

Doc#: 1121322092 Fee: \$74,00 Eugene "Gene" Moore RHSP Fee:\$10.00

Cook County Recorder of Deeds

Date: 08/01/2011 03:01 PM Pg: 1 of 20

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

SNR Denton US LLP 233 South Wacker Drive, Suite 7800 Chicago, Illinois 60606-6404 Attention: Todd Stennes, Esq.

Soll With C AMENDMENT TO SUBORDINATION, NONDISTURBANCE AND ATTORNMENT AGREEMENT

NONDISTUR 3 ANCE THIS **AMENDMENT** TO SUBORDINATION, ATTORNMENT AGREEMENT (this "Amendment") is made as of July 28, 2011 by and among 151 W. Adams Master Tenant LLC, an Illinois limited liability company (the "Mester Lessee"); UST Prime III Hotel Subtenant, LP, an Illinois limited partnership (the "Master Subtenant"); UST Prime III Hotel Owner, L.P., an Illinois limited partnership ("Owner"); Capri Urban Investors REIT, a Maryland real estate investment trust, (the "Lender"); and Chevron U.S.A. Inc., a Pennsylvania corporation (the "Investor")...

PRELIMINARY STATEMENT

The parties to this Amendment have entered into a Subordination, Nondisturbance and Attornment Agreement dated as of March 6, 2009 (the "SNDA") which was recorded with the Recorder of Deeds of Cook County, Illinois on March 6, 2009 as Document No. 0906531077. All terms used herein and not otherwise defined shall have the meanings set forth in the SNDA. The SNDA relates to the real estate described on Exhibit A hereto. Borrower has requested that Lender amend the terms of the Loan Documents and Lender is willing to do so on the terms and

conditions set forth in that certain Third Amendment to Loan Documents of even date herewith between Borrower, Lender, and Reschke Chicago Partners, LLC (the "<u>Third Amendment</u>"). Pursuant to the terms of the Third Amendment, Lender has required certain modifications to the SNDA. The execution of this Amendment is a condition to the effectiveness of the Third Amendment.

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, Lender, Master Lessee, Master Subtenant, Owner and Investor hereby agree as fcnov/s:

1. Section 4(a) of the SNDA is hereby amended by restating the second to last sentence to read as follows:

In addition, regardless of whether there is any accrued and unpaid rent under the Master Lease, Lender's agreement to not disturb the Master Lease shall expire on November 12, 2015 (the "Non-Disturbance Period Expiration Date") provided that if the Recapture Period has not ended prior to such date, the Non Disturbance Period Expiration Date shall be postponed to the date that is the earlier of (i) the end of the Recapture Period and (ii) November 30, 2015.

- 2. Section 8 of the SNDA is hereby amended by:
 - (a) inserting the following sentence of Section 8:

"The obligation to pay such fee shall terminate upon Transferee's receipt of monthly fee payments in the aggregate amount of \$3,600.000.", and

- (b) inserting "when due" after "payment in any mooth" in the fourth sentence of Section 8.
- 3. This Amendment shall be construed in accordance with the internal laws (and not the law of conflicts) of the State of Illinois.
- 4. Except as expressly modified herein, the SNDA is and will remain remodified and in full force and effect and is hereby ratified and confirmed.
- 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, the parties have hereunto set their signatures and seals to this Amendment to Subordination, Non-Disturbance and Attornment Agreement as of the date first above written.

OWNER:

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: Name: Lance Fair

Title: Vice President

MASTER LESSEE:

151 W. ADAMS MASTER TENANT LLC, an Illinois limited liability company

By: Rescake Chicago Partners, LLC, an Illinois limited liability company, its managing member

By:
Name:
Title:

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IN WITNESS WHEREOF, the parties have hereunto set their signatures and seals to this Amendment to Subordination, Non-Disturbance and Attornment Agreement as of the date first above written.

OWNER:

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: Name: Lance Fair

Title: Vice President

MASTER LESSEE:

151 W. ADAMS MASTER TENANT LLC, an Illinois limited liability company

By: Rescate Chicago Partners, LLC, an Illinois limited liability company, its managing member

By:

me: Michael W. Reschke

Title: MANAGEY

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UST PRIME III HOTEL SUBTENANT, 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

> > Name: Lance Fair
> > Its: Vice-President

LENDER:

CAPRI URBAN INVESTORS REIT, a Maryland real estate investment trust

By:
Name:
Title:

INVESTOR:

CHEVRON U.S.A. INC., a Pennsylvania corporation

By:_____Name:_______Title:______

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7471		1 111	<u>. ~ ~ </u>		<u> </u>	

UST PRIME III HOTEL SUBTENANT, 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:
> > Name: Lance Fair
> > Its: Vice-President

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	Ox Ox
<u>LENDER</u> :	Coc

CAPRI URBAN INVESTORS REIT, a Maryland

real estate investment trust

Name Martin G. Alston

INVESTOR:

CHEVRON U.S.A., INC., a Pennsylvania corporation

MASTER SUBTENANT:	UST PRIME III HOTEL SUBTENANT, L.P., an Illinois limited partnership				
	By: UST Prime limited liab Partner			III Hotel GP, LLC, an Illinois pility company, its General	
		Ву:	an Illin	rime Jo nois lim lember	oint Venture III, L.P., ited partnership, its
COO CONTRACTOR OF THE PARTY OF		•	Ву:	Florida	IIX Corporation, a a corporation, its al Partner
J. Or				By: Name: Its:	Lance Fair Vice-President
LENDER:	CAPRI URBAN INVESTORS REIT, a Maryland leal estate investment trust				
	By: Name:_ Title:	04/) /		

CHEVRON U.S.A., P.C., a Pennsylvania corporation

By: ALAN E. LEVINE
Title: ATTORNEY-IN-FACT
CHEVRON U.S.A. INC.

STATE OF ILLINOIS COUNTY OF COOK	§	
Lance Fair, the Vice Presider partner of UST Prime Joint VUST Prime III Hotel GP LLC	ent of UST XIX Corporation of UST XIX Corpora	e me on the 26 day of July, 2011, by ion, a Florida corporation, the general limited partnership, the sole member of y company, which is the general partner artnership, on behalf of said company.
"OFFICIAL SEAL Sarah J. Franseen Notary Public, State of Illin My Commission Expires August 4,	nois {	Notary Public for State of Illinois
STATE OF ILLINOIS COUNTY OF COOK	§ §	
This instrument by Partners, LLC, which is the re	the, the nanaging member of 151 W.	e me on the day of July, 2011, of Reschke Chicago Adams Master Tenant LLC.
	8	Notary Public for State of Illinois
STATE OF ILLINOIS COUNTY OF COOK	§	
Lance Fair, the Vice-Preside partner of UST Prime Joint V UST Prime III Hotel GP LLC of UST Prime III Hotel Su	ent of UST XIX Corporation of UST XIX Corporations of the community of the	e me on the <u>28</u> day of July, 2011, by on, a Florida corporation, the general limited partnership, the sole member of y company, which is the general partner limited partnership, on behalf of said
"OFFICIAL SEAL Sarah J. Franseen Notary Public, State of Illi My Commission Expires August 4,	nois	Notary Public for State of Illinois
STATE OF MARYLAND COUNTY OF MONTGOMER	§ RY §	700
	nt was acknowledged before of Capri Urb	me on the day of July, 2011, by an Investors REIT.
		Notary Public for State of Maryland

STATE OF ILLINOIS COUNTY OF COOK	§ §				
This instr Lance Fair, the Vice P partner of UST Prime IG UST Prime III Hotel GP of UST Prime III Hotel G	resident of Upint Venture In LLC., an Illi	UST XIX Corpo III, L.P., an Illin inois limited liab	oration, a Florida on similar or ois limited partners oility company, which	ship, the sole member of the ch is the general partner	al of
	•		Notary Public	for State of Illinois	_
STATE OF ILLINOIS	8				
COUNTY OF COOK	•				
by Michael W. (Partners, LLC, which is	eschice.	the Mana	M. Adams Master	day of July, 2011 of Reschke Chicag Tenant LLC Manual of State of Illinois	0
STATE OF ILLINOIS COUNTY OF COOK	§ §	40	Catherine	CIAL SEAL"	
This instr	ument was a	cknowledged te	Notary Put	on Expires 2/20/20061 B b	•
Laurce Pair, the Vice-11	colucit of c	ob i Aix Corpo	daron, a Pionua v	-	
partner of UST Prime Jo UST Prime III Hotel GP					
of UST Prime III Hote					
company.			4		
			Notary Public	for state of Illinois	_
				155.	
STATE OF MARYLAN COUNTY OF MONTGO		§ §		CO	
This instr			fore me on the Urban Investors RI	day of July, 2011, b	y
			Notary Public	for State of Maryland	-

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STATE OF ILLINOIS COUNTY OF COOK	§ §		
Lance Fair, the Vice P partner of UST Prime Id UST Prime III Hotel GP	resident of UST XIX (pint Venture III, L.P., an LLC., an Illinois limite	ed before me on the Corporation, a Florida of Illinois limited partners d liability company, whi imited partnership, on be	corporation, the general hip, the sole member of ch is the general partner
		Notary Public	for State of Illinois
STATE OF ILLINOIS COUNTY OF COOK	ş Ş		
hv	, the	ed before me on the f 151 W. Adams Master	of Rescare Cilicago
rathors, EDC, whom is			
	Co	Notary Public	for State of Illinois
STATE OF ILLINOIS COUNTY OF COOK	\$ 7		
Lance Fair, the Vice-P partner of UST Prime Jo	resident of UST XIX on the Venture III, L.P., an Illinois limite	ed before me on the	hip, the sole member of ch is the general partner ship, on behalf of said
•		Notary Public	Or State of Illinois
STATE OF MARYLAN COUNTY OF MONTO	DCDOK § OMERY §	20	IFICO.
This inst	rument was acknowledg he <u>Vice President</u> of (ed before me on the $\frac{28}{2}$	day of July, 2011, by
JENNIFE NOTARY PUB	FICIAL SEAL ER HOFFENKAMP BLIC - STATE OF ILLINOIS SION EXPIRES:10/23/11	Notary Public	How Lly for State of Maryland - JULINOIS

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Amendment to Subordination, Nondisturbance and Attornment Agreement

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STATE OF CALIFORNIA **COUNTY OF SAN FRANCISCO**

This instrument was acknowledged before me on the day of July, 2011, LEVILATHE Vice President of Chevron U.S.A Inc., a Pennsylvania corporation, on

behalf of said company.

CHARLES HALL JR. COMM. # 1830440 PUL RANCO EXPIRES JA.

CONTINUA CLOTHAS OFFICE IOTARY PUBLIC - CALIFORNIA PAN FRANCISCO COUNTY MM. EXPIRES JAN. 12, 2013

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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, KANGE 14, EAST OF THE THIRD PRINCIPAL MERIDIAN, TAKEN AS A TRACT, LYING PELOW A HORIZONTAL PLANE HAVING AN ELEVATION OF +27.48 FEET ABOVE CHICAGO CITY DATUM AND LYING ABOVE A HORIZONTAL PLANE PAVING AN ELEVATION OF +13.53 FEET ABOVE CHICAGO CITY DATUM AND LYING WITHIN ITS HORIZONTAL BOUNDARY PROJECTED VERTICALLY AND DESCRIPED 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 NOPTH 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, 21.76 FEET; THENCE SOUTH 89 DEGREES 47 MINUTES 01 SECONDS EAST, 18.05 FEET; THENCE SOUTH 00 DEGREES 12 MINUTES 59 SECONDS WEST, 17.5.4 FIET; THENCE NORTH 89 DEGREES 47 MINUTES 01 SECONDS WEST, 14.41 FRET; THENCE SOUTH 00 DEGREES 12 MINUTES 59 MINUTES 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; 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 SOUTHFAST 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 EFGINNING; THENCE NORTH 00 DEGREES 09 MINUTES 32 SECONDS EAST, 54.31 FFFT; THENCE NORTH 89 DEGREES 47 MINUTES 01 SECONDS WEST, 59.59 FEXT; THENCE NORTH 00 DEGREES 12 MINUTES 59 SECONDS EAST, 1.21 FEET; 7 HENCE NORTH 89 DEGREES 47 MINUTES 01 SECONDS WEST, 10.58 FEET; THENCE SOUTH 00 DEGREES 12 MINUTES 59 SECONDS WEST, 7.82 FEET; THE OF 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 SURDIVISION OF BLOCK 97 IN SCHOOL SECTION ADDITION TO CHICAGO IN SECTION 16, TOWNSHIP 39 NORTH, RANGE 14, EAST OF THE THIRD PRINCIPAL WERIDIAN, 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 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 Y FRTICALLY 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 06 DECREES 13 MINUTES 10 SECONDS EAST, 34.42 FEET TO THE POINT OF BEGINNEYS; 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; THEI/CF 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 19, ANE 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 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 +175.68 FEET ABOVE CHICAGO CITY DATUM AND LYING ABOVE A HORIZON TAL 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, AZONG 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 YORTH 89 DEGREES 47 MINUTES 01 SECONDS WEST, 10.11 FEET; THENCE SOUTH 10 DEGREES 01 MINUTES 27 SECONDS WEST, 22.52 FEET; THENCE SOUTH 39 DEGREES 47 MINUTES O1 SECONDS EAST, 10.11 FEET; THENCE NORTH 00 DFGREES 01 MINUTES 27 SECONDS EAST, 22.52 FEET TO THE POINT OF BEGINNING), IN COOK COUNTY, T'S OFFICE ILLINOIS.

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 HOTZL 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 LIJEVATION OF +13.53 FEET ABOVE CHICAGO CITY DATUM AND LYING WITHIN 178 HORIZONTAL BOUNDARY PROJECTED VERTICALLY AND DESCRIBED AS FOLLOWS: COMMENCING AT THE SOUTHEAST CORNER OF SAID TRACT; THENCE MORTH 00 DEGREES 04 MINUTES 44 SECONDS WEST, ALONG THE EAST LINE PIEREOF, 165.84 FEET TO THE NORTHEAST CORNER OF SAID TRACT; THENCE HORTH 89 DEGREES 45 MINUTES 44 SECONDS WEST, ALONG THE NORTH LINE TREREOF, 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 MINUCES 59 SECONDS WEST, 21.76 FEET; THENCE SOUTH 89 DEGREES 47 MINUTES 31 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

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 SECOND: FAST, 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, 19.11 FEET; THENCE NORTH 00 DEGREES 12 MINUTES 59 SECONDS EAST, v 62 FEET; THENCE NORTH 89 DEGREES 47 MINUTES 01 SECONDS WEST, 14.0% FEET; THENCE SOUTH 00 DEGREES 12 MINUTES 59 SECONDS WEST, 0.67 FFET: 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 44 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, 62.49 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 BC UNDARY 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 FLET; 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;

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 HOCIZONTAL 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; THE NCF NORTH 89 DEGREES 47 MINUTES 01 SECONDS WEST, 16.32 FEET; THENCE SOUTH 00 DEGREES 12 MINUTES 59 SECONDS WEST, 2.88 FEET; THENCE I ORTH 89 DEGREES 47 MINUTES 01 SECONDS WEST, 34.21 FEET; THENCE SCUTH 00 DEGREES 12 MINUTES 59 SECONDS WEST, 2.04 FEET; THENCE NORT H 89 DEGREES 47 MINUTES 01 SECONDS WEST, 188.59 FEET; THENCE NORTH 90 DEGREES 12 MINUTES 59 SECONDS EAST, 1.21 FEET; THENCE NORTH 89 DEGREES 47 MINUTES 01 SECONDS WEST, 10.58 FEET; THENCE SOUTH 00 DF GREES 12 MINUTES 59 SECONDS WEST, 7.82 FEET; THENCE NORTH 89 DEGPLES 47 MINUTES 01 SECONDS WEST, 14.53 FEET; THENCE NORTH 00 DEGREES 12 MINUTES 59 SECONDS EAST, 7.82 FEET; THENCE SOUTH 89 DEGREES 5/ 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, 3.34 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;

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, AZONG 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 SOUT F 00 DEGREES 12 MINUTES 59 SECONDS WEST, 22.52 FEET; THENCE SOUTH 3° DEGREES 47 MINUTES 01 SECONDS EAST, 8.82 FEET; THENCE NORTH 00 PEGREES 12 MINUTES 59 SECONDS EAST, 22.52 FEET TO THE POINT OF BECANNING, 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

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

17-16-229-005-0000

17-16-225-006-0000

17-16-220-(10*1-0000 17-16-220-008-0000

ADDRESS: 151 W. ADAMS STREET, CHICAGO, ILLINOIS