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THIS INSTRUMENT WAS PREPARED BY
AND TO BE RETURNED TO:

Anthony A. Longnecker, Esq.
Nyemaster, Goode, McLaughlin,
Voigts, West, Hansell & O'Brien
1900 Hub Tower, 699 Walnut St.
Des Moines, Iowa 50309

DEPT-01 RECORDING \$43.00
T40012 TRAN 3347 03/30/95 14:30:00
#3808 + JM *-95-216739
COOK COUNTY RECORDER

7440 Santa Fe Drive P.I.N. 18-28-300-041
Hodgkins, IL

**FIRST AMENDMENT TO MORTGAGE, SECURITY AGREEMENT,
FINANCING STATEMENT AND FIXTURE FILING AND
FIRST AMENDMENT TO ASSIGNMENT OF RENTS AND LEASES AND
FIRST AMENDMENT TO SECURITY AGREEMENT**

This First Amendment to Mortgage, Security Agreement, Financing Statement and Fixture Filing and First Amendment to Assignment of Rents and Leases and First Amendment to Security Agreement (the "First Amendment") is made as of the 28 day of March, 1995, by Hop-2 L.L.C., an Illinois limited liability company whose mailing address is 1121 Tower Lane, Bensenville, IL 60106 (hereinafter referred to as "Mortgagor") and EQUITABLE LIFE INSURANCE COMPANY OF IOWA, an Iowa corporation, having its principal place of business at 604 Locust Street, Des Moines, Iowa 50309 (hereinafter referred to as "Mortgagee") and GEORGE J. CIBULA, ROBERT M. PIERANUNZI, THE ESTATE OF IRVIN S. LEWANDOWSKI, DECEASED, DONYA J. TURASKY, JENNIFER M. LEWANDOWSKI, MATTHEW W. LEWANDOWSKI and JEANNINE M. LEWANDOWSKI (hereinafter collectively referred to as the "Guarantors").

R E C I T A L S

A. Mortgagor simultaneously herewith secured a loan (the "Loan") from Mortgagee as evidenced by that certain Promissory Note ("Note") dated on or about even date herewith, in the original principal amount of One Million Seven Hundred Fifteen Thousand and No/100 Dollars (\$1,715,000.00) and secured by, among other things, the following documents each dated on or about even date herewith:

1. (a) that certain Mortgage, Security Agreement, Financing Statement and Fixture Filing (the "Mortgage") from Mortgagor to Mortgagee which was filed in Cook County, Illinois and recorded March 30th, 1995 as Document 95216737

(b) that certain Assignment of Rents and Leases (the "Assignment") between Mortgagor and Mortgagee which was filed in the Public Records of Cook County, Illinois, and recorded March 30th, 1995 as Document 95216738 and

(c) that certain Security Agreement (the "Security Agreement") between Mortgagor and Mortgagee (the "Note, Mortgage, Assignment, Security Agreement and all other agreements, documents and instruments, as amended, are hereinafter sometimes collectively referred to as the "Loan Documents").

7544 484-DI (MR)

BOX 333-CTI

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2. Mortgagor and Mortgagee desire to supplement the Premises and Property (as Premises and Property are defined in the Loan Documents) more particularly described in the Legal Description attached as Exhibit "A" to certain of the Loan Documents.

NOW, THEREFORE, for and in consideration of the premises and of Ten and No/100 Dollars (\$10.00) and of other good and valuable consideration, the receipt and sufficiency of which are hereby acknowledged, the Mortgagor and Mortgagee hereby agree as follows:

1. Modification of Loan Documents Legal Description. The Mortgagor and Mortgagee hereby agree and the Mortgagor does hereby bargain, sell, grant, warrant and convey to the Mortgagee all of its interest in and to the lands described below and that the Loan Documents are modified and amended to spread the lien of the Mortgage as follows:

a. The Exhibit "A" Legal Description contained in any of the Loan Documents is hereby supplemented by the addition of Parcels Two, Three and Four as shown on Exhibit "A-2" Legal Description attached hereto and made a part hereof.

2. Full Force and Effect. Except as expressly modified and amended by this First Amendment, the Mortgage, Assignment, Security Agreement and other affected Loan Documents and the terms thereof shall remain in full force and effect in accordance with the terms of the Mortgage, Assignment, Security Agreement, and other affected Loan Documents.

3. Governing Law. This First Amendment shall be governed by and construed in accordance with the laws of the State of Illinois.

4. Joinder. The Guarantors, as individuals, as opposed to representatives of Hop-2 L.L.C., an Illinois limited liability company, join in the execution of this First Amendment for the purpose of acknowledging and agreeing that the execution of this First Amendment shall not be deemed to abrogate the effect of any representation, warranty, consent, waiver, covenant, term or condition contained in any Guaranty or Loan Document to which he is a party.

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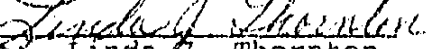
IN WITNESS WHEREOF, the Mortgagor and Mortgagee have executed this First Amendment.

Hop-2 L.L.C., an Illinois
Limited Liability Company

By 
George J. Cibula, Jr., Manager

EQUITABLE LIFE INSURANCE COMPANY OF
IOWA, an Iowa corporation

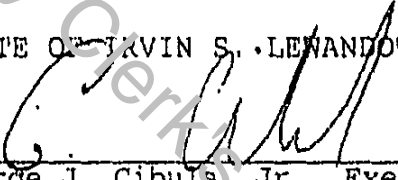
By: Equitable Investment
Services, Inc., its agent

By: 
Name: Linda J. Thornton
Its: Director
Administrator


GEORGE J. CIBULA, Individually

ROBERT M. PIERANUNZI, Individually

THE ESTATE OF IRVIN S. LEWANDOWSKI,
DECEASED

By 
George J. Cibula, Jr., Executor

DONYA J. TURASKY, Individually

JENNIFER M. LEWANDOWSKI, Individually

MATTHEW M. LEWANDOWSKI, Individually

JEANNINE M. LEWANDOWSKI, Individually

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IN WITNESS WHEREOF, the Mortgagor and Mortgagee have executed this First Amendment.

Hop-2 L.L.C., an Illinois
Limited Liability Company

By George J. Cibula, Jr., Manager

EQUITABLE LIFE INSURANCE COMPANY OF
IOWA, an Iowa corporation

By: Equitable Investment
Services, Inc., its agent

By: Linda J. Thornton
Name: Linda J. Thornton
Its: Director/
Administrator

GEORGE J. CIBULA, Individually

ROBERT M. PIERANUNZI, Individually

THE ESTATE OF IRVIN S. LEWANDOWSKI,
DECEASED

By George J. Cibula, Jr., Executor

BONYA J. TURASKY, Individually

JENNIFER M. LEWANDOWSKI, Individually

MATTHEW M. LEWANDOWSKI, Individually

JEANNINE M. LEWANDOWSKI, Individually

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Mortgagor's and Guarantors Address:

Hop-2 L.L.C.
1121 Tower Lane
 Bensenville, IL 60106
Attn: George J. Cibula, Jr.

STATE OF Illinois)
) SS.
COUNTY OF Cook)

I, LaSonya G. Benjamin, a Notary Public in and for said County and State, DO HEREBY CERTIFY that George J. Cibula, Manager of Hop-2 L.L.C., an Illinois limited liability company, who is personally known to me to be the same person whose name is subscribed to the foregoing instrument as such Manager of Hop-2 L.L.C., appeared before me this day in person and acknowledged that he signed, sealed and delivered the said instrument as his own free and voluntary act for the uses and purposes therein set forth.

GIVEN under my hand and notarial seal this 28th day of March, 1995.

~~~~~  
"OFFICIAL SEAL"  
LaSonya G. Benjamin  
NOTARY PUBLIC, STATE OF ILLINOIS  
My Commission Expires 10/15/97  
~~~~~

LaSonya G. Benjamin
Notary Public
My Commission Expires:
October 15, 1997

STATE OF Illinois)
) SS:
COUNTY OF Cook)

On this 28th day of March, A.D. 1995, before me, a Notary Public in and for said county, personally appeared Linda J. Thornton to me personally known, who being by me duly (sworn or affirmed) did say that she is the Director/Administrator of Equitable Investment Services, Inc., the agent for Equitable Life Insurance Company of Iowa, that no seal has been procured by the said Equitable Investment Services, Inc. and that said instrument was signed and sealed on behalf of the Equitable Investment Services, Inc. by authority of its board of directors and the said Linda J. Thornton acknowledged the execution of said instrument to be the voluntary act and deed of Equitable Investment Services, Inc. by it voluntarily executed.

[Signature]
" OFFICIAL SEAL "
Notary Public, State of Illinois
and County of Cook
MY COMMISSION EXP: 5/19/96

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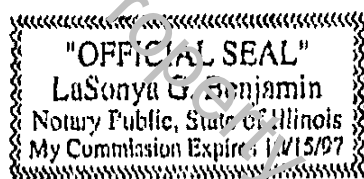
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STATE OF Illinois
COUNTY OF COOK

I, LaSonya G. Benjamin, a Notary Public in and for said county and state, do hereby certify that GEORGE J. CIBULA personally known to me to be the same person whose name is subscribed to the foregoing instrument, appeared before me this day in person, and acknowledged that he signed and delivered the said instrument as his free and voluntary act, for the uses and purposes therein set forth.

GIVEN under my hand and official seal this 27th day of March, 1995.



(AFFIX NOTARY SEAL)

LaSonya G. Benjamin

Print Name: LaSonya G. Benjamin
(Notary Public)

My Commission Expires:

October 15, 1997

STATE OF Illinois
COUNTY OF DUPAGE

I, Cathy Radek, a Notary Public in and for said county and state, do hereby certify that ROBERT M. PIERANUNZI personally known to me to be the same person whose name is subscribed to the foregoing instrument, appeared before me this day in person, and acknowledged that he signed and delivered the said instrument as his free and voluntary act, for the uses and purposes therein set forth.

GIVEN under my hand and official seal this 27th day of MARCH, 1995.



(AFFIX NOTARY SEAL)

Cathy Radek

Print Name: Cathy Radek
(Notary Public)

My Commission Expires:

5-28-97

STATE OF Illinois)
COUNTY OF COOK) ss.

I, LaSonya G. Benjamin, a Notary Public in and for said County and State, DO HEREBY CERTIFY that George J. Cibula, Executor of The Estate of Irvin S. Lewandowski, Deceased, who is personally

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known to me to be the same person whose name is subscribed to the foregoing instrument as such Executor of The Estate of Irvin S. Lewandowski, Deceased, appeared before me this day in person and acknowledged that he signed, sealed and delivered the said instrument as his own free and voluntary act for the uses and purposes therein set forth.

GIVEN under my hand and notarial seal this 24th day of March, 1995.

"OFFICIAL SEAL"

LaSonya G. Benjamin

Notary Public, State of Illinois

My Commission Expires 10/15/97

LaSonya G. Benjamin
Notary Public

My Commission Expires: 10-15-97

STATE OF ILLINOIS

COUNTY OF DU PAGE

I, CATHY RADEK, a Notary Public in and for said county and state, do hereby certify that DONYA J. TURASKY personally known to me to be the same person whose name is subscribed to the foregoing instrument, appeared before me this day in person, and acknowledged that she signed and delivered the said instrument as her free and voluntary act, for the uses and purposes therein set forth.

GIVEN under my hand and official seal this 24th day of MARCH, 1995.

OFFICIAL SEAL
CATHY RADEK
NOTARY PUBLIC, STATE OF ILLINOIS
MY COMMISSION EXPIRES 5-26-07

Cathy Radek
Print Name: CATHY RADEK
(Notary Public)

My Commission Expires:

(AFFIX NOTARY SEAL)

5-26-97

STATE OF ILLINOIS

COUNTY OF DU PAGE

I, CATHY RADEK, a Notary Public in and for said county and state, do hereby certify that JENNIFER M. LEWANDOWSKI personally known to me to be the same person whose name is subscribed to the foregoing instrument, appeared before me this day in person, and acknowledged that she signed and delivered the said instrument as her free and voluntary act, for the uses and purposes therein set forth.

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GIVEN under my hand and official seal this 27th day of MARCH, 1995.



(AFFIX NOTARY SEAL)

Cathy Radek

Print Name: CATHY RADEK
(Notary Public)

My Commission Expires:

5-26-97

STATE OF Illinois
COUNTY OF DePage

I, Cathy Radek, a Notary Public in and for said county and state, do hereby certify that MATTHEW W. LEWANDOWSKI personally known to me to be the same person whose name is subscribed to the foregoing instrument, appeared before me this day in person, and acknowledged that she signed and delivered the said instrument as her free and voluntary act, for the uses and purposes therein set forth.

GIVEN under my hand and official seal this 27th day of March, 1995.



(AFFIX NOTARY SEAL)

Cathy Radek

Print Name: CATHY RADEK
(Notary Public)

My Commission Expires:

5-26-97

STATE OF Illinois
COUNTY OF DePage

I, Cathy Radek, a Notary Public in and for said county and state, do hereby certify that JEANNINE M. LEWANDOWSKI personally known to me to be the same person whose name is subscribed to the foregoing instrument, appeared before me this day in person, and acknowledged that she signed and delivered the said instrument as her free and voluntary act, for the uses and purposes therein set forth.

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GIVEN under my hand and official seal this 27th day of MARCH, 1995.



(AFFIX NOTARY SEAL)

Cathy Radek

Print Name: CATHY RADEK
(Notary Public)

My Commission Expires:

5-28-97

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PARCEL 1:

LOT 1 IN SANTA FE HODGKINS-WILLOW SPRINGS INDUSTRIAL DISTRICT UNIT FOUR, BEING A SUBDIVISION IN THE WEST 1/2 OF SECTION 28, TOWNSHIP 38 NORTH, RANGE 12 EAST OF THE THIRD PRINCIPAL MERIDIAN, IN COOK COUNTY, ILLINOIS.

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PARCEL 2:

A PARCEL OF LAND IN THE NORTH 1/2 OF SECTION 28, TOWNSHIP 38 NORTH, RANGE 12 EAST OF THE THIRD PRINCIPAL MERIDIAN, IN COOK COUNTY, ILLINOIS, LOCATED AND DESCRIBED AS FOLLOWS;;

COMMENCING AT THE POINT OF INTERSECTION OF THE CENTER LINE OF THE S. B. I. ROUTE 46 (U. S. ROUTE NO. 45 OR LA GRANGE ROAD) VIADUCT AS CONSTRUCTED PURSUANT TO THE TERMS OF AN AGREEMENT BETWEEN THE ATCHISON, TOPEKA AND SANTA FE RAILWAY COMPANY AND THE STATE OF ILLINOIS DATED MAY 20, 1931, WITH A LINE 360.00 FEET, MEASURED PERPENDICULARLY, SOUTHEASTERLY FROM AND PARALLEL WITH THE STRAIGHT SOUTHEASTERLY LINE OF THE JOINT FEE RIGHT OF WAY, 150 FEET WIDE, CONVEYED TO CHICAGO AND ILLINOIS WESTERN RAILROAD AND THE COMMONWEALTH EDISON COMPANY BY DEEDS RECORDED IN THE RECORDER'S OFFICE OF COOK COUNTY, ILLINOIS, ON THE 10TH DAY OF JULY 1946, AS DOCUMENTS NUMBERED 13840023 AND 13840024, RESPECTIVELY, AND RUNNING THENCE SOUTHWESTWARDLY ALONG SAID PARALLEL LINE, A DISTANCE OF 28.84 FEET TO A POINT OF BEGINNING AT THE MOST NORTHERLY CORNER OF SAID HEREINAFTER DESCRIBED PARCEL OF LAND; THENCE SOUTHWESTWARDLY, CONTINUING ALONG SAID PARALLEL LINE, A DISTANCE OF 974.36 FEET; THENCE SOUTHEASTWARDLY ALONG A STRAIGHT LINE, FORMING AN ANGLE OF 89 DEGREES, 46 MINUTES, 04 SECONDS, (MEASURED FROM THE NORTHEAST, TO EAST, TO SOUTHEAST) WITH SAID LAST DESCRIBED COURSE, A DISTANCE OF 446.19 FEET TO AN INTERSECTION WITH THE NORTHWESTERLY LINE OF SANTA FE DRIVE, 66 FEET WIDE, DEDICATED BY INSTRUMENT RECORDED IN SAID RECORDER'S OFFICE ON THE 26TH DAY OF NOVEMBER, 1976, AS DOCUMENT NO. 23687459; THENCE NORTHEASTWARDLY ALONG SAID NORTHWESTERLY LINE OF SANTA FE DRIVE, A DISTANCE OF 853.72 FEET TO AN INTERSECTION WITH A LINE 27.00 FEET, MEASURED PERPENDICULARLY, SOUTHWESTERLY FROM AND PARALLEL WITH SAID CENTER LINE OF THE S. B. I. ROUTE 46 VIADUCT AS CONSTRUCTED; THENCE NORTHWESTWARDLY ALONG LAST DESCRIBED PARALLEL LINE, A DISTANCE OF 278.31 FEET TO A POINT OF CURVE; AND THENCE NORTHWESTWARDLY ALONG THE ARC OF A CIRCLE, CONVEX TO THE SOUTHWEST AND HAVING A RADIUS OF 1555.16 FEET, A DISTANCE OF 177.00 FEET TO THE POINT OF BEGINNING.

PARCEL 3:

A PARCEL OF LAND IN THE NORTHEAST 1/4 OF SECTION 28, TOWNSHIP 38 NORTH, RANGE 12 EAST OF THE THIRD PRINCIPAL MERIDIAN, IN COOK COUNTY, ILLINOIS, BOUNDED AND DESCRIBED AS FOLLOWS;;

BEGINNING AT THE POINT OF INTERSECTION OF THE CENTER LINE OF THE S. B. I. ROUTE 46 (U. S. ROUTE NO. 45 OR LA GRANGE ROAD) VIADUCT AS CONSTRUCTED PURSUANT TO THE TERMS OF AN AGREEMENT BETWEEN THE ATCHISON, TOPEKA AND SANTA FE RAILWAY COMPANY AND THE STATE OF ILLINOIS DATED MAY 20, 1931, WITH A LINE 360.00 FEET, MEASURED PERPENDICULARLY, SOUTHEASTERLY FROM AND PARALLEL WITH THE STRAIGHT SOUTHEASTERLY LINE OF THE JOINT FEE RIGHT OF WAY, 150 FEET WIDE, CONVEYED TO CHICAGO AND ILLINOIS WESTERN RAILROAD AND THE COMMONWEALTH EDISON COMPANY BY DEEDS RECORDED IN THE RECORDER'S OFFICE OF COOK COUNTY, ILLINOIS, ON THE 10TH DAY OF JULY, 1946, AS DOCUMENTS NUMBERED 13840023 AND 13840024, RESPECTIVELY, AND RUNNING THENCE NORTHEASTWARDLY ALONG SAID PARALLEL LINE, A DISTANCE OF 32.12 FEET; THENCE SOUTHEASTWARDLY ALONG A STRAIGHT LINE (BEING THE SOUTHERLY LINE OF THE SOUTHERLY OF 2 PARCELS OF LAND CONVEYED TO LA SALLE NATIONAL BANK, AS TRUSTEE UNDER TRUST

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AGREEMENT KNOWN AS TRUST NO. 51412, BY DEED RECORDED IN SAID RECORDER'S OFFICE AS DOCUMENT NO. 23726581) A DISTANCE OF 452.78 FEET TO A POINT ON THE NORTHWESTERLY LINE OF SANTA FE DRIVE, 66 FEET WIDE, AS DEDICATED BY INSTRUMENT RECORDED IN SAID RECORDER'S OFFICE ON THE 26TH DAY OF NOVEMBER, 1976, AS DOCUMENT NO. 23687489, DISTANT 33.75 FEET, MEASURED ALONG SAID NORTHWESTERLY LINE, NORTHEAST FROM THE POINT OF INTERSECTION OF SAID NORTHWESTERLY LINE WITH SAID CENTER LINE OF THE S. B. I. ROUTE 46 VIADUCT AS CONSTRUCTED; THENCE SOUTHWESTWARDLY ALONG SAID NORTHWESTERLY LINE OF SANTA FE DRIVE, A DISTANCE OF 54.99 FEET TO A DEFLECTION POINT IN SAID NORTHWESTERLY LINE; THENCE SOUTHWESTWARDLY ALONG SAID NORTHWESTERLY LINE OF SANTA FE DRIVE (DEFLECTING 1 DEGREE, 38 MINUTES, 27 SECONDS TO THE RIGHT FROM THE LAST DESCRIBED COURSE PRODUCED) A DISTANCE OF 6.80 FEET TO AN INTERSECTION WITH A LINE 27.00 FEET, MEASURED PERPENDICULARLY, SOUTHWESTERLY FROM AND PARALLEL WITH SAID CENTER LINE OF THE S. B. I. ROUTE 46 VIADUCT AS CONSTRUCTED; THENCE NORTHWESTWARDLY ALONG SAID LAST DESCRIBED PARALLEL LINE, A DISTANCE OF 278.31 FEET TO A POINT OF CURVE; THENCE NORTHWESTWARDLY ALONG THE ARC OF A CIRCLE, CONVEX TO THE SOUTHWEST AND HAVING A RADIUS OF 1555.16 FEET, A DISTANCE OF 177.00 FEET TO AN INTERSECTION WITH SAID LINE 360 FEET, MEASURED PERPENDICULARLY, SOUTHEASTERLY FROM AND PARALLEL WITH THE SOUTHEASTERLY LINE OF SAID JOINT FEE RIGHT OF WAY; AND THENCE NORTHEASTWARDLY ALONG SAID LAST DESCRIBED PARALLEL LINE, A DISTANCE OF 28.84 FEET TO THE POINT OF BEGINNING.

PARCEL 4:

EASEMENT FOR THE BENEFIT OF PARCELS 1 AND 2 AS CREATED BY GRANT FROM SANTA FE LAND IMPROVEMENT COMPANY, A CALIFORNIA CORPORATION, TO LA SALLE NATIONAL BANK, AS TRUSTEE UNDER TRUST AGREEMENT DATED FEBRUARY 24, 1978 AND KNOWN AS TRUST NO. 53915, DATED APRIL 6, 1979 AND RECORDED APRIL 9, 1979 AS DOCUMENT NO. 24911709, FOR INDUSTRY RAILROAD TRACK AND NECESSARY APPURTENANCES THEREFOR, OVER THE FOLLOWING DESCRIBED LAND:

ALL THAT PART OF THE NORTHWEST 1/4 OF SECTION 28, TOWNSHIP 38 NORTH, RANGE 12 EAST OF THE THIRD PRINCIPAL MERIDIAN, IN COOK COUNTY, ILLINOIS, LOCATED AND DESCRIBED AS FOLLOWS:

COMMENCING AT THE POINT OF INTERSECTION OF THE CENTERLINE OF S. B. I. ROUTE 46 (U. S. ROUTE 45 OR LA GRANGE ROAD) VIADUCT AS CONSTRUCTED PURSUANT TO THE TERMS OF AN AGREEMENT BETWEEN THE ATCHISON, TOPEKA AND SANTA FE RAILWAY COMPANY AND THE STATE OF ILLINOIS DATED MAY 20, 1931, AND A LINE 360.00 FEET, MEASURED PERPENDICULARLY, SOUTHEASTERLY FROM AND PARALLEL WITH THE STRAIGHT SOUTHEASTERLY LINE OF THE JOINT FEE RIGHT OF WAY, 150 FEET WIDE, CONVEYED TO CHICAGO AND ILLINOIS WESTERN RAILROAD AND THE COMMONWEALTH EDISON COMPANY BY DEEDS RECORDED IN THE RECORDER'S OFFICE OF COOK COUNTY, ILLINOIS ON JULY 10, 1946, AS DOCUMENTS NUMBERED 13840023 AND 13840024, RESPECTIVELY; THENCE SOUTHWESTERLY ALONG SAID PARALLEL LINE, A DISTANCE OF 1003.20 FEET TO THE POINT OF BEGINNING; THENCE SOUTHEASTERLY ON AN ANGLE OF 90 DEGREES, 13 MINUTES, 56 SECONDS, TO THE LEFT OF SAID PARALLEL LINE PRODUCED SOUTHWESTERLY, A DISTANCE OF 37.00 FEET TO A POINT; THENCE SOUTHWESTERLY ON AN ANGLE OF 102 DEGREES, 30 MINUTES, 01 SECONDS, TO THE RIGHT OF LAST DESCRIBED COURSE PRODUCED SOUTHEASTERLY, A DISTANCE OF 174.13 FEET TO A POINT ON SAID PARALLEL LINE; THENCE NORTHEASTERLY ALONG SAID PARALLEL LINE, A DISTANCE OF 170.00 FEET TO THE POINT OF BEGINNING.

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