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This Instrument Prepared by:

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DLA Piper Rudnick Gray Cary US
LLP
203 North LaSalle Street
Suite 1900
Chicago, Illinois 60601



Doc#: 0523818141 Fee: \$38.50
Eugene "Gene" Moore RHSP Fee: \$10.00
Cook County Recorder of Deeds
Date: 08/26/2005 04:22 PM Pg: 1 of 8

After Recorded Return to:

Proskauer Rose LLP
1585 Broadway
New York, New York 10019
Attn: Kenneth S. Hilton

Send Subsequent Tax Bills to:
Thor Palmer House Hotels &
Shops LLC

This space reserved for Recorder's use only.

SPECIAL WARRANTY DEED

This Indenture, made this 17th day of August, 2005, between **HILTON ILLINOIS CORP.**, a corporation created and existing under and by virtue of the laws of the State of Nevada and duly authorized to transact business in the State of Illinois ("**Grantor**") and **THOR PALMER HOUSE HOTEL & SHOPS LLC**, a Delaware limited liability company, whose address is 139 Fifth Avenue, Fourth Floor, New York, New York 10010 ("**Grantee**").

10533338/pumw

WITNESSETH, that Grantor, for and in consideration of the sum of Ten and no/100 Dollars (\$10.00) and other good and valuable consideration in hand paid, by Grantee, the receipt of which is hereby acknowledged, by these presents does **REMISE, RELEASE, ALIENATE AND CONVEY** unto Grantee, **FOREVER**, all the following described real estate, situated in the County of Cook and State of Illinois, known and described as follows, to wit:

See Exhibit 1.

Together with all and singular hereditaments and appurtenances belonging there, or in anyway appertaining, and the reversion or reversions, remainder or remainders, rents, issues and profits thereof, and all the estate, right, title, interest, claim or demand whatsoever, of Grantor, either at law or in equity of, in and to the above-described premises, with the hereditaments and appurtenances.

TO HAVE AND TO HOLD the said premises as described above, with the appurtenances, unto Grantee, forever.

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And Grantor, for itself and its successors, does covenant, promise and agree to and with Grantee and its successors that it has not done or suffered to be done, anything whereby the said premises hereby granted are, or may be, in any manner encumbered or charged, except as herein recited; and that Grantor WILL WARRANT AND DEFEND, said premises against all persons lawfully claiming, or to claim the same, by, through or under it, subject only to:

See Exhibit 2.

[signature page follows]

STATE TAX

STATE OF ILLINOIS




AUG. 26. 05

REAL ESTATE TRANSFER TAX
DEPARTMENT OF REVENUE

0000085601

REAL ESTATE TRANSFER TAX
12000.00
FP326669


City of Chicago
Dept. of Revenue
394728
08/26/2005 10:46 Batch 05354 52



Real Estate
Transfer Stamp
\$403,875.00

STATE TAX

STATE OF ILLINOIS




AUG. 26. 05

REAL ESTATE TRANSFER TAX
DEPARTMENT OF REVENUE

0000085602

REAL ESTATE TRANSFER TAX
00973.75
FP326669


City of Chicago
Dept. of Revenue
394727
08/26/2005 10:46 Batch 05354 52



Real Estate
Transfer Stamp
\$403,875.00

STATE TAX

STATE OF ILLINOIS



AUG. 26. 05

REAL ESTATE TRANSFER TAX
DEPARTMENT OF REVENUE

0000085600

REAL ESTATE TRANSFER TAX
500000.00
FP326669


City of Chicago
Dept. of Revenue
394726
08/26/2005 10:46 Batch 05354 52



Real Estate
Transfer Stamp
\$403,875.00

STATE TAX

STATE OF ILLINOIS




AUG. 26. 05

REAL ESTATE TRANSFER TAX
DEPARTMENT OF REVENUE

0000085599

REAL ESTATE TRANSFER TAX
500000.00
FP326669


City of Chicago
Dept. of Revenue
394725
08/26/2005 10:45 Batch 05354 52



Real Estate
Transfer Stamp
\$403,875.00

STATE TAX

STATE OF ILLINOIS



AUG. 26. 05

REAL ESTATE TRANSFER TAX
DEPARTMENT OF REVENUE

0000024652

REAL ESTATE TRANSFER TAX
500000.00
FP326660

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[SPECIAL WARRANTY DEED]

IN WITNESS WHEREOF, Grantor has caused its name to be signed to these presents by its Vice President the day and year first above written.

HILTON ILLINOIS CORP., a Nevada corporation


By: K. Allen Anderson

Name: K. Allen Andersen

Title: Vice President

STATE TAX

STATE OF ILLINOIS



AUG. 26. 05


REAL ESTATE TRANSFER TAX
DEPARTMENT OF REVENUE

0000024653

REAL ESTATE TRANSFER TAX
5000000
FP 326660

COUNTY TAX

COOK COUNTY
REAL ESTATE TRANSACTION TAX



AUG. 26. 05


REVENUE STAMP

0000169928

REAL ESTATE TRANSFER TAX
5000000
FP 326670

STATE TAX

STATE OF ILLINOIS



AUG. 26. 05


REAL ESTATE TRANSFER TAX
DEPARTMENT OF REVENUE

0000024654

REAL ESTATE TRANSFER TAX
0242625
FP 326660

COUNTY TAX

COOK COUNTY
REAL ESTATE TRANSACTION TAX



AUG. 26. 05


REVENUE STAMP

0000169929

REAL ESTATE TRANSFER TAX
5000000
FP 326670

COUNTY TAX

COOK COUNTY
REAL ESTATE TRANSACTION TAX



AUG. 26. 05

REVENUE STAMP

0000169930

REAL ESTATE TRANSFER TAX
0770000
FP 326670

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CALIFORNIA ALL-PURPOSE ACKNOWLEDGMENT

State of California }
County of Los Angeles } ss.

On August 5, 2005 before me, Eve L. MeKerdichian, Notary,
Date Name and Title of Officer (e.g., "Jane Doe, Notary Public")

personally appeared K. Allen Anderson,
Name(s) of Signer(s)

- personally known to me
- proved to me on the basis of satisfactory evidence

to be the person(s) whose name(s) is/are subscribed to the within instrument and acknowledged to me that he/she/they executed the same in his/her/their authorized capacity(ies), and that by his/her/their signature(s) on the instrument the person(s), or the entity upon behalf of which the person(s) acted, executed the instrument.



WITNESS my hand and official seal.

Eve L. MeKerdichian
Signature of Notary Public

OPTIONAL

Though the information below is not required by law, it may prove valuable to persons relying on the document and could prevent fraudulent removal and reattachment of this form to another document.

Description of Attached Document

Title or Type of Document: Special Warranty Deed

Document Date: August, 2005 Number of Pages: 8

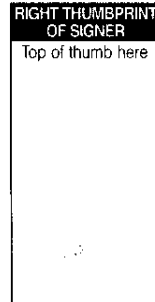
Signer(s) Other Than Named Above: _____

Capacity(ies) Claimed by Signer

Signer's Name: K. Allen Anderson

- Individual
- Corporate Officer — Title(s): Vice President
- Partner — Limited General
- Attorney-in-Fact
- Trustee
- Guardian or Conservator
- Other: _____

Signer Is Representing: HILTON HUNDIS CORP.



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EXHIBIT 1

LEGAL DESCRIPTION

PARCEL 1:

THAT PART OF BLOCK 3 IN FRACTIONAL SECTION NUMBER 15 ADDITION TO CHICAGO, IN SECTION 15, TOWNSHIP 39 NORTH, RANGE 14 EAST OF THE THIRD PRINCIPAL MERIDIAN, BOUNDED AND DESCRIBED AS FOLLOWS: BEGINNING AT THE POINT OF INTERSECTION OF THE SOUTH LINE OF EAST MONROE STREET WITH THE PRESENT EAST LINE OF SOUTH STATE STREET (BEING A LINE 27 FEET EAST OF AND PARALLEL WITH THE WEST LINE OF BLOCK 3); RUNNING THENCE WITH SAID EAST LINE OF SOUTH STATE STREET SOUTH 254 FEET 3-7/16 INCHES TO A POINT 210 FEET 3 INCHES NORTH OF THE NORTH FACE OF THE REPUBLIC BUILDING; SAID POINT BEING 144.75 FEET NORTH OF THE SOUTH LINE OF LOT 10 IN BLOCK 3 AS MEASURED ON THE WEST LINE OF PREMISES IN QUESTION; THENCE WITH THE LINE ESTABLISHED BY THE AGREEMENT BETWEEN BERTHA HONORE' PALMER AND ADRIAN C. HONORE', TRUSTEES OF THE ESTATE OF POTTER PALMER, DECEASED, ETHELBERT W. PEEK, LOUIS FRAZIN AND ABRAHAM M. OPPENHEIM DATED JANUARY 23, 1907, RECORDED IN THE RECORDER'S OFFICE OF SAID COUNTY IN BOOK 19104, PAGE 66, AS DOCUMENT NUMBER 8030340, SAID LINE INTERSECTING THE WEST LINE OF THE 12 FOOT ALLEY RUNNING NORTH AND SOUTH THROUGH THE SOUTH PART OF SAID BLOCK 3 AT A POINT 144.52 FEET NORTH OF THE SOUTH LINE OF LOT 10 IN BLOCK 3, EAST 159 FEET 10-1/2 INCHES MORE OR LESS, TO A POINT 6 FEET EAST OF THE WEST LINE OF LOT 8 IN SAID BLOCK 3 AND IN THE EAST LINE OF THE 12 FOOT ALLEY RUNNING NORTH AND SOUTH THROUGH THE SOUTH PART OF SAID BLOCK 3; THENCE WITH THE EAST LINE OF SAID ALLEY SOUTH 9 FEET 5-7/8 INCHES TO A POINT 22 FEET 3-5/8 INCHES SOUTH OF THE NORTH LINE OF SAID LOT 8; THENCE PARALLEL WITH AND 22 FEET 3-5/8 INCHES SOUTH OF THE NORTH LINE OF SAID LOT 8, BEING THE NORTH LINE OF AN 18 FOOT ALLEY, EAST 174 FEET 10-5/8 INCHES TO THE PRESENT WEST LINE OF SOUTH WABASH AVENUE; THENCE WITH SAID WEST LINE OF SOUTH WABASH AVENUE NORTH 210 FEET 7-13/16 INCHES, MORE OR LESS, TO THE POINT OF INTERSECTION OF SAID WEST LINE OF SOUTH WABASH AVENUE WITH THE SOUTH LINE OF LOT 1 IN THE ASSESSOR'S DIVISION OF LOTS 1 AND 4 IN BLOCK 3 IN FRACTIONAL SECTION NUMBER 15 ADDITION AFORESAID; THENCE WITH THE SOUTH LINE OF SAID LOT 1, IN THE ASSESSOR'S DIVISION AFORESAID WITH 85 FEET 8 INCHES TO THE SOUTHWEST CORNER OF SAID LOT 1; THENCE WITH THE WEST LINE OF SAID LOT 1, NORTH 52-95/100 FEET, MORE OR LESS, TO THE PRESENT SOUTH LINE OF EAST MONROE STREET; AND THENCE WITH SAID SOUTH LINE WEST 248 FEET 8-5/16 INCHES TO THE PLACE OF BEGINNING, IN COOK COUNTY, ILLINOIS.

Ex. 1-1

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PARCEL 2:

THAT PART OF LOT 1 IN BLOCK 3 IN FRACTIONAL SECTION 15 ADDITION TO CHICAGO, BOUNDED IN FRACTIONAL SECTION 15, TOWNSHIP 39 NORTH, RANGE 14 EAST OF THE THIRD PRINCIPAL MERIDIAN, AND DESCRIBED AS FOLLOWS:

COMMENCING AT THE NORTHEAST CORNER OF SAID LOT 1, (WHICH IS THE SOUTHWEST CORNER OF MONROE STREET AND WABASH AVENUE IN THE SAID CITY OF CHICAGO) RUNNING THENCE SOUTH ON THE EAST LINE OF SAID LOT (BEING THE WEST LINE OF SAID WABASH AVENUE) 52.95 FEET; THENCE WEST ON A LINE PARALLEL WITH THE SOUTH LINE OF MONROE STREET 85 FEET AND 8 INCHES; THENCE NORTH ON A LINE PARALLEL WITH THE WEST LINE OF WABASH AVENUE 52.95 FEET TO THE SOUTH LINE OF MONROE STREET; THENCE EAST ON THE SOUTH LINE OF MONROE STREET 85 FEET AND 8 INCHES TO THE POINT OF BEGINNING, IN COOK COUNTY, ILLINOIS.

Parcel Identification Numbers:

17-15-102-005
17-15-102-006
17-15-102-010
17-15-102-011

Property Address:

17 East Monroe Street
Chicago, Illinois 60601

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EXHIBIT 2

PERMITTED EXCEPTIONS

1. General taxes for the second installment 2004 and for the year 2005 and subsequent years.
2. The terms and conditions of the agreement dated June 12, 1872 between Addison Ballard and Walter S. Williams recorded in the Office of the Recorder of Deeds of Cook County, Illinois, in Book 734, Page 179, as Document 141565 and re-recorded in Book 1955, Page 207, as Document 821395 relating to a wall on the line between Lot 1 and Lot 2 in Assessor's Division of Lots 1 and 4 in Block 3 in Fractional Section Number 15. (Affects Parcel 1)
3. The terms, conditions and easements contained in the agreement dated June 12, 1872 between Addison Ballard, Potter Palmer and Walter S. Williams recorded in the Recorder's Office of Cook County, Illinois, in Book 242, Page 300, as Document 110060 establishing an open court or arway for light and ventilation to buildings situated on Lots 1, 2 and 3 in Assessor's Division of Lots 1 and 4 in Block 3 in Fractional Section Number 15. (Affects Parcel 1)
4. Possible right or easement to maintain presently existing telephone wires, pipes, conduits and other facilities used by the City of Chicago or for public utilities which enter or cross the premises. (Affects Parcel 1)
5. Revocable nature of the right, if any, to maintain vaults, vault spaces, basement and sub-basement spaces, areas, structures, marquees or signs beyond the lot lines. (Affects Parcel 1)
6. Ordinance by the City Council of the City of Chicago on July 9, 2003, recorded November 14, 2003 as Document 0328732025, designating the land as a Chicago Landmark. Notice of Designation as a Chicago Landmark recorded January 5, 2004 as Document Number 0400520115. (Affects Parcel 2)
7. Existing unrecorded leases of tenants as tenants only, with no rights of first refusal or options to purchase.
8. Encroachments as set forth below as disclosed by Survey by National Survey Service dated October 21, 2004 last revised July 20, 2005 as Survey No. N-125878.
 - (a) Northwest corner of Granite Base at Grade 0.05 feet West.
 - (b) Northeast corner of Building at 2nd Floor 0.057 North and 0.59 feet East.

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- (c) Northeast corner of Building at Grade 0.13 feet East and at 2 feet above Grade 0.27 feet East.
- (d) Canopy over onto Wabash by up to 8.87 feet East.
- (e) Southeast of building 2.0 feet above Grade 0.06 feet South and 0.14 feet East.
- (f) Southeast of Base at Grade 0.09 feet south and 0.21 feet East.
- (g) Building over onto alley South and adjoining by 0.15 feet.
- (h) Building over onto South State Street by 0.46 feet.
- (i) Canopy over onto South State Street by up to 20.16 feet.
- (j) Southwest Corner of Building at 3rd Floor 0.04 feet south and 0.21 feet West.
- (k) Canopy over onto East Monroe by up to 13.47 feet.

Property of Cook County Clerk's Office