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Attention: Edward Goldman, Esq.

After recording return to:
Frenkel, Hershkowitz & Shafran LLP
16 East 34th Street
New York, New York 10016
Attention: Joseph M. Hershkowitz, Esq.

Mail tax bill to:
~~c/o David Werner Real Estate~~
~~Investments~~
1140 Avenue of the Americas
15th Floor
New York, New York 10036
Attention: David Werner

MIRACHI Group
1700 Congress Avenue
Suite 3106
Boca Raton, FL 33487



Doc#: 1100618008 Fee: \$48.00
Eugene "Gene" Moore RHSP Fee: \$10.00
Cook County Recorder of Deeds
Date: 01/06/2011 10:38 AM Pg: 1 of 7

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SEE DOCUMENT NO. 1100618007 FOR TRANSFER STAMPS

SPECIAL WARRANTY DEED

BREOF RIVERSIDE REO LLC, a Delaware limited liability company ("Grantor"), whose address is c/o Brookfield Real Estate Opportunity Fund, Three World Financial Center, 200 Vesey Street, 11th Floor, New York, New York 10281-1021 Attention: Mr. Steven H. Ganeless, for and in consideration of the sum of Ten and 00/100 Dollars (\$10.00) and other good and valuable consideration in hand paid to the undersigned by **SOUTH RIVERSIDE RIGHTS LLC**, a Delaware limited liability company ("Grantee"), whose address is c/o David Werner Real Estate Investments, 1140 Avenue of the Americas, 15th Floor, New York, New York 10036 Attention: David Werner, the receipt and sufficiency of such consideration being hereby acknowledged, Grantor does hereby GRANT, BARGAIN, SELL AND CONVEY with special warranty covenants unto Grantee, and its successors and assigns, FOREVER, all of the following described real estate situated in the County of Cook and State of Illinois unto Grantee that certain real property being more particularly described in Exhibit A attached hereto and made a part hereof for all purposes (the "Property") subject only to those items set forth on Exhibit B attached hereto and made a part hereof, and real estate taxes not yet due or payable, rights of tenants as tenants only under leases, and laws, regulations, resolutions or ordinances currently or hereinafter imposed by any governmental authority.

TO HAVE AND TO HOLD the Property, together with all and singular the rights and appurtenances thereto in anywise belonging, unto Grantee and its successors and assigns and to WARRANT AND FOREVER DEFEND all and singular the Property unto Grantee, its successors and assigns, against every person whosoever lawfully claiming, or claim the same, or any part thereof, by through, or under Grantor but not otherwise.

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EXHIBIT A

Legal Description

PARCEL 1:

LOT 7 (EXCEPT THE WEST 122.53 FEET THEREOF) IN RAILROAD COMPANIES' RESUBDIVISION OF BLOCKS 62 TO 76, BOTH INCLUSIVE, BLOCK 78, PARTS OF BLOCKS 61 AND 77 AND CERTAIN VACATED STREETS AND ALLEYS IN SCHOOL SECTION ADDITION TO CHICAGO, A SUBDIVISION OF SECTION 16, TOWNSHIP 39 NORTH, RANGE 14, EAST OF THE THIRD PRINCIPAL MERIDIAN, ACCORDING TO THE PLAT THEREOF RECORDED MARCH 29, 1924 IN BOOK 188 ON PAGES 11 TO 28, BOTH INCLUSIVE, AS DOCUMENT NUMBER 8339751 (EXCEPTING THEREFROM THAT PART THEREOF LYING BELOW OR BENEATH THE AIR RIGHTS LIMITING PLANE OR ELEVATION SET FORTH IN APPENDIX "B" TO LEASE RECORDED OCTOBER 2, 1980 AS DOCUMENT 25607453 AND WHICH IS INDICATED IN SAID APPENDIX "B" TO BE 32 FEET 10 INCHES ABOVE CHICAGO CITY DATUM, AND ALSO EXCEPTING THEREFROM THE BUILDING AND OTHER IMPROVEMENTS LOCATED THEREON), IN COOK COUNTY, ILLINOIS.

PIN: 17-16-121-003-6001
17-16-121-003-6002

ADDRESS: 300 South Riverside
Chicago, Illinois

Also known as:
420 West Van Buren
Chicago, Illinois

Exempt under provisions of Paragraph d
Section 31-45, Property Tax Code.
1/6/10 [Signature]
Date Buyer, Seller, or Representative

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EXHIBIT B

Permitted Exceptions

1. Any matters disclosed or referenced in that certain ALTA/ACSM Land Title Survey dated June 8, 2006 (and containing a last revised date of September 8, 2006), prepared by Sarko Engineering Inc. and coordinated by Bock & Clark's National Surveyors Network as Project No. 20060655, 001.
2. Any matters disclosed or referenced in that certain ALTA/ACSM Land Title Survey dated Jan 30, 10, prepared by Sarko Engineering Inc as Project No. 201001106-001.
3. All matters arising out of the acts or omissions of Grantee and those parties claiming by, through or under Grantee or acting on behalf of Grantee.
4. General real estate taxes for the year(s) 2010 and subsequent years which are not yet due or payable.
5. Terms, provision and conditions of an ordinance by the City of Chicago passed March 23, 1914 called "The Union Station Ordinance", a copy of which was recorded October 6, 1914 as document 5507199, relating to the construction of a passenger station and railroad facilities, tracks, etc.

Amendment to 1914 Agreement recorded April 15, 2009 as document 0910534072 by and between the City of Chicago and Chicago Union Station Company, an Illinois corporation.
6. Agreement dated September 18, 1915 and recorded June 15, 1932 as document 11103007 wherein Chicago Union Station Company grants to Chicago and Alton Railroad Company, (now Illinois Central Gulf Railroad Company) the use of its passenger station and the railroad tracks in connection therewith.
7. Perpetual easement and right of way for the construction of a conduit and for the reconstruction, maintenance, operation and use of the same in and through a strip of land 8 feet in width extending from a line which is 40 feet West of and parallel with the East line of South Canal Street as widened to the Easterly line of Lot 7 or Railroad Companies' Resubdivision aforesaid, lying North of West Van Buren Street and South of West Jackson Boulevard, as part of the drainage system for East and West Congress Street Super Highway, as granted to City of Chicago by Chicago Union Station Company, a corporation of Illinois, in agreement dated

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December 15, 1950 and recorded March 16, 1951 as document 15031722.

Assignment of easement agreement made by and between City of Chicago and State of Illinois, Department of Transportation, dated September 21, 2000 and recorded September 27, 2000 as document 00757201.

8. Lease made by and between Chicago Union Station Company, lessor, and TJC Associates, Inc., lessee, dated April 8, 1980, which lease appears of record as an attachment to an assignment of lease recorded October 2, 1980 as document 25607453, demising a portion of the land (except the building and improvements to be constructed) for a term of years commencing on June 25, 1980 and expiring on the last day of the calendar month next following the 175th anniversary of the commencement date, which lease was amended by amendment of lease dated December 24, 1980 and recorded February 9, 1981 as document 25767019, together with provisions contained therein, and all rights thereunder of, and all acts done or suffered thereunder by, said lessee or by any party claiming by, through or under said lease.

Second amendment to lease dated April 7, 1988 and recorded May 11, 1988 as document 88200211.

Third amendment to lease dated September 14, 1990 and recorded October 3, 1990 as document 90483165.

Fourth amendment to lease dated December 1, 1994 and recorded January 6, 1995 as document 95012641.

Fifth amendment to lease dated September 28, 1995 and recorded October 3, 1995 as document 95669327.

Assignment of Lease dated July 1, 1980 and recorded October 2, 1980 as document 25607453 revised October 15, 1980 as document 25623967 by TJC Associates, Inc., an Illinois corporation, to TJC Associates, an Illinois limited partnership.

Assignment of Lease dated October 9, 1980 and recorded October 28, 1980 as document 25641901 by TJC Associates, an Illinois limited partnership, to Gateway IV Joint Venture, an Illinois general partnership.

Assignment of ground lease dated September 30, 1992 and recorded September 30, 1992 as document 92723834 from Gateway IV Joint Venture, an Illinois general partnership to Harris Trust and Savings Bank, as trustee under trust agreement dated September 14, 1992 as trust number 95044.

Assignment and assumption of air rights lease made by and between Harris Bank, as trustee under trust agreement dated September 14, 1992 and known as trust number 95044 to American National Bank and Trust Company of Chicago, as trustee under trust agreement dated June 15, 1995 and known as trust number 120500-01 dated September 25, 1995 and recorded October 3, 1995 as document 95669326.

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Assignment of Lessor's interest in lease recorded June 1, 2001 as document 0010466783 made by Chicago Union Station Company to Cusco No. 1 LLC.

Trustee's deed recorded October 6, 2005 as document 0527935451 made by LaSalle Bank National Association, successor trustee to American National Bank and Trust Company of Chicago, as trustee under trust agreement dated June 15, 1995 and known as trust number 120500-01 to Banc One Building Corporation.

Assignment and Assumption of Air Rights Lease dated March 28, 2006 effective September 15, 2005 and recorded March 31, 2006 as document 0609015164 made by Chicago Title Land Trust Company, as successor trustee to LaSalle Bank, National Association, as trustee under trust agreement dated June 15, 1995 and known as trust number 120500-01 to Banc One Building Corporation.

Assignment of Lessor's interest in lease by Assignment and Assumption of Lease made by and between CUSCO NO. 1 LLC, an Illinois limited liability company, and BREOF Riverside REO LLC, a Delaware limited liability company, dated May 11, 2006 and recorded May 16, 2006 as document 0613645178.

Illinois Ground Lease Assignment made by and between JPMorgan Chase Bank, National Association and Banc One Building Corporation, an Illinois corporation, collectively as Assignor, and BREOF BNK Chicago LLC, a Delaware limited liability company, as Assignee, dated September 27, 2006 and recorded October 4, 2006 as document 0627745077.

Interest of JPMorgan Chase Bank, National Association under Office Lease dated September 27, 2006 as disclosed by Subordination, Non-disturbance and Attornment Agreement recorded October 4, 2006 as document 0627745079 made by and between Morgan Stanley Capital Inc. and JPMorgan Chase Bank, National Association.

Interest of JPMorgan Chase Bank, National Association under Retail Lease dated September 27, 2006 as disclosed by Subordination, Non-disturbance and Attornment Agreement recorded October 4, 2006 as document 0627745080 made by and between Morgan Stanley Capital Inc. and JPMorgan Chase Bank, National Association.

Amendment to Lease dated September 27, 2006 and recorded October 13, 2006 as document 0628618082 made by and between BREOF Riverside REO, lessor, and LLC BREOF BNK Chicago LLC, lessee.

Ownership of the building and improvements located on the land described herein in Schedule A in American National Bank and Trust Company of Chicago, as trustee under trust agreement dated June 15, 1995 and known as trust number 120500-01; as indicated in Paragraph 45 of the lease recorded as part of the assignment of lease recorded October 2, 1980 as document 25607453.

Trustee's deed recorded October 6, 2005 as document 0527935451 made by LaSalle Bank National Association, successor trustee to American National Bank and Trust Company of Chicago, as trustee under trust agreement dated June 15,

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1995 and known as trust number 120500-01 to Banc One Building Corporation.

9. Easement in and under the viaducts adjacent to the property demised by the lease dated April 8, 1980, which support, among other things, Jackson Boulevard, Van Buren Street and the sidewalks adjacent thereto between the East line of Canal Street and the West line of the Chicago River; for the purpose of installing and maintaining all equipment necessary to provide full utility service to the building contemplated by the lease; together with right of access as created by grant made by Chicago Union Station Company to the City of Chicago or any other appropriate public body, and to each public utility furnishing service to said building, and their successors and assigns, which grant was recorded October 6, 1981 as document 26020679.
10. Terms, conditions and provisions of the easement and operating agreement creating the easement described in Parcel 2 of Schedule C, together with the rights of the adjoining owners in and to the concurrent use of said easement.
11. Subordination, Recognition and Attornment Agreement recorded December 4, 2008 as document 0833910010 between BREOF Riverside REO LLC, a Delaware limited liability company and Federal Deposit Insurance Corporation, a mixed ownership government corporation of the United States of America, and the terms and provisions thereof.
12. Subordination, Non-Disturbance and Attornment Agreement recorded December 4, 2008 as document 0833910011 by and between Wells Fargo Bank, N.A. as trustee for holders of Morgan Stanley Capital I Inc., Commercial Mortgage Pass-Through Certificates Series 2007-XLF whose Master Servicer is Midland Loan Services Inc., and Federal Deposit Insurance Corporation, a mixed ownership government corporation of the United States of America, and the terms and conditions thereof.
13. Existing unrecorded leases, if any, and rights of parties in possession under such unrecorded leases.
14. Mortgage, Security Agreement, Assignment of Leases and Rents and Fixture Filing dated October 25, 2006 and recorded October 26, 2006 as document 0629945039, made by BREOF Riverside REO, LLC, a Delaware limited liability company, to Sun Life Assurance Company of Canada (U.S.), to secure an indebtedness in the amount of \$37,300,000.00, and the terms and conditions thereof.
15. Omnibus Amendment and Assignment and Assumption Agreement dated December 29, 2010 among BREOF Riverside REO LLC, as Assignor, South Riverside Rights LLC, as Assignee, and Sun Life Assurance Company of Canada (U.S.), as Noteholder.