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71-88-463D1

Prepared by:
Gary R. Eisenman, Esq.
Cravath, Swaine & Moore
One Chase Manhattan Plaza
New York, N.Y. 10005

3756559

[Final--7/9/88]
[Master Form (Lessee)]
[Doc. 1]

Return to:
Kathleen Hanson Zavatsky, Esq.
Federated Department Stores, Inc.
7 West Seventh Street
Cincinnati, Ohio 45202

File Number: 280022
Division: MainStreet

ASSIGNMENT AND ASSUMPTION OF LEASE

AGREEMENT, made as of JULY 29, 1988, between FEDERATED DEPARTMENT STORES, INC., a Delaware corporation, having an office at 7 West Seventh Street, Cincinnati, Ohio 45202 ("Assignor"), and MAINSTREET RETAIL STORES, INC., a Delaware corporation, having an office at 2345 North Waukegan Road, Bannockburn, Illinois 60015 ("Assignee").

W I T N E S S E T H :

WHEREAS, Assignor is the lessee of certain real property more fully described in attached Exhibit A (the "Premises"), pursuant to that certain lease which is the first document listed in attached Exhibit B, as the same may have been modified, amended or supplemented, directly or indirectly, by any document which in any manner affects the Premises, recorded or unrecorded, including but not limited to those other documents specified in attached Exhibit B (collectively, the "Lease"); and

WHEREAS, Assignor desires to assign, transfer and convey all of Assignor's right, title and interest in, to and under the Lease upon the terms hereinafter set forth, and

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WHEREAS, Assignee desires to accept the assignment of the Lease and to assume Assignor's obligations and liabilities thereunder.

NOW, THEREFORE, in consideration of One Dollar (\$1.00) in hand paid by Assignee to Assignor, and for other good and valuable consideration, the mutual receipt and legal sufficiency of which are hereby acknowledged, the parties hereto do hereby agree as follows:

1. Effective as of the date set forth above, Assignor hereby assigns, transfers and conveys to Assignee all of Assignor's right, title and interest in, to and under the Lease, and Assignor's right, title and interest, if any, in and to the improvements and fixtures erected or located at the premises to have and to hold the same unto Assignee, its successors and assigns, subject to the terms, covenants and conditions contained in the Lease.

2. Assignee hereby accepts the assignment of the Lease from Assignor and hereby assumes and agrees to observe and perform all the obligations, terms, covenants and conditions thereof to be observed or performed by Assignor thereunder from and after the date set forth above and hereby assumes all liabilities of Assignor to the extent arising out of or relating to the Lease or to acts or events occurring or conditions existing with respect to the Lease whether before or after the date set forth above.

3. Assignee acknowledges and agrees that the Lease has been assigned to Assignee on an "as is, where is" basis, and that no oral or written representations or warranties concerning the Lease have been made in connection with such assignment.

4. This Agreement shall be binding upon, and shall inure to the benefit of, the parties hereto and their respective successors and assigns.

5. All exhibits attached hereto are incorporated herein by reference.

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IN WITNESS WHEREOF, the parties hereto have executed this Agreement as of the date first above written.

Signed, sealed and delivered in the presence of, as to Assignor:

Janet M. Brown
Witness: Janet M. Brown

Elizabeth J. Haass
Witness: Elizabeth J. Haass

Assignor:

FEDERATED DEPARTMENT STORES, INC.,
a Delaware corporation.

By: Samuel B. Byer
Name: ~~Samuel B. Byer~~ Boris Auerbach
Title: Vice President

Attest: Richard E. Fiddes
Name: ~~Richard E. Fiddes~~ Gwyneth G. Stuart
Title: Assistant Secretary

[Corporate Seal]

Signed, sealed and delivered in the presence of, as to Assignee:

Janet M. Brown
Witness: Janet M. Brown

Elizabeth J. Haass
Witness: Elizabeth J. Haass

Assignee:

MAINSTREET RETAIL STORES, INC.,
a Delaware corporation

By: Dennis Broderick
Name: Dennis Broderick
Title: Vice President

Attest: Mark Kennedy
Name: Mark Kennedy
Title: Assistant Secretary

[Corporate Seal]

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ASSIGNOR

STATE OF OHIO)
) ss.:
COUNTY OF HAMILTON)

Subscribers:

Name: ~~Samuel S. Dyer~~ Boris Auerbach

Corporate office: Vice President

Home residence: ~~4333 Peppermill Lane~~, Cincinnati, Ohio ~~45246~~
332 Ardon Lane 45215

Name: ~~Richard C. Riddes~~ Gwyneth G. Stewart

Corporate office: Assistant Secretary

Home residence: ~~760 Farmworth Court~~, Cincinnati, Ohio ~~45230~~
3337 Woodford Road 45213

Corporation: Federated Department Stores, Inc.

State of incorporation: Delaware

Date of instrument: JULY 29, 1988

Before me, the below Notary Public in and for the above County and State, duly commissioned and sworn, personally appeared the Subscribers, to me personally well known and well known to me to hold the respective corporate offices indicated above in the Corporation named above which is the corporation named in and executing the within instrument bearing the date set forth above, which instrument was displayed to me in the County and State aforesaid, by the Subscribers who are known to me to be the identical persons who subscribed the name of the maker thereof to the foregoing instrument as its above indicated corporate officers, respectively, who, by me being duly sworn, did severally depose, say and acknowledge, on their several oaths, in the County and State aforesaid, that they respectively reside at the above-stated addresses, that they are respectively the above-stated corporate officers of said Corporation and that said Corporation executed the said instrument; that they know the seal of said Corporation; that the seal affixed to said instrument is the corporate seal of said Corporation; that they, being informed of the contents of the said instrument, signed and sealed said instrument as such officers and that they executed the same in the name and on behalf of said Corporation by order, authority and resolution of its Board of Directors and that they signed their names as such officers thereto by like order; that their signatures are in their own proper handwriting; that they executed said instrument as their free and voluntary act and deed and as the free and voluntary act and deed of said Corporation for the consideration,

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uses and purposes therein set forth and expressed and that they delivered the same as such.

IN WITNESS WHEREOF, I have hereunto set my hand and affixed my official seal in the County and State aforesaid on JULY 29, 1988.

Richard E. Winkler
Notary Public in and for said County and State.

My commission expires

~~June 22, 1977~~

RICHARD E. WINKLER
Notary Public, State of Ohio
My Commission Expires April 6, 1992

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ASSIGNEE

STATE OF OHIO)
) ss.:
COUNTY OF HAMILTON)

Subscribers:

Name: Dennis Broderick

Corporate office: Vice President

Home residence: 8617 Twilight Tear Lane, Cincinnati, Ohio 45249

Name: Mark Kennedy

Corporate office: Assistant Secretary

Home residence: 7475 Demar Road, Cincinnati, Ohio 45243

Corporation: MAINSTREET RETAIL STORES, INC.

State of incorporation: Delaware

Date of instrument: JULY 29, 1988

Before me, the below Notary Public in and for the above County and State, duly commissioned and sworn, personally appeared the Subscribers, to me personally well known and well known to me to hold the respective corporate offices indicated above in the Corporation named above which is the corporation named in and executing the within instrument bearing the date set forth above, which instrument was displayed to me in the County and State aforesaid, by the Subscribers who are known to me to be the identical persons who subscribed the name of the maker thereof to the foregoing instrument as its above indicated corporate officers, respectively, who, by me being duly sworn, did severally depose, say and acknowledge, on their several oaths, in the County and State aforesaid, that they respectively reside at the above-stated addresses, that they are respectively the above-stated corporate officers of said Corporation and that said Corporation executed the said instrument; that they know the seal of said Corporation; that the seal affixed to said instrument is the corporate seal of said Corporation; that they, being informed of the contents of the said instrument, signed and sealed said instrument as such officers and that they executed the same in the name and on behalf of said Corporation by order, authority and resolution of its Board of Directors and that they signed their names as such officers thereto by like order; that their signatures are in their own proper handwriting; that they executed said instrument as their free and voluntary act and deed and as the free and voluntary act and deed of said Corporation for the consideration,

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File Number: 280022
Division: Main Street
Type: Store
Location: Randhurst, IL

EXHIBIT A

(Legal Description of Leased Premises)

That part of Lot One in RANDHURST CENTER RESUBDIVISION, No. 1, being a resubdivision of Lot One in Randhurst Center, being a subdivision of part of the Southeast 1/4 of Section 27, Township 42 North, Range 11 East of the 3rd Principal Meridian, according to the plat of said RANDHURST CENTER RESUBDIVISION, No. 1, recorded in the Office of the Recorder of Deeds of Cook County, Illinois on July 29, 1987 as Document No. 3740858 and registered in the Office of the Registrar of Titles of Cook County, Illinois on July 29, 1987 as Document No. DR 3637429, bounded by a line described as follows:

Beginning at a point which is 636.95 feet North, as measured along the West line of said Lot One, and 1162.63 feet East, as measured at right angles to said West line, of the most Westerly Southwest corner of said Lot One, being the intersection of the West line of said Lot One (being also the East line of Elmhurst Road) with the Southwesterly line of said Lot One (being also the Northeasterly line of Rand Road), said point being also South 60 degrees 00 minutes 00 seconds East, 55.0 feet and South 30 degrees 00 minutes 00 seconds West, 7.0 feet of a corner of the existing building, the West line of said Lot One having an assumed bearing of North - South:

thence South 30 degrees 00 minutes 00 seconds West, 249.40 feet;

thence North 60 degrees 00 minutes 00 seconds West, 234.67 feet;

thence North 15 degrees 00 minutes 00 seconds West, 91.92 feet;

thence North 30 degrees 00 minutes 00 seconds East, 144.40 feet;

thence South 60 degrees 00 minutes 00 seconds East, 6.25 feet;

thence North 75 degrees 00 minutes 00 seconds East, 21.21 feet;

thence North 30 degrees 00 minutes 00 seconds East, 25.0 feet to a point South 30 degrees 00 minutes 00 seconds West, 7.0 feet of the wall of the existing building;

thence South 60 degrees 00 minutes 00 seconds East parallel with and 7.0 feet distant from the wall of said existing building, 278.42 feet to the point of beginning, Cook County, Illinois.

Area = 71,886 sq. ft. or 1.6502 acres.

PIN: 03-27-401-077

ADDRESS: 999 ELMHURST RD, SPACE 115-1
MOUNT PROSPECT, IL 60056

Exhibit A
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File Number: 280022
Division: Main Street
Type: Store
Location: Randhurst, IL

EXHIBIT B

1. Lease dated as of March 16, 1987 by and between LaSalle National Bank not individually but solely as trustee under trust agreement dated May 5, 1981 and known as trust No. 103910, its sole beneficiary, Rouse-Randhurst Shopping Center, Inc. and Federated Department Stores, Inc. ("FDS").
2. Letter Agreement dated January 19, 1987 from Rouse-Randhurst Shopping Center, Inc. to FDS.

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uses and purposes therein set forth and expressed and that they delivered the same as such.

IN WITNESS WHEREOF, I have hereunto set my hand and affixed my official seal in the County and State aforesaid on JULY 29, 1988.

Richard E. Winkler

Notary Public in and for said County and State.

My commission expires

~~June 22, 1992~~

RICHARD E. WINKLER
Notary Public, State of Ohio
My Commission Expires April 6, 1992

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A. J. Lee

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IN DUPLICATE

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CLERK'S OFFICE	
CHICAGO, ILL.	

CHICAGO TITLE INS
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