

I. Liability Disclosure

Transferors and transferees of real property are advised that their ownership or other control of such property may render them liable for any environmental cleanup costs whether or not they caused or contributed to the presence of environmental problems associated with the property.

A. Property Characteristics:

*As shown on Exhibit A and Exhibit B attached hereto and made a part hereof

Lot Size.....Acreage.....

Check all types of improvement and uses that pertain to the property:

- Apartment building (6 units or less)
- Commercial apartment (over 6 units)
- Store, office, commercial building
- Industrial building
- Factory with buildings
- Other (specify) _____

II. Nature of Transfer

- A. (1) Is this a transfer by deed or other instrument of conveyance?
Yes..... No.....^X
- (2) Is this a transfer by assignment of over 25% of beneficial interest of an Illinois land trust?
Yes..... No.....^X
- (3) A lease exceeding a term of 40 years?
Yes..... No.....^X
- (4) A mortgage or collateral assignment of beneficial interest?
Yes..... No.....^X

B. (1) Identify Transferor:

700 Michigan Tower Partnership

Name and Current Address of Transferor: c/o Sudler Marling, Inc.
875 North Michigan Avenue, Chicago, Illinois 60611

Name and Address of Trustee if this is a transfer of beneficial interest of a land trust:

N/A

Trust No.:

N/A

- (2) Identify person who has completed this form on behalf of the transferor and who has knowledge of the information contained in this form:

Edmond C. Woodbury (612) 372-1500

Name, Position (if any) and Address Telephone No.
c/o Brookfield Development Inc., 4340 Multifoods Tower
33 S. Sixth St., Minneapolis, MN 55402

Theodore R. Johnson, Sudler Marling, Inc., 875 North Michigan Avenue,
Chicago, Illinois 60611 (312) 751-0900

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C. Identify Transferee:

Name and Current Address of Transferee:

III. Notification

Under the Illinois Environmental Protection Act, owners of real property may be held liable for costs related to the release of hazardous substances.

1. Section 22.2(f) of the Act states:

"Notwithstanding any other provision of law, and subject only to the defenses set forth in subsection (j) of this Section, the following persons shall be liable for all costs of removal or remedial action incurred by the State of Illinois as a result of a release or substantial threat of a release of a hazardous substance:

(1) The owner and operator of a facility or vessel from which there is a release or substantial threat of release of a hazardous substance;

(2) Any person who at the time of disposal, transport, storage or treatment of a hazardous substance owned or operated the facility or vessel used for such disposal, transport, treatment or storage from which there was a release or substantial threat of a release of any such hazardous substance;

(3) Any person who by contract, agreement, or otherwise has arranged with another party or entity for transport, storage, disposal or treatment of hazardous substances owned, controlled or possessed by such person at a facility from which there is a release or substantial threat of a release of such hazardous substances; and

(4) Any person who accepts or accepted any hazardous substances for transport to disposal, storage or treatment facilities or sites from which there is a release or a substantial threat of a release of a hazardous substance."

2. Section 4(q) of the Act states:

"The Agency shall have the authority to provide notice to any person who may be liable pursuant to Section 22.2(f) of this Act for a release or a substantial threat of a release of a hazardous substance. Such notice shall include the identified response action and an opportunity for such person to perform the response action."

3. Section 22.2(k) of the Act states:

"If any person who is liable for a release or substantial threat of release of a hazardous substance fails without sufficient cause to provide removal or remedial action upon or in accordance with a notice and request by the agency or upon or in accordance with any order of the Board or any court, such person may be liable to the State for punitive damages in an amount at least equal to, and not more than 3 times, the amount of any costs incurred by the State of Illinois as result of such failure to take such removal or remedial action. The punitive damage imposed by the Board shall be in addition to any costs recovered from

such person pursuant to this Section and in addition to any other penalty or relief provided by this Act or any other law."

4. Section 22.18(a) of the Act states:

"Notwithstanding any other provision or rule or law, except as provided otherwise in subsection (b), the owner or operator, or both, of an underground storage tank shall be liable for all costs of preventive action, corrective action and enforcement action incurred by the State of Illinois as a result of a release or a substantial threat of release of petroleum from an underground storage tank."

5. The text of the statutes set out above is subject to change by amendment. Persons using this form may update it to reflect changes in the text of the statutes cited but no disclosure statement shall be invalid merely because it sets forth an obsolete or superseded version of such text.

IV. Environmental Information

A. Regulatory Information During Current Ownership

1. Has the transferor ever conducted operations on the property which involved the generation, manufacture, processing, transportation, treatment, storage or handling of "hazardous substances" as defined by the Illinois Environmental Protection Act? This question shall not be applicable for consumer goods stored or handled by a retailer in the same form, approximate amount, concentration and manner as they are sold to consumers, provided that such retailer does not engage in any commercial mixing (other than paint mixing or tinting of consumer sized containers), finishing, refinishing, servicing, or cleaning operations on the property.

Yes..... No..X..

2. Has the transferor ever conducted operations on the property which involved the processing, storage or handling of petroleum, other than that which was associated directly with the transferor's vehicle usage?

Yes..X. No.....

3. Has the transferor ever conducted operations on the property which involved the generation, transportation, storage, treatment or disposal of "hazardous or special wastes," as defined by the federal Resource Conservation and Recovery Act and the Illinois Environmental Protection Act?

Yes..... No..X..

4. Are there any of the following specific units (operating or closed) at the property which are or were used by the transferor to manage waste, hazardous wastes, hazardous substances or petroleum?

Landfill	Yes.....	No...X.
Surface Impoundment	Yes.....	No...X.
Land Treatment	Yes.....	No...X.
Waste Pile	Yes.....	No...X.
Incinerator	Yes.....	No...X.

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Storage Tank (Above Ground)	Yes.....	No ^X
Storage Tank (Underground)	Yes ^X	No.....
Container Storage Area	Yes.....	No ^X
Injection Wells	Yes.....	No ^X
Wastewater Treatment Units	Yes.....	No ^X
Septic Tanks	Yes.....	No ^X
Transfer Stations	Yes.....	No ^X
Waste Recycling Operations	Yes.....	No ^X
Waste Treatment Detoxification	Yes.....	No ^X
Other Land Disposal Area	Yes.....	No ^X

(See Exhibit B)



If there are "YES" answers to any of the above items and the transfer is other than a mortgage or collateral assignment of beneficial interest, attach a site plan which identifies the location of each unit, such site plan to be filed with the Environmental Protection Agency along with this disclosure document.

5. Has the transferor ever held any of the following in regard to this real property?

- a. Permits for discharges of wastewater to waters of the State
Yes..... No.....^X
- b. Permits for emissions to the atmosphere.
Yes..... No.....^X
- c. Permits for any waste storage, waste treatment or waste disposal operations.
Yes..... No.....^X

6. Has the transferor had any wastewater discharges (other than sewage) to a publicly owned treatment works?
Yes..... No.....^X

7. Has the transferor taken any of the following actions relative to this property?

- a. Prepared a Chemical Safety Contingency Plan pursuant to the Illinois Chemical Safety Act.
Yes..... No.....^X
- b. Filed an Emergency and Hazardous Chemical Inventory Form pursuant to the federal Emergency Planning and Community Right-to-Know Act of 1986.
Yes..... No.....^X
- c. Filed a Toxic Chemical Release Form pursuant to the federal Emergency Planning and Community Right-to-Know Act of 1986.
Yes..... No.....^X

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8. Has the transferor or any facility on the property or the property been the subject of any of the following State or federal governmental actions:

- a. Written notification regarding known, suspected or alleged contamination on or emanating from the property.
Yes..... No...X
- b. Filing an environmental enforcement case with a court or the Pollution Control Board for which a final order or consent decree was entered.
Yes..... No...X
- c. If item b was answered by checking Yes, then indicate whether or not the final order or decree is still in effect for this property.
Yes..... No..... N/A -

9. Environmental Releases During Transferor's Ownership

- a. Has any situation occurred at this site which resulted in a reportable "release" of any hazardous substances or petroleum as required under State or federal laws?
Yes..... No...X
- b. Have any hazardous substances or petroleum, which were released, come into direct contact with the ground at this site?
Yes..... No..... N/A
- c. If the answers to questions (a) and (b) are Yes, have any of the following actions or events been associated with a release on the property? N/A

..... Use of a cleanup contractor to remove or treat materials including soils, pavement or other surficial materials

..... Assignment of in-house maintenance staff to remove or treat materials including soils, pavement or other surficial materials

..... Designation, by the IEPA or the IESDA, of the release as "significant" under the Illinois Chemical Safety Act

..... Sampling and analysis of soils

..... Temporary or more long-term monitoring of groundwater at or near the site

..... Impaired usage of an on-site or nearby water well because of offensive characteristics of the water

..... Coping with fumes from subsurface storm drains or inside basements, etc.

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..... Signs of substances leaching out of the ground along the base of slopes or at other low points on or immediately adjacent to the site

10. Is the facility currently operating under a variance granted by the Illinois Pollution Control Board?
Yes..... No...X

11. Is there any explanation needed for clarification of any of the above answers or responses?

The petroleum storage tank referenced above is for the sole use of storage of diesel fuel to operate an emergency generator as required by the City of Chicago Building Code.

B. Site Information Under Other Ownership or Operation

1. Provide the following information about the previous owner or any entity or person the transferor leased the site to or otherwise contracted with for the management of the site or real property:

Name BCED-ILLINOIS RESOURCES INC.

Type of business or property usage parking garage

2. If the transferor has knowledge, indicate whether the following existed under prior ownerships, leaseholds granted by the transferor, other contracts for management or use of the facilities or real property:

Landfill	Yes.....	No...X..
Surface Impoundment	Yes.....	No...X..
Land Treatment	Yes.....	No...X..
Waste Pile	Yes.....	No...X..
Incinerator	Yes.....	No...X..
Storage Tank (Above Ground)	Yes.....	No.....
Storage Tank (Underground)	Yes...X..	No.....
Container Storage Area	Yes.....	No...X..
Injection Wells	Yes.....	No...X..
Wastewater Treatment Units	Yes.....	No...X..
Septic Tanks	Yes.....	No...X..
Transfer Stations	Yes.....	No...X..
Waste Recycling Operations	Yes.....	No...X..
Waste Treatment Detoxification	Yes.....	No...X..
Other Land Disposal Area	Yes.....	No...X..

*This has been removed.

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V. Certification


A. Based on my inquiry of those persons directly responsible for gathering the information, I certify that the information submitted is, to the best of my knowledge and belief, true and accurate.

TRANSFEROR:

700 MICHIGAN TOWER PARTNERSHIP,
an Illinois partnership


By: CHICAGO PLACE APARTMENTS
LIMITED PARTNERSHIP,
an Illinois limited partnership,
one of its general partners

By: SUDLER MARLING, INC.,
an Illinois corporation,
its general partner

By: 
Name: Jules Marling
Its: Chairman

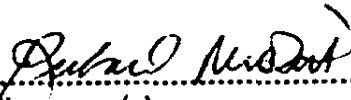
By: BROOKFIELD ILLINOIS II INC.,
a Minnesota corporation,
one of its general partners

By: 
Name: H.E. Engelmann
Its: Vice President

By: 
Name: Cynthia M. Wickett
Its: Assistant Secretary

B. This form was delivered to me with all elements completed on

..... 8-29 19 91


.....
Signature(s)

..... Richard McDevitt, Atty for Purchaser
Transferee or Transferees (Please type)
(or on behalf of Transferee)

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C. This form was delivered to me with all elements completed on

..... 10-29-..... 1971

L. M. Pint *V. M. Luke*

.....
Signature(s)

Gainer Bank National Association

.....
Lender

L. M. Pint

V. M. Luke

.....
Lender Representative (Please Type)

Asst. Vice Pres & Mtg. Loan Officer

.....
Title

Property of Cook County Clerk's Office

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STATE OF ILLINOIS)
) SS.
COUNTY OF COOK)

I, WAYNE BENNETT a Notary Public in and for said County, in the State aforesaid, DO HEREBY CERTIFY, that Jules Marling, personally known to me to be the Chairman of Sudler Marling, Inc., a corporation of the State of Illinois, whose name is subscribed to the within Instrument, appeared before me this day in person and acknowledged that as such Chairman, he signed and delivered the said Instrument of writing as Chairman of said Corporation to be thereunto affixed, as his 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 Notarial Seal, this 27th day of OCTOBER, ~~1990~~ 1991.

Wayne Bennett
Notary Public

My Commission Expires:

"OFFICIAL SEAL"
WAYNE BENNETT
Notary Public, State of Illinois
My Commission Expires Aug. 1, 1995

Property of Cook County Clerk's Office

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Minnesota
STATE OF ~~ILLINOIS~~)
Dakota) SS.
COUNTY OF ~~COOK~~)

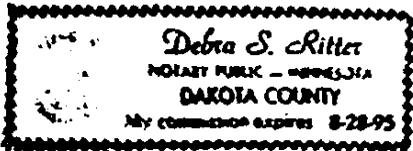
I, Debra S. Ritter a Notary Public in and for said County, in the State aforesaid, DO HEREBY CERTIFY, that H. E. Engelmann, personally known to me to be the Vice President of BROOKFIELD ILLINOIS II INC., a corporation of the State of Minnesota, and Gynthia M. Whiteford, personally known to me to be the Assistant Secretary of said Corporation, whose names are subscribed to the within Instrument, appeared before me this day in person and severally acknowledged that as such Vice President and Assistant Secretary, they signed and delivered the said Instrument of writing as Vice President and Assistant Secretary of said Corporation to be thereunto affixed, 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 Notarial Seal, this 27th day of September 1991.

Debra S. Ritter
Notary Public

My Commission Expires:

8-28-95



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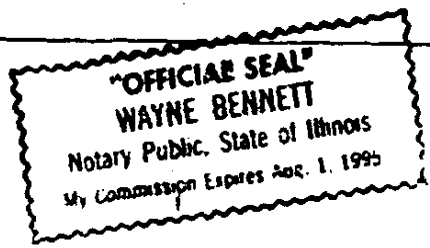
STATE OF ILLINOIS)
COUNTY OF COOK) SS.

I, Wayne Bennett, a notary public, in and for the County and State aforesaid, DO HEREBY CERTIFY that Richard M. Smith (and Carol E. Bennett), personally known to me to be the same person(s) whose name(s) (are/is) subscribed to the foregoing instrument, appeared before me this day in person and severally acknowledged to me that (they/he/she), being thereunto duly authorized, signed and delivered said instrument as (their/his/her) own free and voluntary act, for the use and purposes set forth therein.

GIVEN under my hand and notarial seal this 27 day of October 1990.

Wayne Bennett
Notary Public

My Commission Expires:



Attorney

Property of Cook County Clerk's Office

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EXHIBIT A

LOTS 2 OF CHICAGO PLACE, BEING A RESUBDIVISION OF THE LAND, PROPERTY AND SPACE WITHIN BLOCK 46 (EXCEPT THE EAST 75.00 FEET THEREOF) IN KINZIE'S ADDITION TO CHICAGO IN THE NORTH HALF OF SECTION 10, TOWNSHIP 39 NORTH, RANGE 14, EAST OF THE THIRD PRINCIPAL MERIDIAN, ACCORDING TO THE PLAT OF SAID CHICAGO PLACE RECORDED SEPTEMBER 7, 1990, AS DOCUMENT NO. 90435974, IN COOK COUNTY, ILLINOIS.

Property of Cook County Clerk's Office

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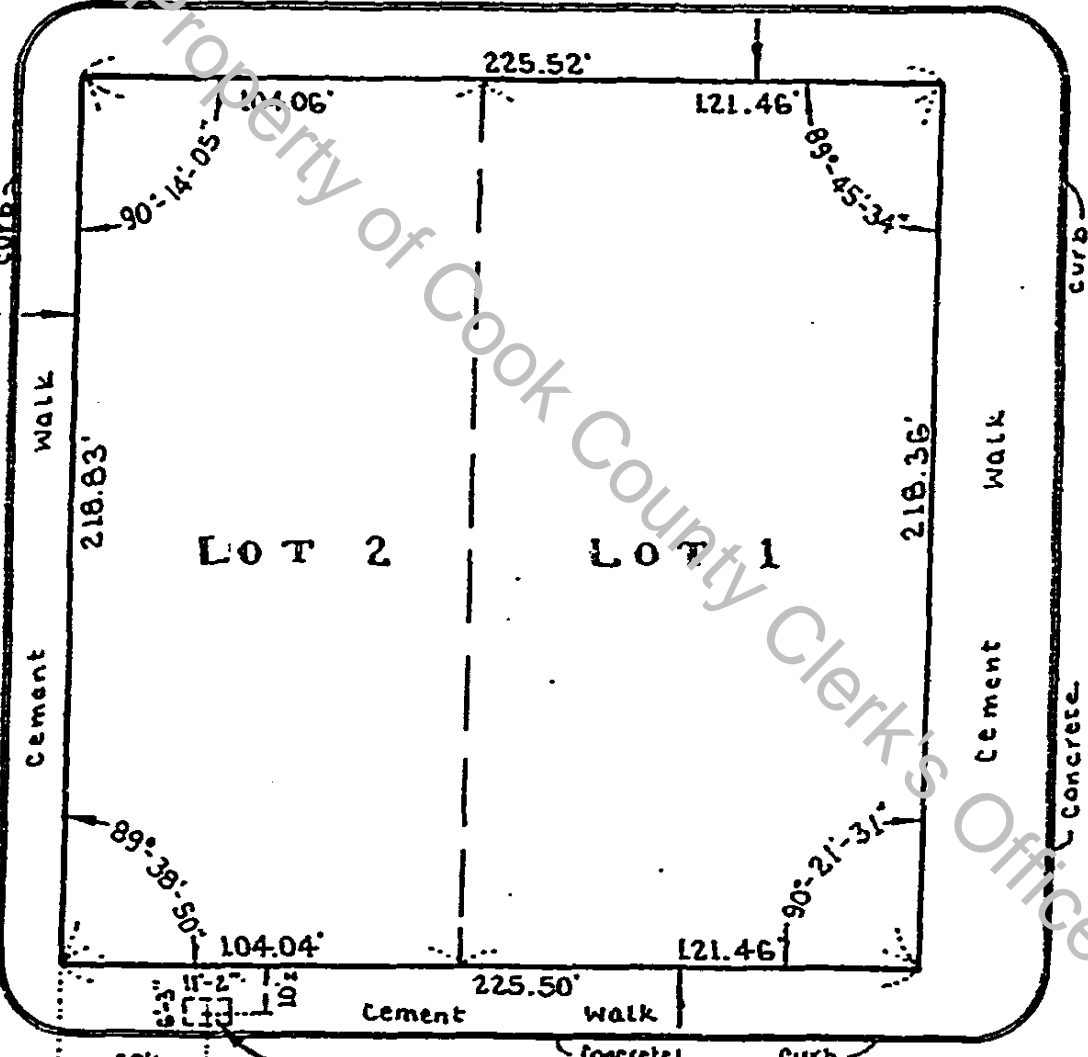
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EXHIBIT "B"

E. SUPERIOR ST.

N. RUSH ST.

N. MICHIGAN AVE.



E. HURON ST.

Apartment Tower Fuel Tank (Top of Tank is 4 Feet ± below Walk Grade)

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