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Doc#: 0726141089 Fee: \$32.00
Eugene "Gene" Moore RHSP Fee:\$10.00
Cook County Recorder of Deeds
Date: 09/18/2007 02:32 PM Pg: 1 of 5

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Agreement

Property of Cook County Clerk's Office

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Elk Grove Village, IL
102 Biesterfield Road
BM Store # 1640

Prepared by: Bruce A. Neumann
After recording, return to: Doris Murray-Norris
McDonald's Corporation
One McDonald's Plaza
Oak Brook, Illinois 60523

AGREEMENT OF RESTRICTIVE COVENANT (Restriction on Leasehold Interest)

THIS AGREEMENT OF RESTRICTIVE COVENANT ("Restrictive Covenant") dated August 27, 2007 is by and between BOSTON MARKET CORPORATION, a Delaware corporation, formerly known as Golden Restaurant Operations, Inc., a Delaware corporation whose address is 14103 Denver West Parkway, Golden, Colorado 80401 (hereinafter referred to as either "Grantor" or "Tenant") and McDONALD'S CORPORATION, a Delaware corporation, whose address is One McDonald's Plaza, Oak Brook, Illinois 60523 ("Grantee").

WHEREAS, Tenant for the benefit of Grantee agrees that its leasehold interest in the Property described in Exhibit A attached hereto (the "Property") shall be bound by the following restriction:

Tenant and its affiliates shall not, transfer, lease, or sublease its leasehold interest in the Property to any of the following entities and any restaurant brands owned or operated by any of them: Burger King Holding Inc.; CKE Restaurants, Inc.; Chick-fil-A, Inc.; Jack in the Box, Inc.; Sonic Corp.; Wendy's International, Inc.; or Yum! Brands, Inc. This Restrictive Covenant only applies to Tenant's leasehold interest in the Property and is not intended to and does not in any way encumber the fee simple interest in the Property and Grantee shall execute such documents confirming the same as may be reasonably requested by the owner of the fee simple interest in the Property, any other party of interest in the Property or any lenders thereto. Any request or notices to Grantee shall be given to Grantee at the address set forth above.

THEREFORE, in consideration of the terms and conditions contained in this Restrictive Covenant, and other good and valuable consideration, the receipt and sufficiency of which is acknowledged, the covenants set forth above shall inure to the benefit of Grantee and shall be binding upon Tenant and any of its affiliates. Tenant and Grantee, agree that the foregoing restrictions shall automatically terminate and be of no further force or effect without any further action by the parties hereto upon the earlier of: (a) three (3) years from the date first set forth above; (b) the first sale in an underwritten public offering registered under the Securities Act of 1933, as amended, of any class of securities of Market Dining Holding, LLC, a Delaware limited liability company ("Market Holding") or Tenant or any successor or parent entity to Market Holding or Tenant as may be evidenced by written notice from Market Holding or Tenant; or (c) the termination or expiration of Tenant's leasehold interest in the Property and any interest derived therefrom as may be evidenced by written notice from Market Holding or Tenant. This Agreement is intended to and shall run solely with respect to Tenant's, and its successors and assigns, leasehold interest in the land.

[Signatures on following page.]

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Grantor and Grantee have executed this Restrictive Covenant, as of the date first set forth above.

GRANTOR:

Boston Market Corporation, a Delaware corporation

By *Kathleen Kuta*
Kathleen Kuta, Vice President-Real Estate

GRANTEE:

McDonald's Corporation, a Delaware corporation

By *[Signature]*
Catherine A. Griffin, Vice President

ATTEST:

By *[Signature]*
Catherine A. Griffin, Assistant Secretary

ATTEST:

By *Kathleen M. Kuta*
Kathleen M. Kuta, Corporate Assistant Secretary

WITNESS:

Bruce Neumann
Bruce Neumann

WITNESS:

Bruce Neumann
Bruce Neumann

Barbara Skubiszewski
Barbara Skubiszewski

Barbara Skubiszewski
Barbara Skubiszewski

Property of Cook County Clerk's Office

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STATE OF ILLINOIS)
)
) SS:
COUNTY OF DuPAGE)

I, Erica M. Ruiz, a Notary Public in and for the county and state aforesaid, DO HEREBY CERTIFY that Kathleen Kuta, Vice President-Real Estate and Catherine A. Griffin, Assistant Secretary of Boston Market Corporation, a Delaware corporation, who are personally known to me to be the same persons whose names are subscribed to the foregoing instrument as such Vice President-Real Estate and Assistant Secretary, appeared before me this day in person and acknowledged that they signed, sealed and delivered the said instrument of their free and voluntary act as such Vice President-Real Estate and Assistant Secretary, respectively, 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 08/27, 2007.

Erica M. Ruiz
Erica M. Ruiz, Notary Public

My commission expires: May 30, 2010



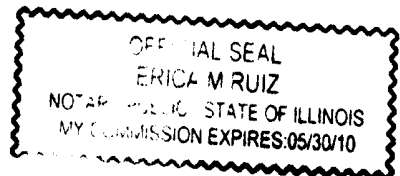
STATE OF ILLINOIS)
)
) SS:
COUNTY OF DuPAGE)

I, Erica M. Ruiz, a Notary Public in and for the county and state aforesaid, DO HEREBY CERTIFY that Catherine A. Griffin, Vice President and Kathleen M. Kuta, Corporate Assistant Secretary, of McDonald's Corporation, a Delaware corporation, who are personally known to me to be the same persons whose names are subscribed to the foregoing instrument as such Vice President and Corporate Assistant Secretary, appeared before me this day in person and acknowledged that they signed, sealed and delivered the said instrument of their free and voluntary act as such Vice President and Corporate Assistant Secretary, respectively, 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 08/27, 2007.

Erica M. Ruiz
Erica M. Ruiz, Notary Public

My commission expires: May 30, 2010



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EXHIBIT A

LEGAL DESCRIPTION OF THE PROPERTY

THE EAST 176 FEET OF THE SOUTH 200 FEET (AS MEASURED ON THE SOUTH AND EAST LINES) OF THE FOLLOWING DESCRIBED TRACT: THE WEST 442.5 FEET (AS MEASURED ALONG THE SOUTH LINE OF THE NORTH 15 ACRES OF THE NORTHWEST 1/4 OF THE NORTHWEST 1/4 OF SECTION 32) OF THE NORTHWEST 1/4 OF THE NORTHEAST 1/4 (EXCEPT THE NORTH 15 ACRES THEREOF) OF SECTION 32, TOWNSHIP 41 NORTH, RANGE 11 EAST OF THE THIRD PRINCIPAL MERIDIAN, IN COOK COUNTY, ILLINOIS, EXCEPT THAT PART USED OR DEDICATED FOR BIESTERFIELD ROAD, AND THAT PART TAKEN FOR ROAD IN-CASE 71 L 15920.

TAX I.D. NUMBER: 08-32-200-027-0000

Address of Property: Biesterfield Road, Elk Grove Village, Illinois