

19 May



Address: D. Small, Esq.
Katten Muchin & Zoules
505 W. Monroe, Ste. 1600
Chicago, IL 60601-3693

277086716

2. This Memorandum of Agreement shall not alter any terms or provisions of the Second Building Agreement; all terms and provisions of the Second Building Agreement are hereby incorporated herein by reference as if the same were set forth in full herein.

1. In part, the Second Building Agreement provides that (a) in the event the Second Building is built by Purchaser or its affiliates on Block 123, Purchaser shall pay to the AMA certain amounts which are related to (i) the net income of the Second Building, and (ii) the net sale proceeds or net financing proceeds of the Second Building and (b) in the event there is a sale, transfer, refinancing or other transaction affecting the Second Building Land prior to the construction of the Second Building, Purchaser shall pay to AMA certain amounts from the net proceeds of the Second Building Land; all as more particularly set forth in the Second Building Agreement.

NOW, THEREFORE, for good and valuable consideration, the parties hereto agree as follows:

3. The Purchaser and the AMA are entering into this Agreement in order to provide notice of certain of the terms and provisions of the Second Building Agreement.

2. In connection with the purchase of Block 123, the Purchaser and the AMA entered into a Second Building Agreement dated December 10, 1986, as same is amended by a First Amendment and Restatement of Second Building Agreement dated of even date herewith (said Second Building Agreement as same is amended is hereinafter referred to as the "Second Building Agreement") regarding the AMA's rights and interests in a building (the "Second Building") potentially to be built on the portion of Block 123 shown generally on Exhibit A-2 to this Agreement (the "Second Building Land"); all as more particularly described in the Second Building Agreement.

1. On or about December 10, 1986, Purchaser purchased the real estate described on Exhibit A to this Agreement ("Block 123") from the AMA.

This Memorandum of First Amended and Restated Second Building Agreement (the "Agreement") is made as of the 12th day of June, 1991 by and among AMERICAN MEDICAL ASSOCIATION, an Illinois not-for-profit corporation (the "AMA"), MKDC/BUCK 123 PARTNERSHIP, an Illinois general partnership (the "Partnership"), and LASALLE NATIONAL TRUST, N.A. (as successor to Lasalle National Bank), not personally, but as Trustee under a Trust Agreement dated November 21, 1986 and known as Trust No. 111774 (the "Trust") (the Partnership and the Trust are hereinafter collectively referred to as the "Purchaser").

MEMORANDUM OF FIRST AMENDED AND RESTATED SECOND BUILDING AGREEMENT

DEPT-01 RECORDING \$19.29
143333 TRAN 6807 08/02/91 12130:00
46884 C *91-390717
COOK COUNTY RECORDER

91390717

UNOFFICIAL COPY

Property of Cook County Clerk's Office

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IN WITNESS WHEREOF, the parties hereto set their hands the day and year first above written.

AMERICAN MEDICAL ASSOCIATION,
an Illinois not-for-profit
corporation



By: Kenneth E. Monroe
Its: Deputy Executive Vice-president

MKDG/BUCK 123 PARTNERSHIP,
an Illinois general partnership

By: MKDG CO. (formerly known as
Miller-Klutznick-Davis-Gray
Co.), a Colorado general
partnership, a general partner

By: _____
Its: _____

By: Buck 123 Limited Partnership,
an Illinois limited
partnership, a general partner

By: BUCK 123 COMPANY,
an Illinois corporation,
its general partner

By: John S. Abel
Its: 10

SEE RIDER ATTACHED HERETO AND MADE A PART HEREOF

LASALLE NATIONAL TRUST, N.A.,
as Trustee as aforesaid and not per-

ATTEST:

By: Rosemary Collins
Its: ASSISTANT SECRETARY

By: _____
Its: ASSISTANT VICE-PRESIDENT

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

Andrew D. Small, Esq.
Katten Muchin & Zavis
525 W. Monroe Street
Suite 1600
Chicago, Illinois 60661

RIDER ATTACHED TO AND MADE A PART OF DOCUMENT
DATED June 12, 1991 UNDER TRUST NO. 111774

This instrument is executed by LA SALLE NATIONAL TRUST, N.A., not personally but solely as Trustee, as aforesaid, in the exercise of the power and authority conferred upon and vested in it as such Trustee. All the terms, provisions, stipulations, covenants and conditions to be performed by LA SALLE NATIONAL TRUST, N.A., are undertaken by it solely as Trustee, as aforesaid, and not individually and all statements herein made are made on information and belief and are to be construed accordingly, and no personal liability shall be asserted or be enforceable against LA SALLE NATIONAL TRUST, N.A., by reason of any of the terms, provisions, stipulations, covenants and/or statements contained in this instrument.

NO NAME A PART HEREOF

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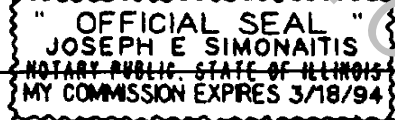
STATE OF ILLINOIS)
)
COUNTY OF COOK) SS.

I, Joseph E. Simonaitis, a Notary Public in and for the said County, in the State aforesaid, DO HEREBY CERTIFY that Kenneth E. Monroe, as Deputy Executive Vice-president of AMERICAN MEDICAL ASSOCIATION, a not-for-profit corporation, who is personally known to me to be the same person whose name is subscribed to the foregoing instrument as such Deputy Executive Vice President of said corporation, appeared before me this day in person and acknowledged that he signed and delivered the said instrument as his free and voluntary act and as the free and voluntary act of said corporation for the uses and purposes set forth therein.

Given under my hand and notarial seal this 27th day of June, 1991.

Handwritten signature of Joseph E. Simonaitis, Notary Public.

My Commission Expires:



STATE OF _____)
)
COUNTY OF _____) SS.

I, _____, a Notary Public in and for the said County, in the State aforesaid, DO HEREBY CERTIFY that _____ as _____ of MKDG CO., a Colorado general partnership, as a general partner of MKDG/BUCK 123 PARTNERSHIP, an Illinois general partnership, who is personally known to me to be the same person whose name is subscribed to the foregoing instrument as such _____ of MKDG CO., a Colorado general partnership, appeared before me this day in person and acknowledged that he signed and delivered the said instrument as his free and voluntary act and as the free and voluntary act of MKDG CO., a Colorado general partnership, as a general partner of MKDG/BUCK 123 PARTNERSHIP, an Illinois general partnership, for the uses and purposes set forth therein.

Given under my hand and notarial seal this _____ day of _____, 1991.

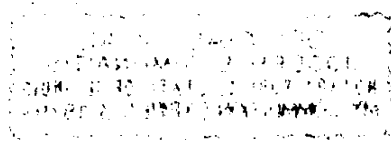
Notary Public

My Commission Expires:

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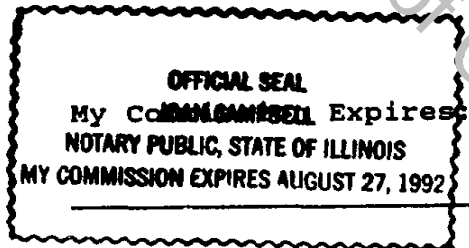
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STATE OF ILLINOIS)
COUNTY OF COOK) SS.

I, JOAN CAMPBELL, a Notary Public in and for the said County, in the State aforesaid, DO HEREBY CERTIFY that JOHN BERKE, as VICE PRESIDENT of BUCK 123 COMPANY, an Illinois corporation, as general partner of BUCK 123 LIMITED PARTNERSHIP, an Illinois limited partnership, as a general partner of MKDG/BUCK 123 PARTNERSHIP, an Illinois general partnership, who is personally known to me to be the same person whose name is subscribed to the foregoing instrument as such VICE PRESIDENT of BUCK 123 COMPANY, an Illinois corporation, appeared before me this day in person and acknowledged that he signed and delivered the said instrument as his free and voluntary act of BUCK 123 COMPANY, an Illinois corporation, as general partner of BUCK 123 LIMITED PARTNERSHIP, an Illinois limited partnership, as a general partner of MKDG/BUCK 123 PARTNERSHIP, an Illinois general partnership, for the uses and purposes set forth therein.

Given under my hand and notarial seal this 13th day of June, 1991.

Joan Campbell
Notary Public



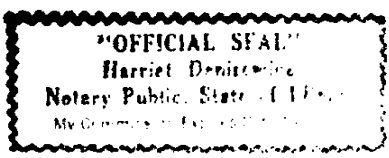
STATE OF ILLINOIS)
COUNTY OF COOK) SS.

I, HARRIET DENISEVICZ, a Notary Public in and for the said County, in the State aforesaid, DO HEREBY CERTIFY that Corinne Bak, as Assistant Secretary and ROSEMARY COLLINS, as Assistant Secretary of LASALLE NATIONAL TRUST, N.A., not personally, but as Trustee under Trust Agreement dated November 21, 1986 and known as Trust No. 111774 who are personally known to me to be the same persons whose names are subscribed to the foregoing instrument as such Assistant Secretary and Assistant Secretary of said Bank, respectively, appeared before me this day in person and acknowledged that they signed and delivered the said instrument as their free and voluntary act and as the free and voluntary act of said Bank as Trustee for the uses and purposes set forth therein.

Given under my hand and notarial seal this 22 day of July, 1991.

Harriet Denisevicz
Notary Public

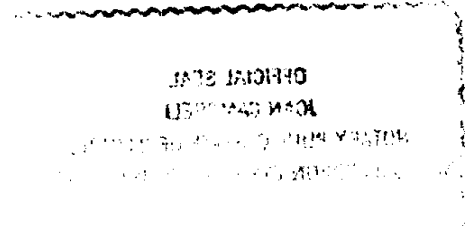
My Commission Expires:



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IN WITNESS WHEREOF, the parties hereto set their hands the day and year first above written.

AMERICAN MEDICAL ASSOCIATION,
an Illinois not-for-profit
corporation

By: _____
Its: _____

MKDG/BUCK 123 PARTNERSHIP,
an Illinois general partnership

By: MKDG CO. (formerly known as
Miller-Klutznick-Davis-Gray
Co.), a Colorado general
partnership, a general partner
By: SM Investment Co., a Colorado general
partnership, Partner

By: 
Its: Partner

By: Buck 123 Limited Partnership,
an Illinois limited
partnership, a general partner

By: BUCK 123 COMPANY,
an Illinois corporation,
its general partner

By: _____
Its: _____

LASALLE NATIONAL TRUST, N.A.,
as Trustee as aforesaid

ATTEST:

By: _____
Its: _____

By: _____
Its: _____

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

Andrew D. Small, Esq.
Katten Muchin & Zavis
525 W. Monroe Street
Suite 1600
Chicago, Illinois 60661

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STATE OF ILLINOIS)
)
COUNTY OF COOK) SS.

I, _____, a Notary Public in and for the said County, in the State aforesaid, DO HEREBY CERTIFY that _____, as _____ of AMERICAN MEDICAL ASSOCIATION, a not-for-profit corporation, who is personally known to me to be the same person whose name is subscribed to the foregoing instrument as such _____ of said corporation, appeared before me this day in person and acknowledged that he signed and delivered the said instrument as his free and voluntary act and as the free and voluntary act of said corporation for the uses and purposes set forth therein.

Given under my hand and notarial seal this _____ day of _____, 1991.

Notary Public

My Commission Expires:

STATE OF COLORADO)
CITY AND)
COUNTY OF DENVER) SS.

I, Kathleen E. Boggie, a Notary Public in and for the said County, in the State aforesaid, DO HEREBY CERTIFY that Myron M. Miller, as General Partner of * of MKDG CO., a Colorado general partnership, as a general partner of MKDG/BUCK 123 PARTNERSHIP, an Illinois general partnership, who is personally known to me to be the same person whose name is subscribed to the foregoing instrument as such General Partner of * of MKDG CO., a Colorado general partnership, appeared before me this day in person and acknowledged that he signed and delivered the said instrument as his free and voluntary act and as the free and voluntary act of MKDG CO., a Colorado general partnership, as a general partner of MKDG/BUCK 123 PARTNERSHIP, an Illinois general partnership, for the uses and purposes set forth therein.

Given under my hand and notarial seal this 27th day of June, 1991.

*3M Investment Co., a Colorado general partnership, as general partner

Kathleen E. Boggie

Notary Public

My Commission Expires:

January 26, 1992

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EXHIBIT A

Legal Description of Land

Lots 1 through 12, both inclusive, together with the vacated East-West Alley South of and adjoining said Lots 1 through 6 and lying North of and adjoining said Lots 7 through 12, in Block 15 in Kinzie's Addition to Chicago in Section 10, Township 39 North, Range 14 East of the Third Principal Meridian.

P.I.N. Nos.: 17-10-123-001 through 17-10-123-012

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515

NORTH WEST CORNER
CHICAGO, ILLINOIS
AREA INFORMATION

MEMBER OF
THE LAND OF
CHICAGO
COMPANY

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SITE PLAN

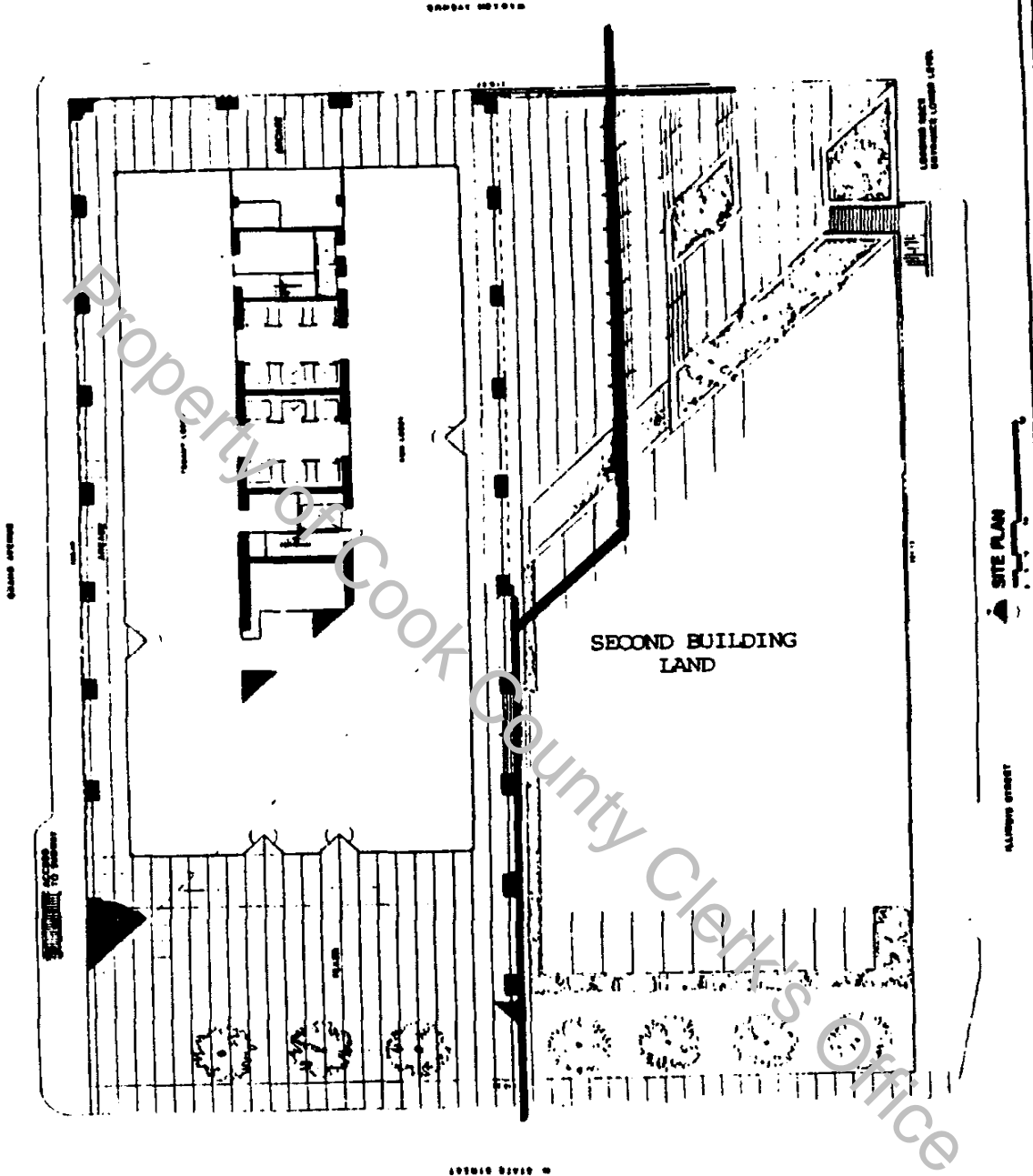


EXHIBIT A-2

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