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This document was prepared by:

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Greenberg Traurig, LLP
200 Park Avenue
New York, NY 10166



Doc#: 1113645029 Fee: \$48.00
Eugene "Gene" Moore RHSP Fee: \$10.00
Cook County Recorder of Deeds
Date: 05/16/2011 01:40 PM Pg: 1 of 7

3 of 6

After recording mail to:

SNR Denton US LLP
233 South Wacker Drive, Suite 7800
Chicago, IL 60606-6306
Attn: Marlene D. Nations, Esq.

Mail tax bill to:

c/o Riverstone Residential OSP LLC
One Superior Place
1 W. Superior Street
Chicago, IL 60654

Stewart Title NTS - Chicago
2 N. LaSalle Street, Suite 1400
Chicago, IL 60602
PH: 312-849-4400
File No: 11070104

SPECIAL WARRANTY DEED

BLDG DEANS SUPERIOR LLC, a Delaware limited liability company, as to a 25% interest as a tenant in common, ONE SUPERIOR LLC, a Delaware limited liability company, as to a 40% interest as a tenant in common, and BLDG HH SUPERIOR LLC, a Delaware limited liability company, as to a 35% interest as a tenant in common, whose address is 417 5th Avenue, 4th Floor, New York, New York 10016 (collectively, "Grantors"), 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 ONE SUPERIOR PLACE FEE LLC, a Delaware limited liability company, having an office at 400 Plaza Drive, Secaucus, New Jersey 07094 ("Grantee"), the receipt and sufficiency of such consideration being hereby acknowledged, Grantors do hereby jointly and severally GRANT, BARGAIN, SELL AND CONVEY with special warranty covenants unto Grantee, and its successors and assigns, FOREVER, all of Grantors' right, title, and interest in and to the real property located in the County of Cook and State of Illinois and more particularly described in Exhibit A attached hereto and made a part hereof (the "Property") specifically excluding all of the buildings, structures, and other improvements situated on the Property; subject, however, to those matters described in Exhibit B attached hereto and made a part hereof for all purposes.

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 Grantors but not otherwise.

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Grantee, by acceptance of this Deed, does not intend to, and this Deed is not intended to, and shall not operate to, merge the ownership interest conveyed with any other interest which Grantee or its affiliates may now have or subsequently acquire in the Property, it being the intention of Grantee that said interest, including without limitation, any interest in the Ground Lease (as defined in Exhibit B, no. 3), shall not merge with Grantee's ownership interest in the Property.

IN WITNESS WHEREOF, the undersigned has made, executed and delivered this Special Warranty Deed as of this 3 day of May, 2011.

GRANTORS:

BLDG DEANS SUPERIOR LLC,
a Delaware limited liability company

City of Chicago
Dept. of Revenue

611638



Real Estate
Transfer
Stamp

\$840,000.00

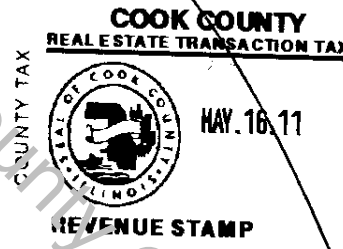
Batch 2,835,916

5/13/2011 14:18

dr00198

By: [Signature]
Name: Lloyd Goldman
Title: President

ONE SUPERIOR LLC,
a Delaware limited liability company

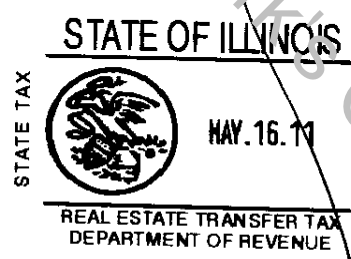


REAL ESTATE TRANSFER TAX
40000.00
FP 103042

0000001478

By: [Signature]
Name: Lloyd Goldman
Title: President

BLDG HH SUPERIOR LLC,
a Delaware limited liability company



REAL ESTATE TRANSFER TAX
80000.00
FP 103037

0020001629

By: [Signature]
Name: Lloyd Goldman
Title: President


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STATE OF NEW YORK)
) SS:
COUNTY OF NEW YORK)

I, the undersigned, a Notary Public in and for said County, in the State aforesaid, DO HEREBY CERTIFY that Lloyd Goldman, President of BLDG DEANS SUPERIOR LLC, a Delaware limited liability company, 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 he signed, sealed and delivered the said instrument as his free and voluntary act for the uses and purposes therein set forth.

Given under my hand and official seal, this 2nd day of May, 2011.

Notary Public



SENEN V. BACALAN
Notary Public, State of New York
No. 41-4970180
Qualified in Rockland County
Term Expires February 16, 2014

STATE OF NEW YORK)
) SS:
COUNTY OF NEW YORK)

I, the undersigned, a Notary Public in and for said County, in the State aforesaid, DO HEREBY CERTIFY that Lloyd Goldman, President of ONE SUPERIOR LLC, a Delaware limited liability company, 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 he signed, sealed and delivered the said instrument as his free and voluntary act for the uses and purposes therein set forth.

Given under my hand and official seal, this 2nd day of May, 2011.

Notary Public



SENEN V. BACALAN
Notary Public, State of New York
No. 41-4970180
Qualified in Rockland County
Term Expires February 16, 2014

STATE OF NEW YORK)
) SS:
COUNTY OF NEW YORK)

I, the undersigned, a Notary Public in and for said County, in the State aforesaid, DO HEREBY CERTIFY that Lloyd Goldman, President of BLDG HH SUPERIOR LLC, a Delaware limited liability company, 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 he signed, sealed and delivered the said instrument as his free and voluntary act for the uses and purposes therein set forth.

Given under my hand and official seal, this 2nd day of May, 2011.

Notary Public


SENEN V. BACALAN
Notary Public, State of New York
No. 41-4970180
Qualified in Rockland County
Term Expires February 16, 2014

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One Superior Place

LOTS 1, 2, 3 AND 4 IN ERNEST HESS SUBDIVISION AS PER PLAT OF SAID SUBDIVISION RECORDED AS DOCUMENT NUMBER 376729 AND LOTS 8 TO 15 BOTH INCLUSIVE, IN THE SUBDIVISION OF PART OF BLOCK 32 AND ALL OF BLOCK 49 IN WOLCOTT'S SUBDIVISION AS PER PLAT RECORDED AS DOCUMENT NUMBER 52658 AND LOTS 1, 2, 3 AND 4 (EXCEPT THE NORTH 5.00 FEET OF THE WEST 76 FEET THEREOF) AND LOTS 5 AND 6 (EXCEPT THE WEST 76 FEET OF LOTS 5 AND 6) AND LOT 7 IN THE SUBDIVISION OF PART OF BLOCK 32 AS PER PLAT RECORDED AS DOCUMENT NUMBER 26207, ALSO ALL OF THE PUBLIC ALLEYS, VACATED BY ORDINANCE RECORDED JANUARY 12, 1976 AS DOCUMENT NUMBER 23351728, ALL IN SECTION 9, TOWNSHIP 39 NORTH, RANGE 14 EAST OF THE THIRD PRINCIPAL MERIDIAN, IN COOK COUNTY, ILLINOIS.

ALSO DESCRIBED AS:

THAT PART OF SECTION 9, TOWNSHIP 39 NORTH, RANGE 14 EAST OF THE THIRD PRINCIPAL MERIDIAN DESCRIBED AS FOLLOWS:
BEGINNING AT THE NORTH WEST CORNER OF LOT 1 IN ERNEST HESS SUBDIVISION AS PER PLAT OF SAID SUBDIVISION RECORDED AS DOCUMENT NUMBER 376729; THENCE EASTERLY ALONG THE SOUTH RIGHT OF WAY LINE OF WEST SUPERIOR PLACE, A DISTANCE OF 357.39 FEET TO THE WEST RIGHT OF WAY LINE OF NORTH STATE STREET; THENCE SOUTHERLY ALONG THE WEST RIGHT OF WAY LINE OF NORTH STATE STREET, A DISTANCE OF 217.94 FEET TO THE NORTH RIGHT OF WAY LINE OF WEST HURON STREET; THENCE WESTERLY ALONG THE NORTH RIGHT OF WAY LINE OF WEST HURON STREET, A DISTANCE OF 357.77 FEET TO THE EAST RIGHT OF WAY LINE OF NORTH DEARBORN STREET; THENCE NORTHERLY ALONG THE EAST RIGHT OF WAY LINE OF NORTH DEARBORN STREET, A DISTANCE OF 217.79 FEET TO THE POINT OF BEGINNING, ALL IN COOK COUNTY, ILLINOIS.

Permanent Real Estate Index Nos.:

17-09-213-025-0000 Vol. 500
17-09-213-026-0000 Vol. 500
17-09-213-027-0000 Vol. 500
17-09-213-028-0000 Vol. 500
17-09-213-029-0000 Vol. 500
17-09-213-030-0000 Vol. 500
17-09-213-031-0000 Vol. 500
17-09-213-032-0000 Vol. 500
17-09-213-033-0000 Vol. 500
17-09-213-034-0000 Vol. 500
17-09-213-035-0000 Vol. 500

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EXHIBIT B
PERMITTED EXCEPTIONS
ONE WEST SUPERIOR PLACE

1. REAL ESTATE TAXES AND ASSESSMENTS FOR THE SECOND INSTALLMENT OF 2010/2011 NOT YET DUE AND PAYABLE.

2. TERMS AND CONDITIONS OF THAT CERTAIN LEASE MADE BY SMITH PROPERTY HOLDINGS SUPERIOR PLACE, L.L.C. TO ONE SUPERIOR OWNER LLC, AS EVIDENCED BY MEMORANDUM OF GROUND LEASE DATED AUGUST 9, 2007, RECORDED AUGUST 21, 2007 AS DOCUMENT NO. 0723303044. AS AFFECTED BY THAT CERTAIN ASSIGNMENT AND ASSUMPTION OF SUCH LEASE FROM SMITH PROPERTY HOLDINGS SUPERIOR PLACE, L.L.C. TO TISHMAN SPEYER ARCHSTONE-SMITH ONE SUPERIOR PLACE, L.L.C., AS TO LANDLORD'S INTEREST, RECORDED OCTOBER 15, 2007 AS DOCUMENT NO. 0728834110. AS FURTHER AFFECTED BY THAT CERTAIN ASSIGNMENT AND ASSUMPTION OF SUPERIOR GROUND LEASE FROM TISHMAN SPEYER ARCHSTONE-SMITH ONE SUPERIOR PLACE, L.L.C. TO BLDG DEANS SUPERIOR LLC, BLDG HH SUPERIOR LLC AND ONE SUPERIOR LLC, COLLECTIVELY, AS TO LANDLORD'S INTEREST, RECORDED JULY 24, 2008 AS DOCUMENT NO. 0820618069. AS FURTHER AFFECTED BY THAT CERTAIN BILL OF SALE (INTANGIBLES) AND ASSIGNMENT AND ASSUMPTION OF LEASE BY AND AMONG BLDG DEANS SUPERIOR LLC, BLDG HH SUPERIOR LLC AND ONE SUPERIOR LLC, COLLECTIVELY, TO ONE SUPERIOR PLACE FEE LLC, AS TO LANDLORD'S INTEREST, RECORDED MAY 16, 2011 AS DOCUMENT NO. 1113645028

THE LESSEE'S INTEREST UNDER THE GROUND LEASE HAS BEEN ASSIGNED BY ONE SUPERIOR OWNER LLC, A DELAWARE LIMITED LIABILITY COMPANY, TO ONE SUPERIOR PLACE LEASEHOLD LLC, A DELAWARE LIMITED LIABILITY COMPANY, PURSUANT TO THAT CERTAIN SPECIAL WARRANTY DEED AND ASSIGNMENT AND ASSUMPTION OF GROUND LEASE RECORDED ON MAY 16, 2011 AS DOCUMENT NO. 1113645027 IN THE RECORDER'S OFFICE.

(THE FOREGOING COLLECTIVELY REFERRED TO AS THE "GROUND LEASE")

3. TERMS AND CONDITIONS OF SECTIONS II.A.1, II.A.4, II.A.5 AND VALET TRASH SERVICE PROVISIONS OF SECTIONS 92.1 AND 94.1 OF PROPERTY ALTERATION AGREEMENT DATED AS OF AUGUST 8, 2006 BY AND AMONG ARCHSTONE-SMITH TRUST ("A-ST"), A MARYLAND REAL ESTATE INVESTMENT TRUST, ARCHSTONE-SMITH OPERATING TRUST ("A-SOT"), A MARYLAND REAL ESTATE INVESTMENT TRUST, EQUAL RIGHTS CENTER ("ERC"), A NOT-FOR-PROFIT CORPORATION, AMERICAN ASSOCIATION OF PEOPLE WITH DISABILITIES ("AAPWD"), A NOT-FOR PROFIT CORPORATION, AND UNITED SPINAL ASSOCIATION ("USA"), AND ACKNOWLEDGED BY TISHMAN SPEYER ARCHSTONE-SMITH ONE SUPERIOR PLACE, .L.L.C. AND RECORDED AUGUST 21, 2007 AS DOCUMENT NO. 072330342, TOGETHER WITH THOSE CERTAIN RELEASES DATED

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(i) AS OF AUGUST 7, 2007 AMONG ERC, AAPWD AND USA, COLLECTIVELY AS PLAINTIFFS, AND A-ST AND A-SOT, AND (ii) AS OF AUGUST 9, 2010 AMONG ERC, AAPWD AND USA, COLLECTIVELY AS PLAINTIFFS, AND ARCHSTONE MULTIFAMILY SERIES I TRUST, SUCCESSOR BY MERGER TO A-ST, AND ARCHSTONE, F/K/A A-SOT, RESPECTIVELY, AND (iii) RECORDED AS OF FEBRUARY 23, 2011 AS DOCUMENT NO. 1105431082.

4. TERMS AND CONDITIONS AS CONTAINED IN GRANT OF EASEMENT BY AND BETWEEN SMITH PROPERTY HOLDINGS SUPERIOR LLC AND COMCAST OF CHICAGO, INC. RECORDED JULY 25, 2005 AS DOCUMENT NO. 0520603121.

5. COVENANTS AND RESTRICTIONS CONTAINED IN SECTION 2(ii) ONLY OF THE RESTRICTIVE COVENANT BY AND BETWEEN CATHEDRAL PLACE LLC AND COSMOPOLITAN BANK AND TRUST, AS TRUSTEE UNDER THE PROVISIONS OF A TRUST AGREEMENT DATED SEPTEMBER 3, 1974 AND KNOWN AS TRUST NO. 21292 RECORDED SEPTEMBER 26, 1997 AS DOCUMENT NO. 97717657.

6. A SPECIAL SERVICE AREA AS DISCLOSED BY ORDINANCE RECORDED AS DOCUMENT NO. 91075841.

7. THREE-FOOT PASSAGE CREATED BY PLAT OF SUBDIVISION RECORDED AS DOCUMENT NO. 376729 AND LOCATED ALONG THE WESTERN PORTION OF THE LAND.

8. RIGHTS OF WHOLE FOODS MARKET GROUP, INC., AS TENANT ONLY, UNDER AN UNRECORDED LEASE MADE BY CATHEDRAL PLACE, L.L.C. TO WHOLE FOODS MARKET GROUP, INC. DATED MAY 9, 1997, A MEMORANDUM OF WHICH WAS RECORDED MARCH 31, 1998 AS DOCUMENT NO. 98251444, DEMISING THE LAND FOR A TERM OF YEARS BEGINNING MAY 9, 1997 AND ENDING 25 YEARS FROM THE COMMENCEMENT DATE, AND ALL RIGHTS THEREUNDER OF, AND ALL ACTS DONE OR SUFFERED THEREUNDER BY, SAID LESSOR OR BY ANY PARTY CLAIMING BY, THROUGH, OR UNDER SAID LESSEE. TOGETHER WITH THE TERMS AND PROVISIONS CONTAINED THEREIN, AND EXCLUDING ANY RIGHTS OF FIRST REFUSAL OR OPTIONS TO PURCHASE THE PROPERTY.

9. RIGHTS OF THE PUBLIC OR QUASI PUBLIC UTILITIES AS DISCLOSED BY SURVEY MADE BY CHRISTIAN-ROGE & ASSOC., INC. REVISED APRIL 27, 2011 DEPICTING THE FOLLOWING: MANHOLE.

10. ENCROACHMENT OF THE CONCRETE WALL ONTO THE LAND SOUTH AND ADJOINING BY VARYING DEGREES WITH A RANGE OF 0.03 FEET TO 0.11 FEET AS DISCLOSED BY SURVEY MADE BY CHRISTIAN-ROGE & ASSOC., INC. REVISED APRIL 27, 2011.

11. ENCROACHMENT OF THE 8 STORY BUILDING ONTO THE 3 FOOT PASSAGE WAY CREATED BY PLAT OF SUBDIVISION RECORDED AS DOCUMENT NO. 3762729

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AS DISCLOSED BY SURVEY MADE BY CHRISTIAN-ROGE & ASSOC., INC. REVISED APRIL 27, 2011.

12. RIGHTS OF TENANTS IN POSSESSION, AS TENANTS ONLY, UNDER UNRECORDED LEASES DESCRIBED AS FOLLOWS:

(i) LEASE DATED SEPTEMBER 15, 1999 BY AND BETWEEN SMITH PROPERTY HOLDING SUPERIOR PLACE, LLC, AS LANDLORD, AND MOON KIM AND SANG H. OH D/B/A ORIENTAL CLEANERS, AS TENANT;

(ii) LEASE DATED _____, 2005, BY AND BETWEEN SMITH PROPERTY HOLDING SUPERIOR PLACE, LLC, AS LANDLORD, AND MARY WALTER, INC., AS TENANT; AND

(iii) RESIDENTIAL RETAIL LEASE AGREEMENT DATED APRIL 23, 2001 BETWEEN SMITH PROPERTY HOLDING SUPERIOR PLACE, LLC, AS LANDLORD, AND RESTAURANT CONCEPTS OF CHICAGO, LIMITED PARTNERSHIP, AS TENANT.

EXCLUDING ANY RIGHTS OF FIRST REFUSAL OR OPTIONS TO PURCHASE THE PROPERTY.

13. 0.3 FOOT VIOLATION OF THE 17 FOOT BUILDING SET BACK LINE ALONG NORTH STATE STREET BY THE NORTHEAST CORNER OF THE CONCRETE WALL AS DISCLOSED BY SURVEY MADE BY CHRISTIAN-ROGE & RIBANDO REVISED APRIL 27, 2011.