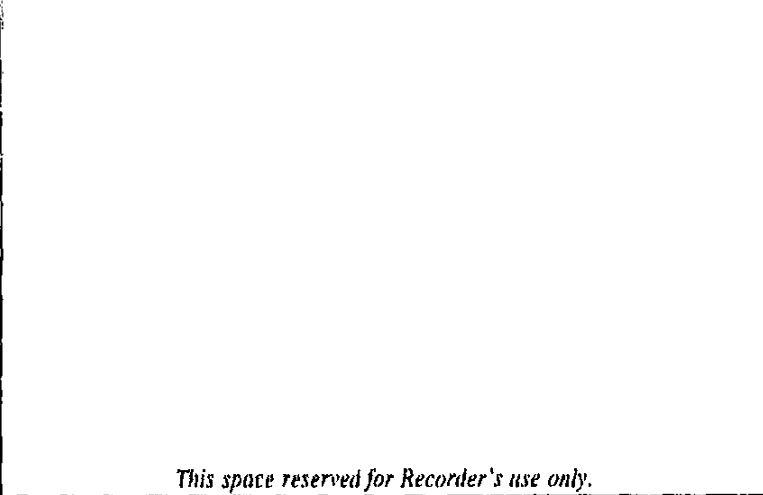


77 22 634

D.V. 1

(w)



This space reserved for Recorder's use only.

6

Property of

Special Power of Attorney

The undersigned, being a (i) managing member of Lake-Cook Office Centre L.L.C., an Illinois limited liability company (the "Company"), (ii) the sole and managing member of Lake-Cook Office Centre Liquidating Company L.L.C., an Illinois limited liability company (the "Liquidating Company"), (iii) a general partner of Lake-Cook Office Development Company - Building One, an Illinois limited partnership (the "Building One Partnership") and (iv) a general partner of Lake-Cook Office Development Company - Building Two, an Illinois limited partnership (the "Building Two Partnership"), hereby appoints Robert S. Goldman and James W. Sundling, or either of them acting alone, as my agents and attorneys-in-fact to act for me and in my name, and in the name of the Company, the Liquidating Company, the Building One Partnership and the Building Two Partnership, in any way that I could act in person as a managing member of the Company, the sole and managing member of the Liquidating Company, a general partner of the Building One Partnership and a general partner of the Building Two Partnership, to execute and deliver any and all contracts, deeds, agreements, documents, affidavits, and other instruments, and to take any and all actions that I, as a managing member of the Company, the sole and managing member of the Liquidating Company, a general partner of the Building One Partnership and a general partner of the Building Two Partnership, could execute, deliver and do on behalf of the Company, the Liquidating Company, the Building One Partnership and the Building Two Partnership, in connection with the following:

(A) the conveyance of the property described on Exhibit A attached hereto and made a part hereof commonly known as Lake Cook Office Center I and II at 1411 and 1415 Lake Cook Road, Deerfield, Illinois, including a 50% undivided interest in American National Bank & Trust Company of Chicago Trust No. 58078 (the "Property"), from the Company to the Purchaser (hereinafter defined) or to the Liquidating Company (in connection with the dissolution of the Company), and in turn from the Liquidating Company, as the liquidating agent of the Company and its respective members and their respective constituent partners, to Massachusetts Mutual

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Life Insurance Company ("Purchaser") pursuant to the Real Estate Sale Agreement dated as of April 6, 1998 between the Company and the Purchaser, as amended (as amended, the "Sale Agreement"), and otherwise to facilitate the transfer of the Property:

(B) the assignment to and assumption by Purchaser of that certain loan from Allstate Life Insurance Company to the Company in the original principal amount of \$10,000,000, which is secured by a mortgage encumbering the Property; and

(C) the dissolution of the Company, the Liquidating Company, the Building One Partnership and the Building Two Partnership.

This power of attorney shall become effective on May 27, 1998 and shall terminate on JUNE, 1998.



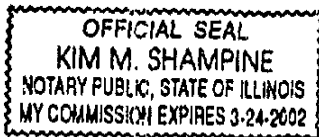
JS

RICHARD A. STEIN, a managing member of the Company, the sole and managing member of the Liquidating Company, a general partner of the Building One Partnership and a general partner of the Building Two Partnership

Subscribed and Sworn to before me this 27 day of May, 1998

Notary Public Kim M. Shampine

My Commission Expires: 3/24/02



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LEGAL DESCRIPTION:

PARCEL 1:

LOT 4 IN LAKE-COOK OFFICE CENTRE, BEING A RESUBDIVISION OF LOT 3 IN LAKE COOK ROAD INDUSTRIAL PARK, BEING A SUBDIVISION IN THE NORTHEAST 1/4 AND THE NORTHWEST 1/4 OF SECTION 5, TOWNSHIP 42 NORTH, RANGE 12, EAST OF THE THIRD PRINCIPAL MERIDIAN, (EXCEPTING THEREFROM THAT PART OF THE LAND SHOWN IN CASE NO. 97L50240 AS PARCEL TS-11B C450B-010.F AND LEGALLY DESCRIBED AS FOLLOWS: BEGINNING AT THE SCUTHEAST CORNER OF LOT 4; THENCE NORTH 00 DEGREES 24 MINUTES 24 SECONDS EAST ON A BEARING BASED ON THE ILLINOIS STATE PLANE, COORDINATE SYSTEM NAD 83 ALONG THE EAST LINE OF SAID LOT 4, A DISTANCE OF 14.53 FEET THENCE SOUTH 88 DEGREES 25 MINUTES 45 SECONDS WEST, 114.49 FEET TO A SOUTHERLY CORNER OF SAID LOT 4, THENCE SOUTH 81 DEGREES 31 MINUTES 44 SECONDS EAST ALONG THE SOUTH LINE OF SAID LOT, 77.78 FEET TO A SOUTHERLY CORNER OF SAID LOT 4, THENCE NORTH 89 DEGREES 53 MINUTES 55 SECONDS EAST ALONG THE SOUTH LINE SAID LOT, 37.41 FEET TO THE POINT OF BEGINNING)

PARCEL 2:

LOT 3 IN LAKE-COOK OFFICE CENTRE, BEING A RESUBDIVISION OF LOT 3 IN LAKE COOK ROAD INDUSTRIAL PARK, BEING A SUBDIVISION IN THE NORTHEAST 1/4 AND THE NORTHWEST 1/4 OF SECTION 5, TOWNSHIP 42 NORTH, RANGE 12, EAST OF THE THIRD PRINCIPAL MERIDIAN, EXCEPT THAT PART OF LOT 3 DESCRIBED AS FOLLOWS:

COMMENCING AT THE NORTHWEST CORNER OF SAID LOT 3; THENCE SOUTH ALONG THE WEST LINE OF SAID LOT 3, A DISTANCE OF 465.00 FEET TO THE POINT OF BEGINNING; THENCE EAST PERPENDICULAR TO SAID WEST LINE, 30.12 FEET; THENCE SOUTH PARALLEL WITH SAID WEST LINE, 113.00 FEET; THENCE WEST PERPENDICULAR TO SAID WEST LINE, 60.12 FEET; THENCE NORTH PARALLEL WITH SAID WEST LINE, 113.00 FEET, THENCE EAST PERPENDICULAR TO SAID WEST LINE 30.00 FEET TO THE POINT OF BEGINNING.

PARCEL 3:

EASEMENT FOR THE BENEFIT OF PARCELS 1 AND 2 AFORESAID FOR INGRESS AND EGRESS AND ACCESS FOR CONSTRUCTION, INSTALLATION, USE, MAINTENANCE, REPAIR AND REPLACEMENT OF FRONTAGE ROAD DESCRIBED IN AND AS CREATED BY DECLARATION AND GRANT OF EASEMENT MADE BY LASALLE NATIONAL BANK, AS TRUSTEE UNDER TRUST AGREEMENT DATED OCTOBER 30, 1972 AND KNOWN AS TRUST NUMBER 44913 DATED AUGUST 1, 1981 AND RECORDED SEPTEMBER 2, 1981 AS DOCUMENT 25987860 OVER THE FOLLOWING DESCRIBED PARCELS OF LAND:

PARCEL 3A:

THE SOUTH 60 FEET OF THE NORTH 120.0 FEET OF THE "PARCEL OF LAND" HEREINAFTER DESCRIBED:

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PARCEL 3B:

THAT PART OF THE NORTH 60 FEET OF SAID "PARCEL OF LAND" BOUNDED ON THE WEST BY THE WEST LINE OF THE 80.00 FOOT RIGHT OF WAY OF PINE STREET (AS SHOWN ON THE THIRD ADDITION TO DEERFIELD PARK UNIT NO 1, BEING A SUBDIVISION IN THE SOUTH EAST 1/4 OF SECTION 32, TOWNSHIP 43 NORTH, RANGE 12, EAST OF THE THIRD PRINCIPAL MERIDIAN, IN LAKE COUNTY ILLINOIS, RECORDED DECEMBER 22, 1958 AS DOCUMENT 1015141) EXTENDED SOUTH; BOUNDED ON THE EAST BY THE EAST LINE OF THE AFOREMENTIONED PINE STREET, EXTENDED SOUTH;

PARCEL 3C:

THAT PART OF THE NORTH 60.00 FEET OF SAID "PARCEL OF LAND"; BOUNDED ON THE WEST BY THE WEST LINE OF THE 60.00 FOOT RIGHT OF WAY OF THE NOW NAMED BIRCHWOOD AVENUE (AS SHOWN AS PHEASANT STREET ON A SUBDIVISION OF J. S. HOVLAND'S FIRST ADDITION TO DEERFIELD, BEING A SUBDIVISION IN THE SOUTHWEST 1/4 OF SECTION 32, TOWNSHIP 43 NORTH, RANGE 12, EAST OF THE THIRD PRINCIPAL MERIDIAN, IN LAKE COUNTY ILLINOIS, RECORDED NOVEMBER 7, 1924 AS DOCUMENT 248380), EXTENDED SOUTH; AND BOUNDED ON THE EAST BY THE EAST LINE OF THE AFOREMENTIONED BIRCHWOOD AVENUE, EXTENDED SOUTH;

LEGAL DESCRIPTION OF "PARCEL OF LAND"

THAT PART OF THE EAST 1/2 OF GOVERNMENT LOT 2 IN THE NORTHWEST 1/4 OF SECTION 5, TOWNSHIP 42 NORTH, RANGE 12, EAST OF THE THIRD PRINCIPAL MERIDIAN, AND ALSO THE WEST 1/2 OF GOVERNMENT LOT 2 (EXCEPT THE EAST 878.25 FEET, AS MEASURED ALONG THE NORTH LINE THEREOF) IN THE NORTHEAST 1/4 OF SAID SECTION 5, ALL TAKEN AS TRACT, LYING NORTH OF THE NORTH LINE OF TOLLWAY PARCEL T-11-B-2 AS DESCRIBED IN SUPERIOR COURT CASE 56S19626 DATED NOVEMBER 9, 1956 LYING NORTHERLY OF TOLLWAY PARCEL T-11-B-2 AS DESCRIBED IN SUPERIOR COURT CASE 56S19626 DATED FEBRUARY 5, 1957 AND LYING SOUTH OF THE SOUTH LINE OF LAKE COOK ROAD, BEING A LINE 50.00 FEET SOUTH OF AND PARALLEL WITH THE NORTH LINE OF BOTH IN THE NORTHWEST 1/4 OF THE NORTHEAST 1/4 OF SAID SECTION 5;

ALSO

THAT PART OF THE EAST 878.26 FEET (AS MEASURED ALONG THE NORTH LINE) EXCEPT THE NORTH 873.00 FEET OF THE EAST 20.00 FEET OF THE WEST 1/2 OF GOVERNMENT LOT 2 IN THE NORTHEAST 1/4 OF SECTION 5, TOWNSHIP 42 NORTH, RANGE 12, EAST OF THE THIRD PRINCIPAL MERIDIAN, LYING NORTH OF THE NORTH LINE OF TOLLWAY PARCEL T-11-B-2 AS DESCRIBED IN SUPERIOR COURT CASE 56S19626 DATED NOVEMBER 9, 1956 LYING SOUTH OF THE SOUTH LINE OF LAKE-COOK ROAD BEING A LINE 50.00 FEET SOUTH OF AND PARALLEL WITH THE NORTH LINE OF THE NORTHEAST 1/4 OF SAID SECTION 5;

ALSO

THE SOUTH 200 FEET OF THE NORTH 1073.00 FEET OF THE WEST 3 ACRES OF THE NORTHEAST 1/4 OF THE NORTHEAST 1/4 OF SECTION 5 AFORESAID, ALL IN COOK COUNTY, ILLINOIS, (EXCEPTING THEREFROM THAT PART OF SAID EASEMENT FALLING WITHIN PARCEL 1):

PARCEL 4:

NON-EXCLUSIVE RECIPROCAL RIGHTS TO THE USE AND ENJOYMENT OF ALL PARKING SPACES, RIGHTS OF WAY, AND UTILITY FACILITIES AS DEFINED AND ESTABLISHED BY THAT CERTAIN DECLARATION AND GRANT

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OF RECIPROCAL RIGHTS DATED FEBRUARY 19, 1982 AND RECORDED FEBRUARY 25, 1982 AS DOCUMENT 26154914 MADE BY AMERICAN NATIONAL BANK AND TRUST COMPANY OF CHICAGO, A NATIONAL BANKING ASSOCIATION, AS TRUSTEE UNDER TRUST AGREEMENT DATED JANUARY 1, 1981 AND 51702, AS MODIFIED BY AMENDMENT JUNE 29, 1983 AND RECORDED JANUARY 19, 1984 AS DOCUMENT 26935444 AND RERECORDED FEBRUARY 23, 1984 AS DOCUMENT 26979802 LOCATED WITHIN LOTS 1, 2, 3 AND 4 IN LAKE-COOK OFFICE CENTRE AFORESAID.

PARCEL 5:

NON-EXCLUSIVE EASEMENTS FOR THE BENEFIT OF PARCELS 1 AND 2 FOR SUPPORT AND CONNECTION, FOR OPERATION, MAINTENANCE, REPAIR AND RESTORATION OF THE RECEPTION CENTER AND RECEPTION CENTER SITE FOR USE OF THE RECEPTION CENTER AND RECEPTION CENTER SITE AND FOR ACCESS AS SET FORTH AND AS CREATED BY DECLARATION AND GRANT OF EASEMENTS FOR RECEPTION CENTER DATED MAY 21, 1984 AND RECORDED AUGUST 15, 1984 AS DOCUMENT 27215369 MADE BY AND AMONG AMERICAN NATIONAL BANK AND TRUST COMPANY OF CHICAGO, A NATIONAL BANKING ASSOCIATION, AS TRUSTEE UNDER TRUST AGREEMENT DATED JANUARY 1, 1981 AND KNOWN AS TRUST NUMBER 55233, AMERICAN NATIONAL BANK AND TRUST COMPANY OF CHICAGO, A NATIONAL BANKING ASSOCIATION, AS TRUSTEE UNDER TRUST AGREEMENT DATED JANUARY 1, 1983 AND KNOWN AS TRUST NUMBER 56710, AMERICAN NATIONAL BANK AND TRUST COMPANY OF CHICAGO, A NATIONAL BANKING ASSOCIATION, AS TRUSTEE UNDER TRUST AGREEMENT DATED MAY 15, 1983 AND KNOWN AS TRUST NUMBER 57660 AND AMERICAN NATIONAL BANK AND TRUST COMPANY OF CHICAGO, A NATIONAL BANKING ASSOCIATION, AS TRUSTEE UNDER TRUST AGREEMENT DATED MAY 15, 1983 AND KNOWN AS TRUST NUMBER 57661 CONSTRUCTED ON THAT PART OF LOTS 2 AND 3, TAKEN AS A TRACT, DESCRIBED AS FOLLOWS:

COMMENCING AT THE NORTHWEST CORNER OF SAID LOT 3; THENCE SOUTH ALONG THE WEST LINE OF SAID LOT 3 A DISTANCE OF 465.00 FEET TO THE POINT OF BEGINNING; THENCE EAST PERPENDICULAR TO SAID WEST LINE, 30.12 FEET; THENCE SOUTH PARALLEL WITH SAID WEST LINE, 113.00 FEET; THENCE WEST PERPENDICULAR TO SAID WEST LINE, 60.12 FEET; THENCE NORTH PARALLEL WITH SAID WEST LINE, 113.00 FEET; THENCE EAST PERPENDICULAR TO SAID WEST LINE 30.00 FEET TO THE POINT OF BEGINNING, ALL IN COOK COUNTY, ILLINOIS.

PARCEL 6:

PART OF LOTS 2 AND 3, TAKEN AS A TRACT, IN LAKE-COOK OFFICE CENTRE, BEING A RESUBDIVISION OF LOT 3 IN LAKE COOK ROAD INDUSTRIAL PARK, BEING A SUBDIVISION IN THE NORTHEAST 1/4 AND THE NORTHWEST 1/4 OF SECTION 5, TOWNSHIP 42 NORTH, RANGE 12, EAST OF THE THIRD PRINCIPAL MERIDIAN DESCRIBED AS FOLLOWS:

COMMENCING AT THE NORTHWEST CORNER OF SAID LOT 3; THENCE SOUTH ALONG THE WEST LINE OF SAID LOT 3, A DISTANCE OF 465.00 FEET TO THE POINT OF BEGINNING; THENCE EAST PERPENDICULAR TO SAID WEST LINE, 30.12 FEET; THENCE SOUTH PARALLEL WITH SAID WEST LINE, 113.00 FEET; THENCE WEST PERPENDICULAR TO SAID WEST LINE, 60.12 FEET; THENCE NORTH PARALLEL WITH SAID WEST LINE, 113.00 FEET, THENCE EAST PERPENDICULAR TO SAID WEST LINE 30.00 FEET TO THE POINT OF BEGINNING

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04-05-101-008-0000

PERMANENT INDEX NUMBER:

04-05-101-008-0000

04-05-101-009-0000

04-05-101-007-0000

PROPERTY ADDRESS:

1415 LAKE COOK ROAD, DEERFIELD, ILLINOIS

1411 LAKE COOK ROAD, DEERFIELD, ILLINOIS

1417 LAKE COOK ROAD, DEERFIELD, ILLINOIS

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