

BOX 334

Property of Cook County Clerk's Office

89236683

as Lessee

DATA XII(A) 3.1

and

As Manager,

WISHMAN SPEER NORTH LASALLE  
LIMITED PARTNERSHIP,

BETWEEN

MANAGEMENT CONTRACT

MEMORANDUM OF

Recording Requested by and  
When Recorded Return to:  
Schulte Roth & Zabel  
900 Third Avenue  
New York, New York 10022  
Attention: Gregory P. Pressman, Esq.  
SECTION: 9  
BLOCK: 19  
LOT: 1,2,3  
Street Address:  
222 North LaSalle Street  
Chicago, Illinois

1718 58-01235

89236683

7942001127

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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.

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. The term of the Agreement is nine (9) years, seven (7) months and twenty-two (22) days, commencing on the date hereof and expiring on January 5, 1999, or as may be sooner terminated pursuant to the Agreement.

3. The term of the Agreement is nine (9) years, seven (7) months and twenty-two (22) days, commencing on the date hereof and expiring on January 5, 1999, or as may be sooner terminated pursuant to the Agreement. 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.

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.

1. Data is the lessor 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").

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

MEMORANDUM OF MANAGEMENT CONTRACT

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*Handwritten initials*

889932683

6. ~~To the maximum extent permitted by law, Manager shall have a lien on the assets 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 NORTH LASALLE LIMITED PARTNERSHIP

By: Tishman Speyer North Lasalle  
 Venture Limited Partnership,  
 General Partner

By: Tishman Speyer Crown Equities,  
 General Partner

By: Tishman Speyer Associates  
 Limited Partnership,  
 General Partner

By: *[Signature]*  
 Gary I. Speyer  
 General Partner

By: TSE Limited Partnership,  
 General Partner

By: *[Signature]*  
 Charles H. Goodman,  
 General Partner

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DEPT-01 RECORDING \$18.00  
143222 TRAM 6220 05/24/89 16:23:00  
#1310 # B \* -89 -236683  
COOK COUNTY RECORDER

Property of Cook County Clerk's Office

Robert Hazzen, Managing Director

BY:

Lars-Erik Magnusson, Managing Director

BY:

DATA Holding N.V., Managing Director

DATA XII(A) B.V.  
(doing business in Illinois as  
Data XII(A) B.V., Inc.)

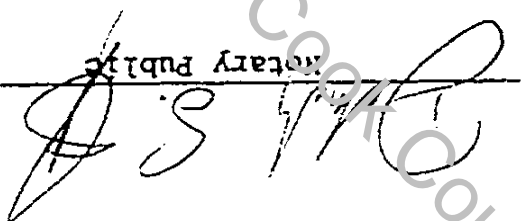
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89236683

DEBORAH S. FITZGERALD  
Notary Public, State of New York  
No. 03-4805607  
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 North Lasalle Venture Limited Partnership, a partnership which is in turn a general partner of Tishman Speyer North Lasalle Venture 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 North Lasalle Venture Limited Partnership, Tishman Speyer as general partner of Tishman Speyer North Lasalle Venture 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 )  
: )  
SS.: )  
COUNTY OF NEW YORK )

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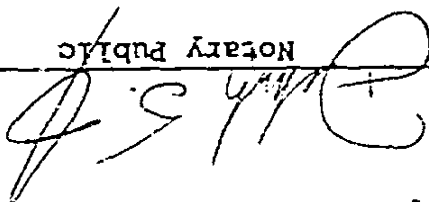
Property of Cook County Clerk's Office

COMMISSIONER EXHIBIT VOL 31 2013  
QUARTER 4 RECEIVED CLERK'S  
OFFICE  
11/20/13 10:58 AM  
BERNARD Z. GILLESPIE

89236683

DEMORAH E. STITZER  
Notary Public, State of New York  
No. 03-4505508  
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 North Lasalle Venture Limited Partnership, a general partner of Tishman Speyer North Lasalle 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 North Lasalle Venture Limited Partnership, acting in its capacity as a general partner of Tishman Speyer North Lasalle 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.

) COUNTY OF NEW YORK

ss.:

) STATE OF NEW YORK

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2023/01/23

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COOK COUNTY CLERK'S OFFICE  
111 SOUTH WASHINGTON STREET  
CHICAGO, ILLINOIS 60601  
TEL: 312.603.1000  
WWW.COOKCOUNTYCLERK.COM

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Commission Expires July 5, 1990  
Notary Public, State of New York  
SCOTT JONES  
Notary Public

*Scott Jones*

On this 17th day of May, 1989, before me personally came Robert Harzen, 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 XII(A) B.V. ("Data"), a closed company ("Besloten vennootschap") and doing business in New York as Data XII(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 Supervisory Directors 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. )  
SCOTT JONES  
Notary Public, State of New York  
Commission Expires July 5, 1990

*Scott Jones*

On this 17th 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 XII(A) B.V. ("Data"), a closed company ("Besloten vennootschap") and doing business in New York as Data XII(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 Supervisory Directors of Holding in its capacity as the sole Managing Director 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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ALSO:

Lots 1, 2 and 3 in the subdivision by George A. Robbins and others of lot 4 in block 19 in original town of Chicago, in section 9, township 39 north, range 14, east of the third principal meridian, also that part of the original 18 foot alley in block 19, south of said lots 1, 2 and 3 and north of the north line of the alley as narrowed by ordinance of the city of Chicago, passed September 17, 1852 (excepting from said lot 1 and from said part of the original 18 foot alley those parts thereof taken for the widening of Lasalle Street per condemnation case number 53254 entered August 16, 1927) all in Cook County, Illinois

Lots 1, 2 and 3 in block 19 in original town of Chicago, in section 9, township 39 north, range 14, east of the third principal meridian, also that part of the original 18 foot alley in block 19, south of said lots 1, 2 and 3 and north of the north line of the alley as narrowed by ordinance of the city of Chicago, passed September 17, 1852 (excepting from said lot 1 and from said part of the original 18 foot alley those parts thereof taken for the widening of Lasalle Street per condemnation case number 53254 entered August 16, 1927) all in Cook County, Illinois

All that certain plot piece or parcel of land situate lying and being in the city of Chicago, county of Cook and state of Illinois, more particularly described as follows:

EXHIBIT A

