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IN THE CIRCUIT COURT OF COOK COUNTY, ILLINOIS
COUNTY DEPARTMENT, CHANCERY DIVISION

UNITED STATES FIDELITY AND GUARANTY
COMPANY, a Maryland Corporation, et al.

Plaintiffs,

v.

OLD ORCHARD PLAZA LIMITED PARTNERSHIP,
an Illinois limited partnership, et al.

Defendants.

BRUNSWICK CORPORATION, a Delaware
corporation

Intervenor-Plaintiff,

v.

JERRY BURIN, as Receiver, UNITED STATES
FIDELITY AND GUARANTY COMPANY, a Maryland
Corporation, FIDELITY AND GUARANTY LIFE
INSURANCE COMPANY, a Maryland Corporation,
MERCANTILE MORTGAGE CORPORATION,
a Maryland Corporation, and MICHAEL S.
CORDES, as trustees, OLD ORCHARD PLAZA
LIMITED PARTNERSHIP, an Illinois limited
partnership, LP EQUITY ASSOCIATES LIMITED
PARTNERSHIP, a Delaware limited partnership,
and IASALLE PARTNERS ASSET MANAGEMENT
LIMITED PARTNERSHIP, a Delaware limited
partnership,

Defendants.

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No. 92 CH 6435

DEPT-01 RECORDING

\$51.50

T#5555 TRAN 2621 05/11/93 14:15:00
\$7978
COOK COUNTY RECORDER

NOTICE OF LIB PENALTY

I, the undersigned, do hereby certify that Brunswick Corporation ("Brunswick") filed a COMPLAINT FOR DECLARATORY JUDGMENT AND FOR OTHER RELIEF ("Complaint") in the above-entitled cause in the Office of the Clerk of the Circuit Court of Cook County, Illinois, on March 8, 1993, Case No. 92 CH 6435, and that Brunswick's Complaint is now pending before Judge Lester Foreman,

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Rm. 2308 in that court. The parties to Brunswick's Complaint are those identified as defendants in Brunswick's Complaint set forth in the caption above.

Brunswick had leased approximately 123,000 square feet of office space at a commercial office complex at 5401 Old Orchard Road, Skokie, Illinois ("the Property") (see EXHIBIT A) pursuant to a lease dated May 1, 1983 (the "Lease"). The Property is the subject matter of the pending case. A Memorandum of the Lease was recorded on May 16, 1983 in the Office of the Recorder of Cook County, Illinois, as Document No. 26607001. Under the Lease, Brunswick had the option to vacate the Property at the end of the initial term of the Lease on April 30, 1993, which Brunswick elected to do. Upon Brunswick's vacating the Property, the Lease required the lessor to pay Brunswick \$2,000,000. As of this date, Brunswick has not been paid any of the \$2,000,000 payment.

Brunswick's Complaint seeks to recover payment of the \$2,000,000 by having the Court declare, among other things, that the lessor's obligation to pay the \$2,000,000 is enforceable as a covenant running with the land which is binding on Old Orchard Plaza Limited Partnership, the current record owner of the Property as a successor to the original lessor, and/or in the alternative on the defendant Jerry Burin, as the Receiver appointed for the Property, and/or in the alternative on the defendants United States Fidelity and Guaranty Company, Fidelity Guaranty Life Insurance Company, Mercantile Mortgage Corporation, as Trustee, and Michael S. Cordes, as Trustee, who collectively hold mortgages on the

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Property. Brunswick further claims that it has a \$2,000,000 equitable lien against the Property until it is paid in full.

The legal description of the Property consists of nine (9) parcels described in the attached EXHIBIT A. The property demised by the Brunswick lease consists of the space in the buildings and parking areas described on EXHIBIT B hereto, which are located on the land described in EXHIBIT A.

The common address of the Property is:

5401 Old Orchard Road
Skokie, Illinois 60077

The Permanent Tax Numbers for the Tax Parcels for which Brunswick paid its allocable share of real estate taxes are as follows:

<u>Tax Parcel:</u>	<u>Parcel Number:</u>
1	10-09-301-001
3	10-09-312-009
6	10-09-312-014
22	10-09-304-020

Dated this 11th day of May, 1993

Signed

Richard J. Brennan

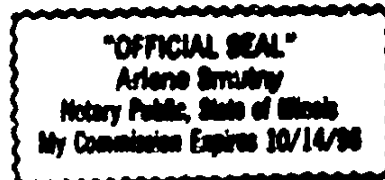
Prepared by:

Richard J. Brennan
Brian E. Neuffer
Winston & Strawn
35 West Wacker Drive
Chicago, Illinois 60601
(312) 558-5600
Attorney No. 90875

SUBSCRIBED AND SWORN to
before me this 11th day
of May, 1993.

Arlene Smutny
Notary Public

(After recording, mail to
Brian E. Neuffer, above)



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My Commission Expires 10/14/28
Notary Public, State of Illinois
Arlene Smolny
"OFFICIAL SEAL"

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Lots 11 through 24, both inclusive, and also that part of Lots 25 through 28, both inclusive, lying north-westerly of a line drawn from the northeast corner of said lot 25 to the southwest corner of said lot 28 in Block 3 in Wittbold's Rapid Transit Terrace No. 3, a subdivision in the South West Quarter (1/4) of Section 9, Township 41 North, Range 13 East of the Third Principal Meridian, in Cook County, Illinois;

Parcel 2

The west 2 acres of that part of the South West Quarter (1/4) of Section 9, Township 41 North, Range 13 East of the Third Principal Meridian described as follows: commencing at a point on the east line of said 1/4 section, 8.10 chains north of the South East corner thereof and running thence west parallel to the south line of said 1/4 section 20.02 chains; thence north 5.93 chains; thence east 20.01 chains; thence south 5.95 chains to the point of beginning, in Cook County, Illinois;

Parcel 3

That part lying east of the west 2 acres and westerly of the westerly line of the premises condemned for highway purposes by proceedings had in case No. 45C13630, Circuit Court of Cook County, Illinois of the following described tract of land: that part of the East 1/2 of the South West 1/4 of Section 9, Township 41 North, Range 13 East of the Third Principal Meridian described as follows: commencing at a point on the east line of said 1/4 section, 8.10 chains north of the south east corner thereof and running thence west parallel to the south line of said 1/4 Section 20.02 chains; thence north 5.93 chains; thence east 20.01 chains; thence south 5.95 chains to the point of beginning, in Cook County, Illinois;

EXHIBIT

A

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Parcel 4

That part of the South East 1/4 of the South West 1/4 of Section 9, Township 41 North, Range 13 East of the Third Principal Meridian lying westerly of the westerly line of the premises condemned for highway purposes by proceedings had in case No. 48C13630 in Circuit Court of Cook County, Illinois; south of a line drawn from a point in the east line of said South East 1/4 of the South West 1/4 927.30 feet north of the South East corner thereof to a point in the west line of said South East 1/4 of the South West 1/4, 391.38 feet south of the North West corner thereof; north of the easterly and westerly extension of the north line of the west 2 acres of the following described tract of land to wit: that part of the East 1/2 of the South West 1/4 of said Section 9 described as follows: commencing at a point in the east line of said quarter section, 8.10 chains north of the South East corner thereof; thence west parallel with the south line of said quarter section 20.02 chains; thence north 5.93 chains; thence east 20.01 chains; thence south 5.95 chains to the point of beginning; and east of the northerly extension of the east line of said 2 acre tract above described all in Cook County, Illinois;

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Parcel 5

All that part of the 100 foot right of way of the Chicago and Northwestern Railway Company in the East Half of the South West Quarter of Section 9, Township 41 North, Range 13, East of the Third Principal Meridian, that lies north westerly of the north line of Simpson Street and south easterly of the south line of Harrison Street (Old Orchard Road) as said streets are platted located and established said right of way being a north westerly and south easterly strip of land 100 feet in width that lies 50 feet in width on each side of the center line between the two main tracks of the Chicago and Northwestern Railway Company as originally located and established (except all that part of the west 80 feet of the 100 foot right of way conveyed by the Chicago and Northwestern Railway Company to International Minerals and Chemical Corporation by deed dated June 30, 1966 and recorded July 1, 1966 as Document 19874246 in the East Half of the South West Quarter of Section 9, Township 41 North, Range 13 East of the Third Principal Meridian, that lies north westerly of the north line of Simpson Street (now known as Golf Road) and south easterly of a line drawn perpendicular to such right of way at a point in the center line thereof 835 feet distant and north westerly from the point where such center line meets said north line of Simpson Street (now known as Golf Road) said right of way being described in said deed as a north westerly and south easterly strip of land 100 feet in width that lies 50 feet in width on each side of the center line between the two main tracks of the Chicago and North Western Railway Company as originally located and established in Cook County, Illinois);

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Parcel 6

That part of the South East 1/4 of the South West 1/4 of Section 9, Township 41 North, Range 13 East of Third Principal Meridian lying South of a line drawn from a point in the East line of said South East 1/4 of the South West 1/4 927.30 feet North of the South East corner thereof to a point in the West line of said South East 1/4 of the South West 1/4, 391.38 feet South of the North West corner thereof; North of the North line of the West 2 acres of the following described tract of land to wit: That part of the East 1/2 of the South West 1/4 of said Section 9 described as follows: Commencing at a point in the East line of said quarter section, 8.10 chains North of the South East corner thereof; thence West parallel with the South line of said quarter Section 20.02 chains; thence North 5.93 chains; thence East 20.01 chains; thence South 5.95 chains to the point of beginning; East of the Northerly extension of the West line of said 2 acre tract and West of the Northerly extension of the East line of said 2 acre tract above described all in Cook County, Illinois.

Cook County Clerk's Office

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Parcel 7

That part of the South East 1/4 of the South West 1/4 of Section 9, Township 41 North, Range 13 East of the Third Principal Meridian, in Cook County, Illinois described as follows: commencing at a point in the east line of said South East 1/4 927.30 feet north of the South East corner thereof thence west 1304.16 feet more or less to a point 16.5 feet east of the west line of said South East 1/4 thence north parallel to and along a line 16.5 feet east of west line of said South East 1/4 391.38 feet more or less to the north line of said South East 1/4 thence east along the north line of said South East 1/4 1304 feet more or less to the east line of said South East 1/4 thence south along the east line said South East 1/4 392.72 feet more or less to the point of beginning (excepting therefrom a strip of land 100 feet wide conveyed by Samuel Meyer and wife to the Chicago Northern Railway Company by warranty deed recorded January 9, 1903 as Document Number 3340531 a map of which was recorded January 23, 1904 as Document Number 3492598 also excepting therefrom a strip of land 175 feet wide lying easterly of and adjoining the easterly right of way line of the 100 foot strip of land above described also excepting therefrom that part of said premises taken for Edens Highway also excepting that part of the foregoing tract lying easterly of Eden's Highway aforesaid;

Clerk's Office

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Parcel 8

That part of the North East 1/4 of South West 1/4 (except the north 30 feet thereof which lies within Harrison Street) of Section 9, Township 41 North, Range 13 East of the Third Principal Meridian lying west of westerly line of right of way of Chicago and Northwestern Railway in Cook County, Illinois.

Excluding:

That part of the East Half of the Southwest Quarter of Fractional Section 9, Township 41 North Range 13 East of the Third Principal Meridian, bounded and described as follows:

Beginning at the point of intersection of the North line of the Southwest Quarter of said Fractional Section 9, with the Easterly line of the 100 foot right-of-way of the Chicago and North Western Railway Company as described in Parcel 5 of Warranty Deed recorded on September 30, 1971 as document 21648312; thence Southeasterly along said Easterly right-of-way line to a point that is 61.5 feet South of said North line (as measured on a line drawn at right angles to said North line); thence Northwesterly to a point on the West line of the East Half of the Southwest Fractional Quarter of Section 9 aforesaid, said point being 39.7463 feet South of the North line of said East Half (as measured along said West line); thence North along said West line to the North line of said East Half; thence East along said North line to the place of beginning, (excepting therefrom that part falling in Old Orchard Road also known as Harrison Street).

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Parcel 9

The West one rod of that part of the SE 1/4 of SW 1/4 of Section 9, Township 41 N, Range 13 E of 3rd P.M. in Cook County, Illinois, described as follows: Commencing at a point in the East Line of said SE 1/4, 927.30 feet North of Southeast corner thereof; thence West 1320.66 feet more or less to the West line of said SE 1/4; thence North along the West line of said SE 1/4, 391.38 feet more or less to the North line of said SE 1/4; thence East along the North line of said SE 1/4, 1320 feet more or less to the East line of said SE 1/4; thence South along the East line of said SE 1/4, 392.72 feet more or less to the point of beginning.

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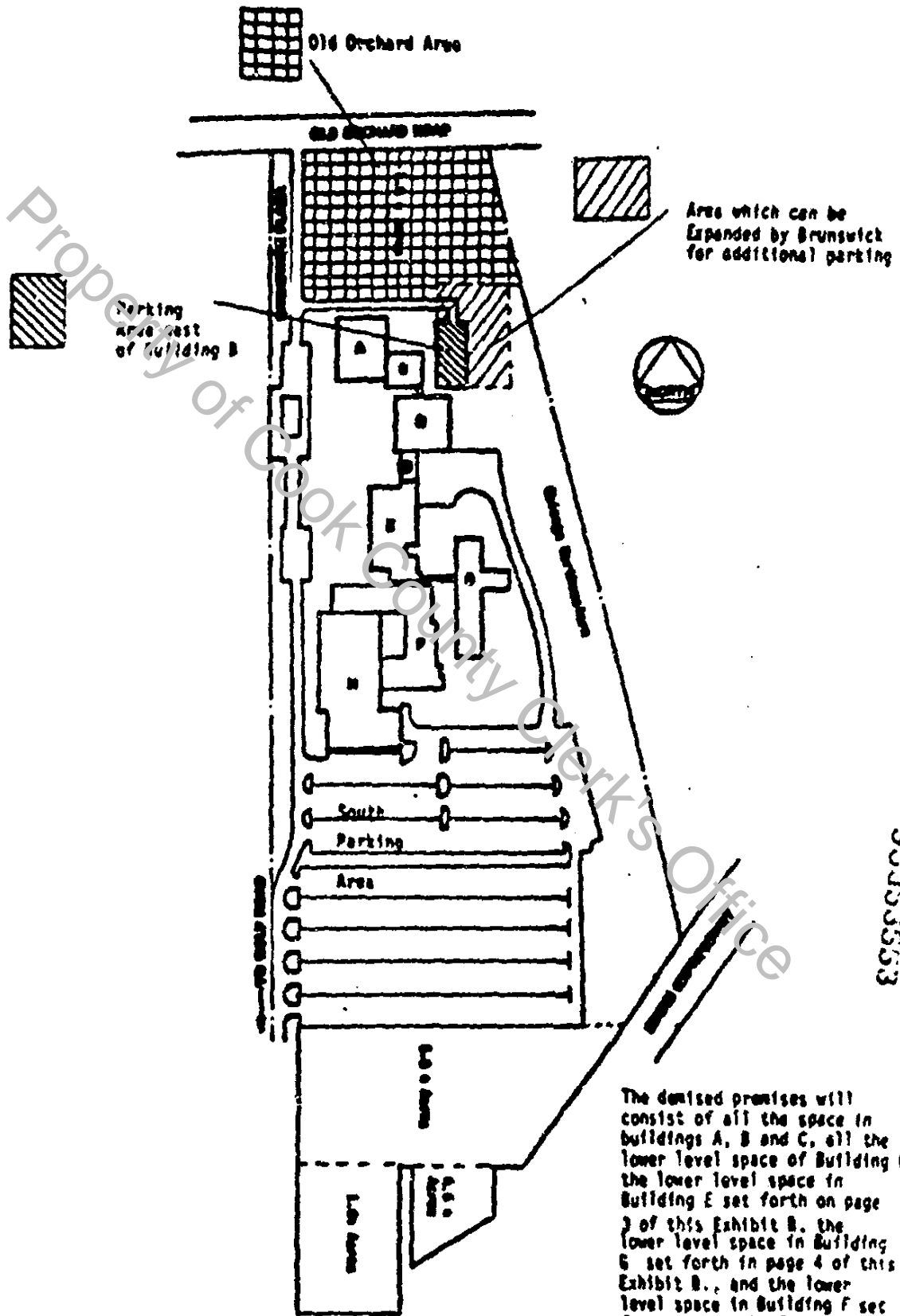
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EXHIBIT B PLAN OF PROPERTY AND PLAN OF DENISED PREMISES



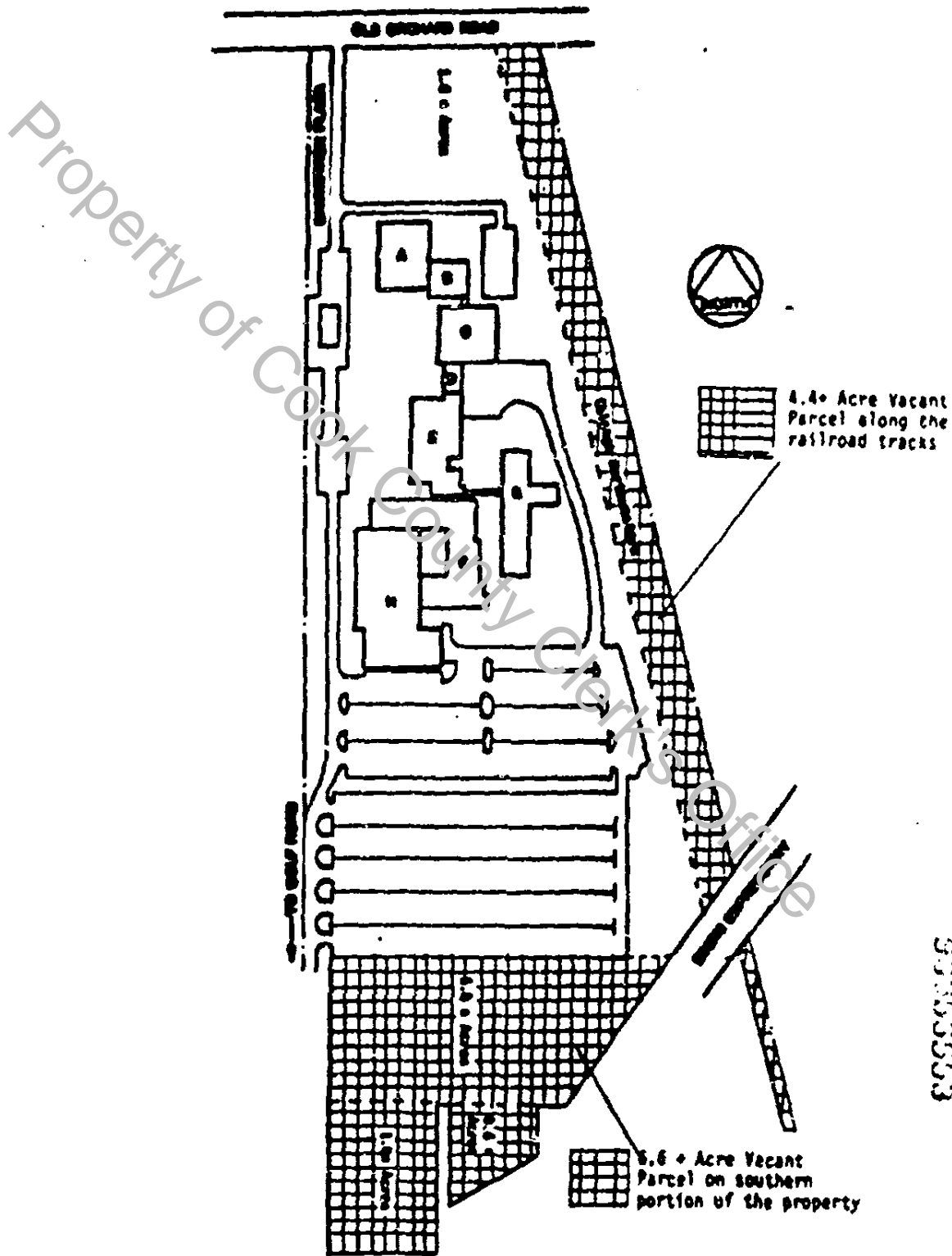
The denised premises will consist of all the space in buildings A, B and C, all the lower level space of Building D, the lower level space in Building E set forth on page 3 of this Exhibit B, the lower level space in Building G set forth in page 4 of this Exhibit B, and the lower level space in Building F set forth in page 5 of this Exhibit B.

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EXHIBIT
B

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EXHIBIT B PLAN OF PROPERTY AND PLAN OF DEVISED PREMISES



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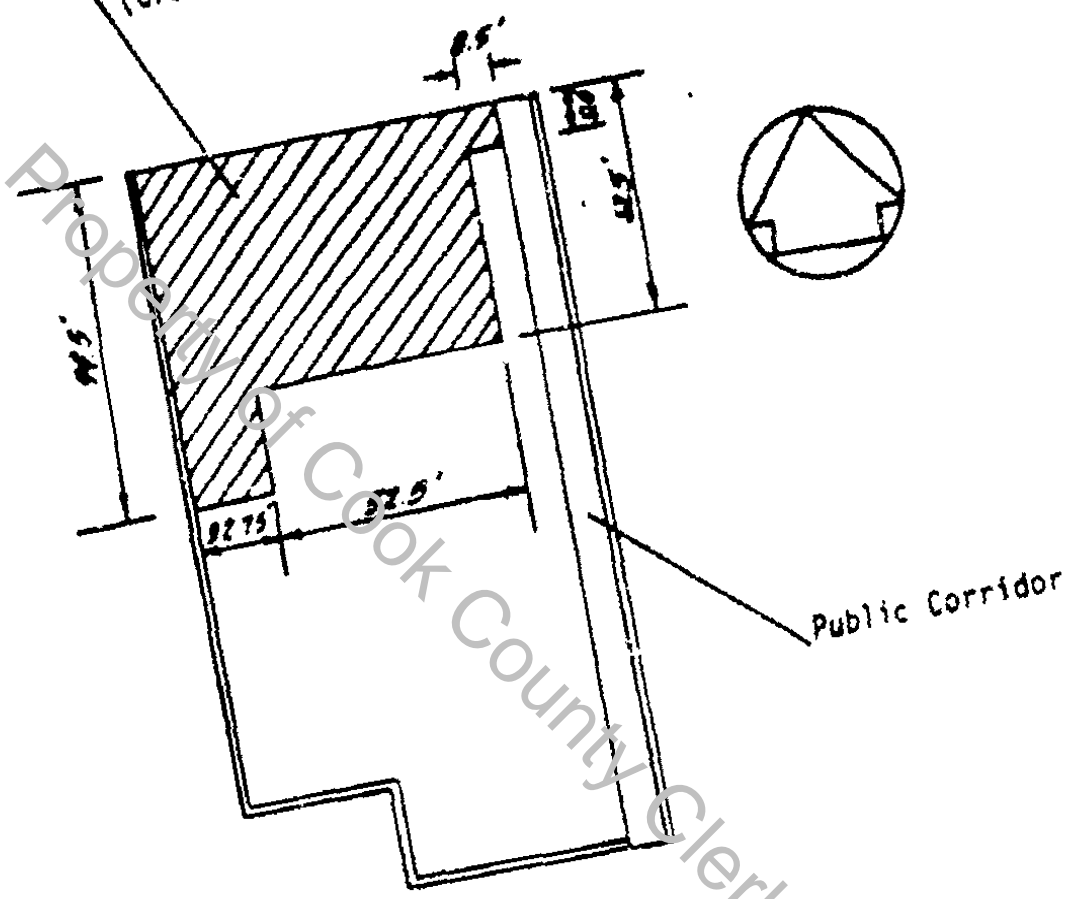
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EXHIBIT B

PLAN OF PROPERTY AND PLAN OF DEMISED PREMISES

Building E. Portion of the lower level Space Leased by Brunswick

Space leased by Brunswick
(Creative Center)



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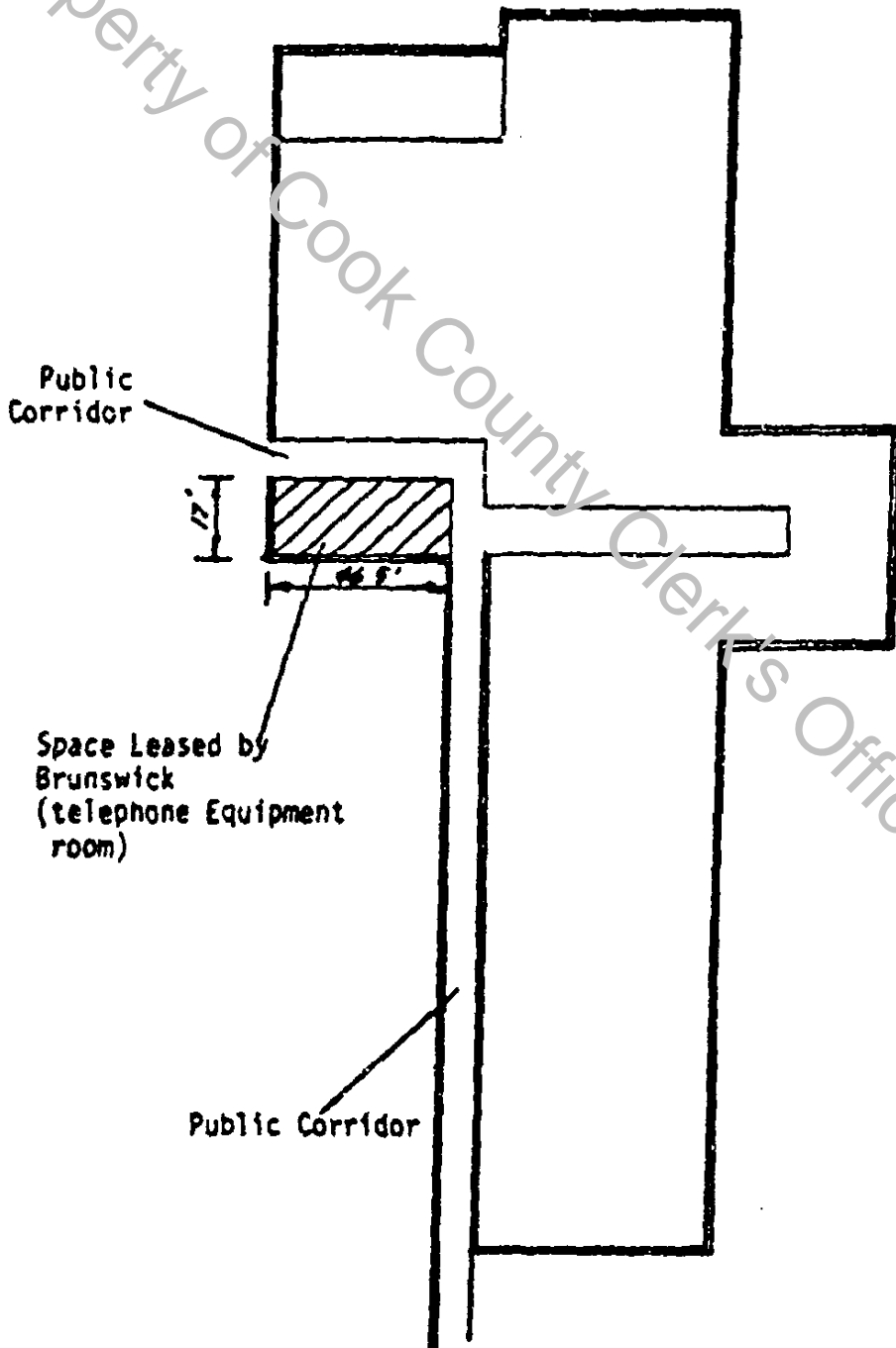
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EXHIBIT B

PLAN OF PROPERTY AND PLAN OF DEMISED PREMISES

Building G, Portion of the Lower Level space leased by Brunswick

Property of Cook County Clerk's Office



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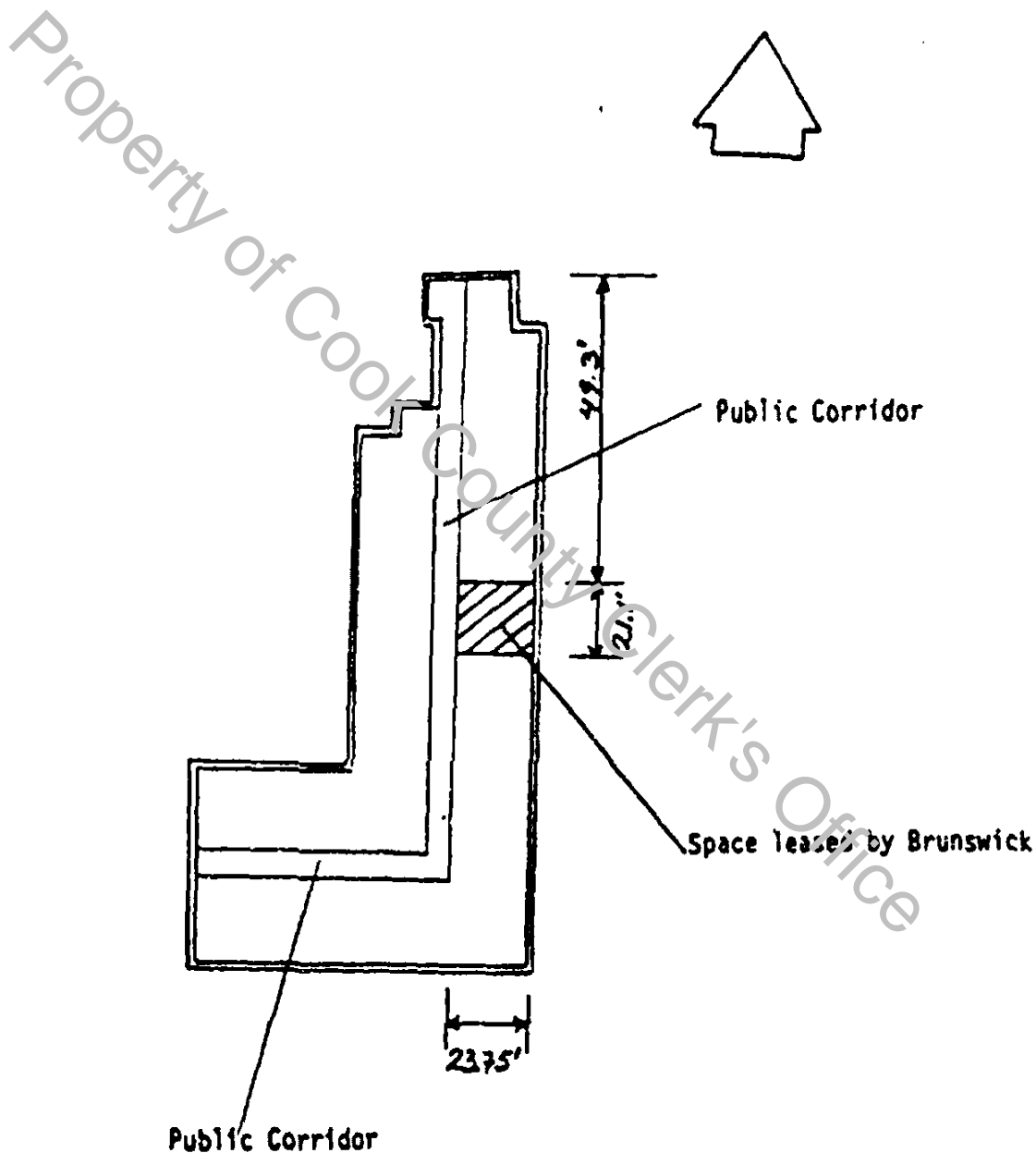
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EXHIBIT B

PLAN OF PROPERTY AND PLAN OF DEMISED PREMISES

Building F, Portion of the Lower Level space leased by Brunswick



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EXHIBIT B

PLAN OF PROPERTY AND PLAN OF DEMISED PREMISES

Space Permanently Leased by Brunswick and Brunswick's Base Rent

	(1) Rentable Area Before Prorations (r.s.f.)	(2) Proration of Common Areas (r.s.f.)	(3) Total Rentable Area (1)+(2) (r.s.f.)
<u>Upper Level Space:</u>			
A	32,937	493	33,430
B	5,266	108	5,374
C	48,920	630	49,550
D	0	34	34
E	0	73	73
F	0	6	6
G	0	9	9
Subtotal	<u>87,123</u>	<u>1,353</u>	<u>88,476</u>
<u>Lower Level Space:</u>			
A	10,364	1,107	11,471
B	4,077	241	4,418
C	6,417	1,415	7,832
D	2,944	75	3,019
E	6,444	165	6,609
F	500	13	513
G	791	20	811
Subtotal	<u>31,637</u>	<u>3,036</u>	<u>34,673</u>
Total	<u>118,760</u>	<u>4,389</u>	<u>123,149</u>

Brunswick's Base Rent

- a) Upper Level Space ~~88,476~~ r.s.f. x \$5.75 per r.s.f. = \$508,737.00
- b) Lower Level Space ~~34,673~~ r.s.f. x \$3.50 per r.s.f. = 121,355.50

TOTAL BASE RENT

\$630,092.50

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