for the uses and purposes therein set forth.

WITNESS my hand and notarial seal or stamp, this 9 day of June, 2008.

[Signature]
Notary Public

My commission expires:
12-7-2008



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EXHIBIT A

LEGAL DESCRIPTION

PARCEL 1:

A PARCEL OF LAND COMPRISED OF A PART OF LOTS 2 AND 3; SUB-LOTS 1, 2, 3, 4, 5, 6, 7 AND PART OF SUB-LOT 8 IN GEORGE SMITH'S SUBDIVISION OF ORIGINAL LOT 4; ALL IN BLOCK 35 OF ORIGINAL TOWN OF CHICAGO IN THE SOUTHEAST 1/4 OF SECTION 9, TOWNSHIP 39 NORTH, RANGE 14 EAST OF THE THIRD PRINCIPAL MERIDIAN, IN COOK COUNTY, ILLINOIS, WHICH PARCEL OF LAND IS BOUNDED AND DESCRIBED AS FOLLOWS:

BEGINNING AT A POINT ON THE EAST LINE OF NORTH CLARK STREET, WHICH POINT IS 227.08 FEET NORTH OF THE INTERSECTION OF SAID EAST LINE WITH THE NORTH LINE OF WEST RANDOLPH STREET, AND RUNNING THENCE EAST ALONG A LINE PARALLEL WITH THE NORTH LINE OF WEST RANDOLPH STREET, A DISTANCE OF 164.08 FEET; THENCE SOUTH ALONG A LINE PERPENDICULAR TO THE LAST DESCRIBED COURSE, A DISTANCE OF 27.95 FEET TO AN INTERSECTION WITH THE SOUTH LINE OF SAID LOT 2, SAID SOUTH LINE BEING ALSO THE NORTH LINE OF WEST COUCH PLACE; THENCE EAST ALONG SAID SOUTH LINE OF LOT 2, A DISTANCE OF 38.70 FEET TO AN INTERSECTION WITH THE WEST LINE OF THE EAST 19 FEET OF THE WEST 1/2 OF THE EAST 1/2 OF SAID LOT 2, SAID LINE BEING ALSO THE WEST LINE OF A PUBLIC ALLEY, 18.00 FEET WIDE; THENCE NORTH ALONG SAID WEST LINE OF THE PUBLIC ALLEY, A DISTANCE OF 181.71 FEET TO AN INTERSECTION WITH THE SOUTH LINE OF WEST LAKE STREET; THENCE WEST ALONG SAID SOUTH LINE OF WEST LAKE STREET, A DISTANCE OF 202.44 FEET TO AN INTERSECTION WITH THE EAST LINE OF NORTH CLARK STREET; THENCE SOUTH ALONG SAID EAST LINE OF NORTH CLARK STREET, A DISTANCE OF 153.96 FEET TO THE POINT OF BEGINNING.

PARCEL 2:

EASEMENTS APPURTENANT TO AND FOR THE BENEFIT OF PARCEL 1 AS CREATED AND SPECIFICALLY SET OUT IN THE DEVELOPMENT, OPERATION AND CROSS-EASEMENT AGREEMENT DATED NOVEMBER 17, 1989 AND RECORDED DECEMBER 1, 1989 AS DOCUMENT 89574343 MADE BY AND BETWEEN LASALLE NATIONAL BANK AS TRUSTEE UNDER TRUST AGREEMENT DATED NOVEMBER 17, 1989 AND KNOWN AS TRUST NUMBER 114995 AND LASALLE NATIONAL BANK AS TRUSTEE UNDER TRUST AGREEMENT DATED NOVEMBER 17, 1989 AND KNOWN AS TRUST NUMBER 115015, AND AMENDED BY AMENDMENT TO DEVELOPMENT, OPERATION AND CROSS-EASEMENT AGREEMENT DATED DECEMBER 15, 1994 AND RECORDED DECEMBER 19, 1994 AS DOCUMENT 04056601 MADE BY AND BETWEEN CHICAGO ONE CORP., A DELAWARE CORPORATION; LASALLE NATIONAL TRUST N.A., AS SUCCESSOR TRUSTEE TO LASALLE NATIONAL BANK, AS TRUST AGREEMENT DATED NOVEMBER 17, 1989 AND KNOWN AS TRUST NUMBER 115015, AND AS FURTHER AMENDED BY SECOND AMENDMENT TO DEVELOPMENT, OPERATION AND CROSS-EASEMENT AGREEMENT DATED SEPTEMBER 24, 2002 AND RECORDED OCTOBER 31, 2002 AS DOCUMENT NUMBER 0021204471 MADE BY AND BETWEEN EOP-161

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NORTH CLARK STREET LIMITED PARTNERSHIP AND LASALLE BANK NATIONAL ASSOCIATION, NOT PERSONALLY BUT AS SUCCESSOR TRUSTEE UNDER TRUST AGREEMENT DATED NOVEMBER 17, 1989 KNOWN AS TRUST NO. 115015, OVER AND ONTO SPECIFIED PORTIONS OF THE PROPERTIES DESCRIBED AS PARCEL 2A AND PARCEL 2B BELOW, AND DESCRIBED AS FOLLOWS:

- (A) A NON-EXCLUSIVE, TEMPORARY RIGHT AND EASEMENT FOR PURPOSES OF CONSTRUCTION;
- (B) A RIGHT AND EASEMENT FOR INCIDENTAL ENCROACHMENTS OF ELEMENTS OF CONSTRUCTION IMPROVEMENTS;
- (C) A RIGHT AND EASEMENT TO INSTALL AND MAINTAIN WEATHERPROOFING MATERIAL;
- (D) A NON-EXCLUSIVE RIGHT AND EASEMENT FOR USE OF ACCESS TUNNEL, UNDER AND WITHIN PARCEL 1, PARCEL 2A AND PARCEL 2B FOR VEHICULAR USE AND PEDESTRIAN ACCESS TO AND FROM SUBSURFACE LEVELS OF THE IMPROVEMENTS ON PARCEL 2A AND PARCEL 1 (TOGETHER WITH OTHER PROPERTY SET FORTH IN SAID AGREEMENT), AND ADJOINING PUBLIC RIGHTS OF WAY;
- (E) A NON-EXCLUSIVE RIGHT AND EASEMENT TO USE COMMON HALLWAYS, CORRIDORS, ENTRANCES AND EXITS FOR PEDESTRIAN ACCESS;
- (F) A TEMPORARY, NON-EXCLUSIVE RIGHT AND EASEMENT TO PARCEL 2A AS IS NECESSARY TO MAINTAIN PARCEL 1;
- (G) A NON-EXCLUSIVE EASEMENT AND RIGHT TO USE VEHICULAR AISLES, DRIVEWAYS, ENTRANCES AND EXITS OF SUBSURFACE PARKING GARAGE FACILITY ON PARCEL 2A;
- (H) A NON-EXCLUSIVE EASEMENT AND RIGHTS TO USE (I) FOOTINGS, FOUNDATIONS; COLUMNS AND CAISSONS, AND (II) THE EXTERIOR WALL OF THE NORTHERLY SIDE OF THE IMPROVEMENT ON PARCEL 2A TO THE EXTENT THAT THE AFORESAID STRUCTURAL ELEMENTS ARE TO BE USED IN THE DESIGN AND CONSTRUCTION OF IMPROVEMENTS ON PARCEL 1; AND
- (I) NON-EXCLUSIVE RIGHT AND EASEMENT TO USE PEDESTRIAN TUNNEL, TOGETHER WITH SUCH HALLWAYS, LOBBY AREAS AND STAIRWAYS ON GROUND LEVEL AND FIRST BELOW GRADE LEVEL OF PARCEL 2A AS OWNER OF SAID PARCEL 2A MAY REASONABLY DESIGNATE FROM TIME TO TIME.

PARCEL 2A:

A PARCEL OF PROPERTY COMPRISED OF A PART OF LOTS 2 AND 3, ALL OF THE LOTS 5 AND 6, THAT PART OF VACATED COUCH PLACE WHICH LIES NORTH OF AND ADJOINING SAID LOTS 5 AND 6, TOGETHER WITH ALL OF SUB-LOT 9 AND A PART OF SUB-LOT 8,

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BOTH IN GEORGE SMITH'S SUBDIVISION OF ORIGINAL LOT 4; ALL IN BLOCK 35 OF ORIGINAL TOWN OF CHICAGO IN THE SOUTHEAST 1/4 OF SECTION 9, TOWNSHIP 39 NORTH, RANGE 14 EAST OF THE THIRD PRINCIPAL MERIDIAN, IN COOK COUNTY, ILLINOIS, WHICH PARCEL OF PROPERTY IS BOUNDED AND DESCRIBED AS FOLLOWS:

BEGINNING AT THE INTERSECTION OF THE NORTH LINE OF WEST RANDOLPH STREET WITH THE EAST LINE OF NORTH CLARK STREET, SAID POINT OF INTERSECTION BEING ALSO THE SOUTHWEST CORNER OF SAID LOT 5, AND RUNNING THENCE NORTH ALONG SAID EAST LINE OF NORTH CLARK STREET, A DISTANCE OF 227.08 FEET; THENCE EAST ALONG A LINE PARALLEL WITH THE NORTH LINE OF WEST RANDOLPH STREET, A DISTANCE OF 164.08 FEET; THENCE SOUTH ALONG A LINE PERPENDICULAR TO THE LAST DESCRIBED COURSE, A DISTANCE OF 27.95 FEET TO AN INTERSECTION WITH THE SOUTH LINE OF SAID LOT 2, SAID SOUTH LINE BEING ALSO THE NORTH LINE OF WEST COUCH PLACE; THENCE WEST ALONG SAID SOUTH LINE OF LOT 2, A DISTANCE OF 2.68 FEET TO AN INTERSECTION WITH THE NORTHERLY EXTENSION OF THE EAST LINE OF SAID LOT 6; THENCE SOUTH ALONG THE EAST LINE OF SAID LOT 6, A DISTANCE OF 199.13 FEET TO AN INTERSECTION WITH SAID NORTH LINE OF WEST RANDOLPH STREET; THENCE WEST ALONG SAID NORTH LINE, A DISTANCE OF 160.98 FEET TO THE POINT OF BEGINNING.

PARCEL 2B:

THE EAST 1/2 OF LOT 7, TOGETHER WITH THAT PART OF THE ORIGINAL 18 FOOT ALLEY NORTH OF AND ADJOINING SAME WHICH LIES SOUTH OF THE SOUTH LINE OF ALLEY AS NARROWED BY ORDINANCE OF THE CITY OF CHICAGO. EXCEPTING FROM PARCEL 2 THE AIR RIGHTS ACQUIRED BY THE CITY OF CHICAGO THROUGH EXERCISE OF THE POWER OF EMINENT DOMAIN IN CASE NUMBER 86L50733, CIRCUIT COURT OF COOK COUNTY, ILLINOIS, BEING DESCRIBED AS FOLLOWS:

THE NORTH 111.00 FEET OF THE EAST 1/2 OF LOT 7 LYING ABOVE A HORIZONTAL PLANE HAVING AN ELEVATION OF +22.00 FEET ABOVE CHICAGO CITY DATUM, AND THE SOUTH 16.00 FEET OF THE NORTH 127.00 FEET OF THE EAST 1/2 OF LOT 7 LYING ABOVE A HORIZONTAL PLANE HAVING AN ELEVATION OF +14.66 FEET ABOVE CHICAGO CITY DATUM, AND THAT PART OF THE EAST 1/2 OF LOT 7, EXCEPT THE NORTH 127.00 FEET THEREOF, LYING ABOVE A HORIZONTAL PLANE HAVING AN ELEVATION OF +12.66 FEET ABOVE CHICAGO CITY DATUM; ALL IN BLOCK 17 IN THE ORIGINAL TOWN OF CHICAGO, IN THE SOUTHEAST 1/4 OF SECTION 9, TOWNSHIP 39 NORTH, RANGE 14 EAST OF THE THIRD PRINCIPAL MERIDIAN, IN COOK COUNTY, ILLINOIS

PARCEL 3:

EASEMENT APPURTENANT TO AND FOR THE BENEFIT OF PARCEL 1, AS CREATED BY GRANT FROM THE CITY OF CHICAGO, A MUNICIPAL CORPORATION, TO GREYHOUND LINES, INC., A CORPORATION OF CALIFORNIA, AS ESTABLISHED BY ORDER ENTERED NOVEMBER 12, 1986 IN CASE NUMBER 86L50733, CIRCUIT COURT OF COOK COUNTY, ILLINOIS LAW DIVISION, COPY OF WHICH ORDER WAS RECORDED DECEMBER 16, 1986 AS DOCUMENT NUMBER 86601353 AND BY STIPULATION ON USE OF TUNNEL ENTERED JUNE 11, 1987 IN SAID CASE, FOR PERMANENT PERMISSION AND AUTHORITY TO USE AND

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MAINTAIN THE TUNNEL, AS THEN CONSTRUCTED, AS A PASSAGE FOR VEHICLES UNDER AND ACROSS THAT PART OF WEST LAKE STREET LYING BETWEEN NORTH DEARBORN STREET AND NORTH CLARK STREET, BEING DESCRIBED AS FOLLOWS:

THAT PART OF WEST LAKE STREET LYING BETWEEN AND ADJOINING BLOCKS 17 AND 35 IN THE ORIGINAL TOWN OF CHICAGO IN THE SOUTHEAST 1/4 OF SECTION 9, TOWNSHIP 39 NORTH, RANGE 14 EAST OF THE THIRD PRINCIPAL MERIDIAN, BOUNDED AND DESCRIBED AS FOLLOWS:

BEGINNING ON THE NORTH LINE OF SAID WEST LAKE STREET AT THE INTERSECTION OF SAID LINE WITH THE EAST LINE OF NORTH GARVEY COURT, SAID EAST LINE OF NORTH GARVEY COURT BEING ALSO THE WEST LINE OF THE EAST 1/2 OF LOT 7 IN BLOCK 17 IN ORIGINAL TOWN OF CHICAGO AFORESAID, AND RUNNING THENCE EAST ALONG SAID NORTH LINE OF WEST LAKE STREET, SAID NORTH LINE BEING ALSO THE SOUTH LINE OF AFORESAID BLOCK 17, A DISTANCE OF 31.35 FEET; THENCE SOUTHWESTWARDLY ALONG AN ARC OF A CIRCLE CONVEX TO THE SOUTHEAST AND HAVING A RADIUS OF 175.35 FEET, A DISTANCE OF 83.35 FEET TO A POINT WHICH IS 8.66 FEET WEST OF THE EAST LINE OF SAID NORTH GARVEY COURT, EXTENDED SOUTH, AND 72.86 FEET SOUTH OF SAID NORTH LINE OF WEST LAKE STREET; THENCE CONTINUING SOUTHWESTWARDLY ALONG AN ARC OF CIRCLE, AND HAVING A RADIUS OF 33.25 FEET, A DISTANCE OF 8.26 FEET, TO INTERSECTION WITH THE SOUTH LINE OF SAID WEST LAKE STREET, AT A POINT 13.45 FEET WEST OF THE EAST LINE OF NORTH GARVEY COURT, EXTENDED SOUTH; THENCE WEST ALONG SAID SOUTH LINE OF WEST LAKE STREET, BEING ALSO THE NORTH LINE OF BLOCK 35 AFORESAID, A DISTANCE OF 68.63 FEET; THENCE NORTHEASTWARDLY ALONG A STRAIGHT LINE, A DISTANCE OF 29.63 FEET, TO A POINT WHICH IS 56.39 FEET WEST OF SAID EAST LINE OF NORTH GARVEY COURT, EXTENDED SOUTH, AND 64.57 FEET SOUTH OF THE NORTH LINE OF SAID WEST LAKE STREET; THENCE NORTHEASTWARDLY ALONG AN ARC OF A CIRCLE, TO THE SOUTHEAST, TANGENT TO THE LAST DESCRIBED STRAIGHT LINE, AND HAVING A RADIUS OF 88.15 FEET, A DISTANCE OF 32.55 FEET TO A POINT WHICH IS 31.77 FEET WEST OF SAID EAST LINE OF NORTH GARVEY COURT, EXTENDED SOUTH, AND 43.14 FEET SOUTH OF THE NORTH LINE OF WEST LAKE STREET; THENCE CONTINUING NORTHEASTWARDLY ALONG AN ARC OF A CIRCLE, CONVEX TO THE SOUTHEAST, TANGENT TO THE LAST DESCRIBED ARC OF A CIRCLE AND HAVING A RADIUS OF 167.50 FEET, A DISTANCE OF 71.05 FEET, TO AN INTERSECTION WITH THE AFORESAID EAST LINE OF NORTH GARVEY COURT, AT A POINT 20.34 FEET NORTH OF THE NORTH LINE OF SAID WEST LAKE STREET, AND THENCE SOUTH ALONG THE SAID EAST LINE OF NORTH GARVEY COURT, SAID DISTANCE OF 20.34 FEET, TO THE POINT OF BEGINNING, IN COOK COUNTY, ILLINOIS