

This document prepared by:

Kenneth Hartmann, Esq.
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After recording return to:

Robert J. Rudnik, Esq.
Prime Group Realty, L.P.
77 W. Wacker Drive
Suite 3900
Chicago, Illinois 60601

This space reserved for Recorder's use only.

GENERAL ASSIGNMENT

KNOW ALL PEOPLE BY THESE PRESENTS, that Kemper Investors Life Insurance Company, an Illinois insurance corporation, and Federal Kemper Life Assurance Company, an Illinois insurance corporation (collectively, "Assignor"), c/o ZKS Real Estate Partners, L.L.C., 225 W. Washington Street, Suite 1450, Chicago, Illinois 60606, in consideration of Ten and No/100 Dollars (\$10.00) in lawful money of the United States, and for other good and valuable consideration, the receipt whereof is hereby acknowledged, by these presents does sell, assign, transfer and set over, unto Prime Group Realty, L.P., a Delaware limited partnership ("Assignee"), and its successors and assigns, to their own proper use and benefit, any and all of Assignor's right, title and interest in and to each of the documents listed on Exhibit A attached hereto and by this reference incorporated herein (the "Documents"), without recourse, representation and warranty of any kind, except as provided in that certain Amended And Restated Agreement dated July 15, 1997, by and among Kemper Investors Life Insurance Company, an Illinois insurance corporation, Federal Kemper Life Assurance Company, an Illinois insurance corporation, KILICO Realty Corporation, an Illinois corporation, FKLA Realty Corporation, an Illinois corporation, KR 77 Fitness Center, Inc., a Delaware corporation, 77 West Wacker Limited Partnership, an Illinois limited partnership, K/77 Investors Limited Partnership, an Illinois limited partnership, The Prime Group, Inc., an Illinois corporation, Prime Group Limited Partnership, an Illinois limited partnership and Prime 77 Fitness Center, Inc., an Illinois corporation (the "Agreement"). The Documents relate to the real property described on Exhibit B attached hereto and made a part hereof.

Handwritten notes on the left margin: "A", "T", "1-505697", "17", "M"

Handwritten number "13" on the right margin.

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UNOFFICIAL COPY 07967665

Assignor does hereby give to Assignee, its successors and assigns, the full power and authority for Assignee's own use and benefit, but at Assignee's sole cost, to take all legal measures, which may be proper or necessary for the complete recovery of the assigned property and in its name or otherwise to prosecute and withdraw any suits or proceedings at law or in equity therefor.

(Signatures follow on attached page)

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IN WITNESS WHEREOF, Assignor and Assignee have caused this General Assignment to be executed this 27th day of November, 1997.

ASSIGNOR

KEMPER INVESTORS LIFE INSURANCE COMPANY, an Illinois insurance corporation

By: [Signature]
Name: Robert Korstin
Its Authorized Signatory

By: [Signature]
Name: T. Verrilli
Its Authorized Signatory

FEDERAL KEMPER LIFE ASSURANCE COMPANY, an Illinois insurance corporation

By: [Signature]
Name: Robert Korstin
Its Authorized Signatory

By: [Signature]
Name: T. Verrilli
Its Authorized Signatory

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ASSIGNEE

PRIME GROUP REALTY, L.P., a Delaware limited partnership

By: PRIME GROUP REALTY TRUST, a Maryland real estate investment trust, Managing General Partner

By: *[Signature]*
Name: *Richard S. Curtis*
Title: *President + Chief Executive Officer*

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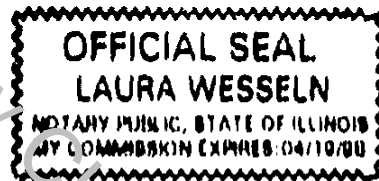
STATE OF ILLINOIS)
) SS.
COUNTY OF COOK)

Laura Wessel, a Notary Public in and for said County, in the State aforesaid, DO HEREBY CERTIFY, that Robert Korstin and Timothy Verill, personally known to me to be Authorized Signatories of Kemper Investors Life Insurance Company, an Illinois insurance corporation, whose names are subscribed to the within General Assignment, appeared before me this day in person and acknowledged that as such Authorized Signatories, they signed and delivered the said General Assignment as their free and voluntary act and as the free and voluntary act and deed of said corporation, for the uses and purposes therein set forth.

GIVEN under my hand and Notarial Seal, this 14 day of November, 1997.

Laura Wessel
Notary Public

My Commission Expires:



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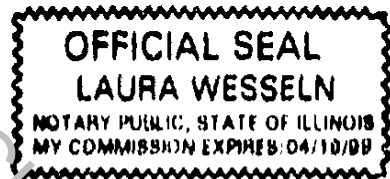
STATE OF ILLINOIS)
) SS.
COUNTY OF COOK)

I, Laura Wessel, a Notary Public in and for said County, in the State aforesaid, DO HEREBY CERTIFY, that Robert Horstin and Timothy Verrilli, personally known to me to be Authorized Signatories of Federal Kemper Life Assurance Company, an Illinois insurance corporation, whose names are subscribed to the within General Assignment, appeared before me this day in person and acknowledged that as such Authorized Signatories, they signed and delivered the General Assignment as their free and voluntary act and as the free and voluntary act and deed of said corporation, for the uses and purposes therein set forth.

GIVEN under my hand and Notarial Seal, this 14th day of Nov, 1997.

Laura Wessel
Notary Public

My Commission Expires:



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STATE OF ILLINOIS)
) SS.
COUNTY OF COOK)

I, Melita Shaw, a Notary Public in and for said County, in the State aforesaid, DO HEREBY CERTIFY, that Richard S. Curto, personally known to me to be ^{President & Chief Executive Officer} of Prime Group Realty Trust, a Maryland real estate investment trust and the Managing General Partner of Prime Group Realty, L.P., a Delaware limited partnership, whose name is subscribed to the within Instrument, appeared before me this day in person and acknowledged that as such ^{President & Chief Executive Officer} he signed and delivered the General Assignment as his free and voluntary act and as the free and voluntary act and deed of said limited partnership, for the uses and purposes therein set forth.

GIVEN under my hand and Notarial Seal, this 11th day of November, 1997.

Melita Shaw
Notary Public

My Commission Expires:

2-19-2001



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EXHIBIT A

The following terms are used with the following meanings in this Exhibit A.

- Administrative Agent: Bank of Montreal, Chicago Branch, acting in the manner and to the extent described in Article 12 of the Building Loan Agreement dated March 14, 1991 by and between Borrower, the Co-Agents (as defined therein) and the Administrative Agent.
- Borrower: 77 West Wacker Limited Partnership, an Illinois limited partnership.
- Prime: The Prime Group, Inc., an Illinois corporation.
- KILICO/FKLA: Kemper Investors Life Insurance Company, an Illinois insurance corporation and Federal Kemper Life Assurance Company, an Illinois insurance corporation.
- KILICO Realty: KILICO Realty Corporation, an Illinois corporation.

LIST OF DOCUMENTS

1. Subordinate Mortgage Funding Agreement dated March 14, 1991 by and among KILICO/FKLA and Borrower.
2. Subordination Agreement dated March 14, 1991 by and between KILICO/FKLA and the Administrative Agent, with Acknowledgement and Consent executed by the Borrower, Recorded as Document No. 91125471.
3. Note dated March 7, 1991 for up to \$60,000,000.00 made by Borrower to KILICO/FKLA.
4. Subordinate Mortgage, Security Agreement, Assignment of Leases, Rents and Profits, Financing Statement and Fixture Filing dated March 14, 1991 made by Borrower to KILICO/FKLA, Recorded with the Cook County, Illinois Recorder's Office as Document No. 91125469.
5. Environmental Indemnity Agreement dated March 14, 1991 among Prime and KILICO/FKLA.

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6. Subordinate Assignment of Takeover Subleases dated March 14, 1991 made by Borrower to and for the benefit of KILICO/FKLA.

7. Chicago Title Insurance Company Loan Title Insurance Policy No. 72-85-482-3 dated April 1, 1991 in the amount of \$60,000,000.00 issued to KILICO/FKLA.

8. Reimbursement Agreement dated March 14, 1991 by and between KILICO Realty and Borrower.

9. All other documents included in the definition of "Subordinate Loan Documents" in the Agreement.

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EXHIBIT B

LEGAL DESCRIPTION

PARCEL 1:

LOT 3 (EXCEPT THE EAST 20.50 FEET THEREOF) TOGETHER WITH THE NORTH 1.00 FOOT OF THE ORIGINAL 18.00 FOOT ALLEY LYING SOUTH OF AND ADJOINING THE SOUTH LINE OF SAID LOT 3, IN BLOCK 17 IN THE ORIGINAL TOWN OF CHICAGO IN SECTION 9, TOWNSHIP 39 NORTH, RANGE 14, EAST OF THE THIRD PRINCIPAL MERIDIAN, IN COOK COUNTY, ILLINOIS

AND

LOTS 1 TO 9, BOTH INCLUSIVE, IN THE SUBDIVISION OF LOT 4 TOGETHER WITH THE NORTH 1.50 FEET OF THE ORIGINAL 18.00 FOOT ALLEY LYING SOUTH OF AND ADJOINING THE SOUTH LINE OF SAID SUBDIVISION OF LOT 4, IN BLOCK 17 IN THE ORIGINAL TOWN OF CHICAGO IN SECTION 9, TOWNSHIP 39 NORTH, RANGE 14, EAST OF THE THIRD PRINCIPAL MERIDIAN, IN COOK COUNTY, ILLINOIS.

PARCEL 2:

THAT PART OF THE WEST 1/2 OF NORTH GARVEY COURT (SAID NORTH GARVEY COURT BEING THE WEST 1/2 OF LOT 2, AND THE EAST 20.50 FEET OF LOT 3, TOGETHER WITH THE NORTH 1.00 FOOT OF THE ORIGINAL 18.00 FOOT ALLEY LYING SOUTH OF AND ADJOINING THE SOUTH LINE OF THE AFORESAID PARTS OF LOTS 2 AND 3, THE SOUTH LINE OF SAID 1.00 FOOT STRIP BEING THE NORTH LINE OF WEST HADDOCK PLACE AS ESTABLISHED BY ORDINANCE PASSED SEPTEMBER 17, 1852) LYING ABOVE AN INCLINED PLANE HAVING AN ELEVATION OF +17.26 FEET ABOVE CHICAGO CITY DATUM MEASURED ALONG THE NORTH LINE OF BLOCK 17, AND HAVING AN ELEVATION OF +21.23 FEET ABOVE CHICAGO CITY DATUM MEASURED ALONG THE NORTH LINE OF WEST HADDOCK PLACE, ALL IN BLOCK 17, (AS VACATED BY THE CITY OF CHICAGO IN AN ORDINANCE PASSED MARCH 21, 1990 AND RECORDED APRIL 11, 1990 AS DOCUMENT 90164868), IN THE ORIGINAL TOWN OF CHICAGO, IN SECTION 9, TOWNSHIP 39 NORTH, RANGE 14, EAST OF THE THIRD PRINCIPAL MERIDIAN, IN COOK COUNTY, ILLINOIS.

PARCEL 3:

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EASEMENT APPURTENANT TO AND FOR THE BENEFIT OF PARCELS 1, 2 AND 4 CREATED BY THE GRANT OF EASEMENT RECORDED AS DOCUMENT NO. 90164870, AS AMENDED BY DOCUMENT NO. 91096330, FOR INGRESS, EGRESS, CONSTRUCTION, USE AND MAINTENANCE OF A PLAZA WALKWAY OVER AND ACROSS:

THAT PART OF THE EAST 1/2 OF NORTH GARVEY COURT (SAID NORTH GARVEY COURT BEING THE WEST 1/2 OF LOT 2, AND THE EAST 20.50 FEET OF LOT 3, TOGETHER WITH THE NORTH 1.00 FOOT OF THE ORIGINAL 18.00 FOOT ALLEY LYING SOUTH OF AND ADJOINING THE SOUTH LINE OF THE AFORESAID PARTS OF LOTS 2 AND 3, THE SOUTH LINE OF SAID 1.00 FOOT STRIP BEING THE NORTH LINE OF WEST HADDOCK PLACE AS ESTABLISHED BY ORDINANCE PASSED SEPTEMBER 17, 1852); LYING ABOVE AN INCLINED PLANE HAVING AN ELEVATION OF +17.26 FEET ABOVE CHICAGO CITY DATUM MEASURED ALONG THE NORTH LINE OF SAID BLOCK 17, AND HAVING AN ELEVATION OF +21.23 FEET ABOVE CHICAGO CITY DATUM MEASURED ALONG THE NORTH LINE OF WEST HADDOCK PLACE, AND LYING BELOW AN INCLINED PLANE HAVING AN ELEVATION OF +47.26 FEET ABOVE CHICAGO CITY DATUM MEASURED ALONG THE NORTH LINE OF SAID BLOCK 17, AND HAVING AN ELEVATION OF +51.23 FEET ABOVE CHICAGO CITY DATUM MEASURED ALONG THE NORTH LINE OF WEST HADDOCK PLACE, ALL IN BLOCK 17, IN THE ORIGINAL TOWN OF CHICAGO, IN SECTION 9, TOWNSHIP 39 NORTH, RANGE 14, EAST OF THE THIRD PRINCIPAL MERIDIAN, IN COOK COUNTY, ILLINOIS.

PARCEL 4:

THAT PART OF WEST HADDOCK PLACE AS ESTABLISHED BY ORDINANCE PASSED SEPTEMBER 17, 1852, TOGETHER WITH THE SOUTH 1.50 FEET OF THE ORIGINAL 18.00 FOOT ALLEY LYING NORTH OF AND ADJOINING THE NORTH LINE OF LOT 1 IN THE ASSESSOR'S DIVISION OF LOT 5 IN BLOCK 17; ALSO, THE SOUTH 1.00 FOOT OF SAID ORIGINAL 18.00 FOOT ALLEY LYING NORTH OF AND ADJOINING THE NORTH LINE OF LOT 6 IN BLOCK 17, ALL TAKEN AS ONE TRACT, LYING WEST OF THE SOUTHERLY EXTENSION OF THE WEST LINE OF THE EAST 20.50 FEET OF LOT 3 IN SAID BLOCK 17, AND LYING EAST OF THE WEST LINE OF BLOCK 17, AND ITS EXTENSIONS, (AS VACATED BY THE CITY OF CHICAGO IN AN ORDINANCE PASSED MARCH 21, 1990 AND RECORDED APRIL 11, 1990 AS DOCUMENT 90164868), IN THE ORIGINAL TOWN OF CHICAGO, IN SECTION 9, TOWNSHIP 39 NORTH, RANGE 14, EAST OF THE THIRD PRINCIPAL MERIDIAN, IN COOK COUNTY, ILLINOIS.

PARCEL 5:

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EASEMENT APPURTENANT TO AND FOR THE BENEFIT OF PARCELS 1, 2 AND 4 CREATED BY THE GRANT OF EASEMENT RECORDED AS DOCUMENT NO. 90164870, AS AMENDED BY DOCUMENT NO. 91096330 FOR INGRESS, EGRESS, USE, CONSTRUCTION AND MAINTENANCE OF A PLAZA WALKWAY OVER AND ACROSS:

THAT PART OF WEST HADDOCK PLACE AS ESTABLISHED BY ORDINANCE PASSED SEPTEMBER 17, 1852, TOGETHER WITH THE SOUTH 1.00 FOOT OF THE ORIGINAL 18.00 FOOT ALLEY LYING NORTH OF AND ADJOINING THE NORTH LINE OF THE WEST 1/2 OF LOT 7 AND THE NORTH LINE OF THE EAST 20.50 FEET OF LOT 6, ALL TAKEN AS ONE TRACT LYING EAST OF THE SOUTHERLY EXTENSION OF THE WEST LINE OF THE EAST 20.50 FEET OF LOT 3, IN BLOCK 17, IN THE ORIGINAL TOWN OF CHICAGO, LYING WEST OF THE SOUTHERLY EXTENSION OF THE EAST LINE OF THE WEST 1/2 OF LOT 2 IN SAID BLOCK 17, LYING ABOVE AN INCLINED PLANE, HAVING AN ELEVATION OF +21.23 FEET ABOVE CHICAGO CITY DATUM, MEASURED ALONG THE NORTH LINE OF WEST HADDOCK PLACE AFORESAID, AND HAVING AN ELEVATION OF +21.72 FEET ABOVE CHICAGO CITY DATUM, MEASURED ALONG THE SOUTH LINE OF 18.00 FOOT ALLEY AFORESAID, AND LYING BELOW AN INCLINED PLANE, HAVING AN ELEVATION OF +71.23 FEET ABOVE CHICAGO CITY DATUM, MEASURED ALONG THE NORTH LINE OF WEST HADDOCK PLACE AFORESAID, AND HAVING AN ELEVATION OF +71.72 FEET ABOVE CHICAGO CITY DATUM MEASURED ALONG THE SOUTH LINE OF THE ORIGINAL 18.00 FOOT ALLEY AFORESAID, ALL IN SECTION 9, TOWNSHIP 39 NORTH, RANGE 14, EAST OF THE THIRD PRINCIPAL MERIDIAN, IN COOK COUNTY, ILLINOIS.

PARCEL 6:

SUPPORT EASEMENTS APPURTENANT TO AND FOR THE BENEFIT OF PARCELS 1, 2 AND 4 OVER THAT PART OF GARVEY COURT DEPICTED IN EXHIBIT "B" OF THE GRANT OF EASEMENT RECORDED AS DOCUMENT 90164870, AS AMENDED BY DOCUMENT 91096330.

PARCEL 7:

LEASEHOLD ESTATE DESCRIBED BELOW APPURTENANT TO AND FOR THE BENEFIT OF PARCELS 1, 2 AND 4 CREATED BY LEASE DATED MARCH 7, 1991 BY AND BETWEEN AMERICAN NATIONAL BANK AND TRUST COMPANY OF CHICAGO, AS TRUSTEE UNDER TRUST AGREEMENT DATED NOVEMBER 26, 1985 AND KNOWN AS TRUST NO. 66121, AS LANDLORD, AND 77 WEST WACKER LIMITED PARTNERSHIP, AN ILLINOIS LIMITED PARTNERSHIP, AS TENANT, (THE "AIR RIGHTS LEASE") RECORDED AS DOCUMENT NO. 91119739:

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THE PROPERTY AND SPACE WHICH LIES BETWEEN HORIZONTAL PLANES WHICH ARE +50.63 FEET AND +80.63 FEET, RESPECTIVELY ABOVE THE CHICAGO CITY DATUM, AND WHICH IS ENCLOSED BY VERTICAL PLANES EXTENDING UPWARD FROM THE BOUNDARIES, AT THE SURFACE OF THE EARTH, OF THAT PART OF BLOCK 17 IN THE ORIGINAL TOWN OF CHICAGO, IN THE SOUTH EAST 1/4 OF SECTION 9, TOWNSHIP 39 NORTH, RANGE 14 EAST OF THE THIRD PRINCIPAL MERIDIAN, BOUNDED AND DESCRIBED AS FOLLOWS:

ALL OF SUB-LOTS 1 THROUGH 7, AND THE ALLEY IN THE ASSESSOR'S DIVISION OF LOT 5, IN BLOCK 17 IN THE ORIGINAL TOWN OF CHICAGO. ALSO, LOT 6 (EXCEPT THE EAST 20.00 FEET THEREOF), IN BLOCK 17 IN THE ORIGINAL TOWN OF CHICAGO; ALL IN THE SOUTHEAST 1/4 OF SECTION 9, TOWNSHIP 39 NORTH, RANGE 14, EAST OF THE THIRD PRINCIPAL MERIDIAN, IN COOK COUNTY, ILLINOIS.

TOGETHER WITH THE APPURTENANT RIGHTS SET FORTH AS "PARCEL B" IN EXHIBIT B TO THE AIR RIGHTS LEASE.

Permanent Index Nos.:

17-09-421-006 through 17-09-421-008

17-09-421-012

17-09-421-013 through 17-09-421-014

17-09-422-001 through 17-09-422-008

17-09-422-009 through 17-09-422-010

Common Address:

77 West Wacker Drive

Chicago, Illinois 60603

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