

UNOFFICIAL COPY

0011048150

8852/0031 40 001 Page 1 of 6  
2001-11-07 11:55:37  
Cook County Recorder 31.50

UCC  
FOLL  
A. N  
B. SE

Return To:

LEXIS Document Services  
135 S. LaSalle St., Suite 2260  
Chicago, IL 60603  
Phone: (312) 201-1273



0011048150

8852/0031 40 001 Page 1 of 6  
2001-11-07 11:55:37  
Cook County Recorder 31.50



1687372 - 2

DOOR

Debtor: COOLSAVINGS, INC.  
Address: Recorder of Deeds, Cook County, IL

THE ABOVE SPACE IS FOR FILING OFFICE USE ONLY

1. DEBTOR'S EXACT FULL LEGAL NAME - insert only one debtor name (1a or 1b) - do not abbreviate or combine names

1a. ORGANIZATION'S NAME  
COOLSAVINGS, INC.

OR 1b. INDIVIDUAL'S LAST NAME FIRST NAME MIDDLE NAME SUFFIX

1c. MAILING ADDRESS 360 NORTH MICHIGAN AVENUE, 9th FL. CITY CHICAGO STATE IL POSTAL CODE 60601 COUNTRY USA

1d. TAX ID #, SSN OR EIN 36-4462895 ADD'L INFO RE ORGANIZATION DEBTOR 1e. TYPE OF ORGANIZATION CORPORATION 1f. JURISDICTION OF ORGANIZATION DELAWARE 1g. ORGANIZATIONAL ID #, if any NONE

2. ADDITIONAL DEBTOR'S EXACT FULL LEGAL NAME - insert only one debtor name (2a or 2b) - do not abbreviate or combine names

2a. ORGANIZATION'S NAME

OR 2b. INDIVIDUAL'S LAST NAME FIRST NAME MIDDLE NAME SUFFIX

2c. MAILING ADDRESS CITY STATE POSTAL CODE COUNTRY

2d. TAX ID #, SSN OR EIN ADD'L INFO RE ORGANIZATION DEBTOR 2e. TYPE OF ORGANIZATION 2f. JURISDICTION OF ORGANIZATION 2g. ORGANIZATIONAL ID #, if any NONE

3. SECURED PARTY'S NAME (or NAME of TOTAL ASSIGNEE of ASSIGNOR S/P) - insert only one secured party name (3a or 3b)

3a. ORGANIZATION'S NAME  
AMERICAN NATIONAL BANK AND TRUST COMPANY OF CHICAGO

OR 3b. INDIVIDUAL'S LAST NAME FIRST NAME MIDDLE NAME SUFFIX

3c. MAILING ADDRESS 120 SOUTH LASALLE STREET CITY CHICAGO STATE IL POSTAL CODE 60603 COUNTRY USA

4. This FINANCING STATEMENT covers the following collateral:

SEE COLLATERAL DESCRIBED ON EXHIBIT A, ATTACHED HERETO.

5. ALTERNATIVE DESIGNATION (if applicable): LESSEE/LESSOR CONSIGNEE/CONSIGNOR BAILEE/BAILOR SELLER/BUYER AG. LIEN NON-UCC FILING

6. This FINANCING STATEMENT is to be filed for record (or recorded) in the REAL ESTATE RECORDS. Attach Addendum (if applicable) 7. Check to REQUEST SEARCH REPORT(S) on Debtor(s) (ADDITIONAL FEE) (optional) All Debtors Debtor 1 Debtor 2

8. OPTIONAL FILER REFERENCE DATA

\*\* SEE PROPERTY DESCRIPTION AND PROPERTY OWNER, ATTACHED HERETO AS EXHIBIT B.

# UNOFFICIAL COPY

## Instructions for National UCC Financing Statement (Form UCC1)

Please type or laser-print this form. Be sure it is completely legible. Read all instructions, especially Instruction 1; correct Debtor name is crucial. Follow instructions completely.

Fill in form very carefully; mistakes may have important legal consequences. If you have questions, consult your attorney. Filing office cannot give legal advice. Do not insert anything in the open space in the upper portion of this form; it is reserved for filing office use.

When properly completed, send Filing Office Copy, with required fee, to filing office. If you want an acknowledgment, complete item B and, if filing in a filing office that returns an acknowledgment copy furnished by filer, you may also send Acknowledgment Copy; otherwise detach. If you want to make a search request, complete item 7 (after reading Instruction 7 below) and send Search Report Copy, otherwise detach. Always detach Debtor and Secured Party Copies.

If you need to use attachments, use 8-1/2 X 11 inch sheets and put at the top of each sheet the name of the first Debtor, formatted exactly as it appears in item 1 of this form; you are encouraged to use Addendum (Form UCC1Ad).

A. To assist filing offices that might wish to communicate with filer, filer may provide information in item A. This item is optional.

B. Complete item B if you want an acknowledgment sent to you. If filing in a filing office that returns an acknowledgment copy furnished by filer, present simultaneously with this form a carbon or other copy of this form for use as an acknowledgment copy.

- Debtor name:** Enter only one Debtor name in item 1, an organization's name (1a) or an individual's name (1b). Enter Debtor's exact full legal name. Don't abbreviate.
    - Organization Debtor.** "Organization" means an entity having a legal identity separate from its owner. A partnership is an organization; a sole proprietorship is not an organization, even if it does business under a trade name. If Debtor is a partnership, enter exact full legal name of partnership; you need not enter names of partners as additional Debtors. If Debtor is a registered organization (e.g., corporation, limited partnership, limited liability company), it is advisable to examine Debtor's current filed charter documents to determine Debtor's correct name, organization type, and jurisdiction of organization.
    - Individual Debtor.** "Individual" means a natural person; this includes a sole proprietorship, whether or not operating under a trade name. Don't use prefixes (Mr., Mrs., Ms.). Use suffix box only for titles of lineage (Jr., Sr., III) and not for other suffixes or titles (e.g., M.D.). Use married woman's personal name (Mary Smith, not Mrs. John Smith). Enter individual Debtor's family name (surname) in Last Name box, first given name in First Name box, and all additional given names in Middle Name box.  
For both organization and individual Debtors: Don't use Debtor's trade name, DBA, AKA, FKA, Division name, etc. in place of or combined with Debtor's legal name; you may add such other names as additional Debtors if you wish (but this is neither required nor recommended).
  - An address is always required for the Debtor named in 1a or 1b.
  - Debtor's taxpayer identification number (tax ID #) — social security number or employer identification number — may be required in some states.
  - e, f, g. "Additional information re organization Debtor" is always required. Type of organization and jurisdiction of organization as well as Debtor's exact legal name can be determined from Debtor's current filed charter document. Organizational ID #, if any, is assigned by the agency where the charter document was filed; this is different from tax ID #; this should be entered preceded by the 2-character U.S. Postal identification of state of organization if one of the United States (e.g., CA12345, for a California corporation whose organizational ID # is 12345); if agency does not assign organizational ID #, check box in item 1g indicating "none."
- Note:** If Debtor is a trust or a trustee acting with respect to property held in trust, enter Debtor's name in item 1 and attach Addendum (Form UCC1Ad) and check appropriate box in item 17. If Debtor is a decedent's estate, enter name of deceased individual in item 1b and attach Addendum (Form UCC1Ad) and check appropriate box in item 17. If Debtor is a transmitting utility or this Financing Statement is filed in connection with a Manufactured-Home Transaction or a Public-Finance Transaction as defined in applicable Commercial Code, attach Addendum (Form UCC1Ad) and check appropriate box in item 18.
- If an additional Debtor is included, complete item 2, determined and formatted per Instruction 1. To include further additional Debtors, or one or more additional Secured Parties, attach either Addendum (Form UCC1Ad) or other additional page(s), using correct name format. Follow Instruction 1 for determining and formatting additional names.
  - Enter information for Secured Party or Total Assignee, determined and formatted per Instruction 1. If there is more than one Secured Party, see Instruction 2. If there has been a total assignment of the Secured Party's interest prior to filing this form, you may either (1) enter Assignor S/P's name and address in item 3 and file an Amendment (Form UCC3) [see item 5 of that form]; or (2) enter Total Assignee's name and address in item 3 and, if you wish, also attaching Addendum (Form UCC1Ad) giving Assignor S/P's name and address in item 12.
  - Use item 4 to indicate the collateral covered by this Financing Statement. If space in item 4 is insufficient, put the entire collateral description or continuation of the collateral description on either Addendum (Form UCC1Ad) or other attached additional page(s).
  - If filer desires (at filer's option) to use titles of lessee and lessor, or consignee and consignor, or seller and buyer (in the case of accounts or chattel paper), or bailee and bailor instead of Debtor and Secured Party, check the appropriate box in item 5. If this is an agricultural lien (as defined in applicable Commercial Code) filing or is otherwise not a UCC security interest filing (e.g., a tax lien, judgment lien, etc.), check the appropriate box in item 5, complete items 1-7 as applicable and attach any other items required under other law.
  - If this Financing Statement is filed as a fixture filing or if the collateral consists of timber to be cut or as-extracted collateral, complete items 1-5, check the box in item 6, and complete the required information (items 13, 14 and/or 15) on Addendum (Form UCC1Ad).
  - This item is optional. Check appropriate box in item 7 to request Search Report(s) on all or some of the Debtors named in this Financing Statement. The Report will list all Financing Statements or UCCs against the designated Debtor on the date of the Report, including this Financing Statement. There is an additional fee for each Report. If you have checked a box in item 7, file Search Report Copy together with Filing Officer Copy (and Acknowledgment Copy). Note: Not all states do searches and not all states will honor a search request made via this form; some states require a separate request form.
  - This item is optional and is for filer's use only. For filer's convenience of reference, filer may enter in item 8 any identifying information (e.g., Secured Party's loan number, law firm file number, Debtor's name or other identification, state in which form is being filed, etc.) that filer may find useful.

**COOLSAVINGS, INC. ("Debtor") -- EXHIBIT A**

All of Debtor's property, real or personal, tangible or intangible, wherever located, whether now or hereafter existing, owned, licensed, leased (to the extent of Debtor's leasehold interest therein), consigned (to the extent of Debtor's ownership therein), arising and/or acquired, including, without limitation (collectively, the "Collateral"):

- (i) all accounts and accounts receivable including, without limitation, accounts as defined in the Uniform Commercial Code, credit card receivables, notes, drafts acceptances, any and all now existing or hereafter arising rights to payment or amounts due Debtor in the form of obligations or receivables from whatever source for services rendered for products sold or leased, or credit extended, whether or not such rights have been earned by performance (individually, and collectively referred to as "Accounts");
- (ii) all chattel paper including, without limitation, electronic chattel paper and tangible chattel paper, supporting obligations, tax refunds, tax refund claims, contract rights, leases, leasehold interests, rents, revenues, letters of credit, instruments, documents, documents of title, letter of credit rights, promissory notes, notes secured by real estate, and beneficial interests;
- (iii) all general intangibles, including without limitation: choses in action, software, payment intangibles, health care insurance receivables, causes of action, corporate or other business records, contract rights to payment under a contract not yet earned by performance and not yet evidenced by an instrument or chattel paper, warranty claims, rights and claims against carriers and shippers, rights to indemnification and the like, proceeds of insurance covering the lives of key employees on which Debtor is beneficiary, all licenses, permits, agreements of any kind or nature pursuant to which Debtor possesses, uses, or has authority to possess or use, property (whether tangible or intangible) of others or others possess, use, or have authority to possess or use which are property (whether tangible or intangible) of Debtor, and any letter of credit, guaranty, security interest, lien rights or other security held by or granted to Debtor to secure payment by a party who is obligated on or under an Account, and all other intangible personal property of Debtor of every kind and nature (other than Accounts) now owned or hereafter acquired;
- (iv) all general and commercial tort claims;
- (v) all intellectual property of Debtor, including without limitation, all inventions, developmental ideas, designs, concepts, proprietary processes, diagrams, plans, reports, charts, catalogs, manuals, technical data, patents, patent applications, patents pending, service marks, trademarks, trademark applications, trade names, trade styles, trade secrets, goodwill, royalties, registrations, related computer software programs and applications

(including the source and object codes therefore), computer records, rights of access to computer service bureaus, service bureau contracts, computer data, tapes, disks, semi-conductors, chips, and printouts, copyrights, mask work rights and interests, user, technical, reference, and other manuals and materials, product formulas, blueprints, drawings, engineering drawings, copyrights, copyright applications licenses, franchises and customer lists and to the extent not described above, all general intangible property of the Debtor in the nature of intellectual property;

- (vi) all goods whose sale, lease or other disposition by Debtor have given rise to Accounts and have been returned to or repossessed or stopped in transit by Debtor;
- (vii) all investment property of Debtor, including, without limitation, certificated and uncertificated securities, securities accounts, commodities accounts, commodities contracts, security certificate and securities entitlements;
- (viii) all goods, including without limitation all consumer goods, inventory (as further described below), machinery, equipment, and any and all accessions, parts and appurtenances thereto whether presently owned or hereafter acquired by Debtor and further including, without limitation, vehicles, fixtures, trade fixtures, as-extracted collateral, and farm products;
- (ix) all of Debtor's now owned and hereafter acquired, and wheresoever located inventory, including without limitation, any and all raw materials, work in process, finished goods and materials and supplies of any kind, nature or description which are used or consumed in Debtor's business or are or might be used in connection with the manufacture, packing, shipping, advertising, selling or finishing of such goods, merchandise and other personal property and other personal property furnished under any contract of service or intended for sale or lease, and all documents of title or documents representing the same;
- (x) all liens, guaranties and other remedies, rights and privileges pertaining to any of the Collateral;
- (xi) all monies, reserves, deposits, deposit accounts and interest or dividends thereon, cash or cash equivalents;
- (xii) all automobiles, trucks, trailers and other vehicles;
- (xiii) all stocks and interests in incorporated and unincorporated businesses, interests in partnerships and joint ventures;
- (xiv) all property now or at any time or times hereafter in the possession, or under the control of Bank or its bailee;

- (xv) all customer lists, tax refunds and abatements, goodwill, and compensating balances;
- (xvi) all personal property of Debtor;
- (xvii) all accessions to the foregoing, and all substitutions, renewals, improvements and replacements of and additions to the foregoing;
- (xviii) all insurance claims and proceeds, refunds, and premium rebates, including without limitation, proceeds of fire and credit insurance, whether any of such proceeds, refunds, and premium rebates arise out of any of the foregoing (i)-(xvii);
- (xix) all books, records, information, and computer records in any way relating to the Collateral, and all property in which such books, records, and information are stored, recorded, and maintained;
- (xx) all products and proceeds of the foregoing including, without limitation, litigation proceeds and proceeds of insurance policies insuring the Collateral; and
- (xxi) to the extent not otherwise described above, all collateral as defined and/or described in the Loan and Security Agreement executed between Landmark Communications, Inc. and toolsavings.com inc., a Michigan corporation, in June, 2001.

The terms used in this Schedule A to identify the Collateral shall also include and encompass without limitation the same meanings as are assigned to such terms under Article Nine of the Illinois Commercial Code presently in effect and pursuant to Illinois Public Act 91-873, effective July 1, 2001. The Debtor expressly acknowledges that it intends to herein grant to the secured creditor a first lien and security interest in all of its assets and properties and to exclude nothing hereunder, and that the foregoing description of Collateral and the definitions contained herein or incorporated by reference hereunder shall be read and construed in the broadest possible sense. The security interests granted and described herein, shall continue to attach to the Collateral notwithstanding any sale, exchange or disposition of the Collateral or any part thereof by the Debtor.

**EXHIBIT B  
PROPERTY LEGAL  
DESCRIPTION****Legal Description:**

LOTS 1, 2, 5, 6 AND 9 IN BLOCK 4 IN FORT DEARBORN ADDITION TO CHICAGO IN SECTION 10, TOWNSHIP 39 NORTH, RANGE 14 EAST OF THE THIRD PRINCIPAL MERIDIAN, ALSO SUBDIVISION LOTS 1, 2 AND 3 IN THE RESUBDIVISION OF LOTS 3, 4, 7, 8 AND 10 TO 19 INCLUSIVE IN SAID BLOCK 4 (EXCEPTING FROM THE ABOVE DESCRIBED PROPERTY THAT PART THEREOF LYING NORTH AND NORTHEASTERLY OF A LINE DESCRIBED AS FOLLOWS::

BEGINNING AT A POINT IN THE EAST LINE OF LOT 1 IN SAID BLOCK 4, SAID LINE BEING THE WEST LINE OF NORTH MICHIGAN AVENUE, 44.01 FEET NORTH OF THE SOUTH EAST CORNER OF LOT 5; THENCE WESTERLY ON A LINE FORMING AN ANGLE OF 90 DEGREES WITH SAID EAST LINE OF LOT 1 A DISTANCE OF 40.67 FEET; THENCE NORTHWESTERLY ALONG A LINE FORMING WITH THE LAST DESCRIBED LINE AN ANGLE OF 143 DEGREES 3 MINUTES 30 SECONDS TO THE SOUTH EASTERLY LINE OF RIVER STREET; AND FURTHER EXCEPTING FROM SAID PROPERTY A PORTION OF SAID LOT 2 IN BLOCK 4 AND OF SUB LOT 1 OF SAID RESUBDIVISION DESCRIBED AS FOLLOWS::

BEGINNING AT THE POINT OF INTERSECTION OF THE SOUTHEASTERLY LINE OF RIVER STREET WITH THE SOUTHERLY LINE OF THE PLAZA (CREATED BY AN ORDINANCE OF THE CITY COUNCIL OF THE CITY OF CHICAGO PASSED MARCH 23, 1914 FOR THE OPENING AND WIDENING OF MICHIGAN AVENUE) AND RUNNING THENCE SOUTH EASTERLY ALONG SAID SOUTHERLY LINE A DISTANCE OF 49.139 FEET TO ITS INTERSECTION WITH A LINE DRAWN 4.833 FEET NORTH OF AND PARALLEL WITH THE SOUTH LINE OF THE PLAZA ABOVE DESCRIBED; THENCE WEST ALONG SAID PARALLEL LINE A DISTANCE OF 0.901 FEET; THENCE NORTHWESTERLY ALONG A LINE DRAWN 0.542 FEET SOUTHERLY FROM AND PARALLEL WITH THE AFORESAID SOUTHERLY LINE OF PLAZA, A DISTANCE OF 25.076 FEET TO ITS INTERSECTION WITH A LINE DRAWN 23.343 FEET SOUTHEASTERLY FROM AND PARALLEL WITH SAID SOUTH EASTERLY LINE OF RIVER STREET; THENCE SOUTHWESTERLY ALONG SAID PARALLEL LINE A DISTANCE OF 4.833 FEET; THENCE NORTHWESTERLY ALONG A LINE DRAWN 5.375 FEET SOUTHERLY FROM AND PARALLEL WITH THE AFORESAID SOUTHERLY LINE OF PLAZA, A DISTANCE OF 23.343 FEET TO ITS INTERSECTION WITH SAID SOUTH EASTERLY LINE OF RIVER STREET AND THENCE NORTH EASTERLY ALONG SAID SOUTHEASTERLY LINE A DISTANCE OF 5.375 FEET TO THE POINT OF BEGINNING ALSO A PORTION OF LOTS 1 AND 2 IN SAID BLOCK 4 IN FORT DEARBORN ADDITION TO CHICAGO AFORESAID DESCRIBED AS FOLLOWS:: BEGINNING AT A POINT ON THE SOUTH LINE OF THE PLAZA (CREATED BY AN ORDINANCE OF THE CITY COUNCIL OF THE CITY OF CHICAGO PASSED MARCH 23, 1914, FOR THE OPENING AND WIDENING OF NORTH MICHIGAN AVENUE) WHICH POINT IS 22.933 FEET WEST OF SAID WEST LINE OF SAID NORTH MICHIGAN AVENUE AND RUNNING THENCE NORTH ON A LINE PARALLEL WITH SAID WEST LINE A DISTANCE OF 4.833 FEET; THENCE WEST ALONG A LINE PARALLEL WITH THE AFORESAID SOUTH LINE OF SOUTHERLY LINE OF PLAZA; THENCE SOUTHEASTERLY ALONG SAID SOUTHERLY LINE A DISTANCE OF 8.041 FEET TO ITS INTERSECTION WITH SAID SOUTHERLY LINE OF PLAZA; AND THENCE EAST ON SAID SOUTH LINE A DISTANCE OF 17.737 FEET TO THE PLACE OF BEGINNING; ALSO THE NORTHEASTERLY 1/2 OF LOT 4

CONTINUED ON NEXT PAGE

TRLEGAL EU

**PROPERTY OWNERS:**

**INVESTMENT PROPERTIES ASSOCIATES,  
A NEW YORK LIMITED PARTNERSHIP  
AND  
AMERICAN NATIONAL BANK AND TRUST  
COMPANY, TRUST #125230-07**

UNOFFICIAL COPY

Property of Cook County Clerk's Office