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COMBINED SECOND AMENDMENT TO EXISTING SECURITY DOCUMENTS AND FIRST AMENDMENT TO SUBSEQUENT SECURITY DOCUMENTS

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THIS COMBINED SECOND AMENDMENT TO EXISTING SECURITY DOCUMENTS AND FIRST AMENDMENT TO SUBSEQUENT SECURITY DOCUMENTS, dated as of this 29th day of December, 1988 ("Amendment") is entered into by and between BALMORAL RIVER PROPERTIES, an Illinois general partnership ("Balmoral"), LA SALLE NATIONAL BANK, not personally, but solely as Trustee under Trust Agreement dated December 23, 1986 and known as Trust No. 111928 ("Trustee," and collectively with Balmoral, "Borrower"), and BARCLAYS BANK PLC ("Bank").

R E C I T A L S

A. Balmoral and Bank have entered into a Commitment Letter Agreement dated as of February 5, 1988, as amended by a First Amendment and Consent to Commitment Letter Agreement dated as of November 4, 1988, a Second Amendment and Consent to Commitment Letter Agreement dated as of November 30, 1988 and a Third Amendment and Consent to Commitment Letter Agreement of even date herewith, (collectively, "Letter Agreement").

B. Borrower has requested that Bank increase the amount of the Credit (defined in Letter Agreement) by ELEVEN MILLION EIGHT HUNDRED FIFTY THOUSAND DOLLARS (\$11,850,000.00) ("Credit Increase") to the aggregate principal amount of TWENTY SEVEN MILLION FIVE HUNDRED FIFTY THOUSAND DOLLARS (\$27,550,000.00).

C. The Credit is secured by each of the following documents and instruments (items (1) through (6) below are hereinafter referred to as the "Existing Security Documents" and items (7) through (22) below are hereinafter referred to as the "Subsequent Security Documents" and collectively, "Security Documents"):

(1) A mortgage executed by Trustee, dated as of July 16, 1987, and recorded on October 6, 1987 as document number 87543311 with the Cook County, Illinois Recorder of Deeds ("Recorder"), as amended by a certain Mortgage Note and Security Documents Modification executed by Borrower and Bank, dated February 5, 1988 and recorded on February 9, 1988 as document 88059837 with the Recorder ("Modification"), affecting certain real property located in Cook County, Illinois and described on Exhibit A hereto ("Original Mortgage").

BOX 15

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(2) An Assignment of Leases and Rents dated as of December 30, 1986 and recorded on December 31, 1986 as document number 86629386, with the Recorder, as amended by the Modification, affecting certain real property located in Cook County, Illinois and described on Exhibit A hereto.

(3) A Collateral Assignment of Beneficial Interest in Land Trust executed by Borrower and Bank, dated as of December 30, 1986, as amended by a Consent and Amendment to Collateral Assignment of Beneficial Interest in Land Trust dated April 7, 1988, a Second Amendment to Collateral Assignment of Beneficial Interest in Land Trust, dated November 4, 1988, and a Third Amendment to Collateral Assignment of Beneficial Interest in Land Trust, dated November 30, 1988.

(4) A Security Agreement executed by Borrower, dated as of December 30, 1986.

(5) Two UCC-1 Financing Statements executed by each of Balmoral and Trustee, filed on January 2, 1987 as document nos. 2226700 and 2228293 with the Illinois Secretary of State.

(6) A Collateral Assignment executed by Borrower, dated as of December 30, 1986.

(7) A mortgage executed by Trustee, dated as of April 7, 1988 and recorded on April 7, 1988 as document no. 88147976, with the Recorder, affecting certain real property in Cook County Illinois and described on Exhibit B hereto ("Subsequent Mortgage").

(8) A Security Agreement executed by Borrower, dated as of April 7, 1988.

(9) a Pledge Agreement executed by Borrower dated as of April 7, 1988.

(10) A Collateral Assignment of Development Agreement executed by Borrower, dated as of April 7, 1988.

(11) An Assignment of Leases and Rents executed by Borrower, dated as of April 7, 1988 and recorded on April 8, 1988 as document number 88147977, with the Recorder, affecting certain real property located in Cook County, Illinois and described on Exhibit B hereto.

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(21) UCC-2 Financing Statements executed by each of Balmoral and Trustee, dated as of November 30, 1988.

(20) An Assignment of Leases and Rents executed by Borrower, dated as of November 30, 1988 and recorded on December 1, 1988 as document number 8853291, with the Recorder, affecting certain real property in Cook County, Illinois and described on Exhibit D hereto.

(19) A Security Agreement executed by Borrower, dated as of November 30, 1988.

(18) A mortgage executed by Trustee, dated as of November 30, 1988 and recorded on December 1, 1988 as document number 8853290 with the Recorder, affecting certain real property in Cook County, Illinois and described on Exhibit D hereto ("Parcels A & E Mortgage").

(17) UCC-1 Financing Statements executed by each of Balmoral and Trustee, dated as of November 4, 1988 and filed with the Illinois Secretary of State on November 14, 1988 as document numbers 2496481 and 2496480.

(16) UCC-2 Financing Statements executed by each of Balmoral and Trustee, dated as of November 4, 1988 and recorded on November 10, 1988 as document numbers 88427804 and 88427805, with the Recorder.

(15) An Assignment of Leases and Rents executed by Borrower, dated as of November 4, 1988 and recorded on November 10, 1988 as document number 8822627 with the Recorder, affecting certain real property located in Cook County, Illinois and described on Exhibit C hereto.

(14) A Security Agreement executed by Borrower, dated as of November 4, 1988.

(13) A mortgage executed by Trustee, dated as of November 4, 1988 and recorded on November 10, 1988 as document number 8822626 with the Recorder, affecting certain real property located in Cook County, Illinois and described on Exhibit C hereto ("Twin Oaks Mortgage").

(12) UCC-1 Financing Statements executed by each of Balmoral and Trustee, dated as of April 7, 1988 and filed on April 11, 1988 as document numbers 242254 and with the Illinois Secretary of State.

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and recorded on December 1, 1988 as document numbers 88U29641 and 88U29642 with the Recorder.

(22) UCC-1 Financing Statements executed by each of Balmoral and Trustee, dated as of November 30, 1988 and filed with the Illinois Secretary of State on December 5, 1988, as document numbers 2506712 and 2506713.

D. As a condition precedent to the Credit Increase, Bank and Balmoral have agreed to amend the Security Documents so as to secure the Credit (as increased by the Credit Increase).

A G R E E M E N T S

NOW, THEREFORE, for and in consideration of the Credit Increase, Balmoral, Bank and Trustee agree as follows:

1. Definitions. All capitalized terms contained in this Amendment shall have the meanings set forth in the Letter Agreement unless specifically set forth herein.

2. Credit Increase. The Security Documents are hereby amended such that the amount of the indebtedness and obligations secured by the Security Documents shall be increased and expanded to secure the Credit and the Credit Increase, and the Security Documents shall therefore secure indebtedness and obligations in the aggregate principal amount of TWENTY SEVEN MILLION FIVE HUNDRED FIFTY THOUSAND DOLLARS (\$27,550,000.00) and any and all interest accruing thereon and other sums relating thereto, and the performance and satisfaction of all other covenants, agreements and obligations of Borrower under the Security Documents, the Existing Loan Agreement and the Letter Agreement.

3. Lien for Service Charges and Expenses. The amount appearing in the last line of paragraph 35 in each of the Original Mortgage, the Subsequent Mortgage, the Twin Oaks Mortgage and the Parcels A & E Mortgage shall hereby be increased from \$30,000,000.00 to \$60,000,000.00.

4. Letter Agreement. Reference to the "Letter Agreement" or the "Commitment Letter Agreement" in the Security Documents shall hereafter mean "Letter Agreement" as defined in the first recital hereinabove.

5. Affirmation. Except as specifically amended hereby, the Security Documents shall remain in full force and effect and are hereby affirmed and ratified.

6. Effective Date. This Amendment shall be effective as of the date first written above.

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7. Counterparts. This Amendment may be executed in counterparts, each of which may be deemed an original, but all of which shall together constitute one and the same instruments.

8. Captions. The captions and headings of various Sections of this Amendment are for convenience only and are not to be considered as defining or limiting in any way, the scope or intent of the provisions hereof.

9. Trustee Exculpation. This Amendment is executed by LA SALLE NATIONAL BANK, not personally but as Trustee as aforesaid in the exercise of the power and authority conferred upon and vested in it as such Trustee (and said La Salle National Bank hereby warrants that it possesses full power and authority to execute this instrument), and it is expressly understood and agreed that nothing herein contained shall be construed as creating any liability on said LaSalle National Bank personally to perform any covenant either express or implied contained herein or in the Mortgage all such liability, if any, being expressly waived by the holder and by every person now or hereafter claiming any right of interest hereunder.

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IN WITNESS WHEREOF, Trustee and Balmoral have caused these presents to be signed, and their corporate seals to be hereunto affixed and attested, by their duly authorized officers as of the day and year first above written.

LA SALLE NATIONAL BANK, not personally, but as Trustee under its Trust No. 111928

By: [Signature]
Its: Assistant Vice President

ATTEST:
By: [Signature]
Its: ASSISTANT SECRETARY

BALMORAL RIVER PROPERTIES, an Illinois general partnership

By: _____
Its: General Partner

The foregoing modifications are hereby acknowledged and agreed to.

BARCLAYS BANK PLC

By: _____
Its: _____

This instrument prepared by and, after recording, return to:

Patrick M. Hardiman
Hopkins & Sutter
Three First National Plaza
Suite 4000
Chicago, Illinois 60602

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IN WITNESS WHEREOF, Trustee and Balmoral have caused these presents to be signed, and their corporate seals to be hereunto affixed and attested, by their duly authorized officers as of the day and year first above written.

LA SALLE NATIONAL BANK, not personally, but as Trustee under its Trust No. 111928

By: _____
Its: _____

ATTEST:

By: _____
Its: _____

BALMORAL RIVER PROPERTIES, an Illinois general partnership

By:  _____
Its: General Partner

The foregoing modifications are hereby acknowledged and agreed to.

BARCLAYS BANK PLC

By: _____
Its: _____

This instrument prepared by and, after recording, return to:

Patrick M. Hardiman
Hopkins & Sutter
Three First National Plaza
Suite 4000
Chicago, Illinois 60602

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IN WITNESS WHEREOF, Trustee and Balmoral have caused these presents to be signed, and their corporate seals to be hereunto affixed and attested, by their duly authorized officers as of the day and year first above written.

LA SALLE NATIONAL BANK, not personally, but as Trustee under its Trust No. 111928

By: _____
Its: _____

ATTEST:

By: _____
Its: _____

BALMORAL RIVER PROPERTIES, an Illinois general partnership

By: _____
Its: General Partner

The foregoing modifications are hereby acknowledged and agreed to.

BARCLAYS BANK PLC

By: Diana M. [Signature]
Its: VICE PRESIDENT

This instrument prepared by and, after recording, return to:

Patrick M. Hardiman
Hopkins & Sutter
Three First National Plaza
Suite 4000
Chicago, Illinois 60602

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STATE OF ILLINOIS)
) SS
COUNTY OF COOK)

I, Evelyn F. Moore, a Notary Public in and for the County and State aforesaid, DO HEREBY CERTIFY that the above named Corinne Bolt and Edna Marie Walter, of the LA SALLE NATIONAL BANK, personally known to me to be the same persons who names are subscribed to the foregoing instrument as such ~~Assistant Vice President~~ and ~~ASSISTANT SECRETARY~~, respectively, appeared before me this day in person and acknowledged that they signed and delivered said instrument as their own free and voluntary act and as the free and voluntary act of said Association, as Trustee aforesaid, for the uses and purposes therein set forth; and the said ~~Assistant Secretary~~ then and there acknowledged that he, as custodian of the corporate seal of said Association, did affix the corporate seal of said Association to said instrument as his own free and voluntary act and as the free and voluntary act of said Association for the uses and purposes therein set forth.

GIVEN under my hand and Notarial Seal this 29th day of December, 1988.

Evelyn F. Moore

My Commission Expires:

8-9-91



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STATE OF ILLINOIS)
) SS
COUNTY OF COOK)

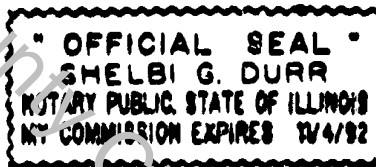
I, Shelby Durr, a Notary Public in and for the County and State aforesaid, DO HEREBY CERTIFY that the above named Diana Nitzel a Vice President of BARCLAYS BANK PLC, personally known to me to be the same person who name is subscribed to the foregoing instrument as such Vice President appeared before me this day in person and acknowledged that she signed and delivered said instrument as their own free and voluntary act and as the free and voluntary act of said Bank, for the uses and purposes therein set forth.

GIVEN under my hand and Notarial Seal this ___ day of December, 1988.

Shelby G. Durr

My Commission Expires:

11-4-92



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STATE OF ILLINOIS)
) SS
COUNTY OF COOK)

I, Susan M. Urso, a Notary Public in and for the County and State aforesaid, DO HEREBY CERTIFY that ... the general partner of BALMORAL RIVER PROPERTIES, a general partnership, personally known to me to be the same person who name is subscribed to the foregoing instrument as such general partner, appeared before me this day in person and acknowledged that he/she signed and delivered said instrument as his/her own free and voluntary act and as the free and voluntary act of said Partnership, for the uses and purposes therein set forth.

GIVEN under my hand and Notarial Seal this 28th day of December, 1988.

Susan M. Urso (Signature)

My Commission Expires:

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\$21.00

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COOK COUNTY RECORDER



Address:

River Road, Otto Avenue and
Balmoral Avenue, Rosemont, IL

Pin:

- 12-09-200-052
12-09-214-040
12-10-100-064
12-09-214-039
12-10-100-107
12-10-100-007
12-10-100-014
12-10-100-021
12-10-100-057

- 12-10-100-106
12-09-214-021
12-09-214-027

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(Signature)

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OFFICE OF THE CLERK
OF THE COUNTY OF COOK
JAN 1 1991

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