

UNOFFICIAL COPY

DEED IN TRUST

95433989

4181690 Howard 1/6

DEPT-01 RECORDING \$87.50
 T#0001 TRAN 8712 07/05/95 15:07:00
 #5029 CG *-95-433989
 COOK COUNTY RECORDER

The above space is for the recorder's use only

THIS INDENTURE WITNESSETH, That the Grantor, LW-SSP2, L.P., a Delaware limited partnership

of the County of _____ and State of Texas _____ for and in consideration

of Ten and 00/100-----Dollars (\$10.00) in hand paid, and of other good

and valuable considerations receipt of which is hereby duly acknowledged, Convey, remise, Release and Alien unto AmericanMidwest Bank & Trust 1600 West Lake Street, Melrose Park, Illinois 60160, a corporation duly organized and existing as an Illinois Corporation under the laws of the United States of America, and duly authorized to accept and execute trusts within the State of Illinois, as Trustee under the provisions of a certain Trust Agreement dated the

16th day of June, 1995, and known as Trust

Number 6595 the following described real estate in the County of Cook and State of Illinois, to wit

See Legal Description on Exhibit A attached hereto.

Subject to Permitted Title Exceptions on Exhibit B attached hereto.

And Grantor, for itself, and its successors, does covenant, provide and agree to and with Grantee, and to its successors and assigns that it has not done or suffered to be done, anything whereby the real estate hereby granted is, or may be, in any manner encumbered or charged, except as herein recited; and that it will warrant and defend the title to the real estate against all persons lawfully claiming, or to claim the same, by, through or under Grantor, subject to the Permitted Title Exceptions attached hereto as Exhibit B.

This deed is prepared by David S. Rees, Wildman Harrold Allen & Dixon, 225 West Wacker Drive, Chicago, Illinois 60606

Real Estate Index No. 17-10-309-003, 17-10-309-010, 17-10-309-011

Address of Real Estate 139 North Wabash and 59 East Randolph, Chicago, Illinois

TO HAVE AND TO HOLD the real estate with its appurtenances upon the trusts and for the uses and purposes herein and in the trust agreement set forth

Full power and authority is hereby granted to said trustee to improve, manage, protect and subdivide and resubdivide the real estate or any part thereof, to dedicate parks, streets, highways or alleys and to vacate any subdivision or part thereof, to execute contracts to sell or exchange, or execute grants of options to purchase, to execute contracts to sell on any terms, to convey either with or without consideration, to convey real estate of any part thereof to a successor or successors in trust and to grant to such successor or successors in trust all of the title, estate, powers and authorities vested in said Trustee, to donate, to dedicate, to mortgage, or pledge or otherwise encumber the real estate, or any part thereof, to lease said real estate, or any part thereof, from time to time, in possession or reversion, by leases to commence in praesenti or futuro, and upon any terms and for any period or periods of time, not exceeding in the case of any single demise the term of 99 years, and to renew or extend leases up in any terms and for any period or periods of time and to amend, change or modify leases and the terms and

MAIL DEED TO

AMERICANMIDWEST BANK & TRUST

1600 West Lake Street Melrose Park, Illinois 60160

Form # 1010 Recorder from Illinois Financial Inc



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provisions thereof at any time or times hereafter; to contract to make leases and to grant options to lease and options to renew leases and options to purchase the whole or any part of the reversion and to contract respecting the manner of fixing the amount of present or future rentals, to partition or to exchange said real estate or any part thereof, for other real or personal property, to grant easements or charges of any kind, to release, convey or assign any right, title or interest in or about easement appurtenant to said real estate and any part thereof, and to deal with the title to said real estate and every part thereof in all other ways and for such other considerations as it would be lawful for any person owning the same to deal with the same, whether similar to or different from the ways above specified at any time or times hereafter.

In no case shall any party dealing with said Trustee, or any successor in trust, in relation to said real estate, or to whom the real estate or any part thereof shall be conveyed, contracted to be sold, leased or mortgaged by said Trustee, or any successor in trust, be obliged to see to the application of any purchase money, rent, or money borrowed or advanced on said real estate, or be obliged to see that the terms of this trust have been complied with, or be obliged to inquire into the authority, necessity or expediency of any act of said Trustee, or to be obliged or privileged to inquire into any or the terms of said Trust Agreement, and every deed, trust deed, mortgage, lease or other instrument executed by said Trustee, or any successor in trust, in relation to said real estate shall be conclusive evidence in favor of every person (including Registrar of Titles of said county) relying upon or claiming under any such conveyance lease or other instrument, (a) that at the time of the delivery thereof the trust created by this Indenture and said Trust Agreement was in full force and effect (b) that such conveyance or other instrument was executed in accordance with the trusts, conditions and limitations contained in this Indenture and in said Trust Agreement or in all amendments thereof, if any, and binding upon all beneficiaries thereunder, (c) that said Trustee, or any successor in trust, was duly authorized and empowered to execute and deliver every such deed, trust deed, lease, mortgage or other instrument and (d) if the conveyance is made to a successor or successors in trust, that such successor or successors in trust have been properly appointed and are fully vested with all the title, estate, right, powers, authorities, duties, and obligations of its, his or their predecessor in trust.

This conveyance is made upon the express understanding and condition that neither AmericanMidwest Bank & Trust, individually or as Trustee, nor its successor or successors in trust shall incur any personal liability or be subject to any claim, judgment or decree for anything if or they or any of their agents or attorneys may do or omit to do in or about the said real estate, any and all such liability being hereby expressly waived and released. Any contract, obligation or indebtedness incurred or entered into by the Trustee in connection with said real estate may be entered into in the name of the then beneficiaries under said Trust Agreement as their attorney-in-fact, hereby irrevocably appointed for such purpose, or at the election of the Trustee, in its own name as Trustee of an express trust and not individually (and the Trustee shall have no obligation whatsoever with respect to any such contract, obligation or indebtedness except, only so far as the trust property and funds in the actual possession of the Trustee shall be applicable for the payment and discharge thereof). All persons and corporations whomsoever and whatsoever shall be charge with notice of this condition from the time of the filing for record of this Deed.

The interest of each and every beneficiary hereunder and under said Trust Agreement and of all persons claiming under them or any of them shall be only in earnings, avails and proceeds arising from the sale, mortgage or any other disposition of said real estate, and such interest is hereby declared to be personal property, and no beneficiary shall have any title or interest, legal or equitable, in or to said real estate as such, but only an interest in the earnings, avails, and proceeds thereof as aforesaid, the intention hereof being to vest in said AmericanMidwest Bank & Trust the entire legal and equitable title in fee simple, in and to all of the real estate above described.

If the title to any of the its real estate is now or hereafter registered, the Registrar of Titles is hereby directed not to register or note in the certificate of title or duplicate thereof, or memorial, the words "in trust," or "upon condition," or "with limitations," or words of similar import, in accordance with the statute in such case made and provided, and said Trust shall not be required to produce the said Agreement or a copy thereof, or any extracts therefrom, as evidence that any transfer, change or other dealing involving the registered lands is in accordance with the true intent and meaning of the truth.

And the said grantor hereby expressly waive and release any and all right or benefit under and by virtue of any and all statutes of the State of Illinois, providing for the exemption of homesteads from sale or execution or otherwise.

In Witness Whereof, the grantor aforesaid has hereunto set hand and seal this 28th day of June, 1995.

By: Lennar Partners, Inc., its Attorney-in-Fact
By: Mark A. Grogan, Vice President

STATE OF GEORGIA)
COUNTY OF FULTON) SS.

I, the undersigned, a Notary Public in and for said County, in the State aforesaid do hereby certify that Mark A. Grogan

personally known to me to be the same person whose name subscribed to the foregoing instrument, appeared before me this day in person and acknowledged that he signed, sealed and delivered the said instrument as his free and voluntary act, for the uses and purposes, therein set forth, including the release and waiver of the right of homestead.
Given under my hand and Notarial Seal this 28th day of June, 1995.

Montgomery D. Stewart
Notary Public

Notary Public in State of Georgia
My Commission Expires Nov. 2, 1997

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Exhibit A

Legal Description

All that tract or parcel of land located in the State of Illinois, County of Cook, and more particularly described as follows:

PARCEL 1:

Lot 2 in Block 12 in Fort Dearborn addition to Chicago of the southwest 1/4 of fractional section 10, Township 39 North, Range 14, east of the third principal meridian, in Cook County, Illinois.

PARCEL 2

The east 1/2 of Lot 1 in Block 12 in Fort Dearborn addition to Chicago of the southwest 1/4 of fractional section 10, Township 39 North, Range 14, east of the third principal meridian, in Cook County, Illinois.

Commonly known As: 139 North Wabash and 59 East Randolph, Chicago, Illinois

Permanent Index Numbers: 17-10-309-003, 17-10-309-010, 17-10-309-011

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17-10-309

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EXHIBIT "C"
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Exhibit 100

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Exhibit "C"
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EXHIBIT B

PERMITTED TITLE EXCEPTIONS

1. GENERAL REAL ESTATE TAXES FOR THE SECOND INSTALLMENT OF 1994 AND SUBSEQUENT YEARS.
2. MORTGAGE DATED JANUARY 28, 1994 AND RECORDED MARCH 09, 1994 AS DOCUMENT NO. 94 216 717 MADE BY LW-SSPS, L.P., A DELAWARE LIMITED PARTNERSHIP, TO LW-SP2, L.P., TO SECURE AN INDEBTEDNESS OF \$4,120,000.00.
3. ASSIGNMENT OF AFORESAID MORTGAGE TO LASALLE NATIONAL BANK, AS TRUSTEE FOR STRUCTURED ASSETS SECURITIES CORPORATION, MULTICLASS PASS-THROUGH CERTIFICATES, SERIES 1994-1 TRUST RECORDED AS DOCUMENT NO. 95 139 191.
4. ASSIGNMENT OF RENTS DATED JANUARY 28, 1994 AND RECORDED MARCH 09, 1994 AS DOCUMENT NO. 94 216 718, MADE BY LW-SSP2, L.P., A DELAWARE LIMITED PARTNERSHIP, TO LW-SP2, L.P.
5. SECURITY INTEREST OF LW-SP2, L.P., UNDER A FINANCING STATEMENT EXECUTED BY LW-SSP2, L.P., A DELAWARE LIMITED PARTNERSHIP, AND FILED AS DOCUMENT NO. 94U03875.
6. SECURITY INTEREST OF LW-SP1, L.P., UNDER A FINANCING STATEMENT EXECUTED BY LW-SSP2, L.P., A DELAWARE LIMITED PARTNERSHIP, AND FILED AS DOCUMENT NO. 94U03875.
7. AGREEMENT DATED MAY 26, 1865 AND RECORDED NOVEMBER 8, 1865 AS DOCUMENT NO. 104476 BY THE TRUSTEES OF IRA COUCH WITH JACOB M. STINE FOR A PARTY WALL BETWEEN LOTS 1 AND 2 IN BLOCK 12 AFORESAID.
8. COVENANT RECORDED MAY 5, 1987 AS DOCUMENT NO. 8724070 MADE BY AND BETWEEN AMERICAN NATIONAL BANK OF CHICAGO, AS TRUSTEE UNDER TRUST AGREEMENT DATED JANUARY 21, 1985 AND KNOWN AS TRUST NO. 63352 AND AMERICAN NATIONAL BANK OF CHICAGO, AS TRUSTEE UNDER TRUST AGREEMENT DATED JANUARY 21, 1985 AND KNOWN AS TRUST NO. 63353 THAT NEITHER PARTIES OR ITS SUCCESSORS AND/OR ASSIGNS WILL SELL OR CONVEY AS SEPARATE UNITS ANY STRUCTURES CONSTRUCTED ON THE PROPERTY BY SAID TRUSTEES OR THE BENEFICIARIES OF SAID TRUSTS WHICH SHARE COMMON SEWER AND/OR WATER FACILITIES AND THAT THE STRUCTURE TO BE ERRECTED THEREON OR PRESENTLY ERRECTED THEREON SHALL BE COMMERCIAL AND OFFICE BUILDINGS THE AGREEMENT FURTHER STATES THAT THIS COVENANT SHALL RUN WITH THE LAND AND SHALL BE BINDING UPON ALL SUBSEQUENT GRANTEES.
9. AGREEMENT FOR PARTY WALL, 1/2 OF SAID WALL TO BE LOCATED ON THE EAST 1/2 OF LOT 1 AND 1/2 OF SAID WALL TO BE LOCATED ON THE WEST 1/2 OF LOT 1 IN BLOCK 12 IN FORT DEARBORN ADDITION TO CHICAGO AFORESAID, MADE BY AND BETWEEN JAMES A. SMITH AND JACOB M. STINE DATED JULY 25, 1865 AND RECORDED JULY 26, 1865 AS DOCUMENT NO. 98885. (AFFECTS PARCEL 2)
10. EASEMENT, CONSTRUCTION, AND OPERATING AGREEMENT RECORDED MARCH 21, 1986 AS DOCUMENT NO. 86110787, MADE BY AND BETWEEN THE CITY OF CHICAGO AND AMERICAN NATIONAL BANK AND TRUST COMPANY OF CHICAGO, AS TRUSTEE UNDER TRUST AGREEMENT DATED JANUARY 21, 1985 AND KNOWN AS TRUST NO. 63352, AND COMMERCIAL RETAIL SPECIALISTS, INC, GRANTING A PERMANENT EASEMENT OVER, ACROSS AND THROUGH A THREE DIMENSIONAL PORTION OF A CERTAIN PROPERTY FOR A SUBSURFACE PEDESTRIAN PASSAGEWAY, AS DESCRIBED THEREIN.

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EXHIBIT B

PERMITTED TITLE EXCEPTIONS - Page 2

11. THE PLAT OF SURVEY OF CHICAGO GUARANTEE SURVEY COMPANY DATED FEBRUARY 28, 1987, ORDER NO. 8804011-A DEPICTS THE FOLLOWING
 - A) ENCROACHMENT OF METAL OVER ONTO THE LAND WEST AND ADJOINING, A DISTANCE OF 1.37 FEET, (AFFECTS LOT 2)
 - B) ENCROACHMENT OF THE COPING OF THE SECOND FLOOR OVER ONTO THE LAND WEST AND ADJOINING 0.90 OF A FOOT VARYING TO 0.53 OF A FOOT (AFFECTS LOT 2)
12. ENCROACHMENT OF THE METAL VENT ATTACHED TO BUILDING ON LOT 1 ON AND OVER PUBLIC WALK EAST AND ADJOINING, ENCROACHMENT OF THE METAL VENT AND DUCTS ATTACHED TO BUILDING ON LOT 2 AND OVER PUBLIC WALK EAST AND ADJOINING AND ENCROACHMENT OF CANOPIES ATTACHED TO BUILDING ON LOT 2 OVER PUBLIC WALK WEST AND ADJOINING, ALL AS SHOWN ON SURVEY AFORESAID.
13. TERMS, PROVISIONS AND CONDITIONS CONTAINED IN CITY OF CHICAGO ORDINANCE ESTABLISHING SPECIAL SERVICE DISTRICT 12, RECORDED AS DOCUMENT NO. 91075841.
14. EXISTING UNRECORDED LEASES TO THE FOLLOWING TENANTS AS DISCLOSED BY ASSIGNMENT OF RENTS AND LEASES RECORDED MARCH 10, 1988 AS DOCUMENT NO. 89 106 217 AND RIGHTS OF ALL PARTIES CLAIMING THEREUNDER:
 - DATE OF LEASE: NOVEMBER 27, 1984, NAME OF TENANT: THE TALBOTS, INC., A MASSACHUSETTS CORPORATION, SUITE OR SPACE NUMBER: FIRST FLOOR
 - DATE OF LEASE: NOVEMBER 12, 1985, NAME OF TENANT: PICKWICK INTERNATIONAL, INC., A DELAWARE CORPORATION, SUITE OR SPACE NUMBER: 101, 102, 2ND FLOOR
 - DATE OF LEASE: AUGUST 8, 1986, NAME OF TENANT: K & M FOOTWEAR, INC., SUITE OR SPACE NUMBER: 103
 - DATE OF LEASE: JANUARY 15, 1986, NAME OF TENANT: ALL MY MUFFINS, INC., A DELAWARE CORPORATION, SUITE OR SPACE NUMBER 104
 - DATE OF LEASE: AUGUST 10, 1987, NAME OF TENANT: CENTURY CIGAR STORE, AN ILLINOIS CORPORATION, SUITE OR SPACE NUMBER A-4A
 - DATE OF LEASE: SEPTEMBER 14, 1988, NAME OF TENANT: HARJINDER SINGH, DOING BUSINESS AS PEDWAY JEWELERS, SUITE OR SPACE NUMBER: A-5
 - DATE OF LEASE: SEPTEMBER 2, 1987, NAME OF TENANT: SUBWAY RESTAURANTS, INC., A CONNECTICUT CORPORATION SUITE OR SPACE NUMBER: A-7
 - DATE OF LEASE: MONTH TO MONTH LEASES, NAME OF TENANT: VARIOUS, SUITE OR SPACE NUMBER: VARIOUS DISPLAY CASES IN PEDWAY.
15. EXISTING UNRECORDED LEASES IF ANY.

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CERTIFICATION

The undersigned, Yon K. Cho, President of LW-GP2D, Inc., the sole general partner of LW-GP2D, L.P. which in turn is the sole general partner of LW-SP4, L.P. which in turn is the sole general partner of LW-SSP2, L.P., a Delaware limited partnership, does certify that the attached is a true, complete and correct copy of the Agreement of Limited Partnership of LW-SSP2, L.P., a Delaware limited partnership, dated May 13, 1993 and that each of the above general partners shown above as well as LW-SSP2, L.P. were fully capable of and authorized to execute and deliver the Power of Attorney dated September 14, 1994 and such power of attorney remains in full force and effect as of the date hereof.

DATED this 30th day of June, 1995.

LW-SSP2, L.P.,

By: LW-SP4, L.P.,
General Partner

By: LW-GP2D, L.P.,
General Partner

By: LW-GP2D, Inc.,
General Partner

By: 
Yon K. Cho
President

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AFFIDAVIT

To: Greater Illinois Title Insurance Company

Title Commitment Number: 4181690

The undersigned does hereby certify that the Power Of Attorney dated September 14, 1994, attached hereto and executed by LW Real Estate Investments, L.P., a Delaware limited partnership was in full force and effect at the time of the execution of the Deed In Trust conveying the land described in the above subject Title Commitment between LW-SSP2, L.P., a Delaware limited partnership ("Seller") and American Midwest Bank and Trust under Trust Agreement dated June 16, 1995 and known as Trust Number 6595 ("Purchaser"), and continues in full force and effect as of June 30, 1995.

LW-SSP2, L.P., a Delaware limited partnership

By: Lennar Partners, Inc.
Its Attorney-in-Fact

By: Mark A. Griffith
Vice President

STATE OF GEORGIA)

COUNTY OF FULTON)

I, the undersigned, a Notary Public in and for said County, in the State aforesaid, do hereby certify that Mark A. Griffith, personally known to me to be the same person whose name is subscribed to the foregoing instrument as Vice President of Lennar Partners, Inc., a corporation, Attorney-in-Fact for LW-SSP2, L.P., a Delaware limited partnership, appeared before me and acknowledged that he signed and delivered the said instrument as his own free and voluntary act and as the free and voluntary act of said Corporation, for the uses and purposes therein set forth.

GIVEN under my hand and notarial seal this 21st day of June, 1995.

Anthony J. Priest
Notary Public

MY COMMISSION EXPIRES

Notary Public, Cobb County, Ga.
My Commission Expires 06, 3, 1999

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COUNTY CLERK

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DOCUMENT NO.

RECORDING FEE 120.00

AUTOMATION FEE 1.00

COOSA SUPERIOR COURT CLERK

Handwritten signature

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POWER OF ATTORNEY

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94-0013499 12/15/1994 12:17P
JUDITH A. MYERS, RECORDER, VERMILION COUNTY, IL

KNOW ALL PERSONS BY THESE PRESENTS, that LW Real Estate Investments, L.P., a limited partnership organized and existing under the laws of the state of Delaware (the "**Master Partnership**"), has acquired or caused to be acquired by various Sub-Partnerships (which Sub-Partnerships are more specifically listed on **Exhibit "A"** hereto and made a part hereof, collectively, the "**Sub-Partnerships**") and various wholly-owned corporations and trusts (which corporations and trusts are more specifically listed on **Exhibit "B"** hereto and made a part hereof, collectively, the "**Subsidiaries**") certain assets (the "**Acquired Assets**") of Westinghouse Electric Corporation and its Subsidiaries pursuant to the Asset Purchase Agreement dated April 7, 1993, as amended;

WHEREAS the Master Partnership, the Sub-Partnerships and the Subsidiaries (collectively, the "**LW Affiliates**") maintain their respective offices and places of business (collectively, the "**LW Office**") in Dallas, Texas;

WHEREAS the LW Affiliates maintain their books and records at the LW Office, and carry on the LW Affiliates's activities, including the review and approval of Business Plans, credit memoranda and target values with respect to the Acquired Assets from such office;

WHEREAS Mellon Bank, N.A., a national banking association (the "**Custodian**"), in Pittsburgh, Pennsylvania holds the Mortgage Files (as defined in the Servicing Agreement) with respect to the LW Affiliates's Acquired Assets on behalf of the LW Affiliates;

1 Unless otherwise indicated, all capitalized terms used herein have the meanings ascribed to them in the Servicing Agreement (the "**Servicing Agreement**"), dated as of July 12, 1993, among the Master Partnership, LW-SP1, L.P., a Delaware limited partnership, LW-SSP2, L.P., a Delaware limited partnership, LW-SSP3, L.P., a Delaware limited partnership, LW-SSP4, L.P., a Delaware limited partnership, LW-SSP5, L.P., a Delaware limited partnership, LW-SSP6, L.P., a Delaware limited partnership, LW-SSP7, L.P., a Delaware limited partnership, and Lennar Partners, Inc., a Florida corporation ("**Lennar**" or the "**Servicer**").

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BOOK 3137 PAGE 500

WHEREAS pursuant to the Servicing Agreement, Servicer has agreed to provide certain services to the LW Affiliates solely in connection with the servicing, maintenance, workout, foreclosure and liquidation (the "Servicing") of the Acquired Assets in accordance with the terms of the Servicing Agreement and the applicable business Plans;

WHEREAS it is also necessary to appoint a representative to act on behalf of the LW Affiliates to execute and deliver documents in connection with the Servicing of the Acquired Asset;

WHEREAS the undersigned officers on behalf of each of the LW Affiliates are empowered to execute this Power of Attorney.

NOW, THEREFORE, each of the LW Affiliates, solely for the purpose of facilitating the Servicing of the Acquired Assets in accordance with their rights and powers, do hereby appoint, authorize and empower Lennar as their attorney-in-fact to take any of the actions set forth in (1) through (11) below, and such other ministerial acts as may be directed by any of the LW Affiliates from time to time with respect to any of the Acquired Assets:

(1) Sign, seal and deliver, as the act and deed of any of the LW Affiliates, instruments, in writing, and to do every other thing necessary and proper including, but not limited to the institution, participation, defense, enforcement, discharge, compromise and settlement of legal proceedings (including bankruptcy, insolvency, receivership, reorganization or like proceeding), for the collection and recovery of any and all monies, collateral and properties (tangible or intangible) of every kind and nature whatsoever or for the protection, use, enjoyment and enforcement of rights and privileges of a lender (secured or unsecured), a property owner or otherwise with respect to the Acquired Assets for and on behalf of any of the LW Affiliates and to give proper receipts, releases, satisfactions and acquittances thereof in the name and on behalf of any of the LW Affiliates;

(2) Release, satisfy, discharge, terminate or assign any and all notes, promissory notes, chattel paper, guaranties, leases, contracts, licenses, property rights, management agreements, equipment leases, personal property

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JUDITH A. MYERS, RECORDER, VERMILION COUNTY, IL

leases, construction agreements, easements, lis pendens, deposit agreements, accounts, monies, claims, demands, judgments, mortgages or security deeds on real estate or personal property, financing statements, pledges, collateral assignments, liens and other collateral and security interests with respect to the Acquired Assets, including the release and discharge of the same of record in the office of any Prothonotary, Register of Deeds, Clerk of Court or other official records wherever located where payments on account of the same by redemption or otherwise may have been made by the debtor(s), and to endorse receipt of such payment upon the records in any appropriate public office;

(3) Accept, receive, collect and give discharges, satisfactions or acquittances for any amounts or sums of money owing to any of the LW Affiliates in respect of the Acquired Assets;

(4) Execute any and all transfers and assignments as may be necessary to assign any securities or other choses in action in respect of the Acquired Assets;

(5) Sign, seal, acknowledge and deliver indemnity agreements, certificates and surety or other bonds relating to the Acquired Assets in the name of and on behalf of any of the LW Affiliates;

(6) Sign receipts for the payment of all monies, rents, royalties, revenues, issues, profits or benefits payable, to become payable, due or to become due on the Acquired Assets or in connection with any of the actions authorized hereby;

(7) Execute, acknowledge and deliver contracts, licenses, concessions, management agreements, equipment leases, personal property leases, construction agreements, easements, deposit agreements, deeds, mortgages, security deeds, deeds of trust, bills of sale, assignments, security agreements, allonges, endorsements, signature acknowledgments, financing statements, leases, pledges and other agreements or instruments relating to the Acquired Assets in the name of any of the LW Affiliates;

(8) Extend, modify, amend, postpone, release, satisfy, terminate or take such other action regarding any note, chattel paper, mortgage, security deed, lien, right, claim, collateral lien, guaranty, concession, agreement,

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BOOK 3137 PAGE 502

contract, license, lease or pledge relating to the Acquired Assets held in the name of any of the LW Affiliates:

(9) Execute, acknowledge and deliver in the name of any of the LW Affiliates a power of attorney wherever desirable, necessary or required by law authorizing action by any attorney, agent or manager employed by or on behalf of any of the LW Affiliates with respect to the servicing, maintenance, workout, foreclosure, ownership and liquidation of the Acquired Assets;

(10) Foreclose, enforce, execute a power of sale or collateral right, possess or repossess, evict, or auction (either at a private or public sale) any mortgage, collateral right, pledge, license, collateral assignment or other lien on the Acquired Assets, wherever located;

(11) Sign, seal, acknowledge and deliver any and all documents as may be necessary to settle any action(s) or claim(s) asserted against any of the LW Affiliates with respect to the servicing, maintenance, workout, foreclosure, ownership and liquidation of the Acquired Assets.

This Power of Attorney shall be effective immediately with respect to each of the LW Affiliates and shall continue until terminated by the Master Partnership.

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JUDITH A. MYERS, RECORDER, VERMILION COUNTY, IL

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BOOK 3137 PAGE 503

IN WITNESS WHEREOF, the parties hereto have caused their names to be signed below by their respective officers duly authorized, as of this 15th day of Sept., 1994.

LW REAL ESTATE INVESTMENTS, L.P.

By: LW-GPI, L.P.

Witnesses:

By: H.P. Investment I Co.

Gail Hill

By:

[Signature]
Don E. Cho, President

[Signature]

Gail Hill

Attest:

Margret Braun
Margret Braun,
Assistant Secretary

[Signature]

94-0013499 12/15/1994 12:17P
JUDITH A. MYERS, RECORDER, VERMILION COUNTY, IL

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BOOK 3137 PAGE 504

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JUDITH A. MYERS, RECORDER, VERMILION COUNTY, IL

LW-GP1, L.P.

Witnesses:

By: N.F. Investment I Co.

Hail Hill

By:

Yon K. Cho, President

Jay

Hail Hill

Attest:

Margret Braun
Margret Braun,
Assistant Secretary

Jay

LW-GP2A, I.O.

Witnesses:

By: LW-GP2A, Inc.

Hail Hill

By:

Yon K. Cho, President

Jay

Hail Hill

Attest:

Margret Braun
Margret Braun,
Assistant Secretary

Jay

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LW-GP2B, L.P.

Witnesses:

By: LW-GP2B, Inc.

Airil Hill

By:

[Signature]
Yon K. Cho, President

[Signature]

Airil Hill

Attest:

Margret Braun
Margret Braun,
Assistant Secretary

[Signature]

LW-GP2C, L.P.

Witnesses:

By: LW-GP2C, Inc.

Airil Hill

By:

[Signature]
Yon K. Cho, President

[Signature]

Airil Hill

Attest:

Margret Braun
Margret Braun,
Assistant Secretary

[Signature]

94-0013499 12/15/1994 12:17P
JUDITH A. MYERS, RECORDER, VERMILION COUNTY, IL

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ECCO 3137 REC 506

LW-GP2D, L.P.

Witnesses:

By: LW-GP2D, Inc.

Arl Hill

By:

[Signature]
Yon K. Cho, President

[Signature]

Arl Hill

Attest:

Margret Braun
Margret Braun,
Assistant Secretary

[Signature]

LW-SP1, L.P.

By: LW-GP2A, L.P.

Witnesses:

By: LW-GP2A, Inc.

Arl Hill

By:

[Signature]
Yon K. Cho, President

[Signature]

Arl Hill

Attest:

Margret Braun
Margret Braun,
Assistant Secretary

[Signature]

94-0013499 12/15/1994 12:17P
JUDITH A. MYERS, RECORDER, VERMILION COUNTY, IL

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BOOK 3137 PAGE 507

94-0013499 12/15/1994 12:17P
FJ:
JUDITH H. MYERS, RECORDER, VERMILION COUNTY, IL

LW-S22, L.P.

By: LW-GP2B, L.P.

By: LW-GP2B, Inc.

Witnesses:

Neil Hill

Erin

Neil Hill

Erin

By:

Yoon K. Cho
Yoon K. Cho, President

Attest:

Margaret Braun
Margaret Braun,
Assistant Secretary

LW-SP3, L.P.

By: LW-GP2C, L.P.

By: LW-GP2C, Inc.

Witnesses:

Neil Hill

Erin

Neil Hill

Erin

By:

Yoon K. Cho
Yoon K. Cho, President

Attest:

Margaret Braun
Margaret Braun,
Assistant Secretary

94-0013499

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BOOK 3137 PAGE 508

LW-SP4, L.P.

By: LW-GP2D, L.P.

By: LW GP2D, Inc.

Witnesses:

Arl Hill

By:

Yon K. Cho, President

Jay
Arl Hill

Attest:

Margret Braun
Margret Braun,
Assistant Secretary

Jay

LW-SSP1, L.P.

By: LW-SP3, L.P.

By: LW-GP2C, L.P.

By: LW-GP2C, Inc.

Witnesses:

Arl Hill

By:

Yon K. Cho, President

Jay
Arl Hill

Attest:

Margret Braun
Margret Braun,
Asst. Secretary

Jay

FILED
94-0013499 12/15/1994 12:17P
JUDITH A. MYERS, RECORDER, VERMILION COUNTY, IL

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EC24 3137 REC 509

LW-SSP2, L.P.

By: LW-SP4, L.P.

By: LW-GP2D, L.P.

Witnesses:

By: LW-GP2D, Inc.

Hail Hill

By: [Signature]
Yon K. Cho,
President

[Signature]

Hail Hill

Attest: [Signature]
Margaret Braun,
Asst. Secretary

[Signature]

LW-SSP3, L.P.

Witnesses:

By: LW-SSP3, Inc.

Hail Hill

By: [Signature]
Yon K. Cho, President

[Signature]

Hail Hill

Attest: [Signature]
Margaret Braun,
Asst. Secretary

[Signature]

94-0013499 12/15/1994 12:17P
JUDITH A. MYERS, RECORDER, VERMILION COUNTY, IL

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3137 510

LW-SSP4, L.P.

Witnesses:

By: LW-SSP4, Inc.

Gail Hill

By:

Yon K. Cho
Yon K. Cho, President

Giggs

Gail Hill

Attest:

Margret Braun
Margret Braun,
Asst. Secretary

Giggs

LW-SSP5, L.P.

Witnesses:

By: LW-SSP5, Inc.

Gail Hill

By:

Yon K. Cho
Yon K. Cho, President

Giggs

Gail Hill

Attest:

Margret Braun
Margret Braun,
Asst. Secretary

Giggs

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LW-SSP6, L.P.

Witnesses:

By: LW-SSP6, Inc.

Gail Hill

By:

Yon K. Cho
Yon K. Cho, President

Gina

Gail Hill

Attest:

Margret Braun
Margret Braun,
Asst. Secretary

Gina

LW-SSP7, L.P.

Witnesses:

By: LW-SSP7, Inc.

Gail Hill

By:

Yon K. Cho
Yon K. Cho, President

Gina

Gail Hill

Attest:

Margret Braun
Margret Braun,
Asst. Secretary

Gina

94-0013499 12/15/1994 12:11 PM
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BOOK 3137 PAGE 512

LW-SSP8, L.P.

Witnesses:

By: LW-SSP8, Inc.

Airil Hill

By:

[Signature]
Yon K. Cho, President

[Signature]

Airil Hill

Attest:

Margret Braun
Margret Braun,
Asst. Secretary

[Signature]

Belle Meadows Realty Trust

Witnesses:

By: The Titled Corp., as trustee

Airil Hill

By:

[Signature]
Yon K. Cho, President

[Signature]

Airil Hill

Attest:

Margret Braun
Margret Braun,
Asst. Secretary

[Signature]

94-0013499 12/15/1994 12:17P
F.I.
JUDITH A. MYERS, RECORDER, VERMILION COUNTY, IL

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BOOK 3137 PAGE 513

451 North Andover Realty Trust

Witnesses:

By: The Titled Corp., as trustee

Gail Hill

By:

Yon K. Cho
Yon K. Cho, President

Gail Hill

Attest:

Margaret Braun
Margaret Braun,
Asst. Secretary

Gail Hill

270 Lafayette Street Associates, L.P

Witnesses:

By: 270 Lafayette Street Associates Corp.

Gail Hill

By:

Yon K. Cho
Yon K. Cho, President

Gail Hill

Attest:

Margaret Braun
Margaret Braun,
Asst. Secretary

Gail Hill

Gail Hill

94-0013499 12/15/1994 12:17P
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Rocky Mount Town Centre Associates,
L.P.

By: LW-SSP7, L.P.

By: LW-SP4, L.P.

By: LW-GP2D, L.P.

Witnesses:

By: LW-GP2D, Inc.

Arl Hill

By:

[Signature]
Ken E. Cho,
President

[Signature]

Arl Hill

Attest:

Margaret Braun
Margaret Braun,
Asst. Secretary

[Signature]

By each of the Corporations and
Trusts shown below:

- LW-SSP3, Inc.
- LW-SSP4, Inc.
- LW-SSP5, Inc.
- LW-SSP6, Inc.
- LW-SSP7, Inc.
- LW-SSP8, Inc.
- LW-GP2A, Inc.
- LW-GP2B, Inc.
- LW-GP2C, Inc.
- LW-GP2D, Inc.
- LW-RTC, Inc.
- N.P. Investment I Co.
- LB Fairlakes Corp.
- Wes Sun Corporation
- West Property Holding Corp.
- 270 Lafayette Street Holding Corp.
- 120 Bethpage Holding Corp.

(Continued on Next Page)

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94-0013499 12/15/1994 12:17P
JUDITH A. MYERS, RECORDER, VERMILION COUNTY, IL

(Continued from Prior Page)

3375 Park Holding Corp.
 3375 Wantaugh Holding Corp.
 451 North Andover Realty Trust
 Belle Meadows Realty Trust
 6177 Leasing Corporation
 704 - 706 Broadway Corp.
 712 Third Ave. Realty Corp.
 Buxton Farms Food, Inc.
 Collins Street, Inc.
 CRC 16th St. Holdings, Inc.
 CRC Abington Holdings Corp.
 CRC Bond St. Holdings Inc.
 CRC Broward Corporation
 CRC Casa Grande Holdings, Inc.
 CRC Equity, Inc.
 CRC Lodge Corp.
 CRC New York Holdings Corp.
 CRC NoblesTown Rd. Holdings, Inc.
 Lakes Bay Corporation
 Manor Building Corp.
 Middlesex Corporation
 Morris Avenue Corporation
 Normandy Management, Inc.
 Painted Post Hotel Corporation
 Raintree Corporation
 The Titled Corp.
 Thomasville Continental Inc
 Toms River Corporation

Witnesses:

Neil Hill

By:

[Signature]
Kon K. Cho, President

[Signature]

Neil Hill

Attest:

Margaret Braun
Margaret Braun,
Asst. Secretary

[Signature]

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BOOK 3137 PAGE 516

94-0013499 12/15/1994 12:17P
JUDITH A. MYERS, RECORDER, VERMILION COUNTY, IL

Acknowledge and Accepted:

LENNAR PARTNERS, INC.,

Witnesses:

Property Survey

By:

[Signature]
Mark A. Griffith,
Vice President

[Signature]
[Signature]
[Signature]

Attest:

[Signature]
Grace Santarella,
Assistant Secretary



Property of Cook County Clerk's Office

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Property of Cook County Clerk's Office

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BOOK 3137 PAGE 517

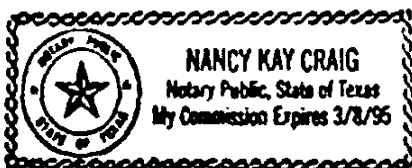
STATE OF Texas
COUNTY OF Dallas

94-0013499 12/15/1994 12:17P
F.I.
JUDITH A. MYERS, RECORDER, VERMILION COUNTY, IL.

Know all men by these presents that before me, the below-named Notary Public in and for the State and County named above duly commissioned to take acknowledgments, there personally appeared Yon K. Cho, personally known to me to be person named in and who signed this Power of Attorney to which this acknowledgment is attached and which was produced to me in the State and County aforesaid, and being by me first duly sworn did depose and say to me that he is the President of entities set forth immediately preceding his name or referenced in the exhibits identified, named in the aforementioned Power of Attorney; that his residence address is 1201 Elm # 544 Dallas, Tx; that he knows the seal(s) of the respective corporation(s); that the seal(s) imprinted on this Power of Attorney to which this acknowledgment is attached is an imprint of the true corporate seal(s) of said corporation(s); that after being duly informed of the contents and import of such Power of Attorney he signed and caused the seal(s) of such corporation(s) to be imprinted on such Power of Attorney as an officer of such corporation(s) indicated above; that he has signed and sealed the same in the name of and on behalf of such corporation(s) and partnership(s) by the authority, order and resolution of their respective general partners and the Board of Directors; that he had signed his name thereto on behalf of said corporation(s) and partnership(s) by like order; that the execution of said Power of Attorney was his free and voluntary act and deed and the free and voluntary act and deed of said corporation(s) and partnership(s) for the consideration, purposes and uses set forth in such Power of Attorney to the other parties thereto as such; and that on behalf of said corporation(s) and partnership(s) he had received a true copy of such Power of Attorney without charge.

IN WITNESS WHEREOF, I have signed and imprinted my official notarial seal on this acknowledgment in the State and County named above on the 14th day of Sept., 1994.

(Notarial Seal)



Nancy Kay Craig
Notary Public
Commission Expiration: 3/8/95

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BOOK 3137 PAGE 518

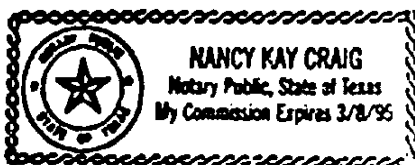
STATE OF Texas
COUNTY OF Dallas

94-0013499 12/15/1994 12:17P
JUDITH A. MYERS, RECORDER, VERMILION COUNTY, IL

Know all men by these presents that before me, the below-named Notary Public in and for the State and County named above duly commissioned to take acknowledgments, there personally appeared Margret Braun, personally known to me to be person named in and who signed this Power of Attorney to which this acknowledgment is attached and which was produced to me in the State and County aforesaid, and being by me first duly sworn did depose and say to me that she is the Assistant Secretary of entities set forth immediately preceding her name or referenced in the exhibits identified, named in the aforementioned Power of Attorney; that her residence address is 1201 Hill St. #5400 Dallas TX; that she knows the seal(s) of the respective corporation(s); that the seal(s) imprinted on this Power of Attorney to which this acknowledgment is attached is an imprint of the true corporate seal(s) of said corporation(s); that after being duly informed of the contents and import of such Power of Attorney she signed and caused the seal(s) of such corporation(s) to be imprinted on such Power of Attorney as an officer of such corporation(s) indicated above; that she had signed and sealed the same in the name of and on behalf of such corporation(s) and partnership(s) by the authority, order and resolution of their respective general partners and the Board of Directors; that she had signed her name thereto on behalf of said corporation(s) and partnership(s) by like order, that the execution of said Power of Attorney was her free and voluntary act and deed and the free and voluntary act and deed of said corporation(s) and partnership(s) for the consideration, purposes and uses set forth in such Power of Attorney to the other parties thereto as such; and that on behalf of said corporation(s) and partnership(s) she had received a true copy of such Power of Attorney without charge.

IN WITNESS WHEREOF, I have signed and imprinted my official notarial seal on this acknowledgment in the State and County named above on the 14th day of Sept., 1994.

[Notarial Seal]



Nancy Kay Craig
Notary Public
Commission Expiration: 3/8/95

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BOOK 3137 PAGE 519

STATE OF GEORGIA
COUNTY OF FULTON

94-0013499 12/15/1994 12:17P
JUDITH A. MYERS, RECORDER, VERMILION COUNTY, IL

Know all men by these presents that before me, the below-named Notary Public in and for the State and County named above duly commissioned to take acknowledgments, there personally appeared Mark A. Griffith, personally known to me to be person named in and who signed this Power of Attorney to which this acknowledgment is attached and which was produced to me in the State and County aforesaid, and being by me first duly sworn did depose and say to me that he is the Vice President of Lennar Partners, Inc.; that his residence address is 600 Peachtree Street, Suite 3500 Atlanta; that he knows the seal of Lennar Partners, Inc.; that the seal imprinted on this Power of Attorney to which this acknowledgment is attached is an imprint of the true corporate seal of Lennar Partners, Inc.; that after being duly informed of the contents and import of such Power of Attorney he signed and caused the seal of Lennar Partners, Inc. to be imprinted on such Power of Attorney as an officer of Lennar Partners, Inc.; that he has signed and sealed the same in the name of and on behalf of Lennar Partners, Inc. by the authority, order and resolution of the Board of Directors; that he has signed his name thereto on behalf of Lennar Partners, Inc. by like order; that the execution of said Power of Attorney was his free and voluntary act and deed and the free and voluntary act and deed of Lennar Partners, Inc. for the consideration, purposes and uses set forth in such Power of Attorney to the other parties thereto as such, and that on behalf of Lennar Partners, Inc. he had received a true copy of such Power of Attorney without charge.

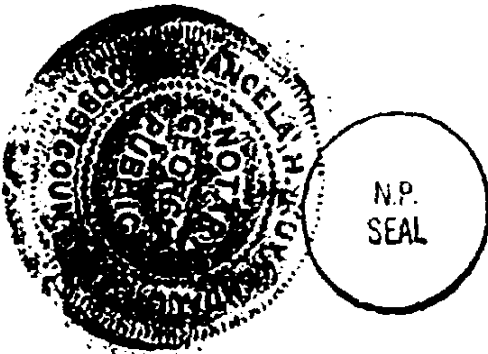
IN WITNESS WHEREOF, I have signed and imprinted my official notarial seal on this acknowledgment, in the State and County named above on the 15 day of September, 1994.

{Notarial Seal}

Angela H. Kuykendall
Notary Public: Angela H. Kuykendall

Commission Expiration: _____

Notary Public, Cobb County, Georgia
My Commission Expires October 22, 1996



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BOOK 3137 PAGE 520

STATE OF FLORIDA
COUNTY OF DADE

94-0013499 12/15/1994 12:17P
JUDITH A. MYERS, RECORDER, VERMILION COUNTY, IL

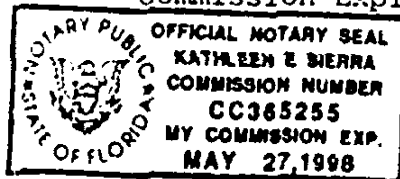
Know all men by these presents that before me, the below-named Notary Public in and for the State and County named above duly commissioned to take acknowledgments, there personally appeared Grace Santaella, personally known to me to be person named in and who signed this Power of Attorney to which this acknowledgment is attached and which was produced to me in the State and County aforesaid, and being by me first duly sworn did depose and say to me that she is the Assistant Secretary of Lennar Partners, Inc., that her residence address is 13149 S.W. 4th Street Miami, Florida; that she knows the seal of Lennar Partners, Inc.; that the seal imprinted on this Power of Attorney to which this acknowledgment is attached is an imprint of the true corporate seal of Lennar Partners, Inc.; that after being duly informed of the contents and import of such Power of Attorney he signed and caused the seal of Lennar Partners, Inc. to be imprinted on such Power of Attorney as an officer of Lennar Partners, Inc.; that she has signed and sealed the same in the name of and on behalf of Lennar Partners, Inc. by the authority, order and resolution of the Board of Directors; that she has signed her name thereto on behalf of Lennar Partners, Inc. by like order; that the execution of said Power of Attorney was her free and voluntary act and deed and the free and voluntary act and deed of Lennar Partners, Inc. for the consideration, purposes and uses set forth in such Power of Attorney to the other parties thereto as such; and that on behalf of Lennar Partners, Inc. she had received a true copy of such Power of Attorney without charge.

IN WITNESS WHEREOF, I have signed and imprinted my official notarial seal on this acknowledgment in the State and County named above on the 16 day of September, 1994.

[Notarial Seal]

Kathleen E. Sierra
Notary **KATHLEEN E. SIERRA**

Commission Expiration: _____



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BOOK 3137 PAGE 521

EXHIBIT "A" SCHEDULE OF SUB-PARTNERSHIPS

94-0013499 12/15/1994 12:17P
JUDITH A. MYERS, RECORDER, VERMILION COUNTY, IL

LW-GP1, L.P.
LW-GP2A, L.P.
LW-GP2B, L.P.
LW-GP2C, L.P.
LW-GP2D, L.P.
LW-SP1, L.P.
LW-SF2, L.P.
LW-SP3, L.P.
LW-SP4, L.P.
LW-SCP1, L.P.
LW-SSP2, L.P.
LW-SSP3, L.P.
LW-SSP4, L.P.
LW-SSP5, L.P.
LW-SSP6, L.P.
LW-SSP7, L.P.
LW-SSP8, L.P.
Rocky Mount Town Centre Associates, L.P.
270 Lafayette Street Associates, L.P.

Property of Cook County Clerk's Office

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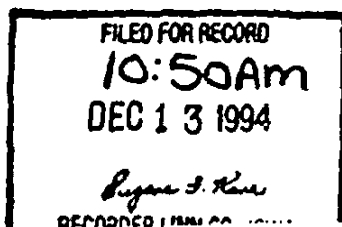
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BOOK 3137 PAGE 522

EXHIBIT "B" SCHEDULE OF SUBSIDIARIES

FILE
94-0013499 12/15/1994 12:17P
JUDITH A. MYERS, RECORDER, VERMILION COUNTY, IL

LW-SSP3, Inc.
LW-SSP4, Inc.
LW-SSP5, Inc.
LW-SSP6, Inc.
LW-SSP7, Inc.
LW-SSP8, Inc.
LW-GP2A, Inc.
LW-GP2B, Inc.
LW-GP2C, Inc.
LW-GP2D, Inc.
LW RTC, Inc.
N.P. Investment I Co.
LB Fairlakes Corp.
Wes Sun Corporation
West Property Holding Corp.
270 Lafayette Street Holding Corp.
120 Bethpage Holding Corp.
3375 Park Holding Corp.
3375 Wantaugh Holding Corp.
451 North Andover Realty Trust
Belle Meadows Realty Trust
6177 Leasing Corporation
704 - 706 Broadway Corp.
712 Third Ave. Realty Corp.
Buxton Farms Road, Inc.
Collins Street, Inc.
CRC 16th St. Holdings, Inc.
CRC Abington Holdings Corp.
CRC Bond St. Holdings Inc.
CRC Broward Corporation
CRC Casa Grande Holdings, Inc.
CRC Equity, Inc.
CRC Lodge Corp.
CRC New York Holdings Corp.
CRC Noblestown Rd. Holdings, Inc.
Lakes Bay Corporation
Manor Building Corp.
Middlesex Corporation
Morris Avenue Corporation
Normandy Management, Inc.
Painted Post Hotel Corporation
Raintree Corporation
The Titled Corp.
Thomasville Continental Inc.
Toms River Corporation



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