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This document was prepared by:

Dean Marks, Esq.
Sterling Bay Companies, LLC
1040 W. Randolph Street
Chicago, IL 60607

When recorded return to:

Edward M. Rishty
Debevoise & Plimpton LLP
919 Third Avenue
New York, NY 10022



Doc#: 1512119202 Fee: \$48.00
RHSP Fee: \$9.00 RPRF Fee: \$1.00
Karen A. Yarbrough
Cook County Recorder of Deeds
Date: 05/01/2015 04:31 PM Pg: 1 of 6

(The Above Space for Recorders Use Only)

SPECIAL WARRANTY DEED

THE STATE OF ILLINOIS
COUNTY OF COOK

) SS
) KNOW ALL MEN BY THESE PRESENTS:
) SS

THAT 111 N. CANAL, LLC, a Delaware limited liability company, having an address at 1040 W Randolph, Chicago, Illinois 60607 ("**Grantor**"), for and in consideration of the sum of Ten and No/100 Dollars (\$10.00) cash and other good and valuable consideration to Grantor paid by 111 N. CANAL REALTY COMPANY LLC, a Delaware limited liability company with an address at One Beacon Street, Floor 18, Boston, Massachusetts 02108 ("**Grantee**"), the receipt of which is hereby acknowledged and confessed, has GRANTED, BARGAINED, SOLD and CONVEYED and by these presents does GRANT, BARGAIN, SELL AND CONVEY unto Grantee (i) all of that certain tract or parcel of land commonly known as "River Center" located at 111 N. Canal Street, Cook County, Chicago, Illinois and legally described on **Exhibit A** attached hereto, together with all improvements thereon and rights and appurtenances with respect thereto, including but not limited to all rights of way, tenements, hereditaments, easements, minerals and mineral rights, water and water rights, utility capacity and appurtenances, if any, in any way belonging or appertaining to the land and the improvements and (ii) all of Grantor's right, title and interest in and to all adjoining streets, alleys, private roads, parking areas, curbs, curb cuts, sidewalks, landscaping, signage, sewers and public ways and rights and interest relating thereto (collectively, the "**Property**").

This conveyance is made subject to those matters described on **Exhibit B** attached hereto.

TO HAVE AND TO HOLD the Property, together with all and singular the rights and appurtenances thereto in anywise belonging unto Grantee and Grantee's successors and assigns forever; and it is agreed that Grantor and Grantor's successors and assigns are hereby bound to warrant and forever defend, all and singular, the Property, unto Grantee and Grantee's successors and assigns against every person whomsoever claiming or to claim the same, or any part thereof by, through or under Grantor, but not otherwise.

[signatures on following page]

CCRO REVIEWER

89777051-Tms (1 of 1)

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WITNESS THE EXECUTION HEREOF effective as of May 1, 2015.

GRANTOR:

111 N. CANAL, LLC, a Delaware limited liability company

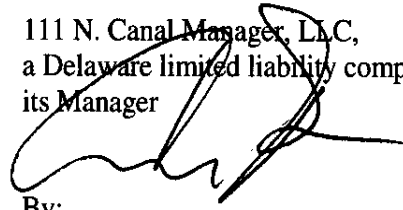
By: **111 N. Canal Mezz, LLC**, a Delaware limited liability company,
its sole Member

By: **111 N. Canal Parent, LLC**, a Delaware limited liability
company, its sole Member

REAL ESTATE TRANSFER TAX	01-May-2015
CHICAGO:	2,280,000.00
STATE:	912,000.00
TOTAL:	3,192,000.00

17-09-334-001-0000 | 20150401678704 | 0-947-828-096

By: **111 N. Canal Manager, LLC**,
a Delaware limited liability company,
its Manager



By: _____
Name: Andrew Gloor, Manager

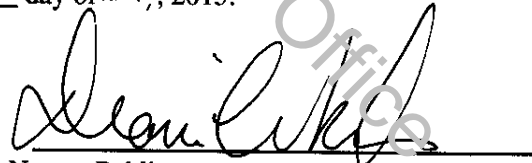
STATE OF ILLINOIS)
)
COUNTY OF COOK)

I, the undersigned, a Notary Public in and for said County, in the State aforesaid, DO HEREBY CERTIFY, that Andrew Gloor, personally known to me to be the manager of 111 N. Canal Manager, LLC, manager of 111 N. Canal Parent, LLC, sole member of 111 N. Canal Mezz, LLC, sole member of 111 N. Canal, LLC, a Delaware limited liability company, whose name is subscribed to the within Instrument, appeared before me this day in person and severally acknowledged that in such capacity he signed and delivered the said Instrument as said Manager of said Company as his free and voluntary act and as the free and voluntary act and deed of said Company, for the uses and purposes therein set forth.

GIVEN under my hand and Notarial Seal, this 29th day of APRIL, 2015.

REAL ESTATE TRANSFER TAX	01-May-2015
COUNTY:	152,000.00
ILLINOIS:	304,000.00
TOTAL:	456,000.00

17-09-334-001-0000 | 20150401678704 | 2-021-569-920



Notary Public

My Commission Expires _____

Mail Tax Bills To:

111 N. Canal Realty LLC
c/o Sterling Bay Companies
Property Management Office
111 N. Canal Street, Suite 105
Chicago, Illinois 60606



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Exhibit A to Special Warranty Deed

LEGAL DESCRIPTION

Lots 2, 3, 6, 7 and 10 in Block 44 in Original Town of Chicago in Section 9, Township 39 North, Range 14, East of the Third Principal Meridian, in Cook County, Illinois.

Common Address: 111 North Canal Street, Chicago, Illinois

Tax I.D. No.: 07-09-334-001

Property of Cook County Clerk's Office

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Exhibit B to Special Warranty Deed

Permitted Exceptions

1. GENERAL REAL ESTATE TAXES NOT YET DUE OR PAYABLE.
2. RIGHTS OF TENANTS PURSUANT TO LEASES THAT HAVE BEEN ASSIGNED BY GRANTOR TO GRANTEE, AS TENANTS ONLY, WITHOUT RIGHTS OF FIRST OFFER, RIGHTS OF FIRST REFUSAL OR ANY OTHER PREFERENTIAL RIGHT TO PURCHASE UNDER SUCH LEASES.
3. ENCROACHMENTS OF CORNERS OF BUILDING LOCATED MAINLY ON THE LAND ONTO THE PROPERTY EAST AND ADJOINING BY APPROXIMATELY 0.02, AS SHOWN ON PLAT OF SURVEY NUMBER N-129359 PREPARED BY NATIONAL SURVEY SERVICE, INC. DATED MARCH 31, 2014 AND LAST REVISED APRIL 9, 2014.
4. ENCROACHMENT OF THE GRANITE COPING LOCATED MAINLY ON THE LAND ONTO THE PROPERTY NORTH AND ADJOINING BY APPROXIMATELY 1.67 TO 3.68, EAST AND ADJOINING BY APPROXIMATELY 1.75 TO 1.78, SOUTH AND ADJOINING BY APPROXIMATELY 1.78 TO 1.74 AND WEST AND ADJOINING BY APPROXIMATELY 1.57 TO 2.78, AS SHOWN ON PLAT OF SURVEY NUMBER N-129359 PREPARED BY NATIONAL SURVEY SERVICE, INC. DATED MARCH 31, 2014 AND LAST REVISED APRIL 9, 2014.
5. ENCROACHMENT OF THE COPING AT THE ROOF LOCATED MAINLY ON THE LAND ONTO THE PROPERTY NORTH AND ADJOINING BY APPROXIMATELY 1.66 TO 1.77, EAST AND ADJOINING BY APPROXIMATELY 1.82 TO 1.63, SOUTH AND ADJOINING BY APPROXIMATELY 1.80 TO 1.85 AND WEST AND ADJOINING BY APPROXIMATELY 1.57 TO 1.67 OF A FOOT, AS SHOWN ON PLAT OF SURVEY NUMBER N-129359 PREPARED BY NATIONAL SURVEY SERVICE, INC. DATED MARCH 31, 2014 AND LAST REVISED APRIL 9, 2014.
6. ENCROACHMENT OF THE GRANITE AT VARIOUS POINTS LOCATED MAINLY ON THE LAND ONTO THE PROPERTY NORTH AND ADJOINING RANGING FROM APPROXIMATELY 0.43 TO 2.72, EAST AND ADJOINING BY APPROXIMATELY 0.50 TO 0.55, SOUTH AND ADJOINING RANGING FROM APPROXIMATELY 0.58 TO 2.81 AND WEST AND ADJOINING RANGING FROM APPROXIMATELY 0.36 TO 2.78 AS SHOWN ON PLAT OF SURVEY NUMBER N-129359 PREPARED BY NATIONAL SURVEY SERVICE, INC. DATED MARCH 31, 2014 AND LAST REVISED APRIL 9, 2014.
7. ENCROACHMENT OF BRICKS AT VARIOUS POINTS LOCATED MAINLY ON THE LAND ONTO THE PROPERTY NORTH AND ADJOINING BY APPROXIMATELY 0.03, EAST AND ADJOINING BY APPROXIMATELY 0.03, SOUTH AND ADJOINING BY APPROXIMATELY 0.08 TO 0.14 AND WEST AND ADJOINING BY APPROXIMATELY 0.05 TO 2.78 AS SHOWN ON PLAT OF SURVEY NUMBER N-129359 PREPARED BY NATIONAL SURVEY SERVICE, INC. DATED MARCH 31, 2014 AND LAST REVISED APRIL 9, 2014.
8. ENCROACHMENT OF THE BRICKS AT THE ROOF LOCATED MAINLY ON THE LAND ONTO THE PROPERTY NORTH AND ADJOINING BY APPROXIMATELY 0.95 TO 1.01, EAST AND ADJOINING BY APPROXIMATELY 1.08 TO 1.20, SOUTH AND ADJOINING BY APPROXIMATELY 1.05 TO 1.14 AND WEST AND ADJOINING BY APPROXIMATELY 0.81 TO

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1.00 OF A FOOT, AS SHOWN ON PLAT OF SURVEY NUMBER N-129359 PREPARED BY NATIONAL SURVEY SERVICE, INC. DATED MARCH 31, 2014 AND LAST REVISED APRIL 9, 2014.

9. ENCROACHMENT OF THE VAULTS LOCATED MAINLY ON THE LAND ONTO THE PROPERTY NORTH AND ADJOINING BY APPROXIMATELY 14.0 TO 14.5, SOUTH AND ADJOINING BY APPROXIMATELY 10.6 TO 12.2 AND WEST AND ADJOINING BY APPROXIMATELY 12.4 TO 14.0, AS SHOWN ON PLAT OF SURVEY NUMBER N-129359 PREPARED BY NATIONAL SURVEY SERVICE, INC. DATED MARCH 31, 2014 AND LAST REVISED APRIL 9, 2014.
10. ENCROACHMENT OF THE CONCRETE LOADING DOCK/PLATFORM AT LOWER LEVEL LOCATED MAINLY ON THE LAND ONTO THE PROPERTY NORTH AND ADJOINING BY AN UNDISCLOSED AMOUNT AND EAST AND ADJOINING BY 0.99 TO 4.09, AS SHOWN ON PLAT OF SURVEY NUMBER N-129359 PREPARED BY NATIONAL SURVEY SERVICE, INC. DATED MARCH 31, 2014 AND LAST REVISED APRIL 9, 2014, AND AS DISCLOSED BY ORDINANCE PASSED BY THE CITY COUNCIL ON DECEMBER 8, 1977, PAGES NO. 6477-78.
11. ENCROACHMENT OF THE COLUMNS AND CONCRETE BASES TO THE COLUMNS AT STREET LEVEL LOCATED MAINLY ON THE LAND ONTO THE PROPERTY EAST AND ADJOINING BY UNDISCLOSED AMOUNTS, THE CONCRETE COLUMNS AT STREET LEVEL ONTO THE PROPERTY EAST AND ADJOINING BY APPROXIMATELY 0.01 TO 0.21, AND THE COLUMNS AT LOWER LEVEL ONTO THE PROPERTY EAST AND ADJOINING BY APPROXIMATELY 0.01 TO 0.28 AS SHOWN ON PLAT OF SURVEY NUMBER N-129359 PREPARED BY NATIONAL SURVEY SERVICE, INC. DATED MARCH 31, 2014 AND LAST REVISED APRIL 9, 2014.
12. ENCROACHMENT OF THE 4 AUTO SPRINKLERS ONTO THE LAND NORTH AND ADJOINING AND 6 AUTO SPRINKLERS ONTO THE LAND WEST AND ADJOINING BY UNDISCLOSED AMOUNTS, AS SHOWN ON PLAT OF SURVEY NUMBER N-129359 PREPARED BY NATIONAL SURVEY SERVICE, INC. DATED MARCH 31, 2014 AND LAST REVISED APRIL 9, 2014.
13. MATTERS OF SURVEY:
 - a. ENCROACHMENT OF THE BRICK WALL WITH STONE CAP LOCATED IN THE SOUTHEAST CORNER OF THE LAND AND RUNNING ACROSS THE PUBLIC ALLEY EAST AND ADJOINING, WHICH THEN CONNECTS TO A CONCRETE WALL WITH STONE CAP AND A STEEL BUMPER GUARD AND A METAL RAILING, ALL LOCATED MAINLY ON THE LAND ONTO THE PUBLIC ALLEY OF THE ELEVATED ROADWAY EAST AND ADJOINING, AT GROUND LEVEL.
 - b. ENCROACHMENT OF THE CONTROL BOX LOCATED MAINLY ON THE LAND ONTO THE CONCRETE WALL RUNNING THROUGH THE PUBLIC ALLEY EAST OF AND ADJOINING THE LAND.
 - c. OVERHEAD EXHAUST PIPE AT LOWER LEVEL BY APPROXIMATELY 11.34, TWO 3 INCH OVERHEAD PIPES AT LOWER LEVEL BY APPROXIMATELY 2.49 TO 2.57, TWO 12 INCH OVERHEAD EXHAUST PIPES AT LOWER LEVEL BY APPROXIMATELY 4.59 AND 6.43, A PIPE AT LOWER LEVEL AT A POINT THAT IS

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1.80 AND JOGS TO ANOTHER POINT AT 3.95 AND CONTINUES TO JOG OUT TO THE EAST BY AN UNDISCLOSED AMOUNT, LOCATED ON THE LAND ONTO THE PUBLIC ALLEY EAST AND ADJOINING.

- d. THE EXHAUST PIPES FROM 2ND FLOOR TO THE ROOF BY APPROXIMATELY 1.41 TO 3.53 AND 2.18 TO 2.73, LOCATED MAINLY ON THE LAND ONTO THE PUBLIC ALLEY EAST AND ADJOINING AT ROOF LEVEL.

ALL AS SHOWN ON PLAT OF SURVEY NUMBER N-129359 PREPARED BY NATIONAL SURVEY SERVICE, INC. DATED MARCH 31, 2014 AND LAST REVISED APRIL 9, 2014.

- 14. RIGHTS OF THE PUBLIC, IN AND TO THAT PART OF THE LAND, IF ANY, USED FOR INGRESS AND EGRESS UPON, OVER AND THROUGH THE ELEVATED ROADWAY LOCATED MAINLY ON THE ALLEY EAST AND ADJOINING AS DISCLOSED BY PLAT OF SURVEY NUMBER N-129359 PREPARED BY NATIONAL SURVEY SERVICE, INC. DATED MARCH 31, 2014 AND LAST REVISED APRIL 9, 2014, AND ORDINANCE PASSED BY THE CITY COUNCIL ON DECEMBER 8, 1977, PAGES NO. 6479-80.

Property of Cook County Clerk's Office