

ASSIGNMENT OF LOAN DOCUMENTS

For and in consideration of Ten and No/100ths Dollars (\$10.00), and other good and valuable consideration, the receipt and adequacy of which are hereby acknowledged, Balcor Real Estate Finance Inc., an Illinois corporation, having its principal place of business at 4849 Golf Road, Skokie, Illinois 60077 (hereinafter referred to as the "Assignor") does hereby assign, convey and transfer, without recourse, representation or warranty, to Continental Bank, National Association, as trustee under Trust No. 42-03124-5 (hereinafter referred to as the "Assignee"):

A. All of Assignor's right, title and interest in and to the following documents and instruments evidencing, governing, securing and/or pertaining to, the "Loan" made to the "Borrower" in respect of the "Project" (each as defined in Exhibit A attached hereto and made a part hereof):

1. All instruments evidencing the obligations, liabilities, debts, claims and/or indebtedness of the Borrower to the Assignor in connection with the Loan; and

2. All instruments executed and delivered by or for the benefit of the Borrower encumbering, or creating a lien upon, the "Property" (as legally described in Exhibit B attached hereto and made a part hereof) to or for the benefit of Assignor, as security for repayment of the Loan; and

3. All guaranties, insurance policies, affidavits, certificates, security agreements and other documents evidencing or securing the Loan; and

4. All assignments and/or pledges, if any, whether direct or collateral, made by Borrower to Assignor, of leases, rents, beneficial or equitable interests, proceeds, royalties, contracts, plans, specifications, representations, warranties, permits, licenses, reserves, holdbacks, ~~escrows~~

10.00
90451300
INDEX A * 90451300
COOK COUNTY RECORDER

THIS INSTRUMENT WAS PREPARED BY AND
AFTER RECORDING SHOULD BE RETURNED TO:

William H. Knopp, Esq.
Katten Muchin & Zavis
525 West Monroe Street
Suite 1600
Chicago, Illinois 60606-3693

90451300

BOX 276

25
1990

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RETURN TO:
LEXIS • DOCUMENT SERVICES
P.O. Box 2069
Springfield, Illinois 62708

1159 BH FORMS

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stocks, bonds and such other assignments of collateral that evidence and/or secure the Loan; and

5. All other documents, title insurance policies, financing statements, securities, letters of credit or agreements, executed and/or delivered by and/or on behalf of the Borrower in favor of the Assignor, evidencing and/or securing the Loan; and

6. All modifications, amendments, consolidations, renewals, extensions or restatements of any of the foregoing.

7. All inchoate claims and defenses of Assignor arising out of the Loan and all records (including computer records), files and books, held by or for the benefit of the Assignor, with respect to the Loan.

All of the foregoing are collectively referred to herein as the "Loan Documents", including, without limitation, the items more particularly described in Exhibit A attached hereto and made a part hereof.

Assignor represents that it has all necessary power and authority to assign the Loan Documents to Assignee. This Assignment is made without recourse to the Assignor.

IN WITNESS WHEREOF, the Assignor has executed this Assignment of Loan Documents as of the 15th day of August, 1990.

BALCOR REAL ESTATE FINANCE INC., an Illinois corporation

By: 
Name: Jeffrey D. Rubin
Its First Vice President

Attest:

By: 
Jerry M. Ogle
Its Assistant Secretary

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STATE OF ILLINOIS)
) SS:
COUNTY OF COOK)

I, the undersigned, in and for said County, in the State aforesaid, DO HEREBY CERTIFY that Jeffrey D. Rahn, a First Vice President and Jerry M. Ogle, an Assistant Secretary, both of Balcor Real Estate Finance Inc., an Illinois corporation, personally known to me to be the same persons whose names are subscribed to the foregoing Assignment of Loan Documents, appeared before me this day in person and acknowledged that they signed and delivered the said instrument as their own free and voluntary act and as the free and voluntary act of said corporation for the uses and purposes therein set forth.

GIVEN under my hand and Notarial Seal this 30th day of August, 1990.

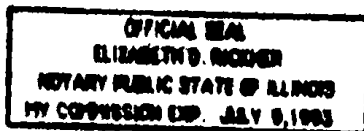
Elizabeth D. Rickher

Notary Public

My Commission Expires: _____

ELIZABETH D. RICKHER

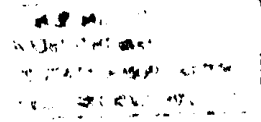
Print Name



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EXHIBIT A
TO
ASSIGNMENT OF LOAN DOCUMENTS

Definitions

1. "Loan" means that certain loan of funds made by Balcor Real Estate Finance Inc. ("BREFI") to the Borrower, which Loan is evidenced and/or secured by the Loan Documents.
2. "Project" means an office building in Schaumburg, Illinois.
3. "Borrower" means the "Woodfield Trustee" and the "Woodfield Partnership" (both as hereinafter defined).
4. "Loan Documents" means each of the following:
 - (a) Original Secured Promissory Note dated March 31, 1988, in the amount of \$14,382,00.00 from American National Bank and Trust Company of Chicago, not personally but as Trustee under Trust Agreement dated March 25, 1988, and known as Trust Number 104997-05 ("Woodfield Trustee"), as maker, to BREFI, as payee, with an endorsement by BREFI in favor of Trustee.
 - (b) Certified copy of recorded Amended and Restated First Mortgage and Security Agreement made by Woodfield Trustee to BREFI dated March 31, 1988, recorded April 21, 1988 in the Recorders Office of Cook County, Illinois, as Document No. 88167520.
 - (c) Certified copy of recorded Assignment of Leases and Rents made by Woodfield Trustee and Woodfield Green Associates Ltd. Partnership ("Woodfield Partnership") in favor of BREFI dated March 31, 1988, recorded April 21, 1988, in the Recorders Office of Cook County, Illinois, as Document No. 88167521.
 - (d) UCC Financing Statements made by Woodfield Trustee, as debtor, in favor of BREFI, as secured party, and filed with:
 - (1) Secretary of State of Illinois on April 22, 1988, as Document No. 2417476.

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- (2) Recorders Office of Cook County of Illinois, on April 22, 1988, as Document No. 88U9598.
- (e) UCC Financing Statements made by Woodfield Partnership, as debtor, in favor of BREFI, as secured party, and filed with:
- (1) Secretary of State of Illinois on April 22, 1988, as Documents No. 2417475.
 - (2) Recorders Office of Cook County, Illinois, on April 22, 1988, as Documents No. 88U9597.
- (f) Other Collateral.
- (1) Certified copy of Assignment of Beneficial Interest (Including Irrevocable Right to Approve) dated March 31, 1988, by Woodfield Partnership to BREFI.
 - (2) Certified copy of Second Assignment of Beneficial Interest (Including Irrevocable Right to Approve) dated March 31, 1988, by Woodfield Partnership to Balcor Property Management, Inc.
 - (3) Certified copy of Security Agreement dated March 31, 1988, between Woodfield Partnership and BREFI.
 - (4) Certified copy of Disbursement Agreement dated March 31, 1988, between Woodfield Trustee, Woodfield Partnership and BREFI.
 - (5) Certified copy of Letter of Credit Agreement dated March 31, 1988, by Borrower in favor of BREFI.
 - (6) Original Agreement to Execute Draws on Irrevocable Standby Letter of Credit dated March 30, 1988, in the amount of \$1,438,200.00, naming BREFI as beneficiary, together with Amendment of Letter of Credit.
- (g) Original Chicago Title Insurance Company Policy No. 71-54-015 in the amount of \$14,382,000.00 dated April 20, 1988.
- (h) All modifications, substitutions and amendments to each of the foregoing, and all other documents, instruments and agreements in any way evidencing, securing or arising out of or in connection with the Loan.

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EXHIBIT B
TO
ASSIGNMENT OF LOAN DOCUMENTS

Legal Description of the Property

Lots 4 and 5 in Walden International, being a subdivision of part of fractional Section 1 and part of the North 1/2 of Section 12, both inclusive, in Township 41 North, Range 10 East of the Third Principal Meridian, in Cook County, Illinois.

Common Property Address: 1920 Thoreau Drive
Schaumburg, Illinois

P.I.N.: (1) 07-12-101-017
(2) 07-12-101-018

Property of Cook County Clerk's Office

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