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Cook County Recorder of Deeds  
Date: 08/01/2011 02:45 PM Pg: 1 of 16

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## SECOND AMENDMENT TO MORTGAGE, ASSIGNMENT OF LEASES AND RENTS, SECURITY AGREEMENT AND FIXTURE FILING AND AMENDMENT TO ASSIGNMENT OF RENTS AND LEASES

("Amendment")

Between

UST PRIME III HOTEL OWNER, L.P., an Illinois limited partnership, as Mortgagor,

and

CAPRI URBAN INVESTORS REIT, a Maryland real estate investment trust, as Mortgagee

This instrument was prepared by and, after  
recording, please return to:

Sonnenschein Nath & Rosenthal LLP  
7800 Sears Tower  
Chicago, Illinois 60606-6404  
Attention: Todd Stennes, Esq.

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## SECOND AMENDMENT TO MORTGAGE, ASSIGNMENT OF LEASES AND RENTS, SECURITY AGREEMENT AND FIXTURE FILING AND AMENDMENT TO ASSIGNMENT OF RENTS AND LEASES

THIS SECOND AMENDMENT TO MORTGAGE, ASSIGNMENT OF LEASES AND RENTS, SECURITY AGREEMENT AND FIXTURE FILING AND AMENDMENT TO ASSIGNMENT OF RENTS AND LEASES ("Amendment") is made as of July 18, 2011 by and between **UST PRIME III HOTEL OWNER, L.P.**, an Illinois limited liability company ("Mortgagor") and **CAPRI URBAN INVESTORS REIT**, a Maryland real estate investment trust ("Mortgagee").

### RECITALS

A. Pursuant to the terms of a Loan Agreement dated as of March 4, 2008, as amended by that certain Amendment to Loan Documents dated as of November 3, 2008 ("First Loan Amendment") and that certain Second Amendment to Loan Agreement dated as of February 6, 2009 (as so amended, the "Current Loan Agreement"), Mortgagee made a loan in the principal amount of \$12,500,000 ("Loan") to Mortgagor.

B. The Loan is evidenced by a Promissory Note from Mortgagor payable to Mortgagee dated March 4, 2008, as amended by the First Loan Amendment ("Note"). The Loan is secured by, among other things, (i) a Mortgage, Assignment of Leases and Rents, Security Agreement and Fixture Filing, dated as of March 4, 2008, from Mortgagor to Mortgagee, and recorded on March 6, 2008 with the Cook County, Illinois Recorder as Document No. 0806641199 (the "Original Mortgage"), encumbering the property described in Exhibit A attached hereto, as amended by an Amendment to Mortgage, Assignment of Leases and Rents, Security Agreement and Fixture Filing and Amendment to Assignment of Rents and Leases dated as of November 3, 2008 and recorded on November 15, 2008 with the Cook County, Illinois Recorder as Document No. 0831933019 (the "Mortgage Amendment", with the Original Mortgage as amended by the Mortgage Amendment being the "Mortgage"), and (ii) an Assignment of Rents and Leases dated as of March 4, 2008, from Mortgagor to Mortgagee, and recorded on March 6, 2008 with the Cook County, Illinois Recorder as Document No. 0806641200, as amended by the Mortgage Amendment (as so amended, the "Assignment of Rents").

C. Pursuant to a Third Amendment to Loan Documents bearing even date herewith (the "Third Amendment to Loan Documents"), Mortgagor and Mortgagee have agreed to amend the Note and the Current Loan Agreement to, among other things, increase the amount of the Loan to \$22,500,000 (the Current Loan Agreement, as amended by the Third Amendment to Loan Documents, being referred to herein as the "Loan Agreement"; and all capitalized terms used herein shall have the meanings set forth in the Loan Agreement unless otherwise defined herein).

D. Mortgagor and Mortgagee have agreed to amend the Mortgage and the Assignment of Rents as provided herein, and the execution of this Amendment is a condition to the effectiveness of the Third Amendment to Loan Documents.

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## AGREEMENTS

NOW, THEREFORE, in consideration of the Recitals set forth above and incorporated herein, and for other good and valuable consideration, the receipt and sufficiency of which is hereby acknowledged, Mortgagor and Mortgagee hereby agree as follows:

1. The maximum aggregate amount of the Loan is hereby increased from \$12,500,000 to \$22,500,000. All references in the Mortgage and Assignment of Rents to \$12,500,000 shall be changed to \$22,500,000 (in words and figures, as appropriate) and all references to the "Note" shall refer to the Note as amended by the Third Amendment to Loan Documents.
2. The Mortgagor agrees to reimburse the Mortgagee for all reasonable out-of-pocket expenses (including legal fees and expenses) incurred in connection with the preparation, negotiation and consummation of this Amendment, including, without limitation, the fees and expenses of counsel for the Mortgagee, all recording fees, and the cost of providing the title endorsement required in connection with this Amendment.
3. Except as specifically modified hereby, the Mortgage and Assignment of Rents are and remain unmodified and in full force and effect and are hereby ratified and confirmed.
4. Nothing contained in this Amendment shall be construed to disturb, discharge, cancel, impair or extinguish the indebtedness evidenced by the existing Note and secured by the Loan Documents or waive, release, impair, or affect the liens arising under the Loan Documents or the validity or priority thereof.
5. This Amendment may be executed in any number of counterparts, all of which taken together shall constitute one agreement.

[NO FURTHER TEXT ON THIS PAGE]

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IN WITNESS WHEREOF, Mortgagor and Mortgagee have caused this Amendment to be executed as of the date first mentioned above.

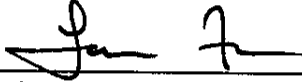
**MORTGAGOR:**

**UST PRIME III HOTEL OWNER, L.P.**, an Illinois limited partnership

By: UST PRIME III HOTEL GP, LLC, an Illinois limited liability company, its General Partner

By: UST PRIME JOINT VENTURE III, L.P., an Illinois limited partnership, its sole Member

By: UST XIX CORPORATION, a Florida corporation , its General Partner

By:   
Lance Fair  
Vice President

Borrower's Tax Identification No.: 26-2001668

IL Organization Identification No.: S024280

**MORTGAGEE:**

**CAPRI URBAN INVESTORS REIT**, a Maryland real estate investment trust

By: \_\_\_\_\_  
Name: \_\_\_\_\_  
Title: \_\_\_\_\_

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IN WITNESS WHEREOF, Mortgagor and Mortgagee have caused this Amendment to be executed as of the date first mentioned above.

**MORTGAGOR:**

**UST PRIME III HOTEL OWNER, L.P.**, an Illinois limited partnership

By: UST PRIME III HOTEL GP, LLC, an Illinois limited liability company, its General Partner

By: UST PRIME JOINT VENTURE III, L.P., an Illinois limited partnership, its sole Member

By: UST XIX CORPORATION, a Florida corporation, its General Partner

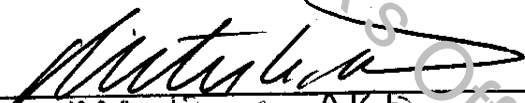
By: \_\_\_\_\_  
Lance Fair  
Vice President

Borrower's Tax Identification No.: 26-2001668

IL Organization Identification No.: S024280

**MORTGAGEE:**

**CAPRI URBAN INVESTORS REIT**, a Maryland real estate investment trust


By:   
Name: Martin G. Alston  
Title: Vice President

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STATE OF ILLINOIS     )  
  ) ss.:  
COUNTY OF COOK     )

On this 28 day of July, 2011, before me personally came Lance Fair, to me known, who, being by me duly sworn, did depose and say that he is the Vice President of UST XIX Corporation, which is the general partner of UST Prime Joint Venture III, L.P., which is the sole member of UST Prime III Hotel GP, LLC, which is the general partner of UST Prime III Hotel Owner, L.P., an Illinois limited partnership, described in and which executed the foregoing instrument.

  
\_\_\_\_\_  
Notary Public in and for said  
County and State



My Commission Expires: 8-4-2013

STATE OF ILLINOIS     )  
  ) ss.:  
COUNTY OF COOK     )

Before me, the undersigned, a Notary Public in and for said County and State, on this day personally appeared \_\_\_\_\_, known to me to be \_\_\_\_\_ of CAPRI URBAN INVESTORS REIT, a Maryland real estate investment trust who executed the foregoing instrument on behalf of said corporation and acknowledged to me that he executed the same in such capacity and that such corporation executed the same for the purposes and consideration therein expressed.

IN WITNESS WHEREOF, I have hereunto set my hand and official seal of office this \_\_\_\_\_ day of July, 2011.

\_\_\_\_\_  
Notary Public in and for said  
County and State

\_\_\_\_\_  
My Commission Expires:

# UNOFFICIAL COPY

STATE OF ILLINOIS     )  
  ) ss.:  
COUNTY OF COOK     )

On this \_\_\_\_\_ day of July, 2011, before me personally came Lance Fair, to me known, who, being by me duly sworn, did depose and say that he is the Vice President of UST XIX Corporation, which is the general partner of UST Prime Joint Venture III, L.P., which is the sole member of UST Prime III Hotel GP, LLC, which is the general partner of UST Prime III Hotel Owner, L.P., an Illinois limited partnership, described in and which executed the foregoing instrument.

\_\_\_\_\_  
Notary Public in and for said  
County and State

\_\_\_\_\_  
My Commission Expires:

STATE OF ILLINOIS     )  
  ) ss.:  
COUNTY OF COOK     )

Before me, the undersigned, a Notary Public in and for said County and State, on this day personally appeared Martin G. Alston, known to me to be Vice President of CAPRI URBAN INVESTORS REIT, a Maryland real estate investment trust who executed the foregoing instrument on behalf of said corporation and acknowledged to me that he executed the same in such capacity and that such corporation executed the same for the purposes and consideration therein expressed.

IN WITNESS WHEREOF, I have hereunto set my hand and official seal of office this 28 day of July, 2011.

Jennifer Hoffenkamp  
\_\_\_\_\_  
Notary Public in and for said  
County and State

10-23-11  
\_\_\_\_\_  
My Commission Expires:





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## EXHIBIT A

### Legal Description

#### PARCEL 1:

##### HOTEL PARCEL A

THE WEST 10 FEET OF LOT 1 AND ALL OF LOTS 2 TO 8 IN SUBDIVISION OF BLOCK 97 IN SCHOOL SECTION ADDITION TO CHICAGO IN SECTION 16, TOWNSHIP 39 NORTH, RANGE 14, EAST OF THE THIRD PRINCIPAL MERIDIAN, LYING BELOW A HORIZONTAL PLANE HAVING AN ELEVATION OF +13.53 FEET ABOVE CHICAGO CITY DATUM, IN COOK COUNTY, ILLINOIS.

##### HOTEL PARCEL B

THE WEST 10 FEET OF LOT 1 AND ALL OF LOTS 2 TO 8 IN SUBDIVISION OF BLOCK 97 IN SCHOOL SECTION ADDITION TO CHICAGO IN SECTION 16, TOWNSHIP 39 NORTH, RANGE 14, EAST OF THE THIRD PRINCIPAL MERIDIAN, TAKEN AS A TRACT, LYING BELOW A HORIZONTAL PLANE HAVING AN ELEVATION OF +27.48 FEET ABOVE CHICAGO CITY DATUM AND LYING ABOVE A HORIZONTAL PLANE HAVING AN ELEVATION OF +13.53 FEET ABOVE CHICAGO CITY DATUM AND LYING WITHIN ITS HORIZONTAL BOUNDARY PROJECTED VERTICALLY AND DESCRIBED AS FOLLOWS: COMMENCING AT THE SOUTHEAST CORNER OF SAID TRACT; THENCE NORTH 00 DEGREES 04 MINUTES 44 SECONDS WEST, ALONG THE EAST LINE THEREOF, 165.84 FEET TO THE NORTHEAST CORNER OF SAID TRACT; THENCE NORTH 89 DEGREES 45 MINUTES 44 SECONDS WEST, ALONG THE NORTH LINE THEREOF, 66.12 FEET TO THE POINT OF BEGINNING; THENCE NORTH 89 DEGREES 45 MINUTES 44 SECONDS WEST, ALONG THE NORTH LINE OF SAID TRACT, 222.37 FEET; THENCE SOUTH 00 DEGREES 13 MINUTES 53 SECONDS WEST, 34.46 FEET; THENCE NORTH 89 DEGREES 47 MINUTES 01 SECONDS WEST, 10.17 FEET; THENCE SOUTH 00 DEGREES 12 MINUTES 59 SECONDS WEST, 27.76 FEET; THENCE SOUTH 89 DEGREES 47 MINUTES 01 SECONDS EAST, 18.65 FEET; THENCE SOUTH 00 DEGREES 12 MINUTES 59 SECONDS WEST, 17.93 FEET; THENCE NORTH 89 DEGREES 47 MINUTES 01 SECONDS WEST, 14.41 FEET; THENCE SOUTH 00 DEGREES 12 MINUTES 59 SECONDS WEST, 0.74 FEET; THENCE NORTH 89 DEGREES 46 MINUTES 58 SECONDS WEST, 28.45 FEET; THENCE SOUTH 00 DEGREES 02 MINUTES 52 SECONDS EAST, 17.54 FEET; THENCE SOUTH 89 DEGREES 47 MINUTES 01 SECONDS EAST, 66.39 FEET; THENCE SOUTH 00 DEGREES 12 MINUTES 59 SECONDS WEST, 8.34 FEET; THENCE SOUTH 89 DEGREES 47 MINUTES 01 SECONDS EAST, 177.30 FEET; THENCE NORTH 00 DEGREES 12 MINUTES 59 SECONDS EAST, 7.00 FEET; THENCE SOUTH 89 DEGREES 47 MINUTES 01 SECONDS EAST, 12.08 FEET; THENCE NORTH 00 DEGREES 12 MINUTES 59 SECONDS EAST, 16.16 FEET; THENCE SOUTH 89 DEGREES 47 MINUTES 01 SECONDS EAST, 1.52 FEET; THENCE NORTH 00 DEGREES 12 MINUTES 59 SECONDS EAST, 16.48 FEET;



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THENCE SOUTH 89 DEGREES 47 MINUTES 01 SECONDS EAST, 1.09 FEET;  
 THENCE NORTH 00 DEGREES 12 MINUTES 59 SECONDS EAST, 26.66 FEET;  
 THENCE NORTH 89 DEGREES 47 MINUTES 01 SECONDS WEST, 1.11 FEET;  
 THENCE NORTH 00 DEGREES 14 MINUTES 16 SECONDS EAST, 34.37 FEET TO  
 THE POINT OF BEGINNING, IN COOK COUNTY, ILLINOIS.

## HOTEL PARCEL C

THE WEST 10 FEET OF LOT 1 AND ALL OF LOTS 2 TO 8 IN SUBDIVISION OF  
 BLOCK 97 IN SCHOOL SECTION ADDITION TO CHICAGO IN SECTION 16,  
 TOWNSHIP 39 NORTH, RANGE 14, EAST OF THE THIRD PRINCIPAL MERIDIAN,  
 TAKEN AS A TRACT, LYING BELOW A HORIZONTAL PLANE HAVING AN  
 ELEVATION OF +27.48 FEET ABOVE CHICAGO CITY DATUM AND LYING  
 ABOVE A HORIZONTAL PLANE HAVING AN ELEVATION OF +13.53 FEET ABOVE  
 CHICAGO CITY DATUM AND LYING WITHIN ITS HORIZONTAL BOUNDARY  
 PROJECTED VERTICALLY AND DESCRIBED AS FOLLOWS: COMMENCING AT  
 THE SOUTHEAST CORNER OF SAID TRACT; THENCE NORTH 89 DEGREES 46  
 MINUTES 50 SECONDS WEST, ALONG THE SOUTH LINE THEREOF, 196.20 FEET  
 TO THE POINT OF BEGINNING; THENCE NORTH 00 DEGREES 09 MINUTES 32  
 SECONDS EAST, 54.31 FEET; THENCE NORTH 89 DEGREES 47 MINUTES 01  
 SECONDS WEST, 59.59 FEET; THENCE NORTH 00 DEGREES 12 MINUTES 59  
 SECONDS EAST, 1.21 FEET; THENCE NORTH 89 DEGREES 47 MINUTES 01  
 SECONDS WEST, 10.58 FEET; THENCE SOUTH 00 DEGREES 12 MINUTES 59  
 SECONDS WEST, 7.82 FEET; THENCE NORTH 89 DEGREES 47 MINUTES 01  
 SECONDS WEST, 14.53 FEET; THENCE NORTH 00 DEGREES 12 MINUTES 59  
 SECONDS EAST, 7.82 FEET; THENCE SOUTH 89 DEGREES 57 MINUTES 46  
 SECONDS WEST, 43.22 FEET TO A POINT ON THE WEST LINE OF SAID TRACT;  
 THENCE SOUTH 00 DEGREES 02 MINUTES 52 SECONDS EAST, ALONG SAID  
 WEST LINE, 55.32 FEET TO THE SOUTHWEST CORNER THEREOF; THENCE  
 SOUTH 89 DEGREES 46 MINUTES 50 SECONDS EAST, 127.73 FEET THE POINT OF  
 BEGINNING, IN COOK COUNTY, ILLINOIS.

## HOTEL PARCEL D

THE WEST 10 FEET OF LOT 1 AND ALL OF LOTS 2 TO 8 IN SUBDIVISION OF  
 BLOCK 97 IN SCHOOL SECTION ADDITION TO CHICAGO IN SECTION 16,  
 TOWNSHIP 39 NORTH, RANGE 14, EAST OF THE THIRD PRINCIPAL MERIDIAN,  
 TAKEN AS A TRACT, LYING BELOW A HORIZONTAL PLANE HAVING AN  
 ELEVATION OF +27.48 FEET ABOVE CHICAGO CITY DATUM AND LYING  
 ABOVE A HORIZONTAL PLANE HAVING AN ELEVATION OF +13.53 FEET ABOVE  
 CHICAGO CITY DATUM AND LYING WITHIN ITS HORIZONTAL BOUNDARY  
 PROJECTED VERTICALLY AND DESCRIBED AS FOLLOWS: COMMENCING AT  
 THE SOUTHEAST CORNER OF SAID TRACT; THENCE NORTH 89 DEGREES 46  
 MINUTES 50 SECONDS WEST, ALONG THE SOUTH LINE THEREOF 57.34 FEET;  
 THENCE NORTH 00 DEGREES 13 MINUTES 10 SECONDS EAST, 34.42 FEET TO  
 THE POINT OF BEGINNING; THENCE NORTH 00 DEGREES 09 MINUTES 32  
 SECONDS EAST, 21.94 FEET; THENCE NORTH 89 DEGREES 47 MINUTES 01  
 SECONDS WEST, 9.91 FEET; THENCE SOUTH 00 DEGREES 12 MINUTES 59  
 SECONDS WEST, 2.04 FEET; THENCE NORTH 89 DEGREES 47 MINUTES 01

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SECONDS WEST, 50.77 FEET; THENCE SOUTH 00 DEGREES 09 MINUTES 32 SECONDS WEST, 21.56 FEET; THENCE SOUTH 89 DEGREES 47 MINUTES 01 SECONDS EAST, 50.59 FEET; THENCE NORTH 00 DEGREES 09 MINUTES 32 SECONDS EAST, 1.66 FEET; THENCE SOUTH 89 DEGREES 47 MINUTES 01 SECONDS EAST, 10.09 FEET TO THE POINT OF BEGINNING, IN COOK COUNTY, ILLINOIS.

## HOTEL PARCEL E

THE WEST 10 FEET OF LOT 1 AND ALL OF LOTS 2 TO 8 IN SUBDIVISION OF BLOCK 97 IN SCHOOL SECTION ADDITION TO CHICAGO IN SECTION 16, TOWNSHIP 39 NORTH, RANGE 14 EAST OF THE THIRD PRINCIPAL MERIDIAN, TAKEN AS A TRACT LYING BELOW A HORIZONTAL PLANE HAVING AN ELEVATION OF +27.48 FEET ABOVE CHICAGO CITY DATUM AND LYING ABOVE A HORIZONTAL PLANE HAVING AN ELEVATION OF +13.53 FEET ABOVE CHICAGO CITY DATUM AND LYING WITHIN ITS HORIZONTAL BOUNDARY PROJECTED VERTICALLY AND DESCRIBED AS FOLLOWS: COMMENCING AT THE SOUTHEAST CORNER OF SAID TRACT; THENCE NORTH 89 DEGREES 46 MINUTES 50 SECONDS WEST, ALONG THE SOUTH LINE THEREOF, 33.03 FEET; THENCE NORTH 00 DEGREES 13 MINUTES 10 SECONDS EAST, 34.42 FEET TO THE POINT OF BEGINNING; THENCE NORTH 89 DEGREES 47 MINUTES 01 SECONDS WEST, 9.67 FEET; THENCE NORTH 00 DEGREES 09 MINUTES 32 SECONDS EAST, 21.94 FEET; THENCE SOUTH 89 DEGREES 47 MINUTES 01 SECONDS EAST, 9.67 FEET; THENCE SOUTH 00 DEGREES 09 MINUTES 32 SECONDS WEST, 21.94 FEET TO THE POINT OF BEGINNING, IN COOK COUNTY, ILLINOIS.

## HOTEL PARCEL F

THE WEST 10 FEET OF LOT 1 AND ALL OF LOTS 2 TO 8 IN SUBDIVISION OF BLOCK 97 IN SCHOOL SECTION ADDITION TO CHICAGO IN SECTION 16, TOWNSHIP 39 NORTH, RANGE 14, EAST OF THE THIRD PRINCIPAL MERIDIAN, TAKEN AS A TRACT, LYING BELOW A HORIZONTAL PLANE HAVING AN ELEVATION OF +176.68 FEET ABOVE CHICAGO CITY DATUM AND LYING ABOVE A HORIZONTAL PLANE HAVING AN ELEVATION OF +27.48 FEET ABOVE CHICAGO CITY DATUM (EXCEPT THAT PART THEREOF DESCRIBED AS FOLLOWS:

## OFFICE PARCEL 2

THE WEST 10 FEET OF LOT 1 AND ALL OF LOTS 2 TO 8 IN SUBDIVISION OF BLOCK 97 IN SCHOOL SECTION ADDITION TO CHICAGO IN SECTION 16, TOWNSHIP 39 NORTH, RANGE 14, EAST OF THE THIRD PRINCIPAL MERIDIAN, TAKEN AS A TRACT, LYING BELOW A HORIZONTAL PLANE HAVING AN ELEVATION OF +176.68 FEET ABOVE CHICAGO CITY DATUM AND LYING ABOVE A HORIZONTAL PLANE HAVING AN ELEVATION OF +27.48 FEET ABOVE CHICAGO CITY DATUM AND LYING WITHIN ITS HORIZONTAL BOUNDARY PROJECTED VERTICALLY AND DESCRIBED AS FOLLOWS: COMMENCING AT THE SOUTHEAST CORNER OF SAID TRACT; THENCE NORTH 00 DEGREES 04

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MINUTES 44 SECONDS WEST, ALONG THE EAST LINE THEREOF, 165.84 FEET TO THE NORTHEAST CORNER OF SAID TRACT; THENCE NORTH 89 DEGREES 45 MINUTES 44 SECONDS WEST, ALONG THE NORTH LINE THEREOF, 56.20 FEET; THENCE SOUTH 00 DEGREES 14 MINUTES 16 SECONDS WEST, 34.37 FEET TO THE POINT OF BEGINNING; THENCE NORTH 89 DEGREES 47 MINUTES 01 SECONDS WEST, 8.82 FEET; THENCE SOUTH 00 DEGREES 12 MINUTES 59 SECONDS WEST, 22.52 FEET; THENCE SOUTH 89 DEGREES 47 MINUTES 01 SECONDS EAST, 8.82 FEET; THENCE NORTH 00 DEGREES 12 MINUTES 59 SECONDS EAST, 22.52 FEET TO THE POINT OF BEGINNING;

ALSO EXCEPT THAT PART THEREOF,

**OFFICE PARCEL 3**

THE WEST 10 FEET OF LOT 1 AND ALL OF LOTS 2 TO 8 IN SUBDIVISION OF BLOCK 97 IN SCHOOL SECTION ADDITION TO CHICAGO IN SECTION 16, TOWNSHIP 39 NORTH, RANGE 14, EAST OF THE THIRD PRINCIPAL MERIDIAN, TAKEN AS A TRACT, LYING BELOW A HORIZONTAL PLANE HAVING AN ELEVATION OF +176.68 FEET ABOVE CHICAGO CITY DATUM AND LYING ABOVE A HORIZONTAL PLANE HAVING AN ELEVATION OF +27.48 FEET ABOVE CHICAGO CITY DATUM AND LYING WITHIN ITS HORIZONTAL BOUNDARY PROJECTED VERTICALLY AND DESCRIBED AS FOLLOWS: COMMENCING AT THE SOUTHEAST CORNER OF SAID TRACT; THENCE NORTH 00 DEGREES 04 MINUTES 44 SECONDS WEST, ALONG THE EAST LINE THEREOF, 165.84 FEET TO THE NORTHEAST CORNER OF SAID TRACT; THENCE NORTH 89 DEGREES 45 MINUTES 44 SECONDS WEST, ALONG THE NORTH LINE THEREOF, 32.08 FEET; THENCE SOUTH 00 DEGREES 14 MINUTES 16 SECONDS WEST, 34.32 FEET TO THE POINT OF BEGINNING; THENCE NORTH 89 DEGREES 47 MINUTES 01 SECONDS WEST, 10.11 FEET; THENCE SOUTH 00 DEGREES 01 MINUTES 27 SECONDS WEST, 22.52 FEET; THENCE SOUTH 89 DEGREES 47 MINUTES 01 SECONDS EAST, 10.11 FEET; THENCE NORTH 00 DEGREES 01 MINUTES 27 SECONDS EAST, 22.52 FEET TO THE POINT OF BEGINNING, IN COOK COUNTY, ILLINOIS.

**UNOFFICIAL COPY****PARCEL 2:**

**EASEMENT FOR THE BENEFIT OF PARCEL 1 AS CREATED BY EASEMENT AGREEMENT AND DECLARATION OF COVENANTS, CONDITIONS, AND RESTRICTIONS, DATED AS OF MAY 6, 2003 AND RECORDED AUGUST 14, 2003 AS DOCUMENT 0322645090 MADE BY AND BETWEEN FEDERAL RESERVE BANK OF CHICAGO, A FEDERALLY CHARTERED CORPORATION AND LASALLE-ADAMS, L.L.C., A DELAWARE LIMITED LIABILITY COMPANY FOR INGRESS, EGRESS, ACCESS AND CIRCULATION OVER AND UPON THE PREMISES AS DESCRIBED AS EXHIBIT "D" ATTACHED THERETO.**

**PARCEL 3:**

**NON-EXCLUSIVE EASEMENTS FOR THE BENEFIT OF PARCEL 1 AS CREATED AND DESCRIBED IN SECTIONS 3.2 AND 4.2 OF THAT CERTAIN RECIPROCAL EASEMENT AND OPERATING AGREEMENT DATED MARCH 5, 2008 AND RECORDED MARCH 6, 2008 AS DOCUMENT 0806641192 MADE BY AND BETWEEN UST PRIME III HOTEL OWNER, L.P. AND UST PRIME III OFFICE OWNER, L.P. OVER PORTIONS OF THE FOLLOWING DESCRIBED LAND:**

**RETAIL PARCEL 1**

**THE WEST 10 FEET OF LOT 1 AND ALL OF LOTS 2 TO 8 IN SUBDIVISION OF BLOCK 97 IN SCHOOL SECTION ADDITION TO CHICAGO IN SECTION 16, TOWNSHIP 39 NORTH, RANGE 14, EAST OF THE THIRD PRINCIPAL MERIDIAN TAKEN AS A TRACT, LYING BELOW A HORIZONTAL PLANE HAVING AN ELEVATION OF +27.48 FEET ABOVE CHICAGO CITY DATUM AND LYING ABOVE A HORIZONTAL PLANE HAVING AN ELEVATION OF +13.53 FEET ABOVE CHICAGO CITY DATUM AND LYING WITHIN ITS HORIZONTAL BOUNDARY PROJECTED VERTICALLY AND DESCRIBED AS FOLLOWS: COMMENCING AT THE SOUTHEAST CORNER OF SAID TRACT; THENCE NORTH 00 DEGREES 04 MINUTES 44 SECONDS WEST, ALONG THE EAST LINE THEREOF, 165.84 FEET TO THE NORTHEAST CORNER OF SAID TRACT; THENCE NORTH 89 DEGREES 45 MINUTES 44 SECONDS WEST, ALONG THE NORTH LINE THEREOF, 288.50 FEET TO THE POINT OF BEGINNING; THENCE SOUTH 00 DEGREES 13 MINUTES 53 SECONDS WEST, 34.46 FEET; THENCE NORTH 89 DEGREES 47 MINUTES 01 SECONDS WEST, 10.17 FEET; THENCE SOUTH 00 DEGREES 12 MINUTES 59 SECONDS WEST, 21.76 FEET; THENCE SOUTH 89 DEGREES 47 MINUTES 01 SECONDS EAST, 18.05 FEET; THENCE SOUTH 00 DEGREES 12 MINUTES 59 SECONDS WEST, 17.93 FEET; THENCE NORTH 89 DEGREES 47 MINUTES 01 SECONDS WEST, 14.41 FEET; THENCE SOUTH 00 DEGREES 12 MINUTES 59 SECONDS WEST, 0.74 FEET; THENCE NORTH 89 DEGREES 46 MINUTES 58 SECONDS WEST, 28.45 FEET TO THE WEST LINE OF SAID TRACT; THENCE NORTH 00 DEGREES 02 MINUTES 52 SECONDS WEST, ALONG SAID WEST LINE, 74.90 FEET TO THE SOUTHWEST CORNER OF SAID TRACT; THENCE SOUTH 89 DEGREES 45 MINUTES 44 SECONDS EAST, 35.34 FEET TO THE POINT OF BEGINNING, IN COOK COUNTY, ILLINOIS.**

**RETAIL PARCEL 2**



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THE WEST 10 FEET OF LOT 1 AND ALL OF LOTS 2 TO 8 IN SUBDIVISION OF BLOCK 97 IN SCHOOL SECTION ADDITION TO CHICAGO IN SECTION 16, TOWNSHIP 39 NORTH, RANGE 14, EAST OF THE THIRD PRINCIPAL MERIDIAN, TAKEN AS A TRACT, LYING BELOW A HORIZONTAL PLANE HAVING AN ELEVATION OF +27.48 FEET ABOVE CHICAGO CITY DATUM AND LYING ABOVE A HORIZONTAL PLANE HAVING AN ELEVATION OF +13.53 FEET ABOVE CHICAGO CITY DATUM AND LYING WITHIN ITS HORIZONTAL BOUNDARY PROJECTED VERTICALLY AND DESCRIBED AS FOLLOWS: COMMENCING AT THE SOUTHEAST CORNER OF SAID TRACT; THENCE NORTH 00 DEGREES 04 MINUTES 44 SECONDS WEST, ALONG THE EAST LINE THEREOF, 103.35 FEET TO THE POINT OF BEGINNING; THENCE NORTH 89 DEGREES 47 MINUTES 01 SECONDS WEST, 16.40 FEET; THENCE NORTH 00 DEGREES 12 MINUTES 59 SECONDS EAST, 3.34 FEET; THENCE NORTH 89 DEGREES 47 MINUTES 01 SECONDS WEST, 15.94 FEET; THENCE NORTH 00 DEGREES 01 MINUTES 27 SECONDS EAST, 24.85 FEET; THENCE NORTH 89 DEGREES 47 MINUTES 01 SECONDS WEST, 10.23 FEET; THENCE NORTH 00 DEGREES 12 MINUTES 59 SECONDS EAST, 0.62 FEET; THENCE NORTH 89 DEGREES 47 MINUTES 01 SECONDS WEST, 14.00 FEET; THENCE SOUTH 00 DEGREES 12 MINUTES 59 SECONDS WEST, 0.67 FEET; THENCE NORTH 89 DEGREES 47 MINUTES 01 SECONDS WEST, 9.93 FEET; THENCE NORTH 00 DEGREES 14 MINUTES 16 SECONDS EAST, 34.37 FEET TO THE NORTH LINE OF SAID TRACT; THENCE SOUTH 89 DEGREES 45 MINUTES 47 SECONDS EAST ALONG SAID NORTH LINE, 66.12 FEET TO THE NORTHEAST CORNER OF SAID TRACT; THENCE SOUTH 00 DEGREES 04 MINUTES 44 SECONDS EAST, 52.49 FEET TO THE POINT OF BEGINNING, IN COOK COUNTY, ILLINOIS.

## RETAIL PARCEL 3

THE WEST 10 FEET OF LOT 1 AND ALL OF LOTS 2 TO 8 IN SUBDIVISION OF BLOCK 97 IN SCHOOL SECTION ADDITION TO CHICAGO IN SECTION 16, TOWNSHIP 39 NORTH, RANGE 14, EAST OF THE THIRD PRINCIPAL MERIDIAN, TAKEN AS A TRACT, LYING BELOW A HORIZONTAL PLANE HAVING AN ELEVATION OF +27.48 FEET ABOVE CHICAGO CITY DATUM AND LYING ABOVE A HORIZONTAL PLANE HAVING AN ELEVATION OF +13.53 FEET ABOVE CHICAGO CITY DATUM AND LYING WITHIN ITS HORIZONTAL BOUNDARY PROJECTED VERTICALLY AND DESCRIBED AS FOLLOWS: BEGINNING AT THE SOUTHEAST CORNER OF SAID TRACT; THENCE NORTH 00 DEGREES 04 MINUTES 44 SECONDS WEST, ALONG THE WEST LINE THEREOF, 62.57 FEET; THENCE NORTH 89 DEGREES 47 MINUTES 01 SECONDS WEST, 16.41 FEET; THENCE SOUTH 00 DEGREES 12 MINUTES 59 SECONDS WEST, 3.34 FEET; THENCE NORTH 89 DEGREES 47 MINUTES 01 SECONDS WEST, 16.32 FEET; THENCE SOUTH 00 DEGREES 09 MINUTES 32 SECONDS WEST, 24.82 FEET; THENCE NORTH 89 DEGREES 47 MINUTES 01 SECONDS WEST, 9.67 FEET; THENCE NORTH 00 DEGREES 09 MINUTES 32 SECONDS EAST, 21.94 FEET; THENCE NORTH 89 DEGREES 47 MINUTES 01 SECONDS WEST, 14.63 FEET; THENCE SOUTH 00 DEGREES 09 MINUTES 32 SECONDS WEST, 21.94 FEET; THENCE NORTH 89 DEGREES 47 MINUTES 01 SECONDS WEST, 10.09 FEET; THENCE SOUTH 00 DEGREES 09 MINUTES 32 SECONDS WEST, 1.66 FEET;

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**THENCE NORTH 89 DEGREES 47 MINUTES 01 SECONDS WEST, 50.59 FEET;  
 THENCE NORTH 00 DEGREES 09 MINUTES 32 SECONDS EAST, 21.56 FEET;  
 THENCE NORTH 89 DEGREES 47 MINUTES 01 SECONDS WEST, 78.23 FEET;  
 THENCE SOUTH 00 DEGREES 09 MINUTES 32 SECONDS WEST, 54.31 FEET TO  
 THE SOUTH LINE OF SAID TRACT; THENCE SOUTH 89 DEGREES 46 MINUTES 50  
 SECONDS EAST, 196.20 FEET TO THE POINT OF BEGINNING, IN COOK COUNTY,  
 ILLINOIS.**

**OFFICE PARCEL 1**

**THE WEST 10 FEET OF LOT 1 AND ALL OF LOTS 2 TO 8 IN SUBDIVISION OF  
 BLOCK 97 IN SCHOOL SECTION ADDITION TO CHICAGO IN SECTION 16,  
 TOWNSHIP 39 NORTH, RANGE 14, EAST OF THE THIRD PRINCIPAL MERIDIAN,  
 TAKEN AS A TRACT, LYING BELOW A HORIZONTAL PLANE HAVING AN  
 ELEVATION OF +27.48 FEET ABOVE CHICAGO CITY DATUM AND LYING  
 ABOVE A HORIZONTAL PLANE HAVING AN ELEVATION OF +13.53 FEET ABOVE  
 CHICAGO CITY DATUM AND LYING WITHIN ITS HORIZONTAL BOUNDARY  
 PROJECTED VERTICALLY AND DESCRIBED AS FOLLOWS: COMMENCING AT  
 THE SOUTHEAST CORNER OF SAID TRACT; THENCE NORTH 00 DEGREES 04  
 MINUTES 44 SECONDS WEST, ALONG THE EAST LINE THEREOF, 62.57 FEET TO  
 THE POINT OF BEGINNING; THENCE NORTH 89 DEGREES 47 MINUTES 01  
 SECONDS WEST, 16.41 FEET; THENCE SOUTH 00 DEGREES 12 MINUTES 59  
 SECONDS WEST, 3.34 FEET; THENCE NORTH 89 DEGREES 47 MINUTES 01  
 SECONDS WEST, 16.32 FEET; THENCE SOUTH 00 DEGREES 12 MINUTES 59  
 SECONDS WEST, 2.88 FEET; THENCE NORTH 89 DEGREES 47 MINUTES 01  
 SECONDS WEST, 34.21 FEET; THENCE SOUTH 00 DEGREES 12 MINUTES 59  
 SECONDS WEST, 2.04 FEET; THENCE NORTH 89 DEGREES 47 MINUTES 01  
 SECONDS WEST, 188.59 FEET; THENCE NORTH 00 DEGREES 12 MINUTES 59  
 SECONDS EAST, 1.21 FEET; THENCE NORTH 89 DEGREES 47 MINUTES 01  
 SECONDS WEST, 10.58 FEET; THENCE SOUTH 00 DEGREES 12 MINUTES 59  
 SECONDS WEST, 7.82 FEET; THENCE NORTH 89 DEGREES 47 MINUTES 01  
 SECONDS WEST, 14.53 FEET; THENCE NORTH 00 DEGREES 12 MINUTES 59  
 SECONDS EAST, 7.82 FEET; THENCE SOUTH 89 DEGREES 57 MINUTES 46  
 SECONDS WEST, 43.22 FEET TO THE WEST LINE OF SAID TRACT; THENCE  
 NORTH 00 DEGREES 02 MINUTES 52 SECONDS WEST, ALONG SAID WEST LINE,  
 18.18 FEET; THENCE SOUTH 89 DEGREES 47 MINUTES 01 SECONDS EAST, 66.39  
 FEET; THENCE SOUTH 00 DEGREES 12 MINUTES 59 SECONDS WEST, 8.34 FEET;  
 THENCE SOUTH 89 DEGREES 47 MINUTES 01 SECONDS EAST, 177.30 FEET;  
 THENCE NORTH 00 DEGREES 12 MINUTES 59 SECONDS EAST, 7.00 FEET;  
 THENCE SOUTH 89 DEGREES 47 MINUTES 01 SECONDS EAST, 12.08 FEET;  
 THENCE NORTH 00 DEGREES 12 MINUTES 59 SECONDS EAST, 16.16 FEET;  
 THENCE SOUTH 89 DEGREES 47 MINUTES 01 SECONDS EAST, 1.52 FEET;  
 THENCE NORTH 00 DEGREES 12 MINUTES 59 SECONDS EAST, 16.48 FEET;  
 THENCE SOUTH 89 DEGREES 47 MINUTES 01 SECONDS EAST, 1.09 FEET;  
 THENCE NORTH 00 DEGREES 12 MINUTES 59 SECONDS EAST, 26.66 FEET;  
 THENCE SOUTH 89 DEGREES 47 MINUTES 01 SECONDS EAST, 8.82 FEET;  
 THENCE NORTH 00 DEGREES 12 MINUTES 59 SECONDS EAST, 0.67 FEET;  
 THENCE SOUTH 89 DEGREES 47 MINUTES 01 SECONDS EAST, 14.00 FEET;**

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THENCE SOUTH 00 DEGREES 12 MINUTES 59 SECONDS WEST, 0.62 FEET;  
 THENCE SOUTH 89 DEGREES 47 MINUTES 01 SECONDS EAST, 10.11 FEET;  
 THENCE SOUTH 00 DEGREES 01 MINUTES 27 SECONDS WEST, 24.85 FEET;  
 THENCE SOUTH 89 DEGREES 47 MINUTES 01 SECONDS EAST, 15.94 FEET;  
 THENCE SOUTH 00 DEGREES 12 MINUTES 59 SECONDS WEST, 3.34 FEET;  
 THENCE SOUTH 89 DEGREES 47 MINUTES 01 SECONDS EAST, 16.40 FEET TO  
 THE EAST LINE OF SAID TRACT; THENCE SOUTH 00 DEGREES 04 MINUTES 44  
 SECONDS EAST, 40.77 FEET TO THE POINT OF BEGINNING, IN COOK COUNTY,  
 ILLINOIS.

## OFFICE PARCEL 2

THE WEST 10 FEET OF LOT 1 AND ALL OF LOTS 2 TO 8 IN SUBDIVISION OF  
 BLOCK 97 IN SCHOOL SECTION ADDITION TO CHICAGO IN SECTION 16,  
 TOWNSHIP 39 NORTH, RANGE 14, EAST OF THE THIRD PRINCIPAL MERIDIAN,  
 TAKEN AS A TRACT, LYING BELOW A HORIZONTAL PLANE HAVING AN  
 ELEVATION OF +176.68 FEET ABOVE CHICAGO CITY DATUM AND LYING  
 ABOVE A HORIZONTAL PLANE HAVING AN ELEVATION OF +27.48 FEET ABOVE  
 CHICAGO CITY DATUM AND LYING WITHIN ITS HORIZONTAL BOUNDARY  
 PROJECTED VERTICALLY AND DESCRIBED AS FOLLOWS: COMMENCING AT  
 THE SOUTHEAST CORNER OF SAID TRACT; THENCE NORTH 00 DEGREES 04  
 MINUTES 44 SECONDS WEST, ALONG THE EAST LINE THEREOF, 165.84 FEET  
 TO THE NORTHEAST CORNER OF SAID TRACT; THENCE NORTH 89 DEGREES  
 45 MINUTES 44 SECONDS WEST, ALONG THE NORTH LINE THEREOF, 56.20  
 FEET; THENCE SOUTH 00 DEGREES 14 MINUTES 16 SECONDS WEST, 34.37 FEET  
 TO THE POINT OF BEGINNING; THENCE NORTH 89 DEGREES 47 MINUTES 01  
 SECONDS WEST, 8.82 FEET; THENCE SOUTH 00 DEGREES 12 MINUTES 59  
 SECONDS WEST, 22.52 FEET; THENCE SOUTH 89 DEGREES 47 MINUTES 01  
 SECONDS EAST, 8.82 FEET; THENCE NORTH 00 DEGREES 12 MINUTES 59  
 SECONDS EAST, 22.52 FEET TO THE POINT OF BEGINNING, IN COOK COUNTY,  
 ILLINOIS.

## OFFICE PARCEL 3

THE WEST 10 FEET OF LOT 1 AND ALL OF LOTS 2 TO 8 IN SUBDIVISION OF  
 BLOCK 97 IN SCHOOL SECTION ADDITION TO CHICAGO IN SECTION 16,  
 TOWNSHIP 39 NORTH, RANGE 14, EAST OF THE THIRD PRINCIPAL MERIDIAN,  
 TAKEN AS A TRACT, LYING BELOW A HORIZONTAL PLANE HAVING AN  
 ELEVATION OF +176.68 FEET ABOVE CHICAGO CITY DATUM AND LYING  
 ABOVE A HORIZONTAL PLANE HAVING AN ELEVATION OF +27.48 FEET ABOVE  
 CHICAGO CITY DATUM AND LYING WITHIN ITS HORIZONTAL BOUNDARY  
 PROJECTED VERTICALLY AND DESCRIBED AS FOLLOWS: COMMENCING AT  
 THE SOUTHEAST CORNER OF SAID TRACT; THENCE NORTH 00 DEGREES 04  
 MINUTES 44 SECONDS WEST, ALONG THE EAST LINE THEREOF, 165.84 FEET  
 TO THE NORTHEAST CORNER OF SAID TRACT; THENCE NORTH 89 DEGREES  
 45 MINUTES 44 SECONDS WEST, ALONG THE NORTH LINE THEREOF, 32.08  
 FEET; THENCE SOUTH 00 DEGREES 14 MINUTES 16 SECONDS WEST, 34.32 FEET  
 TO THE POINT OF BEGINNING; THENCE NORTH 89 DEGREES 47 MINUTES 01  
 SECONDS WEST, 10.11 FEET; THENCE SOUTH 00 DEGREES 01 MINUTES 27



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**SECONDS WEST, 22.52 FEET; THENCE SOUTH 89 DEGREES 47 MINUTES 01 SECONDS EAST, 10.11 FEET; THENCE NORTH 00 DEGREES 01 MINUTES 27 SECONDS EAST, 22.52 FEET TO THE POINT OF BEGINNING, IN COOK COUNTY, ILLINOIS.**

**OFFICE PARCEL 4**

**THE WEST 10 FEET OF LOT 1 AND ALL OF LOTS 2 TO 8 IN SUBDIVISION OF BLOCK 97 IN SCHOOL SECTION ADDITION TO CHICAGO IN SECTION 16, TOWNSHIP 39 NORTH, RANGE 14, EAST OF THE THIRD PRINCIPAL MERIDIAN, LYING ABOVE A HORIZONTAL PLANE HAVING AN ELEVATION OF +176.68 FEET ABOVE CHICAGO CITY DATUM, IN COOK COUNTY, ILLINOIS.**

- PINs: 17-16-220-003-0000  
17-16-220-004-0000  
17-16-220-005-0000  
17-16-220-006-0000  
17-16-220-007-0000  
17-16-220-008-0000**

**ADDRESS: 151 W. ADAMS STREET, CHICAGO, ILLINOIS**