

1. Right of First Offer. If Grantor intends to offer for lease all or any portion of the I Century RFO Space to a bona fide prospective tenant, Grantor shall first notify Grantee in writing of such intention ("Grantor's Notice"). Grantee shall have the right to lease the I Century RFO Space identified in Grantor's Notice on the same terms as such I Century RFO Space will be offered to the prospective tenant(s) by delivering to Grantor not later than twenty (20) days after receipt of Grantor's Notice, written notice of Grantee's irrevocable and unconditional election to exercise the right to lease such I Century RFO Space on the terms described in Grantor's Notice.

NOW, THEREFORE, for and in consideration of Ten and No/100 Dollars (\$10.00), and for other good and valuable consideration, the receipt and sufficiency of which is hereby acknowledged, the parties agree as follows:

WHEREAS, Grantor desires to grant and Grantee desires to accept a right of first offer to lease the portions of the Building (the "I Century RFO Space") as set forth on Exhibit "B" attached hereto and made a part hereof, on such terms and conditions as set forth below.

WHEREAS, Grantor deems it desirable to have a known, identifiable proposed tenant for a portion of the Building; and

WHEREAS, Grantee deems it desirable to have certain rights of first offer for a portion of the Building; and

WHEREAS, Grantee has entered into a Lease by and between Grantee and American National Bank and Trust Company of Chicago, as Trustee under Trust Agreement dated January 13, 1986 and known as Trust Agreement No. 66456 ("Lease"), for certain office space, as described in the Lease (the "Leased Premises") in a Building, located adjacent to the Building, commonly known as Two Century Centre, 1700 East Golf Road, Schaumburg, Illinois 60173, for a lease term of ten (10) years, subject to extensions provided in such Lease; and

WHEREAS, Grantor, as Trustee aforesaid, is the legal titleholder of that certain building commonly known as One Century Centre, 1700 East Golf Road, Schaumburg, Illinois 60173 (which, together with the parcel on which it is constructed and all appurtenances thereto are referred to herein as the "Building") which is legally described on Exhibit "A" attached hereto and made a part hereof; and

This Agreement is made and entered into this 13th day of July, 1990, by and between AMERICAN NATIONAL BANK AND TRUST COMPANY OF CHICAGO, as Trustee under Trust Agreement dated May 21, 1984 and known as Trust #61066 ("Grantor") and SANTA FE PACIFIC CORP., a Delaware corporation ("Grantee").

RIGHT OF FIRST OFFER AGREEMENT

8488F

90360452

91086938

9 0 3 6 0 4 5 ORIGINAL

82695916

25309305

DEPT-01 RECORDING
14565 TRUN 5475 02/26/91 09:38:00
W I T N E S S E I H :
* 22914 E * 91-086938
COCK COUNTY RECORDER

\$19.00

90360452

31086938

3. Execution of Additional Documents. The parties hereto agree to execute any and all instruments and documents which may be reasonably necessary to effectuate and accomplish the terms contained herein.

2. Termination of Agreement. This Agreement and Grantee's right of first offering shall terminate immediately without need of further action by the parties upon (1) the expiration of the lease, or any extension thereof, (11) the earlier termination of the lease pursuant to the terms thereof, or (111) Tenant's assignment of the lease or sublease of more than 25% of the rentable area of the Leased Premises.

Grantor's Notice will include a statement of the exact size and configuration of the I Century RFO Space, the date of availability of the I Century RFO Space, the term, monthly base rent, adjustments, any escalation of monthly base rent and any allowances and other concessions applicable to the I Century RFO Space. If Grantee exercises its right to lease the I Century RFO Space, Grantee shall be obligated to lease all of the I Century RFO Space being offered by Grantor, and Grantee shall execute within thirty (30) days after delivery thereof by Grantor, a lease of such I Century RFO Space and a work letter in substantially the same form as the Lease and the Work Letter attached to the Lease, modified to incorporate the terms contained in Grantor's Notice and to exclude all terms or provisions contained in the Lease which are inapplicable to the lease for the I Century RFO Space. Grantee's obligation to pay monthly base rent for such I Century RFO Space leased by Grantee shall not commence until the earlier of (1) the date that the I Century RFO Space is substantially complete pursuant to the terms of the work letter executed by Grantee if Grantor has agreed to perform any remodeling or other improvement work in the I Century RFO Space, or (11) Grantor delivers possession of the I Century RFO Space if Grantor has not agreed to perform any remodeling or improvement work in the I Century RFO Space. Grantee's failure to timely deliver notice of the exercise of its right to lease the I Century RFO Space described in Grantor's Notice or Grantee's failure to execute and deliver to Grantor such lease within said thirty (30) day period shall be deemed to be a permanent waiver of Grantee's right of first offering with respect to such I Century RFO Space described in such Grantor's Notice.

UNOFFICIAL COPY

91686938

90360452

AMERICAN NATIONAL BANK AND TRUST
COMPANY OF CHICAGO AS TRUSTEE UNDER
TRUST AGREEMENT DATED MAY 21, 1984
AND KNOWN AS TRUST NO. 61066

BY: _____
LEB: _____
Account: _____

IN WITNESS WHEREOF, Grantor executes this Right of First Offer
Agreement this 21 day of February, 1991.

THIS RIGHT OF FIRST OFFER AGREEMENT IS BEING RE-EXECUTED BY AMERICAN
NATIONAL BANK AND TRUST COMPANY OF CHICAGO, AS TRUSTEE, AND RE-RECORDED
SOLELY TO CORRECT AN ERROR IN THE TRUST IDENTIFICATION CONTAINED IN THE
SIGNATURE BLOCK.

TJV-01-070690-8488E

-3-

This instrument is provided by the undersigned and their not necessarily best and
truest information, and is not intended to be construed as a warranty, indemnity, or
assumption of liability by the undersigned or any party. The undersigned hereby
certifies that the information furnished by them is true and correct to the best of
their knowledge and belief. The undersigned hereby certifies that the information
furnished by them is true and correct to the best of their knowledge and belief.
The undersigned hereby certifies that the information furnished by them is true and
correct to the best of their knowledge and belief.

BY: _____
LEB: _____
Account: _____
ATTEST: _____
LEB: _____

SANTA FE PACIFIC CORP., a
Delaware corporation

BY: _____
LEB: _____
Account: _____
ASSISTANT SECRETARY
VICE PRESIDENT

AMERICAN NATIONAL BANK AND TRUST
COMPANY OF CHICAGO AS TRUSTEE UNDER
TRUST AGREEMENT DATED JANUARY 13,
1986 AND KNOWN AS TRUST NO. 66456

IN WITNESS WHEREOF, the parties execute this Right of First
Offer Agreement as of the day and year first above written.

9 0 3 6 0 4 5 2

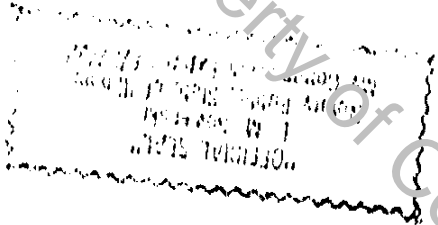
UNOFFICIAL COPY

Property of Cook County Clerk's Office

31086338

90360452

Property of Cook County



My Commission Expires:

Notary Public

[Signature]

[Signature], 1990.

Given under my hand and official seal, this 20th day of 1990.

I, the undersigned, a Notary Public in and for said County of Cook, State of Illinois, do HEREBY CERTIFY that the foregoing instrument, as subscribed to the foregoing instrument, as Secretary of said corporation, personally known to me to be the same persons whose names are subscribed to the foregoing instrument, appeared before me this day in person and acknowledged that they signed and delivered the said instrument as their own free and voluntary acts, and as the free and voluntary act of said corporation, as Trustee, for the use and purposes therein set forth; and the said Secretary did also then and there acknowledge that he, as custodian of the corporate seal of said corporation, did affix the said corporate seal of said corporation to said instrument as his own free and voluntary act, and as the free and voluntary act of said corporation, as Trustee, for the use and purposes therein set forth.

STATE OF ILLINOIS)
COUNTY OF COOK)
SS.

UNOFFICIAL COPY

Property of Cook County Clerk's Office

UNOFFICIAL COPY

TJV-01-070690-8488E

5-10-88

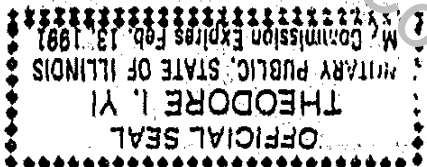
91686938

90360452

Return to:
Box 416
(T.Y.)

Terence J. Venezia
McDermott, Will & Emery
227 West Monroe Street
Chicago, Illinois 60606

Prepared by:



Notary Public

My Commission Expires:

I, the undersigned, a Notary Public in and for said County, in the State aforesaid, DO HEREBY CERTIFY that Terence J. Venezia, personally known to me to be the Secretary of Santa Fe Pacific Corp., a Delaware corporation, and T. C. Venezia, personally known to me to be the Secretary of said corporation, and personally known to me to be the same persons whose names are subscribed to the foregoing instrument, appeared before me this day in person and severally acknowledged that as such President and Secretary of said corporation, they signed, sealed and delivered the said instrument pursuant to authority, given by the Board of Directors of said corporation 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 official seal, this 13th day of February, 1990.

Terence J. Venezia
Notary Public

STATE OF Illinois
)
) SS.
) COUNTY OF Cook

90360452

Property of Cook County Clerk

UNOFFICIAL COPY

10/10/2010 10:10:10 AM
C:\Users\Public\Documents\10-10-2010 10:10:10 AM
C:\Users\Public\Documents\10-10-2010 10:10:10 AM

10/10/2010 10:10:10 AM
C:\Users\Public\Documents\10-10-2010 10:10:10 AM

Property of Cook County Clerk's Office

10/10/2010 10:10:10 AM
C:\Users\Public\Documents\10-10-2010 10:10:10 AM
C:\Users\Public\Documents\10-10-2010 10:10:10 AM
C:\Users\Public\Documents\10-10-2010 10:10:10 AM

UNOFFICIAL COPY

JUN-01-07 09:00-8488c

0 5 6 9 0 1 6

90360452

Handwritten scribbles and "box" text

Handwritten scribbles

Handwritten scribbles

Property of Cook County Clerk's Office

DEPT-01 RECORDING 143333 TRAN 2985 07/26/90 11:53:00 \$18.00
COOK COUNTY RECORDER 40012 * C *-90-360452

1750 East Golf Road, Schaumburg, Illinois

STREET ADDRESS:

07-12-400-005

P.L.N.:

Subdivision of part of the Southeast Quarter of Section 12, Township 41 North, Range 10, East of the Third Principal Meridian, Cook County, Illinois, recorded November 14, 1984 as Document No. 27,336,946

LEGAL DESCRIPTION:

Legal Description

EXHIBIT "A"

9 0 3 6 0 4 5 2

UNOFFICIAL COPY

Property of Cook County Clerk's Office

UNOFFICIAL COPY

9 1 0 3 6 9 3 0

91080333

30360452

Property of Cook County Clerk's Office

- 1. 10,351 rentable square feet of space on floor 4 subject to lease by ^{OTL}
- 2. 40,846 rentable square feet of space on floors 5 and 6 subject to lease by NEC.
- 3. 40,846 rentable square feet of space on floors 7 and 8 subject to lease by J.C. Penney.

1 Century RORO Space

EXHIBIT "B"

9 0 3 6 0 4 5 2

UNOFFICIAL COPY

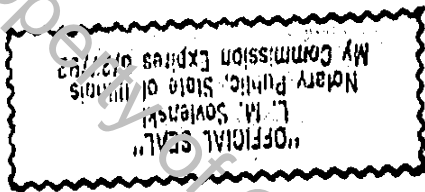
Property of Cook County Clerk's Office

1/20/11

806698016

98166

Property of Cook County



My Commission Expires:

Notary Public

L. M. Sovienek

1991

Given under my hand and official seal, this FEB 21 1991 day of

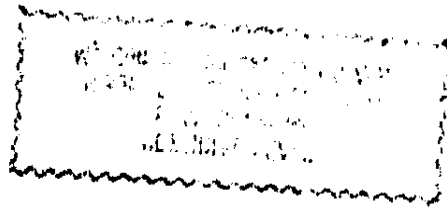
the uses and purposes therein set forth, and as the free and voluntary act of said corporation, as Trustee, for said corporation to said instrument as his own free and voluntary act, corporate seal of said corporation, did affix the said corporate seal of did also then and there acknowledge that he, as custodian of the uses and purposes therein set forth; and the said Assistant Secretary as the free and voluntary act of said corporation, as Trustee, for the delivered the said instrument as their own free and voluntary acts, and before me this day in person and acknowledged that they signed and such President and Assistant Secretary, respectively, appeared persons whose names are subscribed to the foregoing instrument, as Secretary of said corporation, personally known to me to be the same Illinois banking corporation, and Notor H. Dohansky, an President of the American National Bank and Trust Company of Chicago, an State aforesaid, DO HEREBY CERTIFY that WICTAWK WIKAL, in the I, the undersigned, a Notary Public in and for said County, in the

STATE OF ILLINOIS)
COUNTY OF COOK)
SS.)

NOTARY FOR CORRECTED AND RE-RECORDED INSTRUMENT

UNOFFICIAL COPY

Property of Cook County Clerk's Office



7/25/11 10:24:12

Property of Cook County Clerk's Office