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THIS INSTRUMENT WAS
PREPARED BY AND AFTER
RECORDING RETURN TO:

Pedersen & Houpt
161 North Clark Street, Suite 3100
Chicago, Illinois 60601
Attn: Michael P. Sullivan



Doc#: 1418916001 Fee: \$52.00
RHSP Fee: \$9.00 RPRF Fee: \$1.00
Karen A. Yarbrough
Cook County Recorder of Deeds
Date: 07/08/2014 09:42 AM Pg: 1 of 8

SPECIAL WARRANTY DEED

THIS SPECIAL WARRANTY DEED, is made as of the 2nd day of ~~June~~ ^{July}, 2014 between UST PRIME III OFFICE OWNER, LLC, a Delaware limited liability company (as successor by conversion to UST Prime III Office Owner, L.P., an Illinois limited partnership), whose address is c/o The Prime Group, Inc., 120 North LaSalle Street, Suite 3200, Chicago, Illinois 60602 ("Grantor") to and in favor of RCP HOTEL OWNER, LLC, a Delaware limited liability company, whose address is c/o The Prime Group, Inc., 120 North LaSalle Street, Suite 3200, Chicago, Illinois 60602 ("Grantee"),

WITNESSETH, that the Grantor, for and in consideration of the sum of Ten and No Dollars and other good and valuable consideration in hand paid by the party of the second part, the receipt whereof is hereby acknowledged, by these presents does REMISE, RELEASE, ALIEN AND CONVEY unto the Grantee and to its heirs and assigns, FOREVER, all the following described real estate, situated in the County of Cook and State of Illinois known and described in the attached Exhibit A and by this reference made a part hereof, together with all and singular the hereditaments and appurtenances thereunto belonging, or in anywise appertaining, and the reversion and reversions, remainder and remainders, rents, issues and profits thereof, and all the estate, right, title, interest, claim or demand whatsoever, of the Grantor, either in law or equity, of, in and to the above described premises, with the hereditaments and appurtenances;

TO HAVE AND TO HOLD the said premises as above described, with the appurtenances, unto the Grantee and its successors and assigns forever.

And the 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 said premises hereby granted are, or may be, in any manner encumbered or charged, except as herein recited; and that the said premises, against all persons lawfully claiming, or to claim the same, by, through or under it, it WILL WARRANT AND DEFEND, subject to the matters set forth in Exhibit B attached hereto and made a part hereof.

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WITNESS the signature of the Grantor on this Special Warranty Deed the day and year first above written.

UST PRIME III OFFICE OWNER, LLC, a Delaware limited liability company

By: RCP OFFICE OWNER HOLDING, LLC, a Delaware limited liability company, its Sole Member

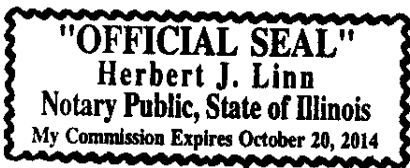
By: Michael W. Reschke
Michael W. Reschke, its Manager

STATE OF ILLINOIS

COUNTY OF COOK

I, Herbert J. Linn, a Notary Public in and for said County, in the State aforesaid, DO HEREBY CERTIFY that Michael W. Reschke, who is the Manager of RCP Office Owner Holding, LLC a Delaware liability company, which is the Sole Member of UST prime III Office Owner, LLC, a Delaware limited liability company, and who is personally known to me to be the same person whose name is subscribed to the foregoing instrument, appeared before me this day in person and acknowledged that he signed and delivered the said instrument as his own free and voluntary act and as the free and voluntary act of said limited liability company for the uses and purposes therein set forth.

GIVEN under my hand and notarial seal this 26 day of June, 2014.



Herbert J. Linn
Notary Public

THIS TRANSACTION IS EXEMPT UNDER THE PROVISIONS OF 35 ILCS 200/31-45 (e).

Herbert J. Linn

City of Chicago
Dept. of Finance

669967



Real Estate
Transfer
Stamp

\$0.00

7/7/2014 15:09

dr00764

Batch 8,424,382

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EXHIBIT A TO DEED

PROPERTY DESCRIPTION

PARCEL 1:

NH 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 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, 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, 53.77 FEET; THENCE SOUTH 00 DEGREES 09 MINUTES 32 SECONDS WEST, 21.56 FEET; THENCE SOUTH 89 DEGREES 47 MINUTES 01 SECONDS EAST, 18.81 FEET; THENCE SOUTH 00 DEGREES 09 MINUTES 09 SECONDS WEST, 32.75 FEET TO THE SOUTH LINE OF SAID TRACT; THENCE NORTH 89 DEGREES 46 MINUTES 50 SECONDS WEST, ALONG SAID SOUTH LINE, 97.04 FEET; 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 THE WEST LINE OF SAID TRACT; THENCE NORTH 00 DEGREES 02 MINUTES 52 SECONDS WEST, 18.18 FEET ALONG SAID WEST LINE; 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

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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, 7.03 FEET; THENCE SOUTH 00 DEGREES 14 MINUTES 16 SECONDS WEST, 42.26 FEET; THENCE SOUTH 89 DEGREES 45 MINUTES 44 SECONDS EAST, 49.58 FEET TO THE EAST LINE OF SAID TRACT; THENCE SOUTH 00 DEGREES 04 MINUTES 44 SECONDS EAST, 27.30 FEET TO THE POINT OF BEGINNING, IN COOK COUNTY, ILLINOIS. CONTAINING 11,130 SQ. FT.

NH 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 +239.12 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. CONTAINING 199 SQ. FT. PER FLOOR.

NH 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, LYING ABOVE A HORIZONTAL PLANE HAVING AN ELEVATION OF +239.12 FEET ABOVE CHICAGO CITY DATUM, IN COOK COUNTY, ILLINOIS. CONTAINING 53,729 SQ. FT.

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PARCEL 2:

NON-EXCLUSIVE 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, AS AMENDED BY FIRST AMENDMENT RECORDED JULY 30, 2012 AS DOCUMENT 1221210136 AND FURTHER AMENDED AND RELOCATED BY SECOND AMENDMENT RECORDED APRIL 16, 2014 AS DOCUMENT 1410616039.

PARCEL 3:

NON-EXCLUSIVE EASEMENTS FOR THE BENEFIT OF PARCEL 1 AS CREATED AND DESCRIBED IN SECTIONS 3.2, 4.2 AND 5.2 OF THAT CERTAIN AMENDED AND RESTATED RECIPROCAL EASEMENT AND OPERATING AGREEMENT BY AND BETWEEN UST PRIME III OFFICE OWNER, LLC, UST PRIME III HOTEL OWNER, L.P. AND RCP HOTEL OWNER, LLC RECORDED AS DOCUMENT NO. 17-18-11-0002.

Property Address: 208 South LaSalle Street, Chicago, Cook County, Illinois 60604

PINs: 17-16-220-011-0000; 17-16-220-012-0000; 17-16-220-013-0000; and
17-16-220-015-0000

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EXHIBIT B TO DEED

PERMITTED EXCEPTIONS

1. REAL ESTATE TAXES NOT YET DUE OR PAYABLE.
2. THE FOLLOWING ENCROACHMENTS AS DISCLOSED ON THE PLAT OF SURVEY NUMBER 2008-10351-002 AND 2008-10351-003 PREPARED BY GREMLEY & BIEDERMANN DATED FEBRUARY 5, 2008, AND LAST REVISED FEBRUARY 22, 2011 AS NUMBER 2011-15038:
 - NORTH FACE OF CORNICE 2.13 TO 2.18 FEET NORTH AT 5TH FLOOR
 - EAST FACE OF CORNICE 2.01 TO 2.19 FEET EAST AT 5TH FLOOR
 - SOUTH FACE OF CORNICE 2.10 TO 2.33 FEET SOUTH AT 5TH FLOOR
 - WEST FACE OF CORNICE 1.95 TO 2.05 FEET WEST AT 5TH FLOOR
 - NORTH FACE OF CORNICE .84 TO .87 FEET NORTH AT 19TH FLOOR
 - EAST FACE OF CORNICE .92 TO 1.05 FEET EAST AT 19TH FLOOR
 - SOUTH FACE OF CORNICE .83 TO .97 FEET SOUTH AT 19TH FLOOR
 - WEST FACE OF CORNICE .75 TO .86 FEET WEST AT 19TH FLOOR
 - CANOPY BY 10.9 FEET
3. UNRECORDED EASEMENTS IN FAVOR OF PUBLIC AND QUASI - PUBLIC UTILITY COMPANIES FOR THE RIGHT TO MAINTAIN AND REPAIR STORM CATCH BASINS, WATER MANHOLES, UNCLASSIFIED MANHOLES, FIRE HYDRANT, INLETS, ELECTRIC LIGHT POLE AND METER TOGETHER WITH THE RIGHT OF ACCESS THERETO AS DISCLOSED BY AFORESAID SURVEY.
4. TERMS AND PROVISIONS CONTAINED IN THE PRESERVATION EASEMENT MADE BY AND BETWEEN 208 S. LASALLE, LLC AND THE LANDMARKS PRESERVATION COUNCIL OF ILLINOIS RECORDED MARCH 6, 2008 AS DOCUMENT NO. 0806641189.
5. THE LAND LIES WITHIN THE BOUNDARIES OF A SPECIAL SERVICE AREA AS DISCLOSED BY ORDINANCE RECORDED AS DOCUMENT 91075841, AND IS SUBJECT TO RIGHTS OF TENANTS, AS TENANTS ONLY, UNDER UNRECORDED LEASES, WHICH CONTAIN NO OPTIONS TO PURCHASE OR RIGHTS OF FIRST REFUSAL.
6. PERMANENT INJUNCTION ENTERED IN CASE 92M1401987 PROVIDING THAT THE 22ND FLOOR OF BUILDING ON THE REAL ESTATE NOT BE RENTED, LEASED, USED OR OCCUPIED UNTIL FURTHER ORDER OF COURT, A COPY OF WHICH WAS RECORDED AS DOCUMENT 93882962.
7. TERMS, CONDITIONS AND RESTRICTIONS CONTAINED IN THE ORDINANCE DESIGNATING STRUCTURE AS A CHICAGO LANDMARK RECORDED FEBRUARY 4, 2008 AS DOCUMENT NO. 0803518011.

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8. TERMS, PROVISIONS AND CONDITIONS RELATING TO ANY OBLIGATIONS CONTAINED IN THE EASEMENT RECORDED AUGUST 14, 2003 AS DOCUMENT 0322645090, AS AMENDED JULY 30, 2013 AS DOCUMENT NO. 1221210136 AND APRIL 16, 2014 AS DOCUMENT NO. 1410616039 DESCRIBED AS PARCEL 2, CONTAINED IN THE INSTRUMENT CREATING SAID EASEMENT.

9. (A) TERMS, PROVISIONS, AND CONDITIONS RELATING TO ANY OBLIGATIONS CONTAINED IN THE AMENDED AND RESTATED RECIPROCAL EASEMENT AGREEMENT RECORDED JUNE __, 2014 AS DOCUMENT 1418916037.

(B) RIGHTS OF THE ADJOINING OWNER OR OWNERS PURSUANT TO SAID AMENDED AND RESTATED RECIPROCAL EASEMENT AGREEMENT.

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STATEMENT BY GRANTOR AND GRANTEE

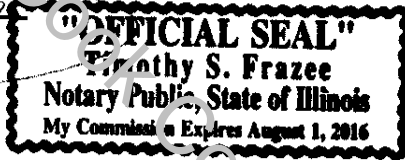
The grantor or his agent affirms that, to the best of his knowledge, the name of the grantee shown on the deed or assignment of beneficial interest in a land trust is either a natural person, an Illinois limited liability company or a foreign limited liability company authorized to do business or acquire and hold title to real estate in Illinois, a partnership authorized to do business or acquire and hold title to real estate in Illinois, or other entity recognized as a person and authorized to do business or acquire and hold title to real estate under the laws of the State of Illinois.

Date: July, 2014

Signature Michael W. Rescher

SUBSCRIBED and SWORN to before me
this 27th day of July, 2014.

Notary Public



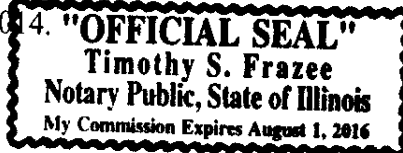
The grantee or its agent affirms and verifies that the name of the grantee shown on the deed or assignment of beneficial interest in a land trust is either a natural person, an Illinois corporation or foreign corporation authorized to do business or acquire and hold title to real estate in Illinois, a partnership authorized to do business or acquire and hold title to real estate in Illinois, or other entity recognized as a person and authorized to do business or acquire and hold title to real estate under the laws of the State of Illinois.

Date: July, 2014

Signature Michael W. Rescher

SUBSCRIBED and SWORN to before me
this 27th day of July, 2014.

Notary Public



NOTE: Any person who knowingly submits a false statement concerning the identity of a grantee shall be guilty of a Class C misdemeanor for the first offense and of a Class A misdemeanor for subsequent offenses.