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RHSP Fee: \$9.00 RPAF Fee: \$1.00  
Karen A. Yarbrough  
Cook County Recorder of Deeds  
Date: 07/31/2015 04:10 PM Pg: 1 of 6

PREPARED BY AND AFTER  
RECORDING RETURN TO:

Willkie Farr & Gallagher LLP  
787 Seventh Avenue  
New York, New York 10019-6099  
Attn: Cindy Yellen, Esq.

**REA ASSIGNMENT AND ASSUMPTION AGREEMENT**

In exchange for good and valuable consideration, the receipt and sufficiency of which are hereby acknowledged, effective as of the Effective Date shown below, (a) Saks & Company LLC, a Delaware limited liability company ("**Assignor**"), hereby assigns to Saks Chicago Place Leasehold LLC, a Delaware limited liability company ("**Assignee**"), and its successors and assigns all of Assignor's rights, title and interest in and to and obligations under that certain Easement and Operating Agreement with respect to the real property described on Exhibit A hereto, including, without limitation, the documents and instruments described on Exhibit B hereto (collectively, the "**REA**"), together with Assignor's right, title and interest in and to all improvements, rights, easements, privileges, appurtenances and advantages as to which Assignor has an interest pursuant to the REA; and (b) Assignee hereby accepts the foregoing assignment, assumes the obligations of Assignor under the REA and agrees to perform fully and timely when due all of Assignor's obligations with respect thereto, all to the extent the same accrue from and after the Effective Date. Assignee agrees to indemnify and hold Assignor harmless against any and all losses, costs and expenses (including reasonable attorneys' fees) and liabilities incurred by Assignor in connection with or arising in any manner from Assignee's non-performance of the obligations under the REA assumed hereby by Assignee from and after the Effective Date.

The assignment hereunder is made without any representations or warranties, express or implied, except as may be expressly set forth in that certain Contribution and Subscription Agreement, dated as of February 25, 2015, by and among Assignor and the other parties thereto (the "**Contribution Agreement**") and subject to the terms of the Contribution Agreement.

This REA Assignment and Assumption Agreement (a) may be executed in one or more counterparts, any one of which need not contain the signature of more than one party, but all such counterparts taken together will constitute one and the same instrument and (b) shall be binding on and inure to the benefit of the respective successors and assigns of the parties hereto.

Effective Date: July 22, 2015

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CCRD REVIEWER

# UNOFFICIAL COPY

IN WITNESS WHEREOF, the parties hereto have executed this REA Assignment and Assumption Agreement as of the date first written above.

**ASSIGNOR:**

Saks & Company LLC,  
a Delaware limited liability company

By: Mindy Novack  
Name: Mindy NOVACK  
Title: Vice President, REA Estate Legal

STATE OF NEW YORK )  
COUNTY OF NEW YORK ) §§

On the 13<sup>th</sup> day of July, in the year 2015, before me, the undersigned, personally appeared MINDY NOVACK, personally known to me or provided to me on the basis of satisfactory evidence to be the individual whose name is subscribed to the within instrument and acknowledged to me that he/she executed the same in his/her capacity, that by his/her signature on the instrument, the individual, or the person or the entity upon behalf of which the individual acted, executed the instrument.

Witness my hand and official seal.

[Signature]  
Notary Public

Name: \_\_\_\_\_

Date Commission Expires: \_\_\_\_\_

**WILBERT DAVIS**  
Notary Public, State of New York  
No. 01D/8311686  
Qualified in Dutchess County  
Certificate Filed in New York County  
Commission Expires Aug 16, 2018

# UNOFFICIAL COPY

**ASSIGNEE:**

Saks Chicago Place Leasehold LLC,  
a Delaware limited liability company

By: Saks-LT Master Mezzanine I LLC, its  
managing member

By: Sally Joint Venture LLC, its managing member

By: LT Propco LLC, its managing member

By: Mindy Novack

Name: MINDY NOVACK

Title: vice president, Real Estate Legal

Property of COOK COUNTY Clerk's Office

STATE OF NEW YORK

§§

COUNTY OF NEW YORK

On the 13<sup>th</sup> day of JULY, in the year 2015, before me, the undersigned, personally appeared MINDY NOVACK, personally known to me or provided to me on the basis of satisfactory evidence to be the individual whose name is subscribed to the within instrument and acknowledged to me that he/she executed the same in his/her capacity, that by his/her signature on the instrument, the individual, or the person or the entity upon behalf of which the individual acted, executed the instrument.

Witness my hand and official seal.

[Signature]

Notary Public

Name: \_\_\_\_\_

Date Commission Expires: \_\_\_\_\_

This document was prepared by:

Cindy Yellen, Esq.  
Willkie Farr & Gallagher LLP  
787 Seventh Avenue  
New York, New York 10019

**WILBERT DAVIS**  
Notary Public, State of New York  
No. 01DA6011606  
Qualified in Dutchess County  
Certificate Filed in New York County  
Commission Expires Aug. 10, 2018

# UNOFFICIAL COPY

14779391.2

Exhibit A

Legal Description

[See attached.]

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Ex. A

# UNOFFICIAL COPY

Site Name Chicago Place Mall IL

## EXHIBIT A LEGAL DESCRIPTION

### PARCEL 1:

LOTS 3 AND 4 IN CHICAGO PLACE RESUBDIVISION OF THE LAND, PROPERTY AND SPACE WITHIN BLOCK 46 (EXCEPT THE EAST 75.0 FEET THEREOF) IN KINZIES ADDITION TO CHICAGO IN THE NORTH 1/2 OF SECTION 10, TOWNSHIP 39 NORTH, RANGE 14 EAST OF THE THIRD PRINCIPAL MERIDIAN, IN COOK COUNTY, ILLINOIS.

### PARCEL 2:

EASEMENTS APPURTENANT TO AND FOR THE BENEFIT OF PARCEL 1 AS SET FORTH IN ARTICLE III OF THE EASEMENT AND OPERATING AGREEMENT RECORDED OCTOBER 5, 1990 AS DOCUMENT NUMBER 90487310, MADE BY AND BETWEEN CHICAGO PLACE PARTNERSHIP, AN ILLINOIS CORPORATION, LASALLE NATIONAL TRUST, N.A. SUCCESSOR TO LASALLE NATIONAL BANK AS TRUSTEE UNDER TRUST AGREEMENT DATED JULY 1, 1986 AND KNOWN AS TRUST NUMBER 111297, 700 MICHIGAN TOWER PARTNERSHIP, AN ILLINOIS PARTNERSHIP, SAKS & COMPANY, A NEW YORK CORPORATION AND POST & POWELL CORPORATION, A CALIFORNIA CORPORATION.

PIN: 17-10-105-015-00000 and 17-10-105-015-00000

Address: 700 N. Michigan Avenue, Chicago, IL

Property of Cook County Clerk's Office

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## Exhibit B

### List of REA Documents and Recording Information

1. Easement and Operating Agreement dated August 23, 1989 by and among Chicago Place Partnership, LaSalle National Trust, N.A., 700 Michigan Tower Partnership, Saks & Company and Post and Powell Corporation, recorded as Document No. 90487310 at the Office of the Recorder of Deeds of Cook County, Illinois.
2. Assignment and Assumption of REA dated April 5, 1995 by Win Realty Holdings, Inc. to Saks & Company, Saks Fifth Avenue of Ohio, Inc., Saks Fifth Avenue Atlanta, Inc., Saks Fifth Avenue-Stamford, Inc. and Saks Fifth Avenue, Inc., recorded as Document No. 95242740 at the Office of the Recorder of Deeds of Cook County, Illinois.
3. Assignment and Assumption of REA dated April 5, 1995 by Saks Fifth Avenue of Ohio, Inc. to Saks & Company, recorded as Document No. 95242747 at the Office of the Recorder of Deeds of Cook County, Illinois.
4. Assignment and Assumption of REA dated April 5, 1995 by Saks Fifth Avenue Atlanta, Inc. to Saks & Company, recorded as Document No. 95242748 at the Office of the Recorder of Deeds of Cook County, Illinois.
5. Assignment and Assumption of REA dated April 5, 1995 by Saks Fifth Avenue-Stamford, Inc. to Saks & Company, recorded as Document No. 95242749 at the Office of the Recorder of Deeds of Cook County, Illinois.
6. Assignment and Assumption of REA dated April 5, 1995 by Saks Fifth Avenue, Inc. to Saks & Company, recorded as Document No. 95242750 at the Office of the Recorder of Deeds of Cook County, Illinois.
7. Assignment and Assumption of REA dated April 5, 1995 by Saks & Company to SFA Real Estate Co., recorded as Document No. 95242751 at the Office of the Recorder of Deeds of Cook County, Illinois.
8. REA Assignment and Assumption Agreement dated July 22, 2015 by SCCA Store Holdings Real Property LLC to Saks & Company LLC, recorded as Document No. 1521216074 at the Office of the Recorder of Deeds of Cook County, Illinois.