

MEMORANDUM OF LEASE

THIS MEMORANDUM OF LEASE, is made and entered into as of this 12th day of November, 1985, by and between MORGAN GUARANTY TRUST COMPANY OF NEW YORK, a New York corporation with its principal office at 23 Wall Street, New York, New York, as Successor Trustee of Ford General Retirement Plan Trust Under Agreement with Ford Motor Company made as of March 1, 1950 (hereinafter called "Landlord") and EESCO, INC., a Delaware corporation having its principal office at 814 Commerce Drive, P. O. Box 3848, Oak Brook, Illinois (hereinafter called "Tenant");

19-03-201-044
19-03-201-019
WITNESSETH: K

WHEREAS, Landlord and Tenant entered into a Lease dated November 12th, 1985 (hereinafter called "Lease Agreement") which Lease Agreement is incorporated herein in full as if set forth herein; and

WHEREAS, Landlord and Tenant desire to record and give constructive notice of the Lease Agreement;

NOW, THEREFORE, know all men by these presents that for and in consideration of the mutual covenants and agreements herein contained and other good and valuable consideration, the receipt and sufficiency of which are hereby acknowledged, the parties hereto agree as follows:

This Instrument Was Prepared By:

Connie S. Caldwell, Esq.
Powell, Goldstein, Frazer
& Murphy
Suite 1050
400 Perimeter Center Terrace
Atlanta, Georgia 30346

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1. PREMISES: Landlord has leased and rented and by these presents does lease and rent unto Tenant and Tenant has leased and rented and by these presents does lease and rent from Landlord for the term commencing April 1, 1986, and ending March 31, 2001, and at the rental and upon the other covenants, terms and conditions set forth in the Lease Agreement the building known as 3939 South Karlov Avenue, Chicago, Illinois (hereinafter called "Premises") located on that certain real property described in Exhibit "A" attached hereto and made a part hereof.

TO HAVE AND TO HOLD the Premises, together with all easements, rights, and appurtenances, if any, in connection therewith and thereunto belonging to Landlord for the term and at the rental and upon all other covenants, terms and conditions set forth in the Lease Agreement.

2. LESSEE'S PURCHASE OPTIONS: The Lease Agreement contains in favor of Lessee in Section 6.04 thereof the optional right of first and prior refusal to purchase the Premises in the event that Landlord at any time, while the Lease Agreement is in force and effect, decides to sell the Premises, and receives a bona fide offer for the purchase of said Premises. Tenant also has, pursuant to Article XIII of the Lease Agreement, the exclusive right to buy the Premises, at Tenant's option, upon the expiration of the term of the Lease Agreement, provided Tenant shall not at that time be in default thereunder.

3. INCORPORATION OF LEASE AGREEMENT: All covenants, terms and conditions of the Lease Agreement are hereby incorporated by reference and made a part hereof. In the event of any conflicts between the Lease Agreement and this Memorandum of Lease, the terms and conditions of the Lease

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Agreement shall control. Nothing contained in this Memorandum of Lease shall be deemed to change, modify or in any other way affect the rights, duties and obligations of Landlord and Tenant under the Lease Agreement and nothing contained herein shall be deemed a lease agreement or a conveyance of an estate which is in addition to the Lease Agreement and conveyance contained in and effected by the Lease Agreement, it being understood the Lease Agreement and this Memorandum of Lease shall constitute one and the same lease agreement and conveyance.

IN WITNESS WHEREOF, the undersigned Landlord and Tenant have caused this Memorandum of Lease to be executed by their duly authorized officers and their corporate seals affixed hereto as of the day and year first above written.

LANDLORD:

MORGAN GUARANTY TRUST COMPANY OF
NEW YORK as Successor Trustee of
Ford General Retirement Plan
Trust Under Agreement with Ford
Motor Company as of March 1, 1950

PRINT OR TYPE
NAMES BELOW
SIGNATURES

By: David H. Marchant
DAVID H. MARCHANT Vice-President

Attest: Jack Roditi
Title: Jack Roditi ASSISTANT SECRETARY

[CORPORATE SEAL]

State of New York, County of New York

I, the undersigned, a Notary Public in and for said County in the State aforesaid, do hereby certify that DAVID H. MARCHANT & JACK RODITI, personally known to me to be that same persons whose names subscribed to the foregoing instrument appeared before me this day in person, and acknowledged that They signed, sealed and delivered the

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said instrument as _____ free and voluntary act, for the uses and purposes therein set forth.

Given under my hand and official seal, this 21st day of November, 1985. My commission expires March 30, 1986.

MARGARET M. BOYLE
Notary Public, State of New York
No. 03-87-1440
Qualified in Cook County
Certificate filed in N.Y. County
Commission expires Mar. 30, 1986

Margaret M. Boyle
Notary Public
[Affix Notarial Seal]

PRINT OR TYPE
NAMES BELOW
SIGNATURES

TENANT:

EESCO, INC.

By: Patrick A. O'Neil

Title: V.P. Treasurer

Attest: Steven J. Riordan

Title: ASS'T SECRETARY

[CORPORATE SEAL]

State of Illinois, County of DeWitt

I, the undersigned, a Notary Public in and for said County in the State aforesaid, do hereby certify that Patrick J. Hullme + Steven Riordan, personally known to me to be the same persons whose names they subscribed to the foregoing instrument appeared before me this day in person, and acknowledged that they signed, sealed and delivered the said instrument as _____ free and voluntary act, for the uses and purposes therein set forth.

Given under my hand and official seal, this 15th day of November, 1985. My commission expires January 31, 1987.

Theresa A. Fazio
Notary Public
[Affix Notarial Seal]

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EXHIBIT A

ANNEXED TO AND MADE PART OF
THAT CERTAIN LEASE DATED THE
12th DAY OF November, 1985
MADE BY AND BETWEEN MORGAN
GUARANTY TRUST COMPANY OF NEW
YORK AS SUCCESSOR TRUSTEE OF
FORD GENERAL RETIREMENT PLAN
TRUST, AS LANDLORD AND EESCO,
INC., AS TENANT

ALL those certain premises, together with the buildings and improvements thereon, commonly known as 3939 South Karlov Avenue, in the City of Chicago, County of Cook and State of Illinois, and more particularly described as follows, to wit:

PARCEL 1

That part of Lot "B" in the subdivision of the Circuit Court Commissioners in partition of that part of the North East quarter lying South of the Illinois and Michigan Canal Reserve of Section 3, Township 38 North, Range 13 East of the Third Principal Meridian according to the plat of said subdivision recorded in the Recorder's Office of Cook County, Illinois, on September 5, 1893 in book 59 of plats, page 32, as document 1924571 bounded and described as follows:

Beginning at the intersection of the West line of South Pulaski Road (formerly South Crawford Avenue) with a line of the land conveyed by the Chicago River and Indiana Railroad Company to the Crawford Real Estate Development Company by deed recorded in the Recorder's Office of Cook County, Illinois, as document 17307420, which line of land, so conveyed is a straight line drawn from a point in the East line of the said North East quarter which is 2295.41 feet North from the South East corner of the said North East quarter, to a point which is 216.88 feet

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West of the East line and 2354.67 feet North of the South line of the said North East quarter, thence North Westerly along the said line of land so conveyed, a distance of 139.97 feet to a point, thence East along a straight line a distance of 68.74 feet to its intersection with a line drawn parallel with and 18.04 feet North Easterly of (measured at right angles to) the said line of land so conveyed, thence South Easterly along the last described parallel line a distance of 68.75 feet, more or less, to its intersection with the West line of South Pulaski Road aforementioned, thence South along the West line of South Pulaski Road, a distance of 18.7 feet, more or less to the point of beginning in Cook County, Illinois.

The foregoing description is based upon the following definitions:

The East and West center line of said Section 3 is herein defined as a straight line drawn from a point on the East line of said Section 3, measured 2597.19 feet South from the North East corner of said Section 3, and measured 2669.84 feet North from the South East corner of said Section 3, to a point on the West line of said Section 3, measured 2598.77 feet South from the North West corner of said Section 3, and measured 2661.19 feet North from the South West corner of said Section 3;

ALSO

Parcel 2:

That part of Lot "B" in the subdivision of the Circuit Court Commissioners in Partition of that part of the North East quarter lying South of the Illinois and Michigan Canal Reserve, of Section 3, Township 38 North, Range 13 East of the Third Principal Meridian, according to the plat of subdivision recorded in the Recorders Office of Cook County, Illinois, on September 5, 1893 in book 59 of plats, page 32, as document 1924571, bounded and described as follows:

Beginning at the point of intersection of a line 523.79 feet North from and parallel with the North line of West 40th Street (a private street) with the East line of South Karlov Avenue (a private street) and running thence North along said East line of South Karlov Avenue a distance of 267.91 feet to its

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intersection with a line of the land conveyed by the Chicago River and Indiana Railroad Company to the Crawford Real Estate Development Company by deed recorded in the Recorder's Office of Cook County, Illinois, as document 17307420, which line of land, so conveyed, is a curved line, convex to the North and having a radius of 600 feet, and which extends Westerly from a point that is 216.88 feet West and 2354.67 feet North from the East and South lines respectively, of said North East quarter to a point which is 597.24 feet West and 2333.03 feet more or less North from said East and South lines: thence Eastwardly along said line of said land so conveyed, being the arc of a circle having a radius of 600 feet and convex Northerly, a distance of 363.08 feet to said point which is 216.88 feet West and 2354.67 feet North from said East and South lines of said North East quarter, thence Southeastwardly, continuing along a line being a straight line of said land, so conveyed, a distance of 199.61 feet to its intersection with the West line of South Pulaski Road (formerly South Crawford Avenue) (which straight line, if continued Easterly, will intersect said East line of the North East quarter at a point 2295.41 feet North from the South East corner of said North East quarter) thence South along said West line of South Pulaski Road a distance of 95.31 feet to a point 655.63 feet North from the North West corner of said South Pulaski Road, and West 40th Street, thence Southwestwardly along the arc of a circle having a radius of 666.69 feet and convex North Westerly a distance of 90.69 feet to a point which is 468.24 feet East from said East line of South Karlov Avenue and 616.65 feet North from said North line of West 40th Street, thence continuing South Westwardly along the arc of a circle having a radius of 366.02 feet and convex North Westerly a distance of 79.64 feet to a point which is 403.68 feet East from said East line of South Karlov Avenue and 570.37 feet North from said North line of West 40th Street, thence continuing South Westwardly along the arc of a circle having a radius of 391.56 feet and convex North Westerly a distance of 64.24 feet to a point on the hereinbefore mentioned line which is 523.79 feet North from and parallel with the North line of West 40th Street, which point is 190.40 feet West from said West line of South Pulaski Road and thence West along the last above mentioned parallel line a distance of 359.60 feet to the point of beginning.

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The foregoing description is based upon the following definitions:

South Karlov Avenue (a private street) is defined as a strip of land 66 feet in width, lying in Lot "B" of the subdivision recorded in book 59 of plats, page 32, as document 1924571, being 33 feet on each side of the center line thereof, which line is parallel to and 583 feet West of the West line of South Pulaski Road and extends from the North line of West 40th Street to the Northerly line of the land conveyed by the Chicago River and Indiana Railroad Company to The Crawford Real Estate Development Company by deed recorded in the Recorder's Office of Cook County, Illinois, as document 17307420.

West 40th Street (a private street) is defined as a strip of land 66 feet in width lying in Lot "A" and in Lot "B" of the subdivision recorded in Book 59 of plats, page 32, as document 1924571, extending Easterly from a line parallel to and 655.93 feet East of and parallel to the North and South center line of Section 3, said parallel line being the East line of South Kildare Boulevard, to its intersection with the West line of South Pulaski Road. The North line of said strip is a line parallel to and 1086 feet North of the North line of re-established District Boulevard; the South line of said strip of land is a line parallel to and 66 feet South of the North line of said strip of land;

The North and South center line of said Section 3 is herein defined as a straight line drawn from a point on the North line of said Section 3, measured 2648.14 feet West from the North East corner of said Section 3, and measured 2642.84 feet East from the North West corner of said Section 3, to a point on the South line of said Section 3, measured 2669.67 feet West from the South East corner of said Section 3, and measured 2668.04 feet East from the South West corner of said Section 3;

The East and West center line of Section 3 is defined as a straight line drawn from a point on the East line of said Section 3, measured 2597.19 feet South from the North East corner of said Section 3, and measured 2669.84 feet North from the South East corner of said Section 3, to a point on the West line of said Section 3, measured 2598.77 feet South from

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the North West corner of said Section 3, and measured 2661.19 feet North from the South West corner of said Section 3;

The North line of Re-established District Boulevard (a private street) and said North line extended, is defined as a straight line drawn from a point on the East line of said Section 3, measured 465.16 feet North of the East and West center line of said Section 3 to a point on the North and South center line of said Section 3, measured 464.08 feet North of said East and West center line;

The South line of Re-established District Boulevard is 80 feet South of and parallel to the North line of Re-established District Boulevard.

Said premises are the same premises conveyed to the Landlord by deed from Standard Brands Incorporated dated April 6, 1965 and recorded in the Office of the Recorder of Deeds of Cook County, Illinois, on April 8, 1965 as Document No. 19429739.

Together with all of the appurtenances described in said deed, and

Subject to all the rights, reservations and restrictions contained in or referred to in said deed and the matters set forth in this Lease, including without limitation the obligations with respect to private street maintenance.

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