

89092046

MANAGER'S SUBORDINATION AGREEMENT

THIS AGREEMENT made this 27th day of February, 1989, by and between METROPOLITAN MANAGEMENT COMPANY, an Illinois corporation, METROPOLITAN STRUCTURES, an Illinois general partnership (collectively "Property Manager"), and CITICORP REAL ESTATE, INC., a Delaware corporation ("Mortgagee"),

W I T N E S S E T H:

A. American National Bank and Trust Company of Chicago, as Trustee under a certain Trust Agreement dated October 31, 1967 and known as Trust No. 25421 ("Owner") has a leasehold interest (the "Leasehold") in the real property described in Exhibit A attached hereto and made a part hereof (the "Land"). Property Manager manages and operates for the benefit of Owner the building located on the Land.

B. Mortgagee as a condition to making a loan in the principal amount of \$60,000,000 (the "Loan") to Owner to be secured by a first leasehold mortgage (the "Mortgage") on the Leasehold has requested the execution of this Agreement.

NOW, THEREFORE, in consideration of the mutual covenants and agreements herein contained, to induce Mortgagee to make the Loan to Owner secured by the Leasehold, and for other good and valuable consideration in hand paid, the receipt and sufficiency of which are hereby acknowledged, the parties do hereby covenant and agree as follows:

1. Property Manager, for itself, its subcontractors, successors and assigns and all parties claiming by, through or under Property Manager, hereby subordinates, to the extent permitted by applicable law, any and all rights which Property Manager may have to a mechanic's lien on or against the Leasehold arising from its management and operation of the Leasehold to Mortgagee's mortgage lien on the Leasehold, which mortgage lien has been created by that certain Mortgage dated March 1, 1989, made by Owner for the benefit of Mortgagee and recorded with the Cook County, Illinois Recorder of Deeds (the "Recorder") as Document Number 89092046 and to all renewals, modifications, substitutions, extensions or replacements thereof.

2. The agreements herein contained shall bind and inure to the benefit of the heirs, administrators, personal representatives, assigns and successors in interest of the parties hereto.

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BOX 15

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3. Any liability of Metropolitan Structures hereunder shall be limited solely to its assets and no partner of Metropolitan Structures shall be personally or individually liable for any claim or obligation arising out of or related to this Agreement. A deficit capital account of any partner of Metropolitan Structures shall not be deemed to be an asset or property of Metropolitan Structures.

IN WITNESS WHEREOF, the parties hereto have caused the execution hereof as of the day and date first above written.

ATTEST:

METROPOLITAN MANAGEMENT COMPANY,
an Illinois corporation

By: Benjamin A. Sarno
Its President

METROPOLITAN STRUCTURES, an
Illinois general partnership

By: METCO PROPERTIES, an Illinois
limited partnership, a
general partner

By: Benjamin A. Sarno
a general partner

This instrument was prepared by
(and return after recording to)

Marlene D. Nations
Attorney-at-Law
8000 Sears Tower
Chicago, Illinois 60606

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01/15/2024

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STATE OF ILLINOIS)
) SS.
COUNTY OF COOK)

I, the undersigned, a Notary Public, in and for said County, in the State aforesaid, DO HEREBY CERTIFY, that Benjamin A. Lewis of METCO PROPERTIES, an Illinois limited partnership which is a general partner of METROPOLITAN STRUCTURES, an Illinois general partnership, is personally known to me to be the same person whose name is subscribed to the foregoing instrument as his 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 27th day of February, 1989.

Mandy Smith
Notary Public

STATE OF ILLINOIS)
) SS.
COUNTY OF COOK)

I, the undersigned, a Notary Public, in and for said County, in the State aforesaid, DO HEREBY CERTIFY, that Benjamin A. Lewis, the Vice President of METROPOLITAN MANAGEMENT COMPANY, is personally known to me to be the same person whose name is subscribed to the foregoing instrument as his 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 27th day of February, 1989.

Mandy Smith
Notary Public

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EXHIBIT A

LEGAL DESCRIPTION

PARCEL 1:

TRACT "A":

THE NORTH 286.8 FEET (MEASURED PERPENDICULARLY TO THE NORTH LINE) EXCEPT THE EAST 198.0 FEET (MEASURED PERPENDICULARLY TO THE EAST LINE) OF THE FOLLOWING DESCRIBED TRACT:

THAT PART OF THE SOUTH 1/2 OF FRACTIONAL SECTION 10, TOWNSHIP 39 NORTH, RANGE 14 EAST OF THE THIRD PRINCIPAL MERIDIAN, AND OF LAND ADJACENT THERETO, DESCRIBED AS FOLLOWS:

COMMENCING AT THE POINT OF INTERSECTION OF THE EAST LINE OF NORTH BEAUBIEN COURT WITH THE PRESENT NORTH LINE OF EAST SOUTH WATER STREET; THENCE SOUTH ALONG SAID EAST LINE OF BEAUBIEN COURT TO A POINT WHICH IS 33.00 FEET NORTH OF THE INTERSECTION OF SAID EAST LINE OF BEAUBIEN COURT WITH THE CENTER LINE OF THE PRESENT EAST SOUTH WATER STREET; THENCE EAST ALONG A LINE WHICH IS PERPENDICULAR TO SAID EAST LINE OF BEAUBIEN COURT 377.50 FEET; THENCE NORTH ALONG A LINE PARALLEL WITH THE NORTHERLY EXTENSION OF SAID EAST LINE OF BEAUBIEN COURT TO THE POINT OF INTERSECTION WITH A LINE DRAWN PERPENDICULARLY TO SAID NORTHERLY EXTENSION OF THE EAST LINE OF BEAUBIEN COURT, SAID PERPENDICULAR LINE PASSING THROUGH THE SOUTH EAST CORNER OF THE PARCEL OF LAND IN LOT 2 IN BLOCK 5 IN FORT DEARBORN ADDITION TO CHICAGO IN SECTION 10 AFORESAID, CONVEYED BY THE MICHIGAN CENTRAL RAILROAD COMPANY TO THE CITY OF CHICAGO BY DEED DATED APRIL 16, 1919; THENCE WEST ALONG SAID PERPENDICULAR LINE TO SAID SOUTH EAST CORNER OF THE PARCEL OF LAND IN LOT 2 ABOVE DESCRIBED; THENCE SOUTHERLY ON A STRAIGHT LINE TO A POINT IN THE

PRESENT NORTH LINE OF EAST SOUTH WATER STREET, SAID POINT BEING ON THE PRESENT WEST WALL OF THE MICHIGAN CENTRAL RAILROAD COMPANY'S FREIGHT HOUSE AND BEING 7.35 FEET WEST OF THE PLACE OF BEGINNING; THENCE EASTERLY ALONG SAID PRESENT NORTH LINE OF EAST SOUTH WATER STREET TO THE PLACE OF BEGINNING, ALL IN COOK COUNTY, ILLINOIS, EXCEPTING THEREFROM THE FOLLOWING DESCRIBED PARCEL:

COMMENCING AT THE NORTH WEST CORNER OF TRACT "A", THENCE EAST ALONG THE NORTH LINE OF SAID TRACT "A" A DISTANCE OF 138.859 FEET TO THE POINT OF BEGINNING; THENCE EASTWARDLY ALONG THE ARC OF A CIRCLE CONVEN TO THE NORTH AND HAVING A RADIUS OF 790.511 FEET AND BEING TANGENT TO SAID LAST DESCRIBED COURSE A DISTANCE OF 63.839 FEET TO AN INTERSECTION WITH THE EAST LINE OF SAID TRACT "A"; THENCE NORTH ALONG SAID EAST LINE OF TRACT "A" A DISTANCE OF 2.576 FEET TO THE NORTH EAST CORNER OF SAID TRACT "A"; THENCE WEST ALONG THE NORTH LINE OF TRACT "A" A DISTANCE OF 63.769 FEET TO THE POINT OF BEGINNING; IN COOK COUNTY, ILLINOIS.

TRACT "B":

COMMENCING AT THE NORTH WEST CORNER OF LOT 5 IN THOMAS DYER'S SUBDIVISION OF LOTS 6, 7, 8, 9, 10 AND 11 IN BLOCK 5 IN FORT DEARBORN ADDITION TO CHICAGO IN SAID SOUTH WEST FRACTIONAL 1/4; THENCE NORTHERLY TO THE INTERSECTION OF THE NORTH LINE OF THE 20 FOOT PUBLIC ALLEY AS PLATTED IN SAID THOMAS DYER'S SUBDIVISION WITH THE WEST LINE OF THE 12 FOOT PUBLIC ALLEY, AS PLATTED IN G. W. FLANDER'S SUBDIVISION OF THE EAST 1/2 OF LOTS 11 AND 12 OF THOMAS DYER'S SUBDIVISION AFORESAID; THENCE NORTHERLY ALONG SAID WEST LINE OF THE 12 FOOT PUBLIC ALLEY TO A POINT ON THE SOUTH LINE OF LOT 5 IN BLOCK 5 OF SAID FORT DEARBORN ADDITION TO CHICAGO; THENCE WEST ALONG SAID SOUTH LINE TO A POINT 124.0 FEET EAST OF THE SOUTH WEST CORNER OF SAID LOT; THENCE NORTHERLY ALONG A LINE WHICH IF EXTENDED WOULD INTERSECT THE NORTH LINE OF LOT 1 IN SAID BLOCK 5 OF FORT DEARBORN ADDITION TO CHICAGO AT A POINT 121.18 FEET EAST OF THE NORTH WEST CORNER OF SAID LOT 1, TO A

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STATE OF ILLINOIS
CLERK OF THE SUPREME COURT

IN SENATE, JANUARY 11, 1900.

REPORT OF THE

PROPERTY OF COOK COUNTY CLERK'S OFFICE

1900

CHAS. H. WELLS, CLERK

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EXHIBIT A 0 2 2 0 0 0

LEGAL DESCRIPTION

(Continued)

POINT 4.0 FEET NORTH OF THE SOUTH LINE OF LOT 2 IN SAID BLOCK 5 OF FORT DEARBORN ADDITION TO CHICAGO; THENCE EASTERLY ALONG A LINE PARALLEL WITH THE SAID SOUTH LINE OF LOT 2 A DISTANCE OF 35.84 FEET MORE OR LESS TO THE SOUTH EAST CORNER OF THE PARCEL OF LAND IN LOT 2 IN BLOCK 5 OF FORT DEARBORN ADDITION TO CHICAGO, IN SECTION 10, AFORESAID, CONVEYED BY THE MICHIGAN CENTRAL RAILROAD COMPANY TO THE CITY OF CHICAGO BY DEED DATED APRIL 16, 1919; THENCE SOUTHERLY ON A STRAIGHT LINE TO A POINT IN THE PRESENT NORTH LINE OF EAST SOUTH WATER STREET, SAID POINT BEING ON THE PRESENT WEST WALL OF THE MICHIGAN CENTRAL RAILROAD COMPANY'S FREIGHT HOUSE; THENCE WEST ALONG THE PRESENT NORTH LINE OF EAST SOUTH WATER STREET TO THE SOUTH WEST CORNER OF LOT 5 IN THOMAS DYER'S SUBDIVISION HEREINABOVE DESCRIBED; THENCE

NORTHERLY ALONG THE WEST LINE OF SAID LOT 5 TO THE NORTH WEST CORNER THEREOF, THE PLACE OF BEGINNING, EXCEPTING FROM THE ABOVE DESCRIBED PROPERTY THAT PART THEREOF LYING SOUTH OF A LINE WHICH IS 142.29 FEET NORTH OF AND PARALLEL WITH A LINE AND SAID LINE EXTENDED WHICH IS DRAWN PERPENDICULAR TO THE EAST LINE OF BEAUBIEN COURT, THROUGH A POINT IN SAID EAST LINE WHICH IS 33 FEET NORTH OF THE INTERSECTION OF SAID EAST LINE OF BEAUBIEN COURT WITH THE CENTER LINE OF PRESENT EAST SOUTH WATER STREET, ALSO EXCEPTING THEREFROM THAT PART OF THE AFORESAID 20 FOOT PUBLIC ALLEY LYING WEST OF THE SOUTHERLY EXTENSION OF THE EAST LINE OF THE AFORESAID 12 FOOT PUBLIC ALLEY AND EXCEPTING THEREFROM THAT PART THEREOF FALLING WITHIN THE 12 FOOT PUBLIC ALLEY AFORESAID, ALL IN COOK COUNTY, ILLINOIS.

TRACT "D-1": "
PERPETUAL EASEMENT FOR THE BENEFIT OF TRACT "A" AND OF TRACT "B" AS CREATED BY GRANT FROM THE ILLINOIS CENTRAL RAILROAD COMPANY, A CORPORATION OF ILLINOIS, TO AMERICAN NATIONAL BANK AND TRUST COMPANY OF CHICAGO, AS TRUSTEE UNDER TRUST AGREEMENT DATED OCTOBER 31, 1967 AND KNOWN AS TRUST NUMBER 25421, DATED MARCH 27, 1968 AND RECORDED MARCH 29, 1968 AS DOCUMENT NUMBER 20445095, IN AND OVER THE FOLLOWING DESCRIBED LAND:

COMMENCING AT THE NORTH WEST CORNER OF LOT 5 IN THOMAS DYER'S SUBDIVISION OF LOTS 6, 7, 8, 9, 10 AND 11 IN BLOCK 5 IN FORT DEARBORN ADDITION TO CHICAGO IN THE SAID SOUTH WEST FRACTIONAL 1/4, THENCE NORTHERLY TO THE INTERSECTION OF THE NORTH LINE OF THE 20 FOOT PUBLIC ALLEY AS PLATTED IN SAID THOMAS DYER'S SUBDIVISION WITH THE WEST LINE OF THE 12 FOOT PUBLIC ALLEY AS PLATTED IN G. W. FLANDER'S SUBDIVISION OF THE EAST 1/2 OF LOTS 11 AND 12 OF THOMAS DYER'S SUBDIVISION AFORESAID; THENCE NORTHERLY ALONG SAID WEST LINE OF THE 12 FOOT PUBLIC ALLEY TO A POINT ON THE SOUTH LINE OF LOT 5 IN BLOCK 5 IN SAID FORT DEARBORN ADDITION TO CHICAGO; THENCE WEST ALONG SAID SOUTH LINE TO A POINT 124.0 FEET EAST OF THE SOUTH WEST CORNER OF SAID LOT; THENCE NORTHERLY ALONG A LINE WHICH IF EXTENDED WOULD INTERSECT THE NORTH LINE OF LOT 1 IN BLOCK 5 OF FORT DEARBORN ADDITION TO CHICAGO, AT A POINT 121.16 FEET EAST OF THE NORTH WEST CORNER OF SAID LOT 1, TO A POINT 4.0 FEET NORTH OF THE SOUTH LINE OF LOT 2 IN SAID BLOCK 5 OF FORT DEARBORN ADDITION TO CHICAGO; THENCE EASTERLY ALONG A LINE PARALLEL WITH THE SAID SOUTH LINE OF LOT 2 A DISTANCE OF 35.84 FEET MORE OR LESS TO THE SOUTH EAST CORNER OF THE PARCEL OF LAND IN LOT 2 IN BLOCK 5 OF FORT DEARBORN ADDITION TO CHICAGO, IN SECTION 10 AFORESAID, CONVEYED BY THE MICHIGAN CENTRAL RAILROAD COMPANY TO THE CITY OF CHICAGO BY DEED DATED APRIL 16, 1919; THENCE SOUTHERLY ON A STRAIGHT LINE TO A POINT IN THE PRESENT NORTH LINE OF EAST SOUTH WATER STREET, SAID POINT BEING ON THE PRESENT WEST WALL OF THE MICHIGAN CENTRAL RAILROAD COMPANY'S FREIGHT HOUSE; THENCE WEST ALONG THE

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STATE OF ILLINOIS
COUNTY OF COOK
CLERK OF COURTS

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EXHIBIT A

LEGAL DESCRIPTION

(Continued)

PRESENT NORTH LINE OF EAST SOUTH WATER STREET TO THE SOUTH WEST CORNER OF LOT 5 IN THOMAS DYER'S SUBDIVISION HEREINABOVE DESCRIBED; THENCE NORTHERLY ALONG THE WEST LINE OF SAID LOT 5 TO THE NORTH WEST CORNER THEREOF, THE PLACE OF BEGINNING, EXCEPTING FROM THE ABOVE DESCRIBED PROPERTY THAT PART THEREOF LYING NORTH OF A LINE WHICH IS 142.29 FEET NORTH OF AND PARALLEL WITH A LINE AND SAID LINE EXTENDED WHICH IS DRAWN PERPENDICULAR TO THE EAST LINE OF BEAUBIEN COURT, THROUGH A POINT ON SAID EAST LINE WHICH IS 33 FEET NORTH OF THE INTERSECTION OF SAID EAST LINE OF BEAUBIEN COURT WITH THE CENTER LINE OF PRESENT EAST SOUTH WATER STREET, ALSO EXCEPTING THEREFROM THAT PART OF THE AFORESAID 20 FOOT PUBLIC ALLEY LYING WEST OF THE SOUTHERLY EXTENSION OF THE EAST LINE OF THE AFORESAID 12 FOOT PUBLIC ALLEY, ALL IN COOK COUNTY, ILLINOIS;

TRACT "E":
RECIPROCAL PLAZA EASEMENT FOR THE BENEFIT OF TRACTS "A" AND "B" OF PARCEL 1 AND FOR PARCEL 2 AS SET FORTH IN AGREEMENT BETWEEN METROPOLITAN LIFE INSURANCE COMPANY, A CORPORATION OF NEW YORK, AMERICAN NATIONAL BANK AND TRUST COMPANY OF CHICAGO, A NATIONAL BANKING ASSOCIATION, AS TRUSTEE UNDER TRUST NO. 25421, AND AMERICAN NATIONAL BANK AND TRUST COMPANY OF CHICAGO, A NATIONAL BANKING ASSOCIATION, AS TRUSTEE UNDER TRUST NO. 29979, DATED MARCH 4, 1971 AND RECORDED MARCH 22, 1971 AS DOCUMENT 21427900, FOR PEDESTRIAN INGRESS AND EGRESS, IN COOK COUNTY, ILLINOIS;

TRACT "F":
PERPETUAL EASEMENT FOR THE BENEFIT OF TRACTS "A" AND "B" OF PARCEL 1 AND FOR PARCEL 2 TO FOREVER MAINTAIN 5 CARSSONS AS SET FORTH IN EASEMENT AGREEMENT BETWEEN AMERICAN NATIONAL BANK AND TRUST COMPANY OF CHICAGO, A NATIONAL BANKING ASSOCIATION, AS TRUSTEE UNDER TRUST NO. 29979, METROPOLITAN LIFE INSURANCE COMPANY, A CORPORATION OF NEW YORK, AND AMERICAN NATIONAL BANK AND TRUST COMPANY OF CHICAGO, A NATIONAL BANKING ASSOCIATION, AS TRUSTEE UNDER TRUST NO. 25421, DATED AUGUST 31, 1972 AND RECORDED SEPTEMBER 13, 1972 AS DOCUMENT 22049164, IN COOK COUNTY, ILLINOIS;

TRACT "G":
PERPETUAL EASEMENT FOR THE BENEFIT OF TRACTS "A" AND "B" OF PARCEL 1 AND FOR PARCEL 2 AS SET FORTH IN EASEMENT AGREEMENT BETWEEN AMERICAN NATIONAL BANK AND TRUST COMPANY OF CHICAGO, A NATIONAL BANKING ASSOCIATION, AS TRUSTEE UNDER TRUST NO. 29979, METROPOLITAN LIFE INSURANCE COMPANY, A CORPORATION OF NEW YORK, AND AMERICAN NATIONAL BANK AND TRUST COMPANY OF CHICAGO, A NATIONAL BANKING ASSOCIATION, AS TRUSTEE UNDER TRUST NO. 25421, DATED AUGUST 31, 1972 AND RECORDED SEPTEMBER 13, 1972 AS DOCUMENT 22049165, FOR THE PURPOSE OF MAINTAINING, REPAIRING, RECONSTRUCTING AND USING THE OFFICE BUILDING

KNOWN AS "ONE ILLINOIS CENTER" LOCATED AT 111 EAST WACKER DRIVE, IN COOK COUNTY, ILLINOIS;

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STATE OF ILLINOIS
CLERK OF THE SUPREME COURT
JANUARY 1, 1998

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EXHIBIT A

LEGAL DESCRIPTION

(Continued)

TRACT "H":
EASEMENT FOR THE BENEFIT OF TRACTS "A" AND "B" OF PARCEL 1 AND FOR
PARCEL 2 AS SET FORTH IN VENTILATION AGREEMENT BETWEEN METROPOLITAN
TWO ILLINOIS CENTER, A PARTNERSHIP OF ILLINOIS, METROPOLITAN LIFE
INSURANCE COMPANY, A CORPORATION OF NEW YORK, AND AMERICAN NATIONAL
BANK AND TRUST COMPANY OF CHICAGO, A NATIONAL BANKING ASSOCIATION, AS
TRUSTEE UNDER TRUST NO. 25421, DATED DECEMBER 18, 1973 AND RECORDED
DECEMBER 27, 1973 AS DOCUMENT 22580629, TO VENTILATE THE PARKING
LEVELS OF THE OFFICE BUILDING KNOWN AS "ONE ILLINOIS CENTER" INTO THE
ADJOINING VENTILATION SYSTEM OF THE OFFICE BUILDING KNOWN AS "TWO
ILLINOIS CENTER", IN COOK COUNTY, ILLINOIS.

PARCEL 2:

THE BUILDING AND IMPROVEMENTS LOCATED ON TRACTS "A" AND "B" OF PARCEL
1 HEREINABOVE DESCRIBED, ALL IN COOK COUNTY, ILLINOIS.

Permanent Tax Number: 17-10-301-011

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COOK COUNTY RECORDER

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