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Doc#: 1512534062 Fee: \$52.00
RHSP Fee: \$9.00 RPRF Fee: \$1.00
Karen A. Yarbrough
Cook County Recorder of Deeds
Date: 05/05/2015 01:20 PM Pg: 1 of 8

PREPARED BY, RECORDED AT THE
REQUEST OF WHEN RECORDED MAIL
TO:

Kirkland & Ellis LLP
300 North LaSalle
Chicago, IL 60654
Attr: Christopher L. Hartmann, Esq.

PERMANENT PARCEL NUMBERS:
See attached Exhibit A

SPACE ABOVE THIS LINE IS FOR RECORDER'S USE ONLY

ASSIGNMENT AND ASSUMPTION OF DEVELOPER'S RIGHTS AND SALES TAX REBATES UNDER ANNEXATION AND DEVELOPMENT AGREEMENT

THIS ASSIGNMENT AND ASSUMPTION OF DEVELOPER'S RIGHTS AND SALES TAX REBATES UNDER ANNEXATION AND DEVELOPMENT AGREEMENT (this "Assignment"), is made as of this 21 day of April, 2015, by ARBORETUM MALL OWNER LLC, a Delaware limited liability company, having a mailing address at 100 West Higgins Road, Suite H-72, South Barrington, Illinois 60010 ("Assignor"), in favor of ABT OWNER 1, L.P., a Delaware limited partnership, having a mailing address at 591 West Putnam Avenue, Greenwich, Connecticut 06830 ("Assignee").

WHEREAS, Assignor is the owner of the real property described on Exhibit A-1 attached hereto (the "Mall Property"), which Mall Property is subject to the terms and conditions of the Annexation and Development Agreement dated January 11, 2001 and recorded with the Cook County Recorder on January 19, 2001 as Document No. 0010049341, as confirmed by Consent Decree recorded January 16, 2004 as Document No. 0401631118, as amended by the First Amendment to the Annexation and Development Agreement for The Woods of South Barrington dated May 10, 2007 (the "First Amendment") and recorded with the Cook County Recorder on May 11, 2007 as Document No. 0713126226, as authorized by Ordinance No. 2007-810, authorizing the Execution of the First Amendment, recorded May 11, 2007 as Document No. 0713126225 (collectively, the "Annexation Agreement");

WHEREAS, Assignor is the successor in interest to the Developer under the Annexation Agreement with respect to the Commercial District A (as defined in the Annexation Agreement) and is entitled to all rights of "Developer" thereunder with respect thereto, including without limitation the rights to receive rebates of Sales Taxes (as defined in the Annexation Agreement) derived from the Commercial District A, including without limitation, with respect to the real

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CCRD REVIEWER

8976 735-2021-1-2015

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property described on Exhibit A-2 attached hereto pursuant to that certain Assignment of Sales Tax Rebates dated as of April 27, 2011 and recorded with the Cook County Recorder on May 6, 2011 as Document No. 1112640020 (such right to receive Sales Tax Rebates with respect to Commercial District A, together with all such rights and obligations of "Developer" under the Annexation Agreement and with respect to the Commercial District A, collectively, the "Developer Rights and Obligations"); and

WHEREAS, in connection with the acquisition of the Mall Property by Assignee, Assignor and Assignee intend that all of Assignor's interest in and to the Developer's Rights and Obligations, including, without limitation, all right, title and interest of Assignor in and to the rebates of Sales Taxes with respect to Commercial District A, arising or accruing from and after the date hereof, be assigned to Assignee.

NOW, THEREFORE, for and in consideration of the sum of Ten Dollars (\$10.00) and other valuable consideration, Assignor does hereby ASSIGN to Assignee, and Assignee does hereby assume and accept, all of Assignor's interest in and to the Developer Rights and Obligations, including without limitation, all right, title and interest in and to any rebates of Sales Taxes to be derived from Commercial District A, arising or accruing from and after the date hereof.

This Assignment shall be binding upon and inure to the benefit of Assignor and Assignee and their respective successors and assigns, as applicable, and shall run with the land comprising the Mall Property.

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Cook County Clerk's Office

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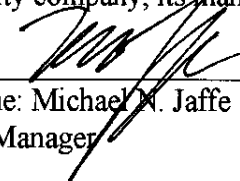
IN WITNESS WHEREOF, Assignor and Assignee have executed this Assignment as of the day and year first above written.

ASSIGNOR:

ARBORETUM MALL OWNER LLC, a
Delaware limited liability company

By: GFIII ARBORETUM LLC, a Delaware limited
liability company, its sole member

By: ARBNEXT LLC, an Illinois limited
liability company, its manager

By: 
Name: Michael N. Jaffe
Its: Manager

ASSIGNEE:

ABT OWNER 1, L.P.,
a Delaware limited partnership

By: ABT OWNER 1 GP, L.L.C.,
a Delaware limited liability company, its
general partner

By: _____
Name: _____
Its: _____

Property of Cook County Clerk's Office

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STATE OF ILLINOIS)
) SS.
COUNTY OF Cook)

I, the undersigned, a Notary Public for said County and state, do hereby certify that Michael N. Jaffe, personally known to me to be the Manager of ARBNEXT LLC, an Illinois limited liability company, as manager of GFIII ARBORETUM LLC, a Delaware limited liability company, as the sole member of ARBORETUM MALL OWNER LLC, a Delaware limited liability company, and 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 as such Manager, he signed and delivered the said instrument pursuant to authority given by the members of said company as the free and voluntary act and deed of said company, for the uses and purposes therein set forth.

WITNESS my hand and notarial seal or stamp, this 17th day of April, 2015.

Sela L. Brown
Notary Public

My commission expires:

12-6-2015



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IN WITNESS WHEREOF, Assignor and Assignee have executed this Assignment as of the day and year first above written.

ASSIGNOR:

ARBORETUM MALL OWNER LLC, a Delaware limited liability company

By: GFIII ARBORETUM LLC, a Delaware limited liability company, its sole member

By: ARBNEXT LLC, an Illinois limited liability company, its manager

By: _____

Name: Michael N. Jaffe

Its: Manager

ASSIGNEE:

ABT OWNER 1, L.P., a Delaware limited partnership

By: ABT OWNER 1 GP, L.L.C., a Delaware limited liability company, its general partner

By: _____

Name: Jeffrey Shuster

Its: Authorized Signatory

Property of Cook County Clerk's Office

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STATE OF ILLINOIS)
) SS.
COUNTY OF _____)

I, the undersigned, a Notary Public for said County and state, do hereby certify that Michael N. Jaffe, personally known to me to be the Manager of ARBNEXT LLC, an Illinois limited liability company, as manager of GFIII ARBORETUM LLC, a Delaware limited liability company, as the sole member of ARBORETUM MALL OWNER LLC, a Delaware limited liability company, and 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 as such _____, he signed and delivered the said instrument pursuant to authority given by the members of said company as the free and voluntary act and deed of said company, for the uses and purposes therein set forth.

WITNESS my hand and notarial seal or stamp, this ____ day of ____, 2015.

Notary Public

My commission expires:

STATE OF ~~ILLINOIS~~ ^{Connecticut})
) SS. Greenwich
COUNTY OF Fairfield)

I, the undersigned, a Notary Public for said County and state, do hereby certify that Jeffrey Shuster personally known to me to be the ^{Authorized} ~~Signature~~ ^{Signatory} of AIT Owner 1 GP, L.L.C., and 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 as such _____, he signed and delivered the said instrument pursuant to authority given by the members of said company as the free and voluntary act and deed of said company, for the uses and purposes therein set forth.

WITNESS my hand and notarial seal or stamp, this 17th day of April, 2015.

[Signature]
Notary Public

My commission expires:

Kristin Rocca Coppola
Notary Public - Connecticut
My Commission Expires
March 31, 2016

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EXHIBIT A-1

LEGAL DESCRIPTION FOR THE MALL PROPERTY

PARCEL 1:

LOTS 1 AND 3 IN ARBORETUM OF SOUTH BARRINGTON, BEING A SUBDIVISION OF PARTS OF THE NORTHEAST QUARTER AND THE SOUTHEAST QUARTER OF SECTION 33, TOWNSHIP 42 NORTH, RANGE 9 EAST OF THE THIRD PRINCIPAL MERIDIAN, ACCORDING TO THE PLAT THEREOF RECORDED JULY 30, 2007 AS DOCUMENT 0721115094 IN COOK COUNTY, ILLINOIS.

PARCEL 2:

LOT 7 IN THE ARBORETUM OF SOUTH BARRINGTON SECOND RESUBDIVISION, BEING A RESUBDIVISION OF LOT 6 IN ARBORETUM OF SOUTH BARRINGTON FIRST RESUBDIVISION, IN PARTS OF THE NORTHEAST QUARTER AND THE SOUTHEAST QUARTER OF SECTION 33, TOWNSHIP 42 NORTH, RANGE 9 EAST OF THE THIRD PRINCIPAL MERIDIAN, ACCORDING TO THE PLAT THEREOF RECORDED APRIL 30, 2008 AS DOCUMENT 0812122096 IN COOK COUNTY, ILLINOIS.

PARCEL 3:

LOTS 8, 9, 10, 11, 12 AND 13 IN ARBORETUM OF SOUTH BARRINGTON THIRD RESUBDIVISION BEING A RESUBDIVISION OF LOT 8 IN ARBORETUM OF SOUTH BARRINGTON SECOND RESUBDIVISION BEING A SUBDIVISION OF PARTS OF THE NORTHEAST QUARTER AND THE SOUTHEAST QUARTER OF SECTION 33, TOWNSHIP 42 NORTH, RANGE 9 EAST OF THE THIRD PRINCIPAL MERIDIAN. ACCORDING TO THE PLAT THEREOF RECORDED SEPTEMBER 13, 2012 AS DOCUMENT NO. 1225729066, IN COOK COUNTY, ILLINOIS.

PINS: 01-33-209-001-0000
01-33-209-002-0000
01-33-209-006-0000
01-33-209-007-0000
01-33-209-014-0000
01-33-209-017-0000
01-33-209-018-0000
01-33-209-019-0000
01-33-209-020-0000
01-33-209-021-0000
01-33-209-022-0000
01-33-209-023-0000
01-33-209-024-0000

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EXHIBIT A-2

LEGAL DESCRIPTION FOR THE BANK PROPERTY

LOT 5 IN ARBORETUM OF SOUTH BARRINGTON FIRST RESUBDIVISION, BEING A RESUBDIVISION OF LOT 5 IN ARBORETUM OF SOUTH BARRINGTON, A SUBDIVISION OF PARTS OF THE NORTHEAST QUARTER AND THE SOUTHEAST QUARTER OF SECTION 33, TOWNSHIP 42 NORTH, RANGE 9 EAST OF THE THIRD PRINCIPAL MERIDIAN, IN COOK COUNTY, ILLINOIS, ACCORDING THE PLAT THEREOF RECORDED DECEMBER 17, 2007 AS DOCUMENT NO. 0735103072, IN COOK COUNTY, ILLINOIS.

PIN: Part of 01-33-200-012-0000

Address: Northeast of the intersection of Route 72 and Route 59, South Barrington, Illinois

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