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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

8392285-5852225 / 8839874 02 ~ 909-13

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.

AMENDMENT TO SUBORDINATION, NONDISTURBANCE AND ATTORNMENT AGREEMENT

THIS AMENDMENT TO SUBORDINATION, NONDISTURBANCE AND 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 "Master 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

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conditions set forth in that certain Third Amendment to Loan Documents of even date herewith between Borrower, Lender, and Reschke Chicago Partners, LLC (the "Third Amendment"). 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 follows:

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 after the third 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 month" 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 unmodified 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.

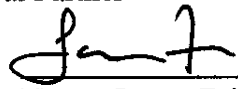
OWNER:

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: **Resonke 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: **Reschke Chicago Partners, LLC,** an Illinois limited liability company, its managing member

By: 
Name: Michael W. Reschke
Title: MANAGER

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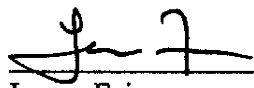
MASTER SUBTENANT:

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

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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MASTER SUBTENANT:

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

LENDER:

CAPRI URBAN INVESTORS REIT, a Maryland real estate investment trust

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

INVESTOR:

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

By: _____
Name: _____
Title: _____

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MASTER SUBTENANT:

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**

LENDER:

CAPRI URBAN INVESTORS REIT, a Maryland real estate investment trust

**By: _____
Name: _____
Title: _____**

INVESTOR:

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

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

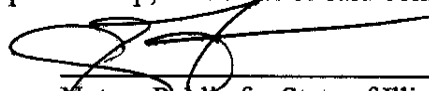
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STATE OF ILLINOIS §
 COUNTY OF COOK §

This instrument was acknowledged before me on the 28 day of July, 2011, by Lance Fair, the Vice President of UST XIX Corporation, a Florida corporation, the general partner of UST Prime Joint Venture III, L.P., an Illinois limited partnership, the sole member of UST Prime III Hotel GP LLC., an Illinois limited liability company, which is the general partner of UST Prime III Hotel Owner, L.P., an Illinois limited partnership, on behalf of said company.




 Notary Public for State of Illinois

STATE OF ILLINOIS §
 COUNTY OF COOK §

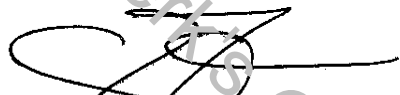
This instrument was acknowledged before me on the _____ day of July, 2011, by _____, the _____ of Reschke Chicago Partners, LLC, which is the managing member of 151 W. Adams Master Tenant LLC.

 Notary Public for State of Illinois

STATE OF ILLINOIS §
 COUNTY OF COOK §

This instrument was acknowledged before me on the 28 day of July, 2011, by Lance Fair, the Vice-President of UST XIX Corporation, a Florida corporation, the general partner of UST Prime Joint Venture III, L.P., an Illinois limited partnership, the sole member of UST Prime III Hotel GP LLC., an Illinois limited liability company, which is the general partner of UST Prime III Hotel Subtenant, L.P., an Illinois limited partnership, on behalf of said company.




 Notary Public for State of Illinois

STATE OF MARYLAND §
 COUNTY OF MONTGOMERY §

This instrument was acknowledged before me on the _____ day of July, 2011, by _____ the _____ of Capri Urban Investors REIT.

 Notary Public for State of Maryland

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STATE OF ILLINOIS §
COUNTY OF COOK §

This instrument was acknowledged before me on the ____ day of July, 2011, by Lance Fair, the Vice President of UST XIX Corporation, a Florida corporation, the general partner of UST Prime Joint Venture III, L.P., an Illinois limited partnership, the sole member of UST Prime III Hotel GP LLC., an Illinois limited liability company, which is the general partner of UST Prime III Hotel Owner, L.P., an Illinois limited partnership, on behalf of said company.

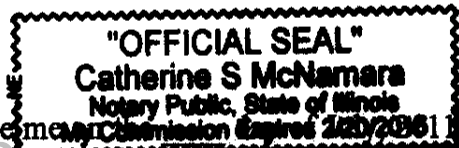
Notary Public for State of Illinois

STATE OF ILLINOIS §
COUNTY OF COOK §

This instrument was acknowledged before me on the 13th day of July, 2011, by Michael W. Reschke, the Manager of Reschke Chicago Partners, LLC, which is the managing member of 151 W. Adams Master Tenant LLC

Catherine S. McNamara
Notary Public for State of Illinois

STATE OF ILLINOIS §
COUNTY OF COOK §



This instrument was acknowledged before me on the ____ day of July, 2011, by Lance Fair, the Vice-President of UST XIX Corporation, a Florida corporation, the general partner of UST Prime Joint Venture III, L.P., an Illinois limited partnership, the sole member of UST Prime III Hotel GP LLC., an Illinois limited liability company, which is the general partner of UST Prime III Hotel Subtenant, L.P., an Illinois limited partnership, on behalf of said company.

Notary Public for State of Illinois

STATE OF MARYLAND §
COUNTY OF MONTGOMERY §

This instrument was acknowledged before me on the ____ day of July, 2011, by _____ the _____ of Capri Urban Investors REIT.

Notary Public for State of Maryland

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STATE OF ILLINOIS §
COUNTY OF COOK §

This instrument was acknowledged before me on the ____ day of July, 2011, by Lance Fair, the Vice President of UST XIX Corporation, a Florida corporation, the general partner of UST Prime Joint Venture III, L.P., an Illinois limited partnership, the sole member of UST Prime III Hotel GP LLC., an Illinois limited liability company, which is the general partner of UST Prime III Hotel Owner, L.P., an Illinois limited partnership, on behalf of said company.

Notary Public for State of Illinois

STATE OF ILLINOIS §
COUNTY OF COOK §

This instrument was acknowledged before me on the ____ day of July, 2011, by _____, the _____ of Reschke Chicago Partners, LLC, which is the managing member of 151 W. Adams Master Tenant LLC.

Notary Public for State of Illinois

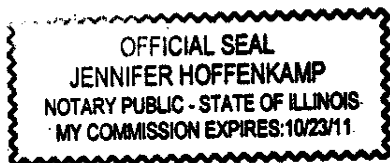
STATE OF ILLINOIS §
COUNTY OF COOK §

This instrument was acknowledged before me on the ____ day of July, 2011, by Lance Fair, the Vice-President of UST XIX Corporation, a Florida corporation, the general partner of UST Prime Joint Venture III, L.P., an Illinois limited partnership, the sole member of UST Prime III Hotel GP LLC., an Illinois limited liability company, which is the general partner of UST Prime III Hotel Subtenant, L.P., an Illinois limited partnership, on behalf of said company.

Notary Public for State of Illinois

ILLINOIS
STATE OF ~~MARYLAND~~ COOK §
COUNTY OF ~~MONTGOMERY~~ §

This instrument was acknowledged before me on the 28 day of July, 2011, by Martin G. Alston the Vice President of Capri Urban Investors REIT.



[Signature]

Notary Public for State of ~~Maryland~~ ILLINOIS

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STATE OF CALIFORNIA §
COUNTY OF SAN FRANCISCO §

This instrument was acknowledged before me on the 28 day of July, 2011,
by ALAN E. LEVINE the Vice-President of Chevron U.S.A Inc., a Pennsylvania corporation, on
behalf of said company.


Notary Public



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UNOFFICIAL COPY**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, 21.76 FEET; THENCE SOUTH 89 DEGREES 47 MINUTES 01 SECONDS EAST, 18.05 FEET; THENCE SOUTH 00 DEGREES 12 MINUTES 59 SECONDS WEST, 17.94 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; THENCE SOUTH 89 DEGREES 47 MINUTES 01 SECONDS EAST, 1.09 FEET;

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Amendment to Subordination, Nondisturbance and Attornment Agreement

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**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
SECONDS WEST, 50.77 FEET; THENCE SOUTH 00 DEGREES 09 MINUTES 32**

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Amendment to Subordination, Nondisturbance and Attornment Agreement

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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 MINUTES 44 SECONDS WEST, ALONG THE EAST LINE THEREOF, 165.84 FEET

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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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Amendment to Subordination, Nondisturbance and Attornment Agreement

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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, 19.11 FEET; THENCE NORTH 00 DEGREES 12 MINUTES 59 SECONDS EAST, 0.52 FEET; THENCE NORTH 89 DEGREES 47 MINUTES 01 SECONDS WEST, 14.01 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 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 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, 6.34 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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Amendment to Subordination, Nondisturbance and Attornment Agreement

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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