

BOX 334

Property of Cook County Clerk's Office

89236678

as Lessee

DATA XI(A) B.V.,

and

AS Manager,

FISHMAN SPEYER MONROE VENTURE,
A LIMITED PARTNERSHIP,

BETWEEN

MANAGEMENT CONTRACT

MEMORANDUM OF

Recording Requested by and when Recorded Return to:
Schulte Roth & Zabel
930 Third Avenue
New York, New York 10022
Attention: Gregory P. Pressman, Esq.
SECTION: 16
BLOCK: 50
LOT: 2 and 3
Street Address:
525 West Monroe Street
Chicago, Illinois

89236678

LTIC 58-01254

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MEMORANDUM OF MANAGEMENT AGREEMENT made as of this 15th day of May, 1989, by and between DATA XI(A) B.V. (doing business in Illinois as Data XI(A) B.V., Inc.), a Netherlands corporation ("Desloten vennootschap") having its principal office at World Trade Center Tower B 15, Stravinskylaan 1533, 1077 XX Amsterdam, The Netherlands ("Data"), and TISHMAN SPEYER MONROE VENTURE, A LIMITED PARTNERSHIP, a Delaware limited partnership having an office at 520 Madison Avenue, New York, New York 10022 ("Manager").

W I T N E S S E T H :

1. Data is the lessee of that certain parcel of land described on Exhibit A attached hereto and made a part hereof, and the lessee of the buildings and improvements located thereon (collectively, the "premises").

2. Manager and Data entered into a certain management contract (the "Agreement") dated and executed the same date herewith, pursuant to which Data retained the services of Manager as an independent contractor to manage, operate, maintain and lease the premises and Manager undertook the management, operation, maintenance and leasing of the premises, all upon, and subject to, all of the terms and conditions set forth in the Agreement.

3. The term of the Agreement is ten (10) years, two (2) months and fifteen (15) days, commencing on the date hereof and expiring on August 1, 1999, or as may be sooner terminated pursuant to the Agreement.

4. As more particularly set forth in Article 3 of the Agreement, the Agreement shall automatically be renewed for successive additional periods of one (1) year unless terminated by Data or Manager upon notice one (1) year in advance of such automatic extension date. Neither Data nor Manager shall be obligated to renew the Agreement.

5. All terms, covenants and conditions contained in the Agreement are hereby incorporated herein by reference with like effect as if set forth herein verbatim. The purpose of this Memorandum of Agreement is to give notice of the existence of the Agreement and of the rights and obligations of the parties thereunder, including the duties and liabilities of anyone who succeeds to the rights of Data under the lease of the premises (the "Master Lease"), which party is bound and takes subject to the obligations of Data under the Agreement. This Memorandum shall not be construed to vary or otherwise affect such rights or obligations.

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3 9 2 3 6 5 7 1
-2-

Handwritten initials

DATA XI(A) S.V.
 (doing business in Illinois as
 Data XI(A) S.V., Inc.)
 By: Data Holding N.V., Managing Director

By: ~~Lars-Erik Magnusson, Managing Director~~

By: ~~Robert Hamzen, Managing Director~~

By: Tishman Speyer Associates
 Limited Partnership,
 General Partner

By: Jerry I. Speyer
 General Partner

By: TSP Limited Partnership,
 General Partner

By: Charles H. Goodman,
 General Partner

6. To the maximum extent permitted by law, Manager shall have a lien on the premises for any unpaid management fee or other compensation or reimbursement due to Manager under this agreement.

7. A full copy of the Agreement is on file at the offices of Manager, 120 South Riverside Plaza, Chicago, Illinois.

IN WITNESS WHEREOF, THE PARTIES HERETO HAVE DULY EXECUTED THIS MEMORANDUM OF MANAGEMENT CONTRACT AS OF MAY 15, 1989.

TISHMAN SPEYER MONROE VENTURE,
 A LIMITED PARTNERSHIP

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525 West Monroe

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DEPT-01 LEASINGS
142222 TRM N 2220 05/24/89 15:12:00
44333 # B * -89-236678
COOK COUNTY RECORDER

819936678

LASTILE NATIONAL BANK, as Trustee
Under Trust No. 35766 and not personally
BY: *[Signature]*
Name: Joseph W. King
Title: VICE PRESIDENT

ATTEST:
BY: *[Signature]*
Name: Rosemary Collins
Title: ASSISTANT SECRETARY

This document is executed by LASTILE 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 under the express direction of the beneficiaries of a certain Trust Agreement dated November 1, 1966 and known as Trust No. 35766 at LASTILE NATIONAL BANK, to all provisions of which Trust Agreement this Lease is expressly made subject. It is expressly understood and agreed that nothing herein or in said Lease contained shall be construed as creating any liability whatsoever against said Trustee personally, and in particular without limiting the generality of the foregoing, there shall be no personal liability to pay any indebtedness accruing hereunder or to perform any covenant, either express or implied, herein contained, or to keep, preserve or sequester any property of said Trust, and that all personal liability of said Trustee of every sort, in any, is hereby expressly waived by said Lessee, and by every person now or hereafter claiming any right or security hereunder. It is further understood and agreed that said Trustee has no agents or employees and merely holds naked legal title to the property herein described, that said Trustee has no control over said property, assumes no responsibility for (1) the management or control of such property, (2) the upkeep, inspection, maintenance or repair of such property, (3) the collection of rents or the rental of such property, or (4) the conduct of any business which is carried on upon such premises.

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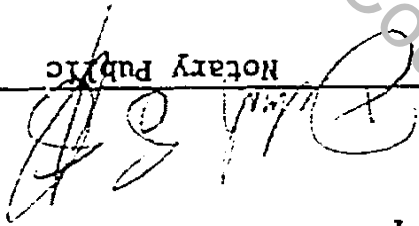
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Property of C... County Clerk

DEBORAH S. STITZER
Notary Public, State of New York
No. 03-4205603
Qualified in Rockland County
Commission Expires Aug. 31, 1989

Notary Public



On the 17th day of May, 1989, before me personally came Jerry I. Speyer, to me known, who being by me duly sworn did depose and say that he is a general partner of Tishman Speyer Associates Limited Partnership, a partnership which is in turn a general partner of Tishman Speyer Crown Equities, a general partner of Tishman Speyer Monroe Venture, A Limited Partnership, and that he executed the foregoing instrument in the firm name of Tishman Speyer Associates Limited Partnership, in its capacity as general partner of Tishman Speyer Crown Equities, Tishman Speyer Crown Equities acting in its capacity as a general partner of Tishman Speyer Monroe Venture, A Limited Partnership, and that he had the authority to sign the foregoing instrument, and he acknowledged to me that he executed the foregoing instrument as his own free and voluntary act and as the act and deed of said entities for the uses and purposes therein mentioned.

STATE OF NEW YORK)
COUNTY OF NEW YORK)

ss. :

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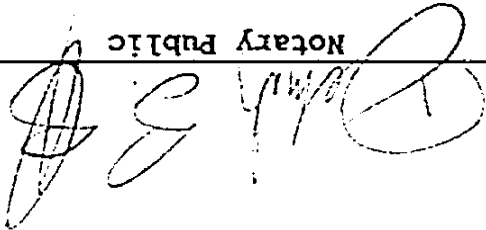
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DEBORAH S. STITZER
Notary Public, State of New York
No. 03-4905203
Qualified in Rockland County
Commission Expires Aug. 31, 1989

Notary Public



On the 17th day of May, 1989, before me personally came Charles H. Goodman, to me known, who being by me duly sworn did depose and say that he is a general partner of TSE Limited Partnership, a partnership which is in turn a general partner of Tishman Speyer Crown Equities, a general partner of Tishman Speyer Monroe Venture, a limited partnership, and that he executed the foregoing instrument in the firm name of TSE Limited Partnership, in its capacity as general partner of Tishman Speyer Crown Equities, Tishman Speyer Crown Equities acting in its capacity as a general partner of Tishman Speyer Monroe Venture, a limited partnership, and that he had the authority to sign the foregoing instrument, and he acknowledged to me that he executed the foregoing instrument as his own free and voluntary act and as the act and deed of said entities for the uses and purposes therein mentioned.

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

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Notary Public, State of New York
Qualified in New York County
Commission Expires July 5, 1990

Notary Public

[Signature]

On this day of May, 1989, before me personally came Robert Harmsen, to me known, and who, being sworn, did depose and say: that he resides at Achter Sint Agsten 12, 2161 KA Lisse, The Netherlands; that he is a Managing Director of Data Holding N.V., a public company ("naamloze vennootschap") organized and existing under the laws of The Netherlands, having its principal place of business at Strawinskylaan 1533 B15 1077 XX Amsterdam; that Data Holding N.V. ("Holding") is the sole Managing Director of Data XI(A) B.V. ("Data"), a closed company ("besloten vennootschap") and doing business in New York as Data XI(A) B.V., Inc., which latter company is the company described in and which executed the foregoing instrument; that Data has no seal, never having adopted any seal; that he signed his name thereto as a Managing Director of Holding in its capacity as the sole Managing Director of Data; that the foregoing was executed by order of the Board of Managing Directors of Data; and he acknowledged to me that the said instrument was executed by him for and on behalf of Data.

Notary Public, State of New York
Qualified in New York County
Commission Expires July 5, 1990

Notary Public

[Signature]

On this day of May, 1989, before me personally came Lars-Erik Magnusson, to me known, and who, being sworn, did depose and say: that he resides at Bloemlandsseweg 7, 1261 BA Blaricum, The Netherlands; that he is a Managing Director of Data Holding N.V., a public company ("naamloze vennootschap") organized and existing under the laws of The Netherlands, having its principal place of business at Strawinskylaan 1533 B15 1077 XX Amsterdam; that Data Holding N.V. ("Holding") is the sole Managing Director of Data XI(A) B.V. ("Data"), a closed company ("besloten vennootschap") and doing business in New York as Data XI(A) B.V., Inc., which latter company is the company described in and which executed the foregoing instrument; that Data has no seal, never having adopted any seal; that he signed his name thereto as a Managing Director of Holding in its capacity as the sole Managing Director of Data; that the foregoing was executed by order of the Board of Managing Directors of Data; and he acknowledged to me that the said instrument was executed by him for and on behalf of Data.

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

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My Commission Expires: 1989

My Commission Expires:

Notary Public
Diane J. Meyer

A.D. 1989

GIVEN under my hand and Notarial Seal, this 18th day of May

set forth.
of said Bank/Trust Company, as Trustee as aforesaid, for the uses and purposes therein
to said instrument as his own free and voluntary act and as the free and voluntary act
of said Bank/Trust Company, did affix the corporate seal of said Bank/Trust Company
Trust Officer then, and there acknowledged that he, as custodian of the corporate seal
Company, as Trustee as aforesaid, for the uses and purposes therein set forth; and said
their own free and voluntary act and as the free and voluntary act of said Bank/Trust
this day in person and acknowledged that they signed and delivered said instrument as
instrument as such Vice President and Trust Officer, respectively, appeared before me
known to me to be the same persons whose names are subscribed to the foregoing
dated November 1, 1966 and known as Trust Number 35766, and
ally known to me to be acting not personally but as Trustee under Trust Agreement
Vice President of LASALLE NATIONAL BANK, an Illinois banking corporation, person-
the State aforesaid, DO HEREBY CERTIFY that *Diane J. Meyer*, a Notary Public, in and for said County, in

STATE OF ILL
COUNTY OF COOK
SS.

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ALSO,

Lots 1 to 9 in J.D.P. Ogden's Subdivision of Lot 4 in Block 50, in School Section Addition to Chicago, in Section 16, Township 39 North, Range 14 East of the Third Principal Meridian, in Cook County, Illinois;

ALSO,

Lots 2 and 3 (except from said Lot 3 part used as an alley) in Block 50 in the School Section Addition to Chicago of Section 16, Township 39 North, Range 14 East of the Third Principal Meridian, in Cook County, Illinois;

NOTE: Said land described above may also be described as follows:

Beginning at the Northwest corner of Lot 1 in M. McNeill's Subdivision of Lot 1 in Block 50, in School Section Addition to Chicago; thence proceeding in a southerly direction along the west line of Lot 1 through 5 in M. McNeill's Subdivision aforesaid being also a point on the west line of Lot 2 in Block 50 in School Section Addition to Chicago; thence proceeding in a southerly direction along the west line of said Lot 2 to the southwest corner of said Lot; thence proceeding in an easterly direction along the south line of Lots 2 and 3 to the southeast corner of Lot 3 in Block 50 in School Section Addition to Chicago; thence continuing in an easterly direction along the south line of the vacated alley lying East of and adjoining Lot 3 in Block 50 in School Section Addition to Chicago and the vacated alley lying West of and adjoining Lots 1 through 9 in J.D.P. Ogden's Subdivision aforesaid to the Northeast corner of Lot 3 in Block 50 in School Section Addition to Chicago; thence continuing in a westerly direction along the North line of Lots 2 and 3 in Block 50 in School Section Addition to Chicago and the North line of Lot 1 in M. McNeill's Subdivision of Lot 1 in Block 50 in School Section Addition to Chicago to the Northwest corner of said Lot 1, said point also being the point of beginning for this description; all in Cook County, Illinois.

A parcel of land in the Northwest 1/4 of Section 16, Township 39 North, Range 14 East of the Third Principal Meridian, bounded and described as follows:

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The vacated 9-1/2 foot alley west of and adjoining Lots 1 to 9 in J.D.P. Ogden's Subdivision aforesaid, and East of and adjoining Lot 3 in Block 50 in School Section Addition aforesaid, all in Cook County, Illinois.

ALSO,

Lots 1 to 5 in M. McNeill's Subdivision of Lot 1 in Block 50, in School Section Addition to Chicago, in Section 16, Township 39 North, Range 14 East of the Third Principal Meridian, in Cook County, Illinois;

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