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ASSIGNMENT AND ASSUMPTION AGREEMENT

THIS ASSIGNMENT AND ASSUMPTION AGREEMENT made this 23rd day of December, 1986 by and between BURTON H. UPJOHN d/b/a The Upjohn National Leasing Company, 3505 Greenleaf Boulevard, Kalamazoo, Michigan 49008 (the "Assignor") and ROCHELLE ASSOCIATES LP, a New Jersey limited partnership, having an office at 24 River Road, Bogota, New Jersey 07603 (the "Assignee").

W I T N E S S E T H:

Contemporaneously with the execution and delivery hereof, the Assignor has sold to the Assignee certain land and the buildings and improvements thereon, located in Cook County, Rolling Meadows, Illinois, and described in Exhibit "A" attached hereto and made a part hereof (the "Property"). In connection with the sale of the Property, the Assignor has agreed to assign all leases affecting the Property to the Assignee.

NOW, THEREFORE, in consideration of the foregoing and other good and valuable consideration, the sufficiency and receipt of which, prior to the execution hereof, is hereby acknowledged, the parties hereto, intending to be legally bound, do hereby agree as follows:

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1. The Assignor hereby conveys, assigns, transfers and sets over to the Assignee all of its right, title and interest in, under and to the following agreements, which are hereinafter collectively called the "Lease":

a. Lease dated June 19, 1967 between BURTON H. UPJOHN d/b/a The Upjohn National Leasing Company ("Upjohn") as lessor and NCR CORPORATION f/k/a The National Cash Register Company ("NCR") as lessee;

b. Memorandum of Lease dated June 19, 1967 between Upjohn and NCR;

c. Amendment to Lease dated October 30, 1969 between Upjohn and NCR;

d. Memorandum of Lease dated October 30, 1969 between Upjohn and NCR;

e. Addendum to Lease dated September 14, 1970 between Upjohn and NCR;

f. Completion Certificate dated April 30, 1968;

g. Undated Completion Certificate, indicating a completion date of July 7, 1970 and a lease commencement date of August 1, 1970.

This Agreement is under and subject to a certain Assignment of Lease dated December 8, 1969 and recorded on January 16, 1970 as Document No. 21059447 in the public records of Cook County, Illinois.

2. The Assignee hereby accepts the conveyance, transfer and assignment of the Lease and assumes, from and after the date hereof, the obligations of the Assignor under the Lease.

3. All of the documents constituting the Lease have been delivered to the Assignee simultaneously with the execution hereof. The Assignor represents and warrants that the Lease has not been modified, altered or amended and that other than the Lease,

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there are no contracts or agreements with tenants or occupants affecting any portion of the Property.

4. The Assignee shall have no personal liability for the performance of its obligations hereunder, and the lien of any judgment against the Assignee in any proceeding instituted on, under or in connection with the Lease or this Agreement shall not extend to any property now or hereafter owned by the Assignee other than the Property.

IN WITNESS WHEREOF the parties have executed and delivered this Agreement as of the day and year first above written.

ASSIGNOR

Michael S. Clark
Witness

X Burton H. Upjohn
BURTON H. UPJOHN d/b/a The
Upjohn National Leasing
Company

ASSIGNEE

ROCHELLE ASSOCIATES LP, a
New Jersey limited
partnership by its general
partner:

KENBEE MANAGEMENT, INC.

ATTEST:

Ursula M. Clark
Assistant Secretary

By: [Signature]
Vice President



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STATE OF MICHIGAN)
) ss.:
COUNTY OF KALAMAZOO)

I Michael D. O'Connor a Notary Public in and for said County, in the State aforesaid, DO HEREBY CERTIFY that Burton H. Upjohn, 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, sealed and delivered the said instrument as his free and voluntary act for the uses and purposes therein set forth.

GIVEN under my hand and Notarial Seal this 22nd day of DEC. A.D. 1986.

Michael D. O'Connor
Notary Public

My commission expires Aug. 10, 1988

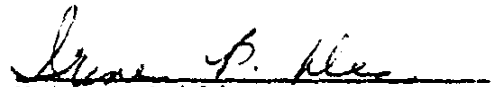
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STATE OF NEW YORK)
) ss.:
COUNTY OF NEW YORK)

On this 23rd day of December, 1986 before me came ARNOLD G. SCHLANGER, to me known to be the individual who executed the foregoing instrument, who, being by me duly sworn, did depose and say that he resides at 207 East 74th Street, New York, New York 10021, that he is a Vice President of KENBEE MANAGEMENT, INC., the corporation described in and which executed the within instrument as a General Partner of ROCHELLE ASSOCIATES LP, a partnership, and that he executed the foregoing instrument in the name of KENBEE MANAGEMENT, INC. by order of the board of directors of said corporation as General Partner and that he has authority to sign the same, and acknowledged that he executed the same as the act and deed of said firm as a General Partner for the uses and purposes therein mentioned.


Notary Public

IRENE B. DEE
Notary Public, State of New York
No. 41-4787253
Qualified in Queens County
Commission Expires March 30, 1987

Clerk of Cook County Clerk's Office

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EXHIBIT "A"

That part of lot 13 bounded by a line described as follows:
Commencing at a point on the Northerly line of said Lot 13, said line being a curved line convex to the North and having a radius of 11,884.16 feet, 278.52 feet, arc measure, Easterly of the North West corner of said Lot; thence Southerly on a radial line of said curve a distance of 300 feet to a point on the Southerly line of said Lot; thence Easterly along the Southerly line of said Lot 13 being a curved line having a radius of 11,884.16 feet and being concentric with the aforescribed curved line a distance of 105.93 feet arc measure, to the SouthEast corner of said Lot; thence Northerly along the Easterly line of said Lot, 300 feet to the North East corner thereof; thence Westerly along the Northerly line of said Lot, 108.66 feet arc measure to the point of beginning, and all of Lot 14 in Rolling Meadows Industrial Center Unit No. 1, a subdivision of part of Sections 7 and 8, Township 41 North, Range 11, East of the Third Principal Meridian, in Cook County, Illinois.

08-08-302-003 + 009

3005 + 3075 Allview Drive, Rolling Meadows

B-G-C

§B

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COOK COUNTY RECORDER

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