

COOK COUNTY ILLINOIS
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**FIRST AMENDMENT TO
MEMORANDUM OF GROUND LEASE**

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This First Amendment to Memorandum of Ground Lease is made as of the 17 day of October, 1994 to evidence for recording purposes the execution of a Second Amendment (as herein defined) to that certain Ground Lease dated July 14, 1993 and amended August 1, 1994 (collectively, "Ground Lease") by and among American National Bank and Trust Company of Chicago as Trustee under Trust Agreement dated December 11, 1978 and known as Trust No. 45250 ("Trust No. 45250"), American National Bank and Trust Company of Chicago as Trustee under Trust Agreement dated December 11, 1978 and known as Trust No. 45251 ("Trust No. 45251"), American National Bank and Trust Company of Chicago as Trustee under Trust Agreement dated December 1, 1982 and known as Trust No. 56375 ("Trust No. 56375"), American National Bank and Trust Company of Chicago as Trustee under Trust Agreement dated June 28, 1979 and known as Trust No. 46968 ("Trust No. 46968"), American National Bank and Trust Company of Chicago as Trustee under Trust Agreement dated August 11, 1992 and known as Trust No. 115883-08 ("Trust No. 115883-08"), Whitman Corporation, a Delaware corporation ("Whitman", Trust No. 45250, Trust No. 45251, Trust No. 56375, Trust No. 46968, Trust No. 115883-08 and Whitman, are sometimes collectively or individually referred to herein as "Ground Lessor") and Illinois Center Plaza Venture, an Illinois limited partnership ("Ground Lessee") and to put parties on notice that some of the relevant terms of the Ground Lease have been amended:

1. A Memorandum of Ground Lease was recorded in the Cook County, Illinois Recorder's Office on July 16, 1993 as Document No. 93552091.
2. Pursuant to that certain Second Amendment to Ground Lease of even date herewith ("Second Amendment"), Exhibits A through F of the Ground Lease have been modified by deleting from the Leased Premises (as such term is defined in the Ground Lease) the real estate legally described on Exhibit G thereto and Attachment 1 hereto.
3. The terms and conditions of the Ground Lease as amended to date are made a part hereof by this reference.
4. In the event of any conflict between the terms hereof and the terms of the Ground Lease, the terms of the Ground Lease shall govern.
5. This First Amendment to Memorandum of Ground Lease is executed by American National Bank and Trust Company of Chicago, not personally, but as Trustee under each of the trust agreements aforesaid. All of the covenants and conditions to be performed by it hereunder are undertaken solely as Trustee, aforesaid, and not individually, and no personal liability shall be asserted or be enforceable against it or its beneficiaries by reason of any of the covenants or agreements contained herein.
6. This First Amendment to Memorandum of Ground Lease may be executed in counterparts, which together shall be deemed to be one original document, and in multiple copies, each of which shall be deemed to be an original.

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7. Any liability of Whitman and its successors and assigns hereunder shall be limited solely to its right, title and interest in and to that portion of the Leased Premises owned by Whitman. No officer, director or shareholder of Whitman shall be personally liable with respect to any claim arising out of or related to this First Amendment to Memorandum of Ground Lease.
8. The liability of Ground Lessee hereunder shall be collected solely from its right, title and interest in and to the Sublease. No partner of Ground Lessee nor any such partner's separate property shall have any liability hereunder. A deficit capital account of any partner in Ground Lessee shall not be deemed to be an asset of Ground Lessee.

IN WITNESS WHEREOF, the parties hereto have executed this First Amendment to Memorandum of Ground Lease as of the day and year first above written.

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 intended and agreed that all of the warranties, indemnities, representations, covenants, and undertakings and agreements herein made on the part of the Trustee are undertaken by it solely in its capacity as Trustee and not personally. 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.

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AMERICAN NATIONAL BANK AND TRUST
COMPANY OF CHICAGO, not individually
but as Trustee under Trust Nos. 45250,
45251, 56375, 46968 and 115883-08

ATTEST:

By: [Signature]
Assistant Secretary

By: [Signature]
Vice President

WHITMAN CORPORATION, a Delaware
corporation

By: [Signature]
Its: Sa. Vice President - Controller

ATTEST:

By: William B. Moore
Its: Secretary

ILLINOIS CENTER PLAZA VENTURE, an
Illinois limited partnership

By: Metropolitan Structures, an
Illinois general partnership, a
general partner

By: Metco Properties
an Illinois limited
partnership, a general partner

By: Bryan A. Gurd
a general partner

By: Illinois Center Corporation, a
Delaware corporation

By: [Signature]
Its: Vice President

ATTEST:

By: William B. Moore
Its: Secretary

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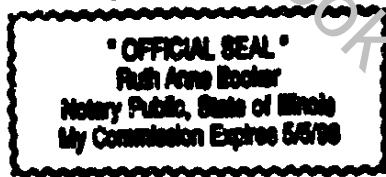


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STATE OF ILLINOIS)
) SS.
COUNTY OF COOK)

I, RUTH ANNE BOOKER, a Notary Public, in and for said County, in the State aforesaid, do hereby certify that P. JOHANSEN Esq., Vice President of the AMERICAN NATIONAL BANK AND TRUST COMPANY OF CHICAGO, and J. Michael Whelan, Assistant Secretary of said Company, who are personally known to me to be the same persons whose names are subscribed to the foregoing instrument as such Vice President and Assistant Secretary, respectively, appeared before me this day in person and acknowledged that they signed and delivered the said instrument as their own free and voluntary act and as the free and voluntary act of said Company, as Trustee under Trust Nos. 45250, 45251, 56375, 46968 and 115883-08 as aforesaid, for the uses and purposes therein set forth, and the said Assistant Secretary then and there acknowledged that he, as custodian of the corporate seal of said Company, did affix the corporate seal of said Company to said instrument as his own free and voluntary act and as the free and voluntary act of said Company as Trustee as aforesaid, for the uses and purposes therein set forth.

Given under my hand and notarial seal, this 17 day of OCT, 1994.



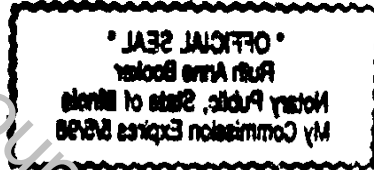
Ruth Anne Booker
Notary Public

My commission expires: _____

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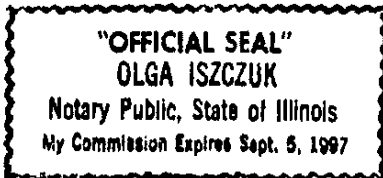
STATE OF ILLINOIS)
) SS.
COUNTY OF COOK)

I, Olga Iszczuk, a Notary Public, in and for said County, in the State aforesaid, do hereby certify that Frank Westover, Se Vice President of Whitman Corporation, a Delaware corporation, and William Moore, Secretary of said Company, who are personally known to me to be the same persons whose names are subscribed to the foregoing instrument as such Se Vice President and Secretary, respectively, appeared before me this day in person and acknowledged that they signed and delivered the said instrument as their own free and voluntary act and as the free and voluntary act of said Company, for the uses and purposes therein set forth, and the said Secretary then and there acknowledged that he, as custodian of the corporate seal of said Company, did affix the corporate seal of said Company to said instrument as his own free and voluntary act and as the free and voluntary act of said Company for the uses and purposes therein set forth.

Given under my hand and notarial seal, this 14 day of October, 1994.

Olga Iszczuk
Notary Public

My commission expires: 9/5/97



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[Vertical stamp or marking, possibly a date or file number.]

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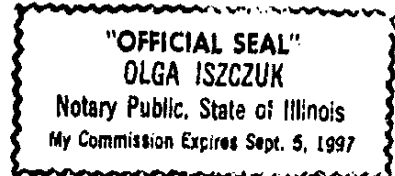
STATE OF)
) SS.
COUNTY OF)

I, Olga Iszczuk, a Notary Public, in and for said County, in the State aforesaid, do hereby certify, that Frank Matos and William Moore personally known to me to be the Vice President and Secretary respectively of Illinois Center Corporation, a Delaware corporation, in its capacity as general partner of Illinois Center Plaza Venture, an Illinois limited partnership whose names are subscribed to the foregoing instrument appeared before me this day in person and severally acknowledged that in such capacity, they signed and delivered the said instrument, as their free and voluntary act and as the free and voluntary act of said partnership, for the uses and purposes therein set forth.

GIVEN under my hand and notarial seal, this 14 day of October, 1994.

Olga Iszczuk
Notary Public

My Commission Expires: 9/5/97



STATE OF ILLINOIS)
) SS.
COUNTY OF COOK)

I, Pamela L. King, a Notary Public, in and for said County, in the State aforesaid, do hereby certify, that BENJAMIN H. LEWIS, personally known to me to be a general partner in Metco Properties, an Illinois limited partnership, in its capacity as a general partner in Metropolitan Structures, an Illinois general partnership, in its capacity as a general partner in Illinois Center Plaza Venture whose name is subscribed to the foregoing instrument appeared before me this day in person and severally acknowledged that in such capacity, he signed and delivered the said instrument, as his free and voluntary act and as the free and voluntary act of said partnership, for the uses and purposes therein set forth.

GIVEN under my hand and notarial seal, this 13TH day of October, 1994.

Pamela L. King
Notary Public

My Commission Expires: 9/30/96



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10/10/2010

COOK COUNTY CLERK
JANET L. HANSEN
111 N. LA SALLE ST.
CHICAGO, IL 60602

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This First Amendment to Memorandum of Ground Lease prepared by and after recording should be returned to:

Laurence B. Dobkin
Alzheimer & Gray
10 South Wacker Drive
Suite 4000
Chicago, Illinois 60606
Recorder's Box 6

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BOX 333-CTI

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County of Cook, Illinois

Notary Public
in and for the State of Illinois
My Commission Expires on _____

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ATTACHMENT 1

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THAT PART OF THE LANDS LYING EAST OF AND ADJOINING FORT DEARBORN ADDITION TO CHICAGO, SAID ADDITION BEING THE WHOLE OF THE SOUTHWEST FRACTIONAL QUARTER OF SECTION 10, TOWNSHIP 38 NORTH, RANGE 14 EAST OF THE THIRD PRINCIPAL MERIDIAN, IN COOK COUNTY, ILLINOIS BOUNDED AND DESCRIBED AS FOLLOWS:

BEGINNING ON THE EAST LINE OF NORTH COLUMBUS DRIVE, 110 FEET WIDE, AS SAID NORTH COLUMBUS DRIVE WAS DEDICATED AND CONVEYED TO THE CITY OF CHICAGO BY INSTRUMENT RECORDED IN THE RECORDER'S OFFICE OF COOK COUNTY, ILLINOIS, ON THE 5TH DAY OF JUNE, 1872, AS DOCUMENT 21828815, AT A POINT 20.00 FEET (MEASURED ALONG A SOUTHWARD EXTENSION OF SAID EAST LINE) NORTH FROM THE POINT OF INTERSECTION OF SAID SOUTHWARD EXTENSION WITH THE NORTH LINE OF EAST RANDOLPH STREET AND RUNNING;

THENCE NORTH ALONG SAID EAST LINE OF NORTH COLUMBUS DRIVE, A DISTANCE OF 280.00 FEET;

THENCE EAST ALONG A LINE PERPENDICULAR TO SAID EAST LINE OF NORTH COLUMBUS DRIVE, A DISTANCE OF 535.00 FEET;

THENCE SOUTH ALONG A LINE PARALLEL WITH SAID EAST LINE OF NORTH COLUMBUS DRIVE, A DISTANCE 303.611 FEET TO AN INTERSECTION WITH THE NORTH LINE OF EAST RANDOLPH STREET, AS SAID EAST RANDOLPH STREET WAS DEDICATED AND CONVEYED TO THE CITY OF CHICAGO BY INSTRUMENT RECORDED ON THE 11TH DAY OF DECEMBER, 1878 AS DOCUMENT 25276448;

THENCE WESTWARDLY ALONG SAID NORTH LINE OF EAST RANDOLPH STREET, A DISTANCE OF 315.018 FEET TO A POINT WHICH IS 30.00 FEET, AS MEASURED ALONG SAID NORTH LINE, EAST OF THE POINT OF INTERSECTION OF SAID NORTH LINE WITH SAID SOUTHWARD EXTENSION OF THE EAST LINE OF NORTH COLUMBUS DRIVE;

THENCE NORTHWESTWARDLY ALONG A STRAIGHT LINE A DISTANCE OF 28.437 FEET TO THE POINT OF BEGINNING.

CONTAINING 100,805 SQUARE FEET (2.3165 ACRES) OF LAND, MORE OR LESS.

PERMANENT INDEX NOS: 17-10-318-005, Part of 17-10-318-006,
17-10-318-007, Part of 17-10-318-008
and Part of 17-10-318-028

Address: 300 E. Randolph
Chicago, IL

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