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Cook County Recorder of Deeds
Date: 05/11/2007 02:01 PM Pg: 1 of 10

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A-41932

FIRST AMENDMENT TO DECLARATION OF RESTRICTIONS

PROPERTY:
RIVERCREST SHOPPING CENTER
CRESTWOOD, ILLINOIS

DATE OF DECLARATION OF RESTRICTIONS: APRIL 19, 1993

This instrument prepared by
and after recording should be
returned to:
John J. Stocker, Esq.
MKS, Attorneys at Law, LLC
225 West Hubbard Street, Suite 650
Chicago, Illinois 60610

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FIRST AMENDMENT TO DECLARATION OF RESTRICTIONS

THIS FIRST AMENDMENT TO DECLARATION OF RESTRICTIONS (this "Amendment") is made effective as of APRIL 9, 2007 by and among **CENTRO BRADLEY SPE 3 LLC** (herein called "Owner"), **SAJNI HOSPITALITY INC.** (herein called "Lot 18 Owner"), and **PFM ENTERPRISES, LLC** (herein called "Tenant").

R E C I T A L S:

A. American National Bank and Trust Company of Chicago, not personally but as trustee under trust agreement dated July 15, 1989 and known as trust no. 108929-09 ("SC Trustee") and American National Bank and Trust Company of Chicago, not personally but as trustee under trust agreement dated July 15, 1989 and known as trust no. 108950-01 ("AC Trustee") entered into a certain instrument captioned "Declaration of Restrictions" (the "Declaration") dated April 19, 1993 and recorded with the Cook County Recorder on April 21, 1993 as Document No. 93294371.

B. SC Trustee was the owner of that certain parcel of real estate with buildings and other improvements thereon constituting a shopping center commonly known as Rivercrest Shopping Center located at the southwest corner of Cicero Avenue and Calumet Sag Road (Route 83), Crestwood, Illinois, a portion of which includes Lot 16 and Lot 17, legally described on **Exhibit A** attached hereto and made a part hereof.

C. AC Trustee was the owner of that certain parcel of real estate with buildings and other improvements thereon located at the southwest corner of Cicero Avenue and Rivercrest Drive, Crestwood, Illinois, commonly known as Lot 18 and Lot 19, legally described on **Exhibit B** attached hereto and made a part hereof.

D. AC Trustee entered into that certain ground lease captioned "Ground Lease" dated April 19, 1993 (the "Ground Lease") with John & Philip Enterprises, Inc., an Illinois corporation ("Original Tenant") covering Lot 19.

E. Owner has succeeded to the interest of SC Trustee and AC Trustee as the owner of Lot 16, Lot 17, and Lot 19.

F. Lot 18 Owner has succeeded to the interest of AC Trustee as the owner of Lot 18.

G. Tenant has succeeded to the interest of the Original Tenant in the Ground Lease and is the current occupant of Lot 19.

H. The Declaration may not be amended without the written acknowledgment of Owner, Lot 18 Owner and Tenant.

F. Owner, Lot 18 Owner and Tenant desire to amend the Declaration in accordance with the terms and provisions hereof.

NOW THEREFORE, for good and valuable consideration the receipt and sufficiency of which is hereby acknowledged, the Declaration is amended as follows:

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ARTICLE I Incorporation/Defined Terms

1.01 Incorporation. The preambles to this Amendment are fully incorporated herein by this reference thereto with the same force and effect as though restated herein.

1.02 Defined Terms. To the extent not otherwise defined herein to the contrary, all capitalized terms and capitalized phrases used in this Amendment shall have the respective meanings ascribed to them in the Declaration.

ARTICLE II Amendments to Declaration

2.01 Amendment to the Declaration. The Declaration is amended effective as of the date of this Amendment, unless another date is specifically provided for below, as follows:

(a) **Section 3.** Notwithstanding the provisions of the Declaration to the contrary, including without limitation, Section 3 Lot 16 Use Restriction, any portion of Lot 16 may be utilized for the operation of a Potbelly Sandwich Works for uses that include the retail sale of specialty subs and deli or gourmet sandwiches, milkshakes, ice cream desserts, custom juice drinks (commonly known as smoothies), soups, salads, beverages, coffee, breakfast sandwiches and other breakfast items, branded t-shirts, hats, mugs and other branded accessories, with sit down eat-in and take out services (collectively, the "Potbelly Use"). The provisions of the Declaration shall be read in accordance with the foregoing so as to allow for the Potbelly Use on Lot 16, including without limitation the provisions of said Section 3.

ARTICLE III Miscellaneous

3.01 Confirmation. The terms and provisions of the Declaration as modified hereby are hereby ratified, confirmed and adopted by the parties hereto.

3.02 Authorization. The undersigned individual(s) executing this Amendment are each fully empowered and authorized to execute this Amendment.

3.03 Conflict. To the extent the terms and provisions of this Amendment conflict with the terms and provisions of the Declaration as prior amended, the terms and provisions of this Amendment shall control.

3.04 Execution by Tenant. The Tenant hereby executes this Amendment solely for the purpose of acknowledging its consent to this Amendment.

{Signature Page Follows Immediately}

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IN WITNESS WHEREOF, the parties hereto have executed this Amendment as of the date first above written.

OWNER:
CENTRO BRADLEY SPE 3 LLC,
A DELAWARE LIMITED LIABILITY COMPANY

BY: *Patrick C. Bennisson*
NAME: ~~STEPHEN H. FABERMAN~~ *Patrick C. Bennisson*
ITS: ~~VICE PRESIDENT~~ *Authorized Signatory*

LOT 18 OWNER:
SAJNI HOSPITALITY INC.,
AN ILLINOIS CORPORATION

BY: _____
NAME: _____
ITS: _____

TENANT:
PFM ENTERPRISES, LLC
A _____

BY: *Stephen A. Martin*
NAME: *Stephen A. Martin*
ITS: *President*

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IN WITNESS WHEREOF, the parties hereto have executed this Amendment as of the date first above written.

OWNER:
CENTRO BRADLEY SPE 3 LLC,
A DELAWARE LIMITED LIABILITY COMPANY

BY: _____
NAME: STEPHEN H. FABERMAN
ITS: VICE PRESIDENT

LOT 18 OWNER:
SAJNI HOSPITALITY INC.,
AN ILLINOIS CORPORATION

BY: _____
NAME: _____
ITS: _____

TENANT:
PFM ENTERPRISE,
A _____

BY: _____
NAME: _____
ITS: _____

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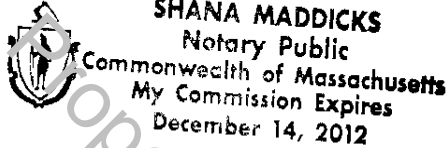
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STATE OF Massachusetts
) SS.
COUNTY OF Suffolk

Patrick C Bennis

I, the undersigned, a Notary Public in and for the County and State aforesaid, DO HEREBY CERTIFY THAT Stephen H. Faberman, personally known to me to be the same person whose name is subscribed to the foregoing instrument as the authorized signatory of Centro Bradley SPE 3 LLC, a Delaware limited liability company, appeared before me this day in person and acknowledged that he signed and delivered said instrument as his free and voluntary acts 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 11th day of April, 2006 7



Shana Maddicks
Notary Public (S E A L)

STATE OF _____)
) SS.
COUNTY OF _____)

I, the undersigned, a Notary Public in and for the County and State aforesaid, DO HEREBY CERTIFY THAT _____, personally known to me to be the same person whose name is subscribed to the foregoing instrument as the authorized signatory of Sajni Hospitality Inc., an Illinois corporation, appeared before me this day in person and acknowledged that he/she signed and delivered said instrument as his/her free and voluntary acts and as the free and voluntary act of said corporation, for the uses and purposes therein set forth.

GIVEN under my hand and Notarial Seal, this _____ day of _____, 2006.

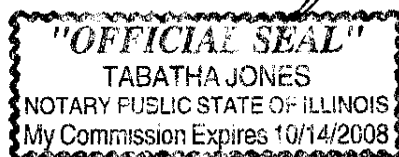
Notary Public (S E A L)

STATE OF IL)
) SS.
COUNTY OF Cook)

I, the undersigned, a Notary Public in and for the County and State aforesaid, DO HEREBY CERTIFY THAT Stephen A. Madson, personally known to me to be the same person whose name is subscribed to the foregoing instrument as the authorized signatory of PFM Enterprises, LLC, a _____ limited liability company, appeared before me this day in person and acknowledged that he/she signed and delivered said instrument as his/her free and voluntary acts 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 8th day of March, 2006 7

[Signature]
Notary Public (S E A L)



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STATE OF _____)

) SS.

COUNTY OF _____)

I, the undersigned, a Notary Public in and for the County and State aforesaid, DO HEREBY CERTIFY THAT Stephen H. Faberman, personally known to me to be the same person whose name is subscribed to the foregoing instrument as the authorized signatory of Centro Bradley SPE 3 LLC, a Delaware limited liability company, appeared before me this day in person and acknowledged that he signed and delivered said instrument as his free and voluntary acts 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 _____ day of _____, 2006.

Notary Public (S E A L)

STATE OF ILLINOIS)

) SS.

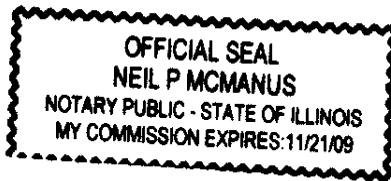
COUNTY OF COOK)

I, the undersigned, a Notary Public in and for the County and State aforesaid, DO HEREBY CERTIFY THAT ALVIN K. PATEL, personally known to me to be the same person whose name is subscribed to the foregoing instrument as the authorized signatory of Sajni Hospitality Inc., an Illinois corporation, appeared before me this day in person and acknowledged that he/she signed and delivered said instrument as his/her free and voluntary acts and as the free and voluntary act of said corporation, for the uses and purposes therein set forth.

GIVEN under my hand and Notarial Seal, this 5 day of DEC, 2006.

Neil P. McManus

Notary Public (S E A L)



STATE OF ILLINOIS)

) SS.

COUNTY OF COOK)

I, the undersigned, a Notary Public in and for the County and State aforesaid, DO HEREBY CERTIFY THAT ALVIN K. PATEL, personally known to me to be the same person whose name is subscribed to the foregoing instrument as the authorized signatory of PFM Enterprise, a _____, appeared before me this day in person and acknowledged that he/she signed and delivered said instrument as his/her free and voluntary acts and as the free and voluntary act of said _____, for the uses and purposes therein set forth.

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EXHIBIT A
LEGAL DESCRIPTION OF LOT 16 AND LOT 17

LOTS 16 AND 17 IN RIVERCREST OF CRESTWOOD, BEING A SUBDIVISION OF PART OF THE EAST ½ OF SECTION 33, TOWNSHIP 37 NORTH, RANGE 13 EAST OF THE THIRD PRINCIPAL MERIDIAN, ACCORDING TO THE PLAT THEREOF RECORDED DECEMBER 17, 1991 AS DOCUMENT NO. 91661848, IN COOK COUNTY, ILLINOIS.

Permanent Tax Index Numbers: 24-33-404-013 and 24-33-404-014

Common Address: 133rd and Cicero, Crestwood, Illinois

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EXHIBIT B
LEGAL DESCRIPTION OF LOT 18 AND LOT 19

LOTS 18 AND 19 IN RIVERCREST OF CRESTWOOD, BEING A SUBDIVISION OF PART OF THE EAST ½ OF SECTION 33, TOWNSHIP 37 NORTH, RANGE 13 EAST OF THE THIRD PRINCIPAL MERIDIAN, ACCORDING TO THE PLAT THEREOF RECORDED DECEMBER 17, 1991 AS DOCUMENT NO. 91661848, IN COOK COUNTY, ILLINOIS.

Permanent Tax Index Numbers: 24-33-403-108 and 24-33-403-109

Common Address: 133rd and Cicero, Crestwood, Illinois

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