

Property of Cook County Clerk's Office

SERVICE MERCHANDISE COMPANY, INC.

to

THE BANK OF NEW YORK, as Trustee
(as successor to NationsBank of Tennessee, N.A.,
as successor to Sovran Bank/Central South)

LTIC - (COMMERCIAL CHASE 90-0001) BE

OF 3
FIRST AMENDMENT

to

MORTGAGE AND SECURITY AGREEMENT

Dated: as of September 20, 1997

Location: 16795 Torrence Avenue
Lansing, Illinois

County: Cook

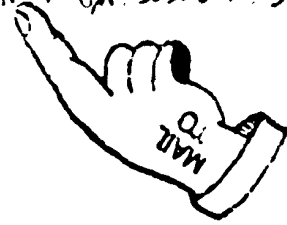
Permanent Tax No.: 30-19-300-019; Vol, 225
30-19-300-020; Vol, 225
30-19-300-029; Vol, 225

Lawrence Title Insurance Corporation

This instrument was prepared by and upon
~~recording should be returned to:~~

*MAIL TO:
TERRY WILSON
LAWYER'S TITLE
ISS. CORP.
950 E. PACES FERRY
ROAD, N.E.
SUITE 2850
ATLANTA GA. 30326 1145*

Christy & Viener
620 Fifth Avenue
New York, New York 10020
Attention: Steven R. Berger, Esq.



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**FIRST AMENDMENT TO MORTGAGE
AND SECURITY AGREEMENT**

This First Amendment to Mortgage and Security Agreement, made as of September 30, 1997, by Service Merchandise Company, Inc., a Tennessee corporation (the "Mortgagor"), having its principal place of business at 7100 Service Merchandise Drive, Brentwood, Tennessee 37027, to The Bank of New York, a New York banking corporation, as successor to NationsBank of Tennessee, N A (as successor to Sovran Bank/Central South), as trustee together with its successors, collectively (the "Mortgagee"), having an office at 101 Barclay Street, New York, New York 10286 for the benefit of the secured noteholders (together with their respective successors and assigns collectively, the "Secured Noteholders") under that certain Trust Indenture, dated as of June 28, 1990 (as amended, modified or supplemented from time to time, collectively, the "Indenture"), by and among the Mortgagee, the Mortgagor, The Long-Term Credit Bank of Japan, Limited, New York Branch, as administrative agent, (together with its successors, collectively, the "Agent"), and H J. Wilson Co., Inc., a Louisiana corporation and wholly owned subsidiary of the Mortgagor (the "Subsidiary Guarantor").

W I T N E S S E T H

WHEREAS, the Mortgagor is the mortgagor under that certain Mortgage and Security Agreement, dated as of June 28, 1990, made to Mortgagee and P. Williams, as co-trustee for the benefit of the Secured Noteholders filed for record on July 5, 1990, as Document Number 90320529 (the "Existing Mortgage").

WHEREAS, pursuant to the Indenture, the Mortgagor issued to the Secured Noteholders First Mortgage Secured Notes due June 28, 2000 in the aggregate principal amount of \$90,000,000 (the "Existing Notes");

WHEREAS, the Existing Mortgage encumbers, among other things, (i) the real property described in Exhibits A-1 through A-14 attached hereto, (ii) the leasehold estate in the premises described in Exhibits A-15 through A-20 attached hereto, which leasehold estates were created by those certain instruments set forth on Exhibit B attached hereto and (iii) the buildings, structures, fixtures, and improvements thereon;

WHEREAS, the Existing Notes are secured by, among other things, the Existing Mortgage;

WHEREAS, as of the date hereof the Mortgagor, the Subsidiary Guarantor, the Agent and the Mortgagee are entering into that certain Eleventh Supplemental Indenture (the "Supplemental Indenture"), which, among other things, modifies and supplements the Indenture to provide for the modification of the Existing Notes in order to renew and extend a portion of the Existing Notes to March 1, 2002 and in connection therewith, to secure substitute notes to be issued therefor (the "Secured Extension Notes").

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WHEREAS, as of the date hereof, The Long-Term Credit Bank of Japan, Limited, New York Branch ("LTCB"), an existing Secured Noteholder, the Mortgagor, and the Subsidiary Guarantor are entering into that certain Note Issuance Agreement (the "Note Issuance Agreement") pursuant to which LTCB has agreed to accept the Secured Extension Notes, as an extension of and in substitution for, the Existing Notes held by LTCB, and

WHEREAS, to induce LTCB to enter into the Note Issuance Agreement and to induce the Mortgagee and the Agent to enter into the Supplemental Indenture, the Mortgagor has agreed to modify certain provisions of the Existing Mortgage as set forth herein.

NOW THEREFORE, in consideration of the premises and of the mutual covenants contained herein, and other good and valuable consideration, the receipt and sufficiency of which are hereby acknowledged, the parties hereto covenant and agree that the Existing Mortgage is amended as follows:

1. The term "Note" as defined in the recitals on page 1 of the Existing Mortgage is hereby amended and shall hereafter be deemed to refer to (i) those certain First Mortgage Secured Notes, dated as of June 28, 1990, given by the Mortgagor to the Secured Noteholders and (ii) those certain Secured Extension Notes given by the Mortgagor to The Long-Term Credit Bank of Japan, Limited, New York Branch, one of the Existing Secured Noteholders, in substitution for and renewal of the First Mortgage Secured Notes held by it and (iii) any one or more notes given in substitution therefor.

2. At no time shall the aggregate principal amount of the Note exceed \$90,000,000.00.

3. The term "Mortgage" as defined in the introductory paragraph on page 1 of the Existing Mortgage is hereby amended and shall hereafter be deemed to refer to that certain Mortgage and Security Agreement dated as of June 28, 1990 made by the Mortgagor to the Mortgagee for the benefit of the Secured Noteholders, as modified pursuant to this First Amendment to Mortgage and Security Agreement, dated as of September 30, 1992 and as the same may be further amended, supplemented, substituted, severed, consolidated, spread or modified from time to time.

4. The term "Indenture" as defined in the recitals on page 1 of the Existing Mortgage is hereby amended and shall be deemed to refer to that certain Trust Indenture dated as of June 28, 1990 by and among the Mortgagee, the Mortgagor, The Long-Term Credit Bank of Japan, Limited, New York Branch, as administrative agent, and the Subsidiary Guarantor, as amended and supplemented by the parties thereto by that certain First Supplemental Indenture dated as of July 8, 1994, that certain Second Supplemental Indenture dated as of July 11, 1994, that certain Third Supplemental Indenture dated as of December 1, 1994, that certain Fourth Supplemental Indenture dated as of August 11, 1995, that certain Fifth Supplemental Indenture dated as of April 4, 1996, that certain Sixth Supplemental Indenture dated as of June 25, 1996,

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that certain Seventh Supplemental Indenture dated as of April 4, 1997, that certain Eighth Supplemental Indenture dated as of May 16, 1997, that certain Ninth Supplemental Indenture dated as of June 3, 1997, that certain Tenth Supplemental Indenture dated as of September 25, 1997 and that certain Eleventh Supplemental Indenture dated as of September 30, 1997, and as the same may be further supplemented, modified or amended from time to time.

5. This First Amendment to Mortgage and Security Agreement shall be governed by and construed in accordance with, the substantive laws of the State of New York, provided however that with respect to the creation, perfection and enforcement of the lien as to any particular part, the laws of the State of Illinois shall apply.

6. This First Amendment to Mortgage and Security Agreement may be executed in two or more counterparts, each of which shall constitute an original, but all of which together shall constitute one instrument.

IN WITNESS WHEREOF, this First Amendment to Mortgage and Security Agreement has been executed by the Mortgagor as of the date first written above

MORTGAGOR:

SERVICE MERCHANDISE COMPANY,
INC., a Tennessee corporation

Attest [Signature]
Secretary

By: [Signature]
Name: Warren Smith
Title: Vice President

MORTGAGEE:

THE BANK OF NEW YORK, as Trustee

By: _____
Name: Robert Massimillo
Title: Assistant Vice President

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that certain Seventh Supplemental Indenture dated as of April 4, 1997, that certain Eighth Supplemental Indenture dated as of May 16, 1997, that certain Ninth Supplemental Indenture dated as of June 3, 1997, that certain Tenth Supplemental Indenture dated as of September 25, 1997 and that certain Eleventh Supplemental Indenture dated as of September 30, 1997, and as the same may be further supplemented, modified or amended from time to time

5. This First Amendment to Mortgage and Security Agreement shall be governed by, and construed in accordance with, the substantive laws of the State of New York, provided however that with respect to the creation, perfection and enforcement of the lien as to any particular parcel, the laws of the State of Illinois shall apply.

6. This First Amendment to Mortgage and Security Agreement may be executed in two or more counterparts, each of which shall constitute an original, but all of which together shall constitute one instrument.

IN WITNESS WHEREOF, this First Amendment to Mortgage and Security Agreement has been executed by the Mortgagor as of the date first written above.

MORTGAGOR:

SERVICE MERCHANDISE COMPANY, INC., a Tennessee corporation

Attest: _____
Secretary

By: _____
Name: Wade Smith
Title: Vice President

MORTGAGEE:

THE BANK OF NEW YORK, as Trustee

By: Robert A. Massimillo
Name: Robert Massimillo
Title: Assistant Vice President

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STATE OF TENNESSEE)

COUNTY OF DECATUR)

I, Elizabeth A. Vitore a notary public in and for said County, in the State aforesaid, DO HEREBY CERTIFY that Wade Smith personally known to me to be the Vice President of Service Merchandise Company, Inc., a Tennessee Corporation, and MIKE CHITT personally known to me to be the Secretary of said corporation, and personally known to me to be the same persons whose names are subscribed to the foregoing instrument, appeared before me this day in person and severally acknowledged that as such Vice President and Secretary, they signed and delivered the said instrument and caused the corporate seal of said corporation to be affixed thereto, pursuant to authority, given by the Board of Directors of said corporation, 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 official seal this 12th day of December, 1997.

Elizabeth A. Vitore
Notary Public

Commission expires May 21, 2001

STATE OF NEW YORK)

COUNTY OF NEW YORK)

I, _____ a notary public in and for said county, in the State aforesaid, DO HEREBY CERTIFY that Robert Massimillo personally known to me to be the Assistant Vice President of The Bank of New York, a New York banking corporation, and known to me to be the same person whose name is subscribed to the foregoing instrument, appeared to me this day in person and acknowledged that as the Assistant Vice President of said corporation, he signed and delivered said the instrument and caused the corporate seal to be affixed thereto, pursuant to authority given by the Board of Directors of said corporation as his free and voluntary act of said corporation for the uses and purposes therein set forth

GIVEN under my hand and official seal this ___th day of December, 1997.

Notary Public

Commission expires _____

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Property of Cook County Clerk's Office

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STATE OF _____)

ss

COUNTY OF _____)

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I, _____ a notary public in and for said County, in the State aforesaid, DO HEREBY CERTIFY that Wade Smith, personally known to me to be the Vice President of Service Merchandise Company, Inc., a Tennessee Corporation, and _____, personally known to me to be the Secretary of said corporation, and personally known to me to be the same persons whose names are subscribed to the foregoing instrument, appeared before me this day in person and severally acknowledged that as such Vice President and Secretary, they signed and delivered the said instrument and caused the corporate seal of said corporation to be affixed thereto, pursuant to authority given by the Board of Directors of said corporation 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 official seal this ___th day of December, 1997.

Notary Public

Commission expires _____

STATE OF NEW YORK)

ss

COUNTY OF NEW YORK)

I, Phyllis Bonsignore, a notary public in and for said county, in the State aforesaid, DO HEREBY CERTIFY that Robert Massimillo, personally known to me to be the Assistant Vice President of The Bank of New York, a New York banking corporation, and known to me to be the same person whose name is subscribed to the foregoing instrument, appeared to me this day in person and acknowledged that as the Assistant Vice President of said corporation, he signed and delivered said the instrument and caused the corporate seal to be affixed thereto, pursuant to authority given by the Board of Directors of said corporation as his free and voluntary act of said corporation for the uses and purposes therein set forth.

GIVEN under my hand and official seal this 15th day of December, 1997.

Phyllis Bonsignore
Notary Public

Commission expires _____

PHYLLIS BONSIGNORE
Notary Public, State of New York
No. 2,51119
Qualified in New York County 99
Commission Expires July 22, 1999

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Exhibit A

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FEE PARCELS -

EXHIBITS A-1 - A-14

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SMC # 024

Huntsville, Alabama

EXHIBIT A-1

All that part of the Southeast quarter of Section 2, Township 4 South, Range 1 West in the City of Huntsville, Madison County, Alabama, particularly described as beginning South 00 degrees 17 minutes West 30.16 feet, South 88 degrees 45 minutes West 727.36 feet, South 18 degrees 31 minutes West 685.74 feet, South 00 degrees 23 minutes West 189.55 feet, North 78 degrees 08 minutes 30 seconds East 642.0 feet and South 11 degrees 52 minutes East 196.9 feet from the center of the East boundary of said Section 2; thence from the place of true beginning South 11 degrees 52 minutes East along the West margin of Memorial Parkway 500.0 feet; thence South 78 degrees 05 minutes 52 seconds West 609.41 feet to a point on the East margin of a 20.0 foot sanitary sewer easement as of record in Deed Book 265, page 518, Probate Records of said County; thence North 10 degrees 41 minutes 18 seconds West along the said East margin of the 20.0 foot sanitary sewer easement 500.08 feet; thence North 76 degrees 05 minutes 41 seconds East 599.13 feet to the place of beginning and containing 6.94 acres.

Madison County Clerk's Office

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97353032

SMC # 280
Leesburg, Florida

EXHIBIT A-2

PARCEL A:

Commencing at the intersection of the East line of lot 1 in Silver Lake Addition "A", according to the plat thereof as recorded in Plat Book 5, page 41, Public Records of Lake County, Florida, with the South line of Section 16, Township 19 South, Range 25 East, Lake County, Florida, run South 89°48'00" West, along said Section line 466.52 feet; thence North 13°44'00" East, 316.70 feet, more or less, to the Southerly line of the right of way of U.S. Highway 441; run thence North 68°19'00" West, along said Southerly right of way line 200.00 feet to the point of beginning of this description. From said point of beginning, continue North 68°19'00" West, along said Southerly right of way line 350.00 feet; thence South 21°41'00" West, 350.70 feet; thence South 68°19'00" East, 205.46 feet; thence South 0°12'00" East, 110.69 feet, more or less, to the South line of aforesaid Section 16; thence run North 89°48'00" East, along said South line 170 feet; thence North 13°44'00" East, 397.84 feet, more or less, to the point of beginning.

PARCEL B:

Commencing at the intersection of the East line of lot 1 in Silver Lake Addition "A", according to the plat thereof as recorded in Plat Book 5, page 41, Public Records of Lake County, Florida, with the South line of Section 16, Township 19 South, Range 25 East, Lake County, Florida, run South 89°48'00" West, along said Section line a distance of 466.52 feet; thence North 13°44'00" East, a distance of 316.70 feet, more or less, to the Southerly line of the right of way of U.S. Highway 441; thence run North 68°19'00" West, along said Southerly right of way line 550.00 feet to a concrete monument and the point of beginning of this description; from said point of beginning, run South 21°41'00" West, 350.70 feet to a concrete monument; thence North 60°04'23" West, 80.84 feet to a concrete monument; thence North 21°41'00" East, 339.11 feet to a concrete monument on the Southerly line of the right of way of said Highway 441; thence South 68°19'00" East, along said right of way line 80.0 feet to the point of beginning.

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PARCEL C:

Together with the easements granted by that certain Dedication Agreement dated May 29, 1984 and recorded in Official Record Book 809, page 919, Public Records of Lake County, Florida.

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SMC # 281
Gainesville, Florida

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EXHIBIT A-3

A tract of land situated in the SW 1/4 of Section 33, Township 9 South, Range 19 East, Alachua County, Florida, said tract of land being more particularly described as follows: COMMENCE at the SE corner of the SW 1/4 of Section 33, Township 9 South, Range 19 East, and run North 89 degrees, 23 minutes, 10 seconds West, along the South line of said Section 33, a distance of 731.01 feet; thence run North 00 degrees, 14 minutes, 09 seconds East, 397.65 feet; thence run North 89 degrees, 45 minutes, 51 seconds West, 60.00 feet; thence run North 00 degrees, 14 minutes, 09 seconds East, 88.57 feet; thence run North 89 degrees, 45 minutes, 51 seconds West, 20.00 feet; thence run North 00 degrees, 14 minutes, 09 seconds East, along the West Right-of Way line of NW 69th Terrace, 616.27 feet; thence run North 89 degrees, 49 minutes, 31 seconds West, 572.80 feet to the Point of Beginning; thence continue North 89 degrees, 49 minutes, 31 seconds West, 750.00 feet to the Northerly Right-of-Way line of Interstate Highway No. 75; thence run South 48 degrees, 43 minutes, 34 seconds East, along said Northerly Right-of-Way line, 206.81 feet; thence run South 56 degrees, 29 minutes, 30 seconds East, along said Northerly Right-of-Way line, 711.15 feet; thence leave said Northerly Right-of-Way line and run North 00 degrees, 10 minutes, 29 seconds East, 526.74 feet to the Point of Beginning.

Together with all right, title, and interest of Service Merchandise Company, Inc. in and to the easements granted by that certain Signage Easement dated January 26, 1988, filed February 4, 1988, and recorded in Official Records Book 1688, page 2270 of the Public Records of Alachua County, Florida.

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SMC#095
Holland, Ohio

Exhibit A-4

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Lot number four (4) in Spring Meadows Place Plat One, a Subdivision in Springfield Township,
Lucas County, Ohio, in accordance with Volume 110 of Plats, page 64.

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SMC # 265
Lansing, Illinois

EXHIBIT A-5

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All that certain lot, piece or parcel of land, with the buildings and improvements thereon erected, situate, lying and being:

Parcel 1:

Lot 8 (except that part described as follows:

Beginning at the Northeast corner of Lot 10, thence North 0 degrees 15 minutes 50 seconds East on the East line of Lot 10 extended North a distance of 6.5 feet; thence North 89 degrees 44 minutes 10 seconds West a distance of 15.0 feet to the West line of Lot 8; thence South 0 degrees 15 minutes 50 seconds West a distance of 6.5 feet to the North line of Lot 10; thence South 89 degrees 44 minutes 10 seconds East a distance of 15.0 feet to the point of beginning)

ALSO

The South 9.5 feet of the East 18.25 feet of the West 33.0 feet of Lot 9; also the South 1.00 foot of the East 241 feet of Lot 9;

ALSO

That part of Outlot A described as follows

Commencing at the Most Southwesterly corner of Lot 9, thence South 89 degrees 44 minutes 10 seconds East in the South line of Lot 9 a distance of 14.75 feet to the point of beginning, thence continuing South 89 degrees 44 minutes 10 seconds East a distance of 3.25 feet to the West line of Lot 8; thence South 0 degrees 15 minutes 50 seconds West a distance of 168.5 feet; thence North 89 degrees 44 minutes 10 seconds West a distance of 3.25 feet; thence North 0 degrees 15 minutes 50 seconds East a distance of 168.5 feet to the point of beginning;

all in The Landings Planned Unit Development, being a subdivision of part of the Southwest Quarter of Section 19, Township 36 North, Range 15 East of the Third Principal Meridian, in Cook County, Illinois.

Parcel 2:

Perpetual, non-exclusive easements for the purpose of parking, ingress and egress, and common utility facilities as set forth in Declaration of Reciprocal Easements and Operating Covenants recorded August 16, 1985 as Document Number 85149087 and as created by Deed from Amalgamated Trust & Savings Bank, as Trustee

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under Trust Agreement dated June 21, 1984 and known as Trust No. 4951, to Service Merchandise Company, Inc., recorded October 15, 1985 as Document Number 85235395 and as amended by First Amendment to said Declaration recorded December 18, 1985 as Document Number 85329731 and as further amended by Second Amendment to said Declaration recorded March 11, 1988 as Document Number 88103519, over and across "Common Area" as such is defined and limited therein.

Parcel 3:

Perpetual, non-exclusive easements for ingress and egress and utility facilities as set forth in Road and Utility Reciprocal Easement Agreement dated July 31, 1985 recorded August 16, 1985 as Document Number 86446672, over that portion of North Edge Road right of way as defined and limited therein.

Commonly known as:
16795 Torrance Avenue
Lansing, Illinois

Permanent Tax Numbers:

30-19-300-019
30-19-300-020
30-19-300-029

Volume:

225 (Affects Lot 8)
215 (Affects Lot 9)
225 (Affects Outlot A)

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5/11/2011

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57333032

SMC # 549
Mundelein, Illinois

EXHIBIT A-6

All that certain lot, piece or parcel of land, with the buildings and improvements thereon erected, situate, lying and being:

Parcel 1:

Lot 4 (except the East 401.50 feet and also excepting the North 69.0 feet thereof) all in Cel-Tax Subdivision, being a subdivision of part of the South West quarter of Section 31, Township 44 North, Range 11, East of the Third Principal Meridian, and part of the North West quarter of Section 6, Township 43 North, Range 11 East of the Third Principal Meridian, according to the plat thereof recorded July 23, 1979 as Document 2009073, in Book 71 of Plats, Page 18, in Lake County, Illinois,

ALSO,

Parcel 2:

That part of the South West quarter of Section 31, Township 44 North, Range 11 East of the Third Principal Meridian, and that part of the North West quarter of Section 6, Township 43 North, Range 11 East of the Third Principal Meridian, described as follows: Commencing at the South East corner of said South West quarter of Section 31; thence North along the East line of said South West quarter 269.87 feet; thence North 56 degrees 26 minutes 00 seconds West 346.55 feet to a point 462.32 feet North of the South line of said South West quarter of Section 31; thence West 562.43 feet to the North East corner of Cel-Tax Subdivision, recorded July 23, 1979, as Document 2009073; thence continuing along the North line of said Cel-Tax Subdivision 640.00 feet to the North West corner of said Cel-Tax Subdivision; thence South along the West line of said Cel-Tax Subdivision 69.0 feet for a place of beginning; thence West perpendicular to the last described line 174.0 feet; thence South perpendicular to the last described line and parallel with said West line of Cel-Tax Subdivision 410.0 feet; thence South 69 degrees 31 minutes 08 seconds East 185.74 feet to a point in said West line of Cel-Tax Subdivision; thence North along said West line of Cel-Tax Subdivision 474.99 feet to the place of beginning, in Lake County, Illinois.

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Together with the easements granted by the Reciprocal Easement and Operating Agreement dated November 3, 1980 and recorded as Document Number 2094885.

Commonly known as:
340 Townline Road
Mundelein, Illinois

Permanent Tax Numbers:

11-31-318-003 (Affects part of Parcel 1)
11-31-300-068 (Affects part of Parcel 1)
15-06-107-005 (Affects part of Parcel 2)
15-06-100-032 (Affects part of Parcel 2)

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SMC # 171
Louisville, Kentucky

EXHIBIT A-7

Property situated in the County of Jefferson, State of Kentucky, more particularly described as follows:

BEING Tract # 2, a 5.288 acre tract, as shown on plat recorded in Deed Book 5700, Page 258, in the Office of the Clerk of the County Court of Jefferson County, Kentucky.

TOGETHER WITH those easement rights and other right granted under that certain Reciprocal Easement and Development Agreement by and between Crow-Kessler #3 Limited Partnership and Service Merchandise Company, Inc. dated August 7, 1987, and recorded in Deed Book 5700, Page 264, in the aforesaid Clerk's Office. Said Instrument was re-recorded in Deed Book 5703, Page 345, and amended in Deed Book 5797, Page 644, and amended in Deed Book 5834, Page 938. Said Instrument was amended by Third Amendment to Reciprocal Easement and Development Agreement dated June 30, 1989, and recorded in Deed Book 5876, Page 312, and amended further by Fourth Amendment to Reciprocal Easement and Development Agreement dated July 18, 1989, and recorded in Deed Book 5881, Page 45, all in the aforesaid Clerk's Office.

BEING all the remaining property acquired by Service Merchandise Company, Inc. by Deed dated February 27, 1984, and recorded in Deed Book 5403, Page 264, in the aforesaid Clerk's Office.

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SMC # 283
Toledo, Ohio

EXHIBIT A-9

Parcel I: That part of the west 1/2 of the northwest 1/4 of Section 20, Town 9 south, Range 7 east, CITY of TOLEDO, LUCAS COUNTY, OHIO, bounded and described as follows:

Commencing at the intersection of the centerline of Monroe Street with the east line of the west 1/2 of the northwest 1/4 of Section 20; thence northwesterly along the centerline of Monroe Street, a distance of 52.25 feet to the point of beginning of the parcel herewith described; thence southwesterly along a line forming an angle of 94 degrees 25 minutes 30 seconds with the centerline of Monroe Street, measured from west to south, a distance of 175.98 feet; thence southeasterly parallel to the centerline of Monroe Street, a distance of 156.04 feet to a point on the east line of the west 1/2 of the northwest 1/4 of Section 20, thence southerly along the east line of the west 1/2 of the northwest 1/4 of Section 20, a distance of 338.53 feet; thence westerly at right angles to the east line of the west 1/2 of the northwest 1/4 of said Section 20, a distance of 330.0 feet; thence northerly parallel to the east line of the west 1/2 of the northwest 1/4 of said Section 20, a distance of 559.29 feet; thence southeasterly along a line parallel to the centerline of Monroe Street, a distance of 190.84 feet; thence northeasterly along a line forming an angle of 85 degrees 24 minutes 30 seconds with the last described line measured from northwest to northeast, a distance of 175.98 feet to a point on the centerline of Monroe Street; thence southeasterly along the centerline of Monroe Street, a distance of 50.15 feet to the point of beginning, containing 3.603 acres, excepting from the above described parcel, that part thereof granted to the State of Ohio in Common Pleas Court, Cause #204006.

Subject to legal highways.

Parcel II: That part of the west 1/2 of the northwest 1/4 of Section 20, Town 9 south, Range 7 east, CITY of TOLEDO, LUCAS COUNTY, OHIO, bounded and described as follows:

Commencing at the intersection of the center line of Monroe Street with the east line of the west 1/2 of the northwest 1/4 of Section 20; thence northwesterly along the center line of Monroe Street, a distance of 102.40 feet to the point of beginning of the Parcel herewith described; thence southwesterly along a line forming an angle of 94 degrees 25 minutes 30 seconds with the center line of Monroe Street, measured from west to south, a distance of 175.98 feet; thence northwesterly parallel to the center line of Monroe Street, a distance of 95.42 feet; thence northeasterly along a line forming an interior angle of 110

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degrees 27 minutes 30 seconds, a distance of 187.27 feet to the center line of Monroe Street; thence southeasterly along the center line of Monroe Street, a distance of 147.31 feet to the point of beginning, containing .4889 acres of land, but subject to legal highways.

Parcel III: That part of the west 1/2 of the northwest 1/4 of Section 20, Town 9 south, Range 7 east in the CITY of TOLEDO, LUCAS COUNTY, OHIO, bounded and described as follows:

Beginning at the intersection of the center line of Monroe Street with the east line of the west 1/2 of the northwest 1/4 of Section 20; thence southerly along said east line of the west 1/2, a distance of 211.09 feet; thence northwesterly along a line drawn parallel to the said center line of Monroe Street, a distance of 166.04 feet; thence northeasterly along a line forming an interior angle of 94 degrees 25 minutes 30 seconds, a distance of 175.98 feet to a point in the said center line of Monroe Street; thence southwesterly along the said center line a distance of 52.25 feet to the point of beginning.

Subject to legal highways.

Together with those non-exclusive easement rights inuring to the benefit of said premises for parking purposes and for pedestrian and vehicular ingress to and egress from said premises over portions of the Remainder of Monroe Secor Park westerly of and adjacent to said premises established, created, defined and limited by Reciprocal Easement Agreements recorded in Deed Records 83-040 B 10 and in Volume 99 of Plats, pages 19 and 20, in Reciprocal Easement Modification Agreement No. 1, recorded in Deed Records 83-398 A 01, in Reciprocal Easement Modification Agreement No. 2, recorded in Deed Records 84-297 B 08, in Reciprocal Easement Modification Agreement No. 3, recorded in Deed Records 84-460 B 03, in Reciprocal Easement Modification Agreement No. 4, recorded in Deed Records 85-508 B 09, in Reciprocal Easement Modification Agreement No. 5, recorded in Deed Records 86-091 A 11, and in Reciprocal Easement Modification Agreement No. 6, recorded in Deed Records 86-192 A 10, and Exhibit D-6 thereto recorded in Volume 110 of Plats, page. 13.

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SMC # 785
Allentown, Pennsylvania

EXHIBIT A-9

ALL THAT CERTAIN tract of land situate on the easterly side of Catasauga Road (T-829) in Hanover Township, Lehigh County, Pennsylvania, bounded and described as follows, to wit:

BEGINNING at a point on the easterly right-of-way line of Catasauga Road (T-829) and 80.00 feet eastwardly from the centerline of said road, said point of beginning being located S 29 degrees 00' 00" W 520.99 feet from a point at the northwesterly corner of land of Aries, Gottlieb Allentown Joint Venture; thence from the point of beginning and along Lot #2 the nine following courses and distances, (1) S 61 degrees 00' 00" E 280.00 feet to a point, (2) N 29 degrees 00' 00" E 1.00 foot to a point, (3) S 61 degrees 00' 00" E 238.00 feet to a point, (4) N 29 degrees 00' 00" E 45.00 feet to a point, (5) S 61 degrees 00' 00" E 12.00 feet to a point, (6) N 29 degrees 00' 00" E 12.00 feet to a point, (7) S 61 degrees 00' 00" E 47.00 feet to a point, (8) S 29 degrees 00' 00" W 57.00 feet to a point, and (9) S 61 degrees 00' 00" E 203.00 feet to a point; thence (10) along "Kelchner Terrace" subdivision S 8 degrees 23' 00" E 149.94 feet to a point; thence (11) along land now or late of Hanover Township, S 81 degrees 16' 00" W 133.73 feet to a point; thence along Lot #4 the three following courses and distances, (12) N 61 degrees 00' 00" W 485.29 feet to a point, (13) S 29 degrees 00' 00" W 151.00 feet to a point, and (14) N 61 degrees 00' 00" W 230.00 feet to a point; thence along Lot #5 the two following courses and distances, (15) N 29 degrees 00' 00" E 58.26 feet to a point, and (16) N 61 degrees 00' 00" W 50.00 feet to a point of intersection of a curve (90.00 feet eastwardly from the centerline of the aforementioned Catasauga Road) with said easterly right-of-way line (not tangent); thence (16) along the easterly right-of-way line of said Catasauga Road (80.00 feet eastwardly from the extended centerline of Catasauga Road) N 29 degrees 00' 00" E 292.74 feet to the point of place of beginning.

BEGINNING all as shown on a plan titled "Final Plan, Proposed Commercial Development, Aries, Gottlieb Allentown Joint Venture, dated June 19, 1979, plan #P-2095, as prepared by F & M Associates, Inc., Consulting Civil Engineers, Allentown, Pennsylvania.

Together with the easements as described by a Declaration dated November 16, 1979 recorded at Book 426, Page 301 and as amended in the First Amendment to Declaration dated November 12, 1982 in Miscellaneous Book 459 Page 663.

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SMC # 985

Nashville/McNally, Tennessee

EXHIBIT A-10

A tract of land situated in the First Civil District of Metropolitan Nashville-Davidson County, Tennessee, more particularly described as follows:

Beginning at an iron pin found in the southerly right-of-way line of McNally Drive at the northeast corner of that parcel of land conveyed to William R. Sattler of record in Deed Book 6460, Page 138, R.O.D.C., Tennessee; thence,

1. With the southerly right-of-way line of McNally Drive, S 87° 19' 48" E, 274.86 feet to an iron pin found; thence,
2. With said right-of-way line, 306.33 feet along the arc of a curve to the left having a radius of 1116.80 feet, a central angle of 15° 42' 57" and a chord bearing and distance of N 84° 48' 18" E, 305.37 feet to an iron pin found; thence,
3. With said right-of-way line, N 76° 55' 58" E, 176.53 feet to an iron pin found; thence,
4. With the westerly line of that parcel of and conveyed to R.L. Eatherly of record in Deed Book 4547, Page 81, R.O.D.C., Tennessee, S 13° 02' 27" E, 69.18 feet to an iron pin found; thence,
5. With the southerly line of said tract, S 52° 33' 03" E, 667.39 feet to an iron pin found; thence,
6. With the westerly line of that parcel of land conveyed to LeRoy Norton, et al. of record in Deed Book 6266, Page 345, R.O.D.C., Tennessee, S 06° 26' 09" W, 335.56 feet to an iron pin found; thence,
7. With the northerly right-of-way line of the Louisville and Nashville Railroad, N 83° 32' 36" W, 1412.91 feet to an iron pin found; thence,
8. With the easterly line of the aforementioned conveyance to Sattler, N 02° 39' 09" E, 262.45 feet to the point of beginning and containing 457,065 Square Feet or 10.422 Acres.

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SMC # 258
Memphis, Tennessee

EXHIBIT A-11

Part of Meadow Mall Shopping Center formerly in the name of Liberty Cash Grocers, Inc., and shown on plat of Phase I of said shopping center recorded in Plat Book 85, page 58, in the Shelby County Register's Office, more particularly described as follows:

Beginning at a point in the presently northerly sideline of Winchester Road (114 feet wide) a distance of 40.33 feet westward from its tangent intersection with the westerly sideline of Ridgeway Road (50 feet wide); thence North 89 deg. 14' 27" West along said sideline of Winchester Road a distance of 609.67 feet to a point; thence North 0 deg. 17' 33" East and parallel with Ridgeway Road, a distance of 650.00 feet to a point; thence South 89 deg. 14' 27" East, and parallel with Winchester Road; a distance of 650.00 feet to a point in the westerly sideline of Ridgeway Road; thence South 90 deg. 17' 33" West along said sideline, a distance of 609.67 feet to a point of curvature therein; thence southwestwardly, along a curve to the right of radius 40.0 feet, a distance of 63.16 feet to a point in the northerly sideline of Winchester Road, the point of beginning.

BEING the property conveyed to Service Merchandise Company, Inc., by Deed of Record in Book W6, Page 5119, Register's Office for Shelby County, Tennessee.

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Page 1 of 1

Property of Cook County Clerk's Office

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SMC # 094
Nashville, Tennessee

EXHIBIT A-12

A tract of land in the Second Civil District of Metropolitan Nashville-Davidson County, being Lot #5, Rivergate Properties, Ltd.; as of record in plat Book 6250, page 919, R.O.D.C., Tennessee more particularly described as follows:

Beginning at a nail set on the east right-of-way line of Conference Drive, a 60-foot road, at the northwest corner of Lot 4, Rivergate Properties, Ltd. as recorded in Plat Book 6250, Page 919, R.O.D.C., Tennessee and the southwest corner of the herein described tract; thence,

1. With the east right-of-way line of Conference Drive N 26° 00' 12" W 15.03 feet to an existing tack in lead; thence,
2. With the south boundary line of Lot 6, Rivergate Properties, Ltd., the proposed south right-of-way line of Hendersonville By-Pass, State Route 386 N 64° 10' 45" E 30.99 feet to an existing nail; thence,
3. N 25° 50' 50" W 673.80 feet to an iron pin set; thence,
4. N 35° 21' 26" E 135.00 feet to an iron pin set; thence,
5. N 55° 43' 02" E 386.40 feet to an iron pin set; thence,
6. With the west boundary line of the property of the State of Tennessee, State Route 386 S 26° 24' 34" E 423.88 feet to an existing iron pin; thence,
7. With the north boundary line of lot 4, Rivergate Properties, Ltd. S 64° 09' 10" W 149.96 feet; thence,
8. S 25° 50' 50" E 440.10 feet to an existing iron pin; thence,
9. S 59° 38' 51" W 211.24 feet to a nail set; thence,
10. N 25° 50' 18" W 60.01 feet to a nail set; thence.
11. S 64° 09' 35" W 175.00 feet to the point of beginning.

Together with Easement (s) appurtenant thereto as set forth in Book 6859, page 802, and in Book 7535, page 132.

BEING the property conveyed to Service Merchandise Company, Inc., by Deed of Record in Book 6859, page 796, Register's Office for Davidson County, Tennessee.

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SMC # 257
Midland, Texas

EXHIBIT A-13

Being 4.289 acres of land being LOT ONE-A (1-A), BLOCK ONE-A (1-A), MIDKIFF PLAZA ADDITION, SECTION 8, being a replat of Lots 1 and 2 of Midkiff Plaza Addition, Section 6, out of the northwest quarter of Section 16, Block 39, T-1-S, T&P RR Co. Survey, Midland County, Texas, as shown by the plat recorded in Cabinet D, Page 332 of the Plat Records of Midland County, Texas, being more fully described by Metes and bounds as follows:

BEGINNING at a large nail found in the southern boundary of Loop 250 from which the northwest corner of said Section 16 bears S. 74° 54' 30" W. 1473.30 feet and N. 15° 15' 00" W. 151.96 feet;

THENCE N. 59° 59' 50" E. along the southern boundary of Loop 250, 143.77 feet to a "PK" nail set at back of curb for an exterior corner of this tract;

THENCE N. 66° 23' 10" E. along the southern boundary of Loop 250, 445.30 feet to a concrete ROW monument found for an exterior corner of this tract;

THENCE N. 75° 13' 00" E. along the southern boundary of Loop 250, 5.59 feet to a 1/2" reinf. bar found for the northeast corner of this tract;

THENCE S. 15° 08' 15" E. along the common boundaries this tract and the Adam's Addition, 384.34 feet to a RR spike set for the southeast corner of this tract;

THENCE S. 74° 51' 45" W. 185.18 feet to a "PK" nail set for an ell corner of this tract;

THENCE N. 15° 08' 15" W. 60.00 feet to a building corner found for an interior corner of this tract;

THENCE S. 74° 51' 45" W. 73.15 feet to a building corner found for an interior corner of this tract;

THENCE N. 60° 08' 15" W. 21.00 feet to a "PK" nail set for an ell corner of this tract;

THENCE S. 29° 51' 45" W. 71.49 feet to a "PK" nail set for an exterior corner of this tract;

THENCE S. 74° 51' 45" W. 272.21 feet to an "X" made in concrete for the southwest corner of this tract;

THENCE N. 15° 08' 15" W. 199.81 feet to an "X" made in concrete for an ell corner of this tract;

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THENCE N. 30° 00' 10" W. 20.50 feet to a 1/2" iron rod found for an exterior corner of this tract;

THENCE N. 59° 59' 50" E. 25.40 feet to an "X" made in concrete for an interior corner of this tract;

THENCE N. 30° 00' 10" W. 32.50 feet to the place of beginning and containing 4.289 acres (186,823.708 square feet) of land.

Together with nonexclusive rights in and to reciprocal easements created by grant executed by Mervyn's and Developer dated April 10, 1985 and recorded in volume 783, page 350 and first amendment thereto dated April 17, 1985 and recorded in volume 783, page 366 both in the deed records, Midland County, Texas.

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SMC # 677

Virginia Beach, Virginia

EXHIBIT A-14

All that certain piece or parcel of ground, with the improvements thereon and the appurtenances thereunto appertaining, situate in Bayside Borough - Virginia Beach, Virginia, designated as Parcel No. 1 of a certain plan (hereinafter called "Plan") marked "SUBDIVISION OF COLUMBUS CENTER FOR VIRGINIA STATE SHOPPING PLAZAS, INC., BAYSIDE BOROUGH, VIRGINIA BEACH, VIRGINIA", prepared by Marsh and Dasgier, Inc., P.C., Engineers, etc., Virginia Beach, Va., dated May, 1979 and revised the latest revision being dated June 19, 1980, said Plan being recorded on June 30, 1980 in the Official Records of the City of Virginia Beach, Virginia, in Map Book 141, Page 15, and reference to said Plan is hereby made for the full and complete description thereof.

UNDER and SUBJECT to the obligation of Service Merchandise Company, Inc. to contribute a share of the cost of maintenance and repair of that "50' INGRESS AND EGRESS EASEMENT" located along the eastern edge and being part of Parcel 1 shown on the Plan, such share to be in the same proportion that the area of Parcel 1 bears to the sum of the areas of Parcel 1 and Parcel 2 and Parcel 3 as shown on the Plan.

IT BEING the same property conveyed unto Service Merchandise Company, Inc., a Tennessee corporation, by Deed of Kettler Realty Corp., a New Jersey corporation, dated August 6, 1984, recorded in the Clerk's Office of the Circuit Court of the City of Virginia Beach, Virginia in Deed Book 2352, page 2105.

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LEASEHOLD PARCELS

EXHIBITS A-15 - A-20

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SMC # 019
Jensen Beach, Florida

EXHIBIT A-15

A parcel of land located in the Northeast Quarter (1/4) of Section 19, Township 37 South, Range 41 East, lying East of U.S. Highway No. 1 (S.R. 5, as recorded in Plat Book 2, Page 104) and South of S.R. 707A (Jensen Beach Boulevard) as recorded in Plat Book 9, Page 1, all in the Public Records of Martin County, Florida, more particularly described as follows:

Commence at the intersection of the East line of said Section 19 with the South Right-of-Way line of said S.R. 707A, thence S 00°26'55" W along said East line a distance of 252.41 feet; thence N 89°33'05" W a distance of 60.00 feet to the Point of Beginning;

thence S 0°25'48" W a distance of 249.98 feet;
thence S 89°32'38" W a distance of 200.07 feet;
thence N 0°26'42" E a distance of 249.96 feet;
thence S 89°33'08" E a distance of 200.01 feet;

To the Point of Beginning.

Being a parcel located within a shopping center known as Marketplace Square, being more particularly described as follows:

That portion of the N.E. 1/4 of Section 19, Township 37 South, Range 41 East, Martin County, Florida lying East of the 142.00 foot Right-of-Way of U.S. Highway No. 1 (State Road No. 5, as recorded in Deed Book 3, at Page 416 of the Public Records of Martin County, Florida) and South of the 100.00 foot Right-of-Way of Jensen Road State Road No. 707A) as recorded in Plat Book 9, at Page 1 of the Public Records of Martin County, Florida, less the South 200.00 feet thereof.

NOTE: Jensen Beach Blvd. (County Road No. 707A) was formerly titled Jensen Road.

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SMC # 291
Joliet, Illinois

EXHIBIT A-16

All that certain lot, piece or parcel of land, with the buildings and improvements thereon erected, situate, lying and being:

PARCEL 1: The Leasehold Estate, created by the instrument herein referred to as the Lease, executed by: American National Bank & Trust Company of Chicago, as Trustee under Trust Agreement dated August 1, 1984 and known as Trust No. 61939, as Lessor, and Service Merchandise Company, Inc., as Lessee, dated November 1, 1985, a memorandum of which Lease was recorded February 23, 1987 as document R87-09408, which lease demises the land for a term of 20 years unless extended or sooner terminated.

NOTE: Option to extend the term of the Lease on the same terms & conditions as provided therein for ten successive periods of five years beyond the original term.

NOTE: Correction Memorandum of Lease dated June 17, 1990 and recorded as document R90-032835, covering the premises described as follows:

PARCEL "SERVICE MERCHANDISE" - That part of Lot 2 in Northridge Plaza Subdivision, a subdivision of part of the East half of the Northeast quarter of Section 6, in Township 35 North, Range 10 East of the Third Principal Meridian, according to the plat thereof recorded December 2, 1985 as Document Number R85-41060, described as follows:

Commencing at the most southwesterly corner of said Lot 2, and running thence South 89 degrees 54 minutes 34 seconds East, along the south line of said Lot 2, a distance of 57.43 feet; thence North 00 degrees 05 minutes 26 seconds East a distance of 44.10 feet to the point of beginning; thence continuing North 00 degrees 05 minutes 26 seconds East a distance of 205.00 feet; thence South 89 degrees 54 minutes 34 seconds East a distance of 29.40 feet; thence North 00 degrees 05 minutes 26 seconds East a distance of 7.20 feet; thence South 89 degrees 54 minutes 34 seconds East a distance of 17.70 feet; thence South 00 degrees 05 minutes 26 seconds West a distance of 7.20 feet; thence South 89 degrees 54 minutes 34 seconds East a distance of 137.50 feet; thence North 00 degrees 05 minutes 26 seconds East a distance of 4.40 feet; thence South 89 degrees 54 minutes 34 seconds East a distance of 13.40 feet; thence South 00 degrees 05 minutes 26 seconds West a distance of 4.40 feet; thence South 89 degrees 54 minutes 34 seconds East a distance of 52.00 feet; thence South 00 degrees 05 minutes 26 seconds West a distance of 143.00 feet; thence South 89 degrees 54 minutes 34 seconds East a distance of 60.00 feet; thence South 00 degrees 05 minutes 26 seconds West a distance of

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62.00 feet; thence North 89 degrees 54 minutes 34 seconds West a distance of 310.00 feet to the point of beginning, in the City of Joliet, Will County, Illinois, Containing 55,156 square feet.

PARCEL 2: Non-exclusive reciprocal easement for ingress & egress of vehicular & pedestrian traffic & for parking of vehicles (except construction, service & delivery trucks) for the use & benefit of respective owners, lessees, occupants, employees, agents, customers, licensees, invitees, suppliers & concessionaires over & upon land set forth in the declaration of protective covenants, restrictions & easements recorded October 11, 1984 as document R84-31321 as amended by that certain First Amendment to Declaration of Protective Covenants, Restrictions and Easements recorded November 12, 1985 as Document R85-38579.

Commonly known as:
1300 North Larkin Avenue
Joliet, Illinois

Permanent Tax Number:
07-06-201-007

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SMC # 098
Bloomington, Illinois

EXHIBIT A-17

All that certain lot, piece or parcel of land, with the buildings and improvements thereon erected, situate, lying and being:

The leasehold estate, created by the instrument herein referred to as the Lease, executed by: Bloomington Joint Venture, an Indiana General Partnership, as lessor, and Service Merchandise Company, Inc., as lessee, dated May 8, 1987, a memorandum of which Lease was recorded January 4, 1988, as document R88-0515, which Lease demises the land for a term of years beginning September 19, 1986 and ending February 28, 2006.

Note: Said Lease provides for an option to renew for 10 successive periods of five years.

Note: Correction of memorandum of Lease recorded as Document
R89-085053

The Land:

A tract of land in the West Half of the Southwest Quarter of Section 21, Township 40 North, Range 10 East of the Third Principal Meridian, described as follows: commencing at the intersection of the East line of the West Half of said Southwest Quarter and the North right-of-way line of the Illinois Central Railroad; thence North 70 degrees 09 minutes West 176.35 feet along last said North right-of-way line; thence North 19 degrees 51 minutes East 477.23 feet to a place of beginning; thence North 87 degrees 06 minutes 44 seconds West 320 feet; thence North 2 degrees 53 minutes 16 seconds East 60 feet; thence South 87 degrees 06 minutes 44 seconds East 60 feet; thence North 2 degrees 53 minutes 16 seconds East 53 feet; thence South 87 degrees 06 minutes 44 seconds East 5 feet; thence North 2 degrees 53 minutes 16 seconds East 92 feet; thence South 87 degrees 06 minutes 44 seconds East 255 feet; thence South 2 degrees 53 minutes 16 seconds West 205 feet to the place of beginning, all in DuPage County, Illinois.

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Parcel 2:

Non-Exclusive Easement for ingress and egress for the use and benefit of respective owners, lessees, occupants, employees, agents, customers, licensees, invitees, suppliers and concessionaires, as set forth in lease dated May 8, 1987 and recorded in memorandum recorded as Document R88-0515.

Commonly known as:

Army Trail Road
Bloomington, Illinois

97353032

Permanent Tax Number:
02-21-300-020

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SMC # 287

Orland Park, Illinois

EXHIBIT A-18

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All that certain lot, piece or parcel of land, with the buildings and improvements thereon erected, situate, lying and being:

Leasehold Estate, as defined in the Conditions and Stipulations of the ALTA Leasehold Policy, created in and by unrecorded Lease dated November 21, 1985 by and between Electra Properties, Inc., an Indiana corporation, Lessor, and Service Merchandise Company, Inc., Lessee, and Amendment thereto dated March 21, 1986; and recorded Assignment, Acceptance and Assumption of Tenant Leases dated December 29, 1986 recorded January 21, 1987 as Document Number 87039423 by and between Electra Properties, Inc., an Indiana corporation, Assignor, and Orland Park Joint Venture, an Indiana general partnership, Assignee, whereby said Assignor conveys to said Assignee all right, title and interest in and to said Lease shown above herein and said Assignee accepts same and assumes said Lease; and recorded Memorandum of Lease dated as of February 20, 1987 recorded March 4, 1987 as Document Number 87119915 by and between Orland Park Joint Venture, an Indiana general partnership, Lessor, and Service Merchandise Company, Inc., a Tennessee corporation, Lessee; and Correction Memorandum of Lease dated March 31, 1990 by and between Orland Park Joint Venture and Service Merchandise Company, Inc. recorded as Document No. 90320525; demising and leasing the following described real estate:

That part of the South 1/2 of the Southeast 1/4 in Section 16, Township 36 North, Range 12 East of the third principal Meridian, described as follows:

Commencing at the intersection of the North line of the South 1/2 of the Southeast 1/4 of said Section 16 and the West right-of-way line of LaGrange Road (U.S. Route 45) as recorded under Document number 10155684; thence South 89 degrees 51 minutes 45 seconds West along said North line 513 feet; thence South 00 degrees 11 minutes 16 seconds East 50 feet for a place of Beginning; thence continuing South 00 degrees 11 minutes 16 seconds East 135.00 feet to a point; thence South 89 degrees 48 minutes 44 seconds West; 4.57 feet to the East face of an existing wall; thence South 00 degrees 09 minutes 53 seconds East along the East face of an existing wall, 79.91 feet to the corner of an existing wall; thence South 89 degrees 50 minutes 47 seconds West along the South face of an existing wall, 33.44 feet to the corner of an existing block wall; thence South 00 degrees 01 minutes 48 seconds West along the East face of an existing block wall, 7.67 feet to the corner of an existing block wall; thence North 89 degrees 27 minutes 55 seconds West along the South face of an existing block wall, 0.75 feet to the corner of an existing block wall; thence

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North 00 degrees 16 minutes 22 seconds West along the West face of an existing block wall, 0.42 feet to the corner of an existing metal-glass enclosure; thence South 89 degrees 58 minutes 33 seconds West along the South face of an existing metal-glass enclosure, 14.23 feet to the corner of an existing metal-glass enclosure; thence North 00 degrees 07 minutes 38 seconds East along the West face of an existing metal-glass enclosure, 7.21 feet to the South face of an existing block wall; thence South 89 degrees 49 minutes 29 seconds West along the South face of an existing block wall, 137.09 feet to the corner of an existing metal-glass enclosure; thence South 00 degrees 11 minutes 16 seconds East along the East face of an existing metal-glass enclosure, 7.49 feet to a point, (said point being 4.14 feet South of South face of existing metal-glass enclosure); thence South 89 degrees 48 minutes 44 seconds West a distance of 12.03 to a point, (said point being 4.15 feet South of the Southwest corner of an existing metal-glass enclosure); thence North 00 degrees 09 minutes 54 seconds West along the West face of an existing metal-glass enclosure, 7.50 feet to the South face of an existing block wall; thence South 89 degrees 55 minutes 32 seconds West along the South face of an existing block wall, 52.28 feet to the corner of an existing block wall; thence North 00 degrees 11 minutes 04 seconds West along the West face of an existing block wall, 95.04 feet to the North face of an existing block wall; thence South 89 degrees 48 minutes 19 seconds West along the North face of an existing block wall, 5.59 feet to a point on the North face of an existing block wall; thence North 00 degrees 11 minutes 17 seconds West a distance of 52.69 feet to a point; thence South 89 degrees 48 minutes 44 seconds West a distance of 60.00 feet to a point; thence North 00 degrees 11 minutes 16 seconds West a distance of 67.00 feet to a point; thence North 89 degrees 48 minutes 44 seconds East a distance of 320.00 feet to the place of beginning, all in Cook County, Illinois.

Commonly known as:
15770 La Grange Road
Orland Park, Illinois

Permanent Tax Number:
27-16-403-006

Volume:
146

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SMC # 226
Columbus, Ohio

EXHIBIT A-19

Approximately 51,250 square feet of land described in that certain Lease Agreement dated May 13, 1988 by and between Columbus Joint Venture ("Columbus"), as lessor, and Service Merchandise Company, Inc. ("SMC") as lessee, a memorandum of which lease, dated July 25, 1988 was filed on September 28, 1988 in Official Record 12707A09 of Franklin County, Ohio as such lease was amended by Agreement dated May 26, 1988 between Columbus and SMC, and located within the following described property:

Situated in the State of Ohio, County of Franklin, City of Columbus and in Section 3, Township 2, Range 17, United States Military Lands, containing 22.158 acres of land, more or less, said 22.158 acres being out of that tract of land conveyed to Columbus Joint Venture by deed of record in Official Record 10259F10 (hereinafter "CJV tract"), said 22.158 acres of land being more particularly bounded and described as follows:

Beginning at a point in the easterly line of said CJV tract at the point of intersection with the southerly right-of-way line of Northland Plaza Drive as said Northland Plaza Drive is designated and delineated upon the plat entitled "Northland Plaza Drive and Forest Hills Boulevard Dedication and Easements" and shown of record in Plat Book 68, Pages 55 and 56, said point of beginning being located South 3° 15' 00" West, a distance of 6.75 feet from the northeasterly corner of said CJV tract, said point of beginning also being in the westerly line of that 3.022 acres tract conveyed to Elana Del Col by deed of record in Deed Book 1900, Page 582;

thence, from said beginning point, South 3° 15' 00" West, with the easterly line of said CJV tract and with the westerly line of said 3.022 acres tract, a distance of 383.64 feet to the southeasterly corner of said CJV tract, the same being in the northerly line of Lot 14 as the same is numbered and delineated upon the subdivision plat entitled "Jordans Subdivision" and shown of record in Plat Book 17, Page 288;

thence North 86° 24' 38" West, with the southernmost line of said CJV tract and with the northerly line of said Jordans Subdivision, a distance of 826.23 feet to a southwesterly corner of said CJV tract, the same being the southeasterly corner of that 3.319 acres tract of land conveyed to Wolfe Investment Co. by deed of record in Deed Book 3550, Page 692;

thence North 3° 15' 00" East, with a westerly line of said CJV tract and with the easterly line of said 3.319 acres tract, a

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distance of 201.65 feet to a corner of said CJV tract, the same being the northeasterly corner of said 3.319 acres tract;

thence North 86° 24' 38" West, with a southerly line of said CJV tract and with the northerly line of said 3.319 acres tract, a distance of 432.36 feet to a southwesterly corner of said CJV tract;

thence North 3° 26' 00" East, with a westerly line of said CJV tract, a distance of 201.65 feet to a corner of said CJV tract;

thence North 86° 24' 38" West, with a southerly line of said CJV tract, a distance of 48.86 feet to an angle point in the right-of-way boundary of said Northland Plaza Drive as said Northland Plaza Drive is designated and delineated upon said plat of Northland Plaza Drive and Forest Hills Boulevard Dedication and Easements;

thence, with the right-of-way boundary of said Northland Plaza Drive, the following five courses and distances:

- 1) northwardly, with the arc of a curve to the left having a radius of 325.00 feet, a central angle of 24° 13' 27" and a chord that bears North 15° 42' 06" East, a chord distance of 136.39 feet to the point of tangency;
- 2) North 3° 35' 22" East, 146.74 feet to the point of curvature;
- 3) eastwardly, with the arc of a curve to the right having a radius of 275.00 feet, a central angle of 139° 33' 46" and a chord that bears North 73° 22' 15" East, a chord distance of 516.11 feet to the point of reverse curvature;
- 4) eastwardly, with the arc of a curve to the left having a radius of 425.00 feet, a central angle of 89° 04' 13" and a chord that bears South 81° 22' 59" East, a chord distance of 596.14 feet to the point of reverse curvature;
- 5) eastwardly, with the arc of a curve to the right having a radius of 325.00 feet, a central angle of 37° 49' 10" and a chord that bears North 72° 59' 27" East, a chord distance of 210.65 feet to the point of beginning and containing 22.158 acres of land, more or less.

Subject to all rights-of-way, easements and restrictions, if any, of previous record.

The bearings in the foregoing description are based on the same meridian as the bearings given in the metes and bounds descriptions of record in said Official Record 10259F10.

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The Deed Books, Official Record and Plat Books referred to in the foregoing description are records of the Franklin County, Ohio, Recorder.

Together with all other rights granted under such lease.

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SMC #225
Waldorf, Maryland

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EXHIBIT A-20

All that piece or parcel of land lying West of U.S. Route 301 and South of West Smallwood Drive, White Plains Election District No. 6, Charles County, Maryland; being part of Schedule A of the land conveyed by St. Charles Associates Limited Partnership, a Maryland Limited Partnership, to Charles Developers Limited Partnership, an Indiana Limited Partnership, by deed dated November 19, 1985 and recorded among the Land Records of Charles County, Maryland in Liber 1096 at Folio 420 on November 20, 1985 and also being part of Parcel "B-1" as shown on a plat of subdivision entitled "Parcels 'B-1', 'B-2' & 'B-3', a Regional Shopping Center, St. Charles Communities" and recorded among said Land Records in Plat Book 35, Page 41 and being more particularly described in accordance with a survey by Harris, Szariga and Associates, Inc. as follows.

BEGINNING for the same at the Westernmost corner of an existing concrete block building, said point being located N. 48° 56' 53" E. 661.47' from the Southwesterly corner of said Plat Book 35, Page 41, thence crossing said land the following nineteen (19) courses and distances and running with and binding on the Westernmost face of said building the following course and distance,

N. 38° 40' 48" E. 25.00' to the corner of said building and a 12" concrete retaining wall, thence leaving said building and running with and binding on the Western face of said retaining wall the following course and distance,

N. 38° 31' 18" E. 60.00' to the Northwest corner of said wall, thence running in part with and binding on the Northern face of said retaining wall the following course and distance,

S. 51° 28' 42" E. 49.98' to intersect the Western face of said building, thence running with and binding on said Western face the following course and distance,

N. 38° 30' 22" E. 165.29' to the Northwest corner of said building, thence running with and binding on the Northern face of said building the following course and distance,

S. 51° 29' 06" E. 200.07' to the Northeast corner of said building, thence running with and binding on the Eastern face of said building the following course and distance,

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S 38° 31' 27" W. 39.03' to a point,
thence leaving said Eastern face and running with and binding on
the Southern face of an adjoining concrete block building the
following course and distance,

S. 51° 28' 33" E. 7.11' to a point,
thence leaving said adjoining building and running with and binding
on glass walls the following two (2) courses and distances,

S. 38° 31' 27" W. 11.71'

N. 51° 28' 33" W. 7.11' to intersect
the said Eastern face of said building, thence running with and
binding on said Eastern face the following three (3) courses and
distances,

S. 38° 31' 27" W. 121.94'

S. 51° 28' 33" E. 3.00'

S. 38° 40' 42" W. 12.41' to a point,
thence leaving said Eastern face and running with and binding on
glass walls the following three (3) courses and distances,

S. 51° 19' 18" E. 3.38'

S. 38° 40' 42" W. 13.14'

N. 51° 19' 18" W. 3.38' to intersect
the said Eastern face of said building, thence running with and
binding on said Eastern face the following three (3) courses and
distances,

S. 38° 40' 42" W. 12.62'

N. 51° 28' 33" W. 2.90'

S. 38° 31' 27" W. 39.47' to the
Southeast corner of said building, thence running with and binding
on the Southern face of said building the following course and
distance,

N. 51° 28' 42" W. 250.07' to the
place of beginning. The area of land contained by the foregoing
amounts to 54,560 square feet or 1.2525 acres more or less.

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Exhibit B

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EXHIBIT B

Description of Ground Leases

Store No. 226; Columbus, Ohio

Lease Agreement dated May 13, 1988 by and between Columbus Joint Venture ("Columbus"), as lessor, and Service Merchandise Company, Inc. ("SMC") as lessee, a memorandum of which lease, dated July 25, 1988 was filed on September 28, 1988 in Official Record 12307A09 of Franklin County, Ohio as such lease was amended by Agreement dated May 26, 1988 between Columbus and SMC.

Store No. 287; Orland Park, Illinois

Lease Agreement dated November 21, 1985 by and between Electra Properties, Inc. ("Electra"), as lessor, and SMC, as lessee, as amended by agreement dated March 21, 1986 between Electra and SMC, the lessor's interest in which was assigned by that certain Assignment, Acceptance and Assumption of Tenant Leases dated December 19, 1986 by and between Electra, as assignor, and Orland Park Joint Venture, as assignee, and recorded in the recorder's office of Cook County, Illinois as Document Number 87039423; a memorandum of which lease, as amended and assigned, dated as of February 20, 1987 is recorded in such office on March 4, 1987 as Document Number 87119915.

Store No. 019; Stuart, Florida

Lease Agreement dated November 25, 1987 by and between Compson Associates of Florida ("Compson"), as lessor, and SMC as lessee, a memorandum of which lease dated November 25, 1987 was recorded on December 22, 1987 in the Official Records of Martin County, Florida in Book 747, page 513 as such lease was amended by that certain First Amendment to Lease dated February 19, 1988 between Compson and SMC and that certain Agreement Setting Lease Term dated August 14, 1989 between Compson and SMC.

Store No. 291; Joliet, Illinois

Agreement of Lease dated November 1, 1985 by and between American National Bank and Trust Company of Chicago, as trustee under trust agreement dated August 1, 1984 and known as trust no. 61939 as lessor ("Lessor"), and SMC, as lessee, a memorandum of said lease was recorded on February 23, 1987 in the recorder's office of Will County, Illinois, as Document Number R87-09408 as such lease was amended by that certain Agreement Setting Lease Term dated April 21, 1988 between Lessor and SMC.

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Store No. 098; Bloomingdale, Illinois

Agreement of Lease dated September 19, 1986 by and between C.Y.A., Inc., as lessor, and SMC, as lessee, a memorandum of which lease dated May 8, 1987 between Bloomingdale Joint Venture ("BJV") successor in interest to C.Y.A., Inc., and SMC was recorded on January 4, 1988 in the Recorder's Office of Du Page County, Illinois as document R88-0515, as such lease was amended by three (3) certain letter agreements dated May 13, 1988, July 25, 1988, and May 17, 1989 and that certain Agreement Settling Lease Term dated August 1, 1989 between BJV and SMC.

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