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**TERMINATION OF LEASE (PARCEL A) CHICAGO TIDE INSURANCE COMPANY
AUDITOR LAKE COUNTY**

THIS TERMINATION OF LEASE is made and entered into this ^{15th} day of ~~July~~ ^{August}, 1995 by and between GRACELAND SHOPPERS LIMITED PARTNERSHIP, an Ohio limited partnership ("Landlord") and FIRST CITIZENS BANK, N.A., not personally or individually but solely as Trustee under a Trust Agreement dated June 1, 1990 and known as Trust No. 08-3968 ("Tenant").

RECITALS:

A. Landlord is the landlord by assignment from Tri-State-Columbus Enterprises, Inc. under that certain Indenture of Lease dated October 6, 1967, as amended by that certain Modification of Indenture of Lease dated May 26, 1978, and as amended by that certain Second Amendment to Indenture of Lease dated June 19, 1990 and by that certain Third Amendment to Indenture of Lease dated March 31, 1993 (said Lease, as so amended being herein referred to as the "Lease"), with Tenant as the tenant by assignment with assumption from First Citizens Bank, N.A. (formerly known as First Merchants National Bank of Michigan City), not personally or individually but solely as Trustee under a Trust Agreement dated July 7, 1966 and known as Trust NO. 08-1113, demising the property and improvements therein described, said Lease being evidenced by a Memorandum of Lease recorded October 31, 1967 as Document 727725.

B. Effective as of ^{August 15} July , 1995, Landlord and Tenant entered into a certain Fourth Amendment to Lease (the "Fourth Amendment").

C. The demised premises under the Lease consists of two parcels, legally described on Exhibit "A" attached hereto, as follows:

1. A parcel on which an existing 3-story lodging facility consisting of approximately 84 rooms is located as reflected on Exhibit B hereto ("Parcel A");
2. A parcel on which two 3-story lodging facilities, meeting rooms, gate lodge, restaurant and indoor pool area are presently located (or were, as of July 1, 1995, located) and as reflected on Exhibit B hereto ("Parcel B").

D. The parties desire that the Lease be terminated with respect to Parcel A only, effective as of the date hereof.

NOW, THEREFORE, in consideration of the covenants herein contained and other good and valuable consideration, the receipt and sufficiency of which are hereby acknowledged, the parties hereto agree as follows:

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Chicago Tide Insurance Company



STATE OF INDIANA
LAKE COUNTY
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1. Effective as of the date hereof, the Lease, with respect to Parcel A only, is hereby cancelled and terminated, subject to the provisions of the Fourth Amendment.

2. The Lease shall continue to be in full force and effect with respect to Parcel B, subject to the terms of the Fourth Amendment.

3. Such termination shall not limit, effect or impair any rights or obligations under the Lease which have accrued prior to the date hereof.

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

LANDLORD:
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GRACELAND SHOPPERS LIMITED
PARTNERSHIP

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the Lake County Recorder

Name: _____
Authorized Member of Management
Committee - General Partner

By: _____
Name: John C. GIBSON
General Partner

TENANT:

FIRST CITIZENS BANK, N.A., not
personally, but solely as Trustee as aforesaid

By: _____
Title: LEON A. DARGIS
SENIOR VICE PRESIDENT & TRUST OFFIC

This Document was prepared by and should be returned to
David Glickstein, Esq.
Schwartz, Cooper, Greenberger
& Krauss, Chd.
180 N. LaSalle Street
Chicago, Illinois 60601

EXHIBIT A

PARCEL A: THAT PART OF THE SOUTHEAST QUARTER OF SECTION 17, TOWNSHIP 36 NORTH, RANGE 9 WEST OF THE SECOND PRINCIPAL MERIDIAN IN THE CITY OF HAMMOND, LAKE COUNTY, INDIANA, DESCRIBED AS FOLLOWS: STARTING AT THE EAST LINE OF SAID SECTION 17 ON THE SOUTHERLY RIGHT OF WAY LINE OF THE TRI-STATE HIGHWAY (FORMERLY 177TH STREET), THENCE NORTH 89 DEGREES 40 MINUTES WEST ALONG SAID RIGHT OF WAY LINE 1168.29 FEET, THENCE CONTINUING ON SAID RIGHT OF WAY LINE SOUTH 80 DEGREES 19 MINUTES WEST 303.65 FEET TO THE PLACE OF BEGINNING, THENCE SOUTH 37 DEGREES EAST 407.25 FEET, THENCE SOUTH 53 DEGREES WEST 297.75 FEET, THENCE SOUTH 37 DEGREES EAST 150.39 FEET, THENCE SOUTH 53 DEGREES WEST 183 FEET TO THE WESTERLY FACE OF EXISTING HOWARD JOHNSON RESTAURANT, THENCE NORTH 37 DEGREES WEST ALONG LAST SAID FACE 6.83 FEET; THENCE SOUTH 53 DEGREES WEST 72 FEET, THENCE NORTH 37 DEGREES WEST 51 FEET; THENCE SOUTH 53 DEGREES WEST 36 FEET, MORE OR LESS, TO THE EASTERLY RIGHT OF WAY LINE OF INDIANAPOLIS BOULEVARD, THENCE NORTHWESTERLY ALONG LAST SAID EASTERLY RIGHT OF WAY LINE AND NORTHEASTERLY ALONG THE SOUTHEASTERLY RIGHT-OF-WAY LINE OF THE TRI-STATE HIGHWAY TO THE PLACE OF BEGINNING.

This Document is the property of

PARCEL B: NON-EXCLUSIVE EASEMENT REVERTING OVER, UPON AND ACROSS THE SURFACE OF THE FOLLOWING DESCRIBED PARCEL OF REAL ESTATE (HEREIN CALLED "EASEMENT PARCEL") SITUATED IN LAKE COUNTY, INDIANA, AS CREATED BY TRUSTEE'S DEED DATED SEPTEMBER 30, 1965, AND RECORDED OCTOBER 28, 1965, IN BOOK 1304, PAGE 259, AS DOCUMENT NO. 639855, FROM LAKE COUNTY TRUST COMPANY, AS TRUSTEE UNDER THE PROVISIONS OF A TRUST AGREEMENT DATED AUGUST 1, 1961, AND KNOWN AS TRUST NO. 829, GRANTOR TO HELEN M. MASLANKA, GRANTEE, TO-WIT:

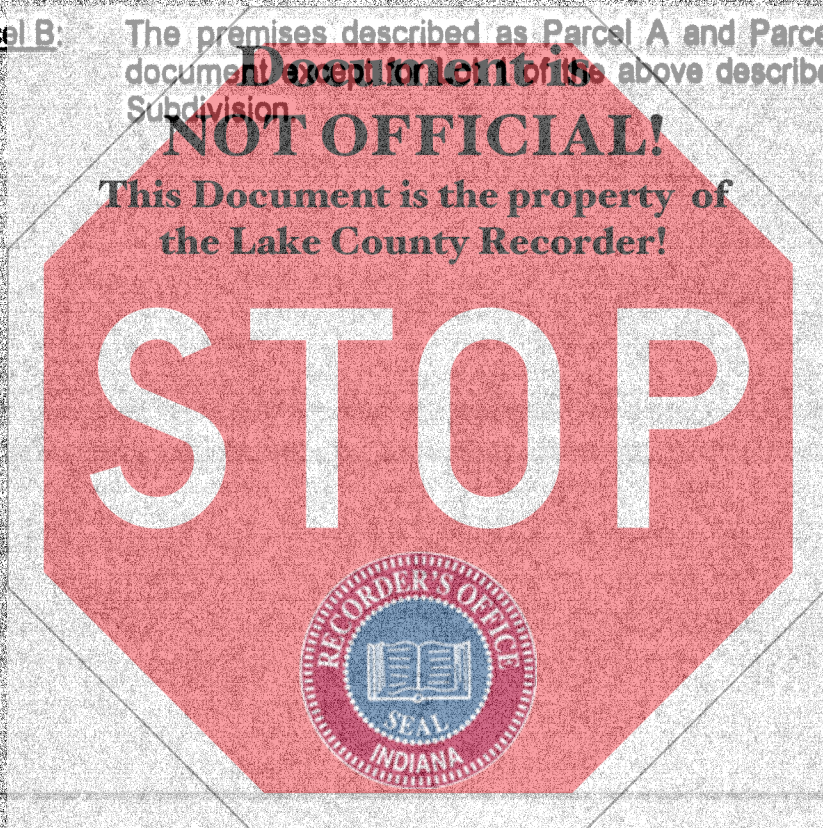
THE SOUTHWESTERLY 35 FEET OF THE SOUTHERLY 210 FEET OF THAT PART OF THE SOUTHEAST QUARTER OF SECTION 17, TOWNSHIP 36 NORTH, RANGE 9 WEST OF THE SECOND PRINCIPAL MERIDIAN IN THE CITY OF HAMMOND, LAKE COUNTY, INDIANA, DESCRIBED AS FOLLOWS: STARTING AT THE EAST LINE OF SAID SECTION 17, AND THE SOUTHERLY RIGHT OF WAY LINE OF THE TRI-STATE HIGHWAY (FORMERLY 177TH STREET), THENCE NORTH 89 DEGREES 40 MINUTES WEST ALONG SAID RIGHT OF WAY LINE 1168.29 FEET, THENCE CONTINUING ON SAID RIGHT OF WAY LINE SOUTH 80 DEGREES 19 MINUTES WEST 303.65 FEET, THENCE CONTINUING ON SAID RIGHT OF WAY LINE SOUTH 41 DEGREES 25 MINUTES WEST 394.73 FEET, THENCE CONTINUING ON SAID RIGHT OF WAY LINE (ALSO EASTERLY RIGHT OF WAY LINE OF INDIANAPOLIS BOULEVARD) SOUTH 19 DEGREES 27 MINUTES WEST 178.04 FEET, THENCE CONTINUING ON SAID RIGHT OF WAY LINE SOUTH 21 DEGREES 28 MINUTES 30 SECONDS EAST 145.88 FEET, THENCE CONTINUING ON SAID RIGHT OF WAY LINE 32 DEGREES 19 MINUTES 30 SECONDS EAST 290 FEET TO THE PLACE OF BEGINNING, THENCE NORTH 53 DEGREES EAST 200 FEET, THENCE NORTH 37 DEGREES WEST 200 FEET, THENCE NORTH 53 DEGREES EAST 100 FEET, THENCE SOUTH 37 DEGREES EAST 610.39 FEET, THENCE SOUTH 53 DEGREES WEST 345.49 FEET TO THE EASTERLY RIGHT OF WAY LINE OF INDIANAPOLIS BOULEVARD, THENCE NORTHERLY ALONG LAST SAID RIGHT OF WAY LINE TO THE PLACE OF BEGINNING,

AS APPURTENANT TO AND FOR THE BENEFIT OF THE OWNERS AND OCCUPANTS FROM TIME TO TIME OF THE TRACTS A ~~AND B~~ DESCRIBED HEREIN AND FOR THE USE OF THE SAME, IN COMMON WITH THE GRANTOR, ITS GRANTEES AND ASSIGNS, AND OTHERS WHOM THE GRANTOR, ITS GRANTEES AND ASSIGNS, MAY ADMIT TO THE USE OF THE SAME, FOR THE PURPOSE OF A ROADWAY FOR PEDESTRIANS AND VEHICLES AND OF AFFORDING ACCESS TO AND FROM INDIANAPOLIS BOULEVARD AND TRACTS A ~~AND B~~ DESCRIBED HEREIN.

EXHIBIT B
Depiction of Parcel A and B

Parcel A: Lot 1 of Hamtoin Subdivision as described and depicted in the Record Plat thereof recorded in Plat Book 179 Page 01 and _____ of the Lake County, Indiana Recorder's Office.
as document # 95046011

Parcel B: The premises described as Parcel A and Parcel B of this document ~~except for lot 1 of the~~ above described Hamtoin Subdivision.



OHIO
STATE OF INDIANA)
FRANKLIN) SS.
COUNTY OF LAKE)

I, Daniel J. Kersch, a Notary Public in and for said County, in the State aforesaid, do hereby certify that Don M. Castro III and John C. Gibson, the general partners of Graceland Shoppers Limited Partnership, who is personally known to me to be the same person whose name is subscribed to the foregoing instrument as such _____, appeared before me this day in person and acknowledged that he signed and delivered the said instrument as his own free and voluntary act and as the free and voluntary act of said limited partnership, for the uses and purposes therein set forth.

GIVEN under my hand and notarial seal, this 3rd day of August, 1995.

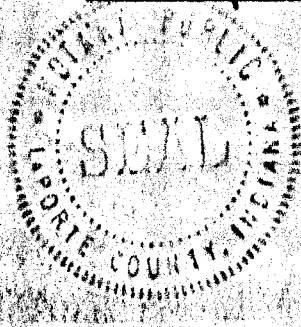


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DANIEL J. KERSCHER Daniel J. Kersch
ATTORNEY-AT-LAW NOTARY PUBLIC
NOTARY PUBLIC, STATE OF OHIO
LIFETIME COMMISSION
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STATE OF INDIANA)
LaPorte) SS.
COUNTY OF LAKE)

I, Barbara J. Ludlow, a Notary Public in and for said County, in the State aforesaid, do hereby certify that Leon A. Dargatzis, the SR.V.P. of First Citizens Bank, N.A. as Trustee, who are personally known to me to be the same person whose name is subscribed to the foregoing instrument as such _____ appeared before me this day in person and acknowledged that (s)he signed and delivered the said instrument as his/her own free and voluntary act and as the free and voluntary act of said Trustee, for the uses and purposes therein set forth.

GIVEN under my hand and notarial seal, this 15 day of Sept, 1995.



Barbara J. Ludlow Notary Public My commission expires:
A resident of LaPorte County, IN January 22, 1997

Barbara J. Ludlow
NOTARY PUBLIC

(SEAL)