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PREPARED BY:

Chris Chen, Esq.
Prologis, Inc.
Pier One, Bay One
San Francisco, CA 94111



Doc#: 1415519127 Fee: \$52.00
RHSP Fee: \$9.00 RPRF Fee: \$1.00
Karen A. Yarbrough
Cook County Recorder of Deeds
Date: 06/04/2014 03:25 PM Pg: 1 of 7

WHEN RECORDED RETURN TO:

Skadden, Arps, Slate, Meagher & Flom LLP
Attn: Vered Rabia
Four Times Square
New York, New York 10036

MAIL TAX STATEMENTS TO:

TPG Capital, L.P.
Attn: Avi Banyasz, Tripp Johnson and Ty Newell
301 Commerce Street, Suite 3300
Fort Worth, Texas 76102

SPACE ABOVE THIS LINE RESERVED FOR RECORDER'S USE

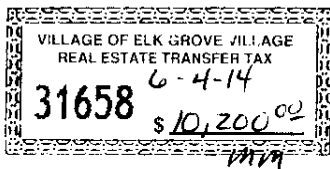
SPECIAL WARRANTY DEED

THIS INDENTURE WITNESSETH THAT AMB-SGP CIF-ILLINOIS, L.P., a Delaware limited partnership, whose address is c/o Prologis, Inc., 4545 Airport Way, Denver, CO 80239 ("**Grantor**"), for and in consideration of the sum of Ten and No/100 Dollars (\$10.00) and other good and valuable consideration in hand paid, the receipt, adequacy and sufficiency of which is hereby acknowledged, by these presents does **GRANT, BARGAIN AND SELL** unto **LIGHTNING PROPCO I, LLC**, a Delaware limited liability company, whose address is c/o TPG Capital, L.P., 301 Commerce Street, Suite 3300, Fort Worth, TX 76102 ("**Grantee**"), the following described real property located in the County of Cook, State of Illinois and legally described as follows:

See Legal Description attached hereto as **Exhibit A** and hereby made a part hereof.

Together with all and singular the hereditaments and appurtenances thereunto belonging, or in anywise appertaining, all the reversion and reversions, remainder and remainders, rents, issues and profits thereof, and all the estate, right, title, interest, claim or demand whatsoever, of Grantor, either in law or equity, of, in and to the above described property, with the hereditaments and appurtenances: **TO HAVE AND TO HOLD** said property, with the appurtenances, unto Grantee, its successors and assigns forever.

And Grantor, for itself, and its successors, does covenant, promise and agree, to and with Grantee, its successors and assigns, that it has not done or suffered to be done, anything whereby the property hereby granted is, or may be, in any manner encumbered or charged, except as herein recited;



Elk Grove SG - 3350-3600 Woodhead Dr.
Elk Grove SG - 1455 Estes Ave.

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and that said property against all persons lawfully claiming, or to claim the same, by through and under Grantor, but not otherwise, Grantor will **WARRANT AND DEFEND**.

SUBJECT, HOWEVER, subject only to real property taxes for 2013, which are not yet due and payable; and the Permitted Exceptions set forth on Exhibit B attached hereto and made a part hereof.

Permanent Index Number(s):

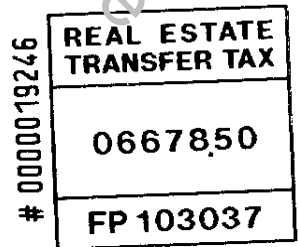
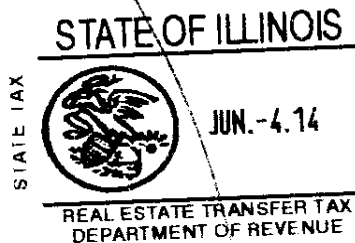
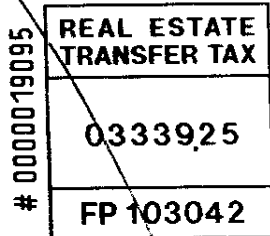
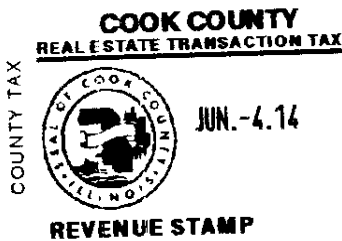
04-05-102-018-0000; 04-06-202-020-0000; 04-06-202-026-0000 (Woodhead)
08-34-201-007-0000 Vol. 050 (Estes)

Common Address:

3350-3600 Woodhead Drive, Northbrook, IL
1455 Estes Avenue, Elk Grove Village, IL

[Signature Page Follows]

Property of Cook County Clerk's Office



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[Signature Page to Special Warranty Deed]

IN WITNESS WHEREOF, Grantor has caused this Special Warranty Deed to be executed as of this 30th day of May, 2014.

AMB-SGP CIF-ILLINOIS, L.P.,
a Delaware limited partnership

By: AMB-SGP CIF-Illinois GP, LLC,
a Delaware limited liability company,
its general partner

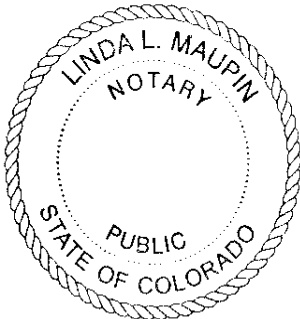
By: Prologis 2, L.P.,
a Delaware limited partnership,
its sole member

By: AMB Property Holding Corporation,
a Maryland corporation,
its general partner

By: *Michael T. Blair*
Name: Michael T. Blair
Title: Managing Director and
Assistant Secretary

STATE OF COLORADO
CITY/COUNTY OF DENVER

The foregoing instrument was acknowledged before me this 25th day of April, 2014, by Michael T. Blair, as Managing Director and Assistant Secretary of AMB Property Holding Corporation, a Maryland corporation, on behalf of said corporation; said corporation being the general partner of Prologis 2, L.P., a Delaware limited partnership; said limited partnership being the sole member of AMB-SGP CIF-Illinois GP, LLC, a Delaware limited liability company; said limited liability company being the general partner of AMB-SGP CIF-Illinois, L.P., a Delaware limited partnership.

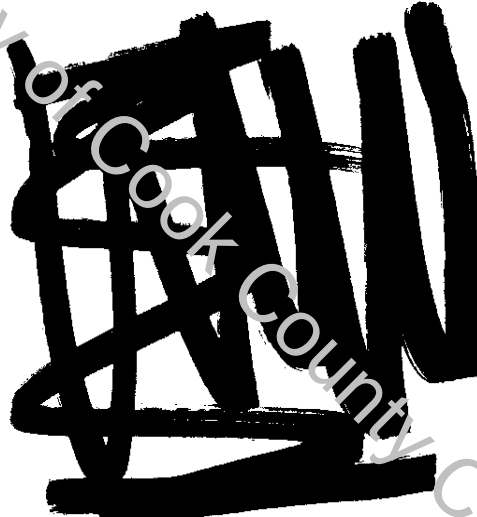


Linda L. Maupin
Notary Public

My Commission Expires June 21, 2016

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Property of Cook County Clerk's Office



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Exhibit A

Legal Description

**Elk Grove SG – Woodhead
3350-3600 Woodhead Dr., Northbrook, IL**

Real property in the City of Northbrook, County of Cook, State of Illinois, described as follows:

Lots 31 and 32 and the East 64 feet of Lot 33 in Northbrook Edens Industrial Park Subdivision Unit 3 in the Northwest 1/4 of Section 5 and the Northeast 1/4 of Section 6, Township 42 North, Range 12 East of the Third Principal Meridian in Cook County, Illinois.

**Elk Grove SG – 1455 Estes
1455 Estes Ave., Elk Grove Village, IL**

Real property in the City of Elk Grove Village, County of Cook, State of Illinois, described as follows:

PARCEL 1:

Lot 262 in Centex Industrial Park Unit 146, being a subdivision in Section 34, Township 41 North, Range 11 East of the Third Principal Meridian in Cook County, Illinois.

PARCEL 2:

Non-exclusive utility, sewer and drainage easements for the benefit of Parcel 1 as created by the Plats of Subdivision recorded as Documents 21283896, 21183945 and 21360549.

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Exhibit B

Permitted Exceptions

Elk Grove SG – Woodhead 3350-3600 Woodhead Dr., Northbrook, IL

1. General real estate taxes for the year 2013 (Final Installment) and 2014, a lien not yet due and payable.
2. Annual Maintenance Assessment of Northfield Drainage District. Year 2013 not yet due. (Affects Lot 31)
3. Annual Maintenance Assessment of Northfield Drainage District. Year 2013 not yet due. (Affects Lot 32)
4. Annual Maintenance Assessment of Northfield Drainage District. Year 2013 not yet due. (Affects the East 64 feet of Lot 33)
5. Easement in favor of Northern Illinois Gas for the installation, maintenance, repair, relocation, removal and renewal of Gas Mains granted and as shown on the Plat of Subdivision recorded as Document 21088185 and the terms and conditions thereof.
6. Easement for public utilities and drainage as shown on Plat of Subdivision of Northbrook Edens Industrial Park Unit No. 3 recorded February 25, 1970 as Document 21088185 over the North 15 feet of the land.
7. Covenants and restrictions contained in the Declaration dated April 30, 1966 and recorded June 15, 1966 as Document 19857722 by LaSalle National Bank, as Trustee under the Trust Agreement dated January 24, 1956 and known as Trust Number 18720 relating to the use of premises, construction and height of buildings, approval of plans, no noxious or activity to be carried on, storage requirements, type of operating power, parking facilities and the prohibition that no structure or building is to be located closer than 10 feet from side building site lines or rear property lines, etc.

Elk Grove SG – 1455 Estes 1455 Estes Ave., Elk Grove Village, IL

1. General real estate taxes for the year 2013 (Final Installment) and 2014, a lien not yet due or payable.
2. A 25 foot building line over the North line of the land as shown the Plat of Subdivision of Centex Industrial Park Unit 146 recorded June 15, 1970 as document 21183845.
3. Easement for public utilities, sewer, water and drainage as disclosed by the Plat of Centex Industrial Park Unit 146 recorded June 15, 1970 as document 21183845.

(Affects the North 25 feet of the land)

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Exhibit B, continued:

4. Easement for public utilities and drainage as shown the Plat of Subdivision of Centex Industrial Park Unit 146 recorded June 15, 1970 as document 21183845.

(Affects the South 15 feet and the West 15 feet of the South 75.39 feet of the land)

5. Easement in favor of Northern Illinois Gas for the installation, maintenance, repair, relocation, removal and renewal of gas mains granted and as shown in the Plat of Subdivision of Centex Industrial Park Unit 146 recorded June 15, 1970 as document 21183845, and the terms and conditions thereof.

(Affects the North 25 feet, the South 15 feet and the West 15 feet of the South 75.39 feet of the land)

6. Easement in favor of Commonwealth Edison and Illinois Bell, their respective successors and assigns as granted and as shown in the Plat of Subdivision of Centex Industrial Park Unit 146 recorded June 15, 1970 as document 21183845.

(Affects the North 25 feet, the South 15 feet and the West 15 feet of the South 75.39 feet of the land)

7. Any facts, rights, interests or claims that may exist or arise as disclosed by an ALTA/ACSM survey made by American National on October 03, 2013, last revised *May 9*, 2014, designated Job Number 20130518-6.