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MEMORANDUM OF LEASE

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This Memorandum of Lease is made as of this 31st day of March, 1993 by and between AMERICAN NATIONAL BANK AND TRUST COMPANY OF CHICAGO, a national banking association, not personally, but as trustee under a trust agreement dated April 17, 1987 and known as Trust Number 102257-04 ("Landlord"), having an address c/o The Boston Company Real Estate Counsel, Inc., One Boston Place, OB18B, Boston, Massachusetts 02108, Attn: General Counsel, and CAREMARK INTERNATIONAL INC. ("Tenant"), having an address at 2215 Sanders Road, Suite 400, Northbrook, IL 60062, Attn: General Counsel.

Landlord and Tenant have entered into a Lease dated as of March 31, 1993 (the "Lease") pursuant to which Landlord leases to Tenant and Tenant leases from Landlord the land legally described on Exhibit "A" attached hereto and made a part hereof (the "Land") and all improvements located on the Land, including, without limitation, a 10-story building and a multi-level covered parking garage (the Land and all improvements located thereon, are collectively referred to herein as the "Premises").

Landlord and Tenant wish to place of record the existence of the Lease.

Accordingly, Landlord and Tenant agree as follows:

1. Subject to all of the terms, covenants and conditions contained in the Lease, Landlord leases the Premises to Tenant and Tenant leases the Premises from Landlord for a term of approximately twelve (12) years commencing on or about December 1, 1993.
2. This Memorandum of Lease is subject to all of the terms, covenants and conditions contained in the Lease, all of which are incorporated by reference herein.

COOK COUNTY, ILLINOIS
FILED FOR RECORD

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PREPARED BY MAIL TO:
DARREN J. STREMLER
CAREMARK, INC.
2215 SANDERS RD. SUITE 400
NORTHBROOK, IL 60062

04-18-400-016
2215 SANDERS RD.
NORTHBROOK, IL

BOX 333

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3. This instrument is executed by the undersigned Land Trustee, not personally but solely as Trustee in the exercise of the power and authority conferred upon and vested in it as such Trustee. It is expressly understood and agreed that all of the warranties, indemnities, representations, covenants, undertakings and agreements herein made on part of the Trustee are undertaken by it solely in its capacity as Trustee and not personally. It is further understood and agreed that the Trustee merely holds title to the property herein described and has no agents, employees or control over the management of the property and no knowledge of other factual matters except as represented to it by the beneficiary(ies) of the Trust. No personal liability or personal responsibility is assumed by or shall at any time be asserted or enforceable against the Trustee on account of any warranty, indemnity, representation, covenant, undertaking or agreement of the Trustee in this instrument, all such liability being expressly waived by every person now or hereafter claiming any right or security hereunder, and the owner of any indebtedness or cause of action for breach of any warranty, indemnity, representation, covenant, undertaking or agreement accruing hereunder shall look solely to the Trust estate for the payment thereof.

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Landlord and Tenant have caused this Memorandum of Lease to be executed and delivered as of the day and year first above written for the purposes of providing an instrument for recording.

AMERICAN NATIONAL BANK AND TRUST COMPANY OF CHICAGO, not personally but as trustee as aforesaid

By [Signature]

Print Name [Name]

Title [Title]

CAREMARK INTERNATIONAL INC.

By: _____

Name: C.A. Lance Piccolo

Title: Chairman and Chief Executive Officer

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Landlord and Tenant have caused this Memorandum of Lease to be executed and delivered as of the day and year first above written for the purposes of providing an instrument for recording.

AMERICAN NATIONAL BANK AND TRUST COMPANY OF CHICAGO, not personally but as trustee as aforesaid

By _____

Print Name _____

Title _____

CAREMARK INTERNATIONAL INC.

By: C.A. Lance Piccolo

Name: C.A. Lance Piccolo

Title: Chairman and Chief Executive Officer

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Boston Safe Deposit and Trust Company, not personally but as trustee of United Technologies Corporation Pension Plan TBC Real Estate Subtrust (the "Subtrust"), represents and warrants to Tenant that the Subtrust is the sole beneficiary of American National Bank and Trust Company of Chicago Trust Number 102257-04, which is the sole owner of fee simple title to the Premises. The Subtrust hereby guarantees to Tenant the full and prompt performance by Landlord of all of the obligations of the Landlord under this Memorandum of Lease. However, it is expressly understood and agreed that Tenant shall look solely to the Subtrust's beneficial interest in Landlord and to the Subtrust's interest in the Premises with respect to satisfaction of this guaranty, and for the satisfaction of any right of Tenant for the collection of a judgment or other judicial or arbitration process against the Subtrust or its beneficiaries, partners or agents with respect to this guaranty, and no other property of the Subtrust or its beneficiaries, partners or agents shall be subject to levy, lien, execution or attachment for satisfaction of Tenant's rights or remedies with respect to this guaranty and neither the Subtrust nor its beneficiaries, partners or agents shall have any personal liability to Tenant with respect to this guaranty.

**BOSTON SAFE DEPOSIT AND TRUST
COMPANY, not personally, but as Trustee of
the United Technologies Corporation Pension Plan
TBC Real Estate Subtrust**

By: **THE BOSTON COMPANY REAL
ESTATE, INC., its attorney-in fact**

By Jill S. Hatten

Print Name Jill S. Hatten

Title Vice President

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Notarial Acknowledgment for Caremark International Inc.

STATE OF ILLINOIS)
) SS.
COUNTY OF COOK)

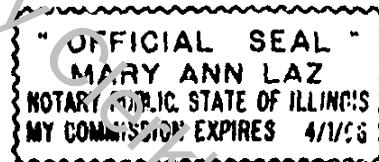
On March 31, 1993, before me, the undersigned, a Notary Public in and for said County and State, duly commissioned and sworn, personally appeared C.A. Lance Piccolo, known to me to be the Chairman and Chief Executive Officer of Caremark International Inc., a Delaware corporation, the corporation that executed the foregoing instrument and known to me to be the person who executed said instrument on behalf of said corporation, and acknowledged to me that such corporation duly and properly executed the same.

WITNESS my hand and official seal.



Notary Public

{SEAL}



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Notarial Acknowledgment for
The Boston Company Real Estate Counsel, Inc.
Attorney-in-Fact for
Boston Safe Deposit and Trust Company, as
Trustee of the United Technologies Pension Plan
TBC Real Estate Subtrust

Commonwealth
STATE OF MASSACHUSETTS

SS.

COUNTY OF SUFFOLK

On March 31, 1993, before me, the undersigned, a Notary Public in and for said County and State, duly commissioned and sworn, personally appeared Jill S. Hutton of the Boston Company Real Estate Counsel, Inc., attorney in fact for Boston Safe Deposit and Trust Company, not personally, but as Trustee of the United Technologies Corporation Pension Plan TBC Real Estate Subtrust, the corporation that executed the foregoing instrument and known to me to be the person who executed said instrument on behalf of said corporation, and acknowledged to me that such corporation duly and properly executed the same.

WITNESS my hand and official seal.

Nancy Marie Bamford
Notary Public

{SEAL}



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Notarial Acknowledgment for Land Trustee

STATE OF Ill)

COUNTY OF Cook) ss.

On APR 01 1993, 1993, before me, the undersigned, a Notary Public in and for said County and State, duly commissioned and sworn, personally appeared Anita M. Lutzkus, known to me to be the TRUST OFFICER of American National Bank and Trust Company of Chicago, a national banking association, the national banking association that executed the foregoing instrument, not personally but as trustee as aforesaid, and known to me to be the person who executed said instrument on behalf of said association, and acknowledged to me that such association executed the same pursuant to proper authority.

WITNESS my hand and official seal.



Laura Kumingo
Notary Public

[SEAL]

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Cook County Clerk's Office

EXHIBIT "A"

Legal Description of Land

PARCEL 1:

That part of the East 1/2 of Section 18, Township 42 North, Range 12 East of the Third Principal Meridian, bounded by a line described as follows:

Commencing at the intersection of the center line of Sanders Road with the North line of the South 1/2 of Section 18; thence South 06 Degrees 45 Minutes 14 Seconds East along the said center line of Sanders Road, 1346.67 feet to an angle point in said center line; thence South 07 Degrees 03 Minutes 56 Seconds East, along said center line, 59.14 feet; thence South 89 Degrees 57 Minutes 17 Seconds East, 363.82 feet to the point of beginning of the parcel to be described; thence North 00 Degrees 00 Minutes 00 Seconds East, 618.07 feet; thence South 90 Degrees 00 Minutes 00 Seconds West, 48.99 feet; thence North 00 Degrees 00 Minutes 00 Seconds East, 172.04 feet; thence South 90 Degrees 00 Minutes 00 Seconds West, 25.00 feet; thence North 00 Degrees 00 Minutes 00 Seconds East, 150.00 feet to a point in the Southwesterly right of way line of the Tri-State Tollway (U.S. Route Number 294); thence South 58 Degrees 49 Minutes 38 Seconds East along said Southwesterly right of way line, 448.78 feet; thence South 00 Degrees 00 Minutes 00 Seconds West, 712.93 feet; thence South 90 Degrees 00 Minutes 00 Seconds West 218.74 feet; thence South 00 Degrees 02 Minutes 43 Seconds West, 94.93 feet; thence North 89 Degrees 57 Minutes 17 Seconds West, 91.18 feet to the point of beginning, in Cook County, Illinois.

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PARCEL 2:

Easement for ingress and egress appurtenant to and for the benefit of Parcel 1 created by a grant of easement recorded April 2, 1980 as Document 25,411,238 made by Tri-State Willow Development, Ltd., an Illinois Partnership, and Equity Associates, Incorporated, a Texas Corporation, and as amended by Amendment No. 1 to Grant of Easements recorded February 11, 1981 as Document Number 25,771,120, over the following described land: That part of the East 1/2 of Section 18, Township 42 North, Range 12 East of the Third Principal Meridian, being 30 feet in width, lying 15 feet on each side of the following described center line: Commencing at a point in the center line of Sanders Road, said point being 652.72 feet Southeast of (as measured along said center line which bears South 06 Degrees 45 Minutes 14 Seconds East) the intersection of said center line with the North line of the South 1/2 of Section 18, Township 42 North, Range 12 East of the Third Principal Meridian; thence North 77 Degrees 44 Minutes 46 Seconds East, 33.15 feet to the point of beginning of said center line; thence North 77 Degrees 44 Minutes 46 Seconds East, 190.32 feet; thence North 90 Degrees 00 Minutes 00 Seconds East, 160.34 feet to the terminus of said center line, also, a strip of land described as follows: Commencing at the aforementioned terminus and running South 00 Degrees 00 Minutes 00 Seconds West, 5.46 feet to the point of beginning, thence North 90 Degrees 00 Minutes 00 Seconds East, 25.00 feet; thence South 00 Degrees 00 Minutes 00 Seconds West, 9.54 feet; thence South 90 Degrees 00 Minutes 00 Seconds West, 25.00 feet; thence North 00 Degrees 00 Minutes 00 Seconds East, 9.54 feet to the point of the beginning, in Cook County, Illinois.

PARCEL 3:

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Easement for ingress and egress appurtenant to and for the benefit of Parcel 1 created by said grant of easement over and across the following described land:

That part of the East 1/2 of Section 18, Township 42 North, Range 12 East of the Third Principal Meridian, being 20 feet in width, lying 10 feet on each side of the following described center line: Commencing at a point in the center line of Sanders Road; said point being 1060.66 feet Southeasterly of (as measured along said center line bears South 06 Degrees 46 Minutes 14 Seconds East) the intersection of said center line with the East and West 1/4 Section line of Section 18, Township 42 North, Range 12 East of the Third Principal Meridian, thence North 90 Degrees 00 Minutes 00 Seconds East, 33.23 feet to the point of beginning of the center line of said easement; thence continuing North 90 Degrees 00 Minutes 00 Seconds East, 155.27 feet; thence South 00 Degrees 00 Minutes 00 Seconds East 245.16 feet; thence North 90 Degrees 00 Minutes 00 Seconds East, 218.94 feet to the terminus of said center line, in Cook County, Illinois.

PARCEL 4:

Utility easement appurtenant to and for the benefit of Parcel 1 created by said grant of easement, in and to, over and across the following described land:

That part of the East 1/2 of Section 18, Township 42 North, Range 12 East of the Third Principal Meridian, being 20 feet in width, lying 10 feet on each side of the following described center line: Commencing at a point in the center line of Sanders Road, said point being 1036.56 feet Southeasterly of (as measured along said center line which bears South 06 Degrees 45 Minutes 14 Seconds East) the intersection of said center line with the North line of the South 1/2 of Section 18, Township 42 North, Range 12 East of the Third Principal Meridian; thence North 83 Degrees 54 Minutes 22 Seconds East, 33.00 feet to the point of beginning of said center line of easement; thence continuing North 83 Degrees 34 Minutes 22 Seconds East, 159.18 feet; thence North 00 Degrees 00 Minutes 00 Seconds East, 215.70 feet; thence North 90 Degrees 00 Minutes 00 Seconds East, 216.23 feet along the center line of said easement (which for purposes of this final call shall be 34.00 feet in width, lying 17.00 feet on each side of said center line) to the eastern terminus of said center line, in Cook County, Illinois.

PARCEL 5:

Utility easement appurtenant to and for the benefit of Parcel 1 created by said grant of easement, in and to, over and across the following described land:

That part of the East 1/2 of Section 18, Township 42 North, Range 12 East of the Third Principal Meridian, being 15 feet in width, lying 7 1/2 feet on each side of

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the following described center line: Commencing at a point in the center line of Sanders Road, said point being 1,154.41 feet Southeastery, of (as measured along said center line which bears South 06 Degrees 45 Minutes 14 Seconds East) the intersection of said center line with the North line of the South 1/2 of Section 18, Township 42 North, Range 12 East of the Third Principal Meridian; thence North 90 Degrees 00 Minutes 00 Seconds East, 33.23 feet to the point of beginning of the center line of said easement; thence North 90 Degrees 00 Minutes 00 Seconds East, 17.50 feet; thence North 00 Degrees 00 Minutes 00 Seconds East, 68.00 feet; thence North 90 Degree 00 Minutes 00 Seconds East, 113.00 feet; thence North 00 Degrees 00 Minutes 00 Seconds East, 7.00 feet; thence North 90 Degree 00 Minutes 00 Seconds East, 183.00 feet; thence North 00 Degrees 00 Minutes 00 Seconds East, 276.15 feet; thence North 90 Degrees 00 Minutes 00 Seconds East, 46.98 feet along the center line of said easement (which for purpose of this final call shall be 34.00 feet in width, lying 17.00 feet on each side of said center line) to the Eastern terminus of said center line, in Cook County, Illinois.

PARCEL 6:

Utility easement appurtenant to and for the benefit of Parcel 1 created by said grant, in and to, over and across the following described land:

That part of the East 1/2 of Section 18, Township 42 North, Range 12 East of the Third Principal Meridian, being 10 feet in width, lying 5 feet on each side of the following described center line: Commencing at a point in the center line of Sanders Road, said point being 591.0 feet Southeastery of (as measured along said center line which bears South 06 Degree 45 Minutes 14 Seconds East) the intersection of said center line with the North line of the South 1/2 of Section 18, Township 42 North, Range 12 East of the Third Principal Meridian; thence North 90 Degrees 00 Minutes 00 Seconds East, 33.23 feet to the point of beginning of the center line of said easement; thence continuing North 90 Degrees 00 Minutes 00 Seconds East, 352.29 feet to the Eastern terminus of said center line, in Cook County, Illinois.

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PARCEL 7:

Easement appurtenant to and for the benefit of Parcel 1 for drainage of storm water run off through existing drainage system, including the two storm water run retention ponds, created by said grant of easement, in and to, and over and across the land delineated by Exhibit N of the aforementioned grant.

Permanent Tax Number: 04-18-400-016
(Affects Parcel 1 and other property)

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