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ASSIGNMENT AND ASSUMPTION AGREEMENT

THIS ASSIGNMENT AND ASSUMPTION AGREEMENT is made this 28th day of NOVEMBER, 1989 by and between SANTA FE PACIFIC REALTY CORPORATION, a Delaware corporation, successor in interest to Santa Fe Land Improvement Company, ("Assignor") and CHICAGO TITLE AND TRUST COMPANY, an Illinois corporation, Trustee under the provisions of Trust Agreement Number 1092281 ("Assignee").

W I T N E S S E I H

WHEREAS, Assignor is the owner of the property legally described on Exhibit "A" attached hereto (the "Property") which is commonly known as a part of the Santa Fe Business Center, located in Hodgkins-Willow Springs, Illinois; and

WHEREAS, concurrently herewith Assignor is selling and conveying the Property to Assignee by Special Warranty Deed in Trust to the Assignee pursuant to that certain Real Estate Sale Contract dated September 29, 1989 by and between Assignor and the Assignee (the "Sale Contract"); and

WHEREAS, Assignor has recorded that certain Declaration of Protective Covenants for Santa Fe Business Center, Hodgkins-Willow Springs, Illinois dated November 15, 1983, originally recorded with the Cook County Recorder of Deeds as Document Number 268674718, re-recorded with the Cook County Recorder of Deed as Document Number 26969810 solely for the purpose of correcting an erroneous legal description, and amended by Amendment to Declaration of Protective Covenants for Santa Fe Business Center, Hodgkins-Willow Springs, Illinois recorded with the Cook County Recorder of Deeds as Document Number 87213038 (the "Declaration"), and Assignor desire to transfer and assign to Assignee all of Assignor's right, title and interest in and to the Declaration;

NOW THEREFORE, in consideration of the foregoing and of the covenants and conditions contained herein and for other good and valuable consideration, the receipt and sufficiency of which are hereby acknowledged, the parties hereto agree as follows:

1. Assignor does hereby sell, transfer and assign to Assignee all of the right, title and interest of Assignor under the Declaration.

2. Assignor hereby agrees to indemnify, defend and hold Assignee harmless from and against any and all claims, loss, costs, damage, expenses and liability, including without limitation, reasonable attorneys' fees and litigation expense suffered or incurred by Assignee from or in connection with the duties, obligations, undertakings and liabilities of the Assignor under the Declaration and arising out of any event which occurred prior to the date hereof.

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3. Assignee hereby accepts the foregoing assignment and assumes and agrees to perform, discharge and observe all of the duties, obligations, undertakings and liabilities of the Assignor under the Declaration arising from or after the date hereof.

4. Assignee hereby agrees to indemnify, defend and hold Assignor harmless from and against any and all claims, loss, cost, damage, expense and liability, including without limitation reasonable attorneys' fees and litigation expense suffered or incurred by Assignor from or in connection with the duties, obligations, undertakings and liabilities of the Assignee under the Declaration and arising out of any event which occurred after the date hereof.

5. The respective agreements and indemnities herein set forth are for the benefit only of the parties hereto, and no provision of this Assignment and Assumption Agreement is intended to benefit, nor shall any such provision be enforceable by, any person or entity not a party hereto.

6. This Assignment and Assumption Agreement shall be binding upon and inure to the benefit of the parties hereto and their respective successors-in-interest and assigns.

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

ASSIGNOR:

SANTA FE PACIFIC REALTY CORPORATION,
a Delaware corporation

J. D. Saunders
By: T. D. Saunders

Its: Director of Sales and Land Management

ATTEST:

W. Wright

By: W. Wright

Its: Assistant Secretary

ASSIGNEE:

CHICAGO TITLE AND TRUST COMPANY,
an Illinois corporation

Christine G. [Signature]
By: Christine G. [Signature]

Its: President

ATTEST:

[Signature]
By: [Signature]

Its: Secretary

AFTER RECORDING MAIL TO:

MINARD C. HULSE, ESQ.
KECK, MAHIN & CATE
223 SOUTH WACKER, 83RD FLOOR
CHICAGO, IL. 60606

THIS INSTRUMENT PREPARED

BY:

JUDITH A. KUHN
SANTA FE PACIFIC REALTY
CORPORATION
5429 LBJ FREEWAY, SUITE 600
DALLAS, TEXAS 75240-2609

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STATE OF TEXAS)

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) SS.

COUNTY OF DALLAS)

I, the undersigned, a Notary Public, in and for the County and State aforesaid, DO HEREBY CERTIFY THAT T. D. Saunders and W. Wright, personally known to me to be the Director of Sales and Land Management and Assistant Secretary, respectively, of SANTA FE PACIFIC REALTY CORPORATION, a Delaware corporation, and personally known to me to be the same persons whose names are subscribed to the foregoing instrument, appeared before me this day in person and severally acknowledged that as such Director of Sales and Land Management and Assistant Secretary of said corporation, they have executed the foregoing instrument and caused the corporate seal of said corporation to be affixed thereto, pursuant to authority given by the Board of Directors of said corporation as their free and voluntary act, and as the free and voluntary act and deed of said corporation, for the uses and purposes therein set forth.

Given under my hand and official seal, this 27th day of November, 19 89.

Judith A. Kuhn
Notary Public

My Commission expires January 27, 19 89.

0281s



STATE OF ILLINOIS)
COUNTY OF COOK) SS.

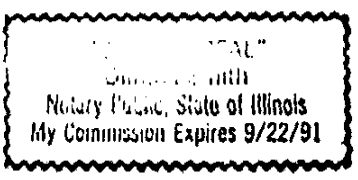
I, the undersigned, a Notary Public, in and for the County and State aforesaid, DO HEREBY CERTIFY THAT ROBERT G. GLENN and ANDREA S. BROWN, personally known to me to be the President and Secretary, respectively, of CHICAGO TITLE AND TRUST COMPANY, an Illinois corporation, and personally known to me to be the same persons whose names are subscribed to the foregoing instrument, appeared before me this day in person and severally acknowledged that as such ROBERT G. GLENN and ANDREA S. BROWN Secretary, they have executed the foregoing instrument and caused the corporate seal of said corporation to be affixed thereto, pursuant to authority given by the Board of Directors of said corporation as their free and voluntary act, and as the free and voluntary act and deed of said corporation, for the uses and purposes therein set forth.

Given under my hand and official seal, this 27th day of November, 19 89.

Robert G. Glenn
Notary Public

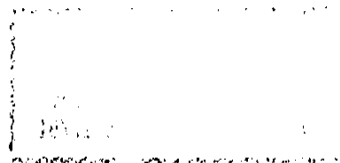
My Commission expires _____, 19 ____.

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EXHIBIT "A"

PARCEL THREE

LOT 1 IN THE SANTA FE HODGKINS-WILLOW SPRINGS INDUSTRIAL DISTRICT UNIT SIX BEING A SUBDIVISION IN PARTS OF SECTION 21 AND 28, TOWNSHIP 38 NORTH, RANGE 12 EAST OF THE THIRD PRINCIPAL MERIDIAN IN COOK COUNTY, ILLINOIS.

PARCEL FOUR

LOT 1 AND LOT 2 IN THE SANTA FE HODGKINS WILLOW SPRINGS INDUSTRIAL DISTRICT UNIT EIGHT, EXCEPT THE SOUTHWESTERLY 380.00 FEET (AS MEASURED ALONG THE NORTHWESTERLY LINE OF LOT 2) OF SAID LOT 2, BEING THAT PART DESIGNATED AS LOT 1 IN UNIT NINE, ALL IN SECTIONS 21, 22 AND 28, IN TOWNSHIP 38 NORTH, RANGE 12 EAST OF THE THIRD PRINCIPAL MERIDIAN, RECORDED AS DOCUMENT NUMBER 25808034. LOT 1 AND THAT PART OF LOT 2 DESCRIBED HEREIN, TOGETHER AS A TRACT CONTAINING 12.924 ACRES, MORE OR LESS, IN COOK COUNTY, ILLINOIS.

PARCEL SIX

LOT 1 IN UNIT FIVE OF THE SANTA FE HODGKINS-WILLOW SPRINGS INDUSTRIAL DISTRICT BEING A SUBDIVISION IN THE NORTH HALF OF SECTION 22, TOWNSHIP 38 NORTH, RANGE 12 EAST OF THE THIRD PRINCIPAL MERIDIAN, IN COOK COUNTY, ILLINOIS CONTAINING 6.8144 ACRES (296,835.26 SQUARE FEET), MORE OR LESS.

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