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Cook County Recorder

27.50

UCC FINANCING STATEMENT

FOLLOW INSTRUCTIONS (front and back) CAREFULLY

A. NAME & PHONE OF CONTACT AT FILER [optional]
CT CORPORATION SYSTEM (312) 263-1414

B. SEND ACKNOWLEDGMENT TO: (Name and Address)

**KUBASIAK, FYLSTRA, REIZEN & ROTUNNO
 ATTN: KATHLEEN GERHART
 20 S. CLARK STREET
 29TH FLOOR
 CHICAGO, ILLINOIS 60603**



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
GREAT LAKES REIT, L.P.

OR

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

1c. MAILING ADDRESS CITY STATE POSTAL CODE COUNTRY
823 COMMERCE DRIVE, SUITE 300 OAK BROOK IL 60523 USA

1d. TAX ID #: SSN OR EIN ADD'L INFO RE ORGANIZATION DEBTOR 1e. TYPE OF ORGANIZATION 1f. JURISDICTION OF ORGANIZATION 1g. ORGANIZATIONAL ID #, if any
36-4112344 LIMITED PARTN DELAWARE 0001587760 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
ALLSTATE LIFE INSURANCE COMPANY

OR

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

3c. MAILING ADDRESS CITY STATE POSTAL CODE COUNTRY
3075 SANDERS ROAD, SUITE G5A NORTHBROOK IL 60062-7127 USA

4. This FINANCING STATEMENT covers the following collateral:

SEE ATTACHED EXHIBIT

CC 201574 3083

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) (OPTIONAL FEE) (optional) All Debtors Debtor 1 Debtor 2

8. OPTIONAL FILER REFERENCE DATA
ALLSTATE 145-37

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EXHIBIT "A"

DESCRIPTION OF COLLATERAL

DEBTOR: GREAT LAKES REIT, L.P.

SECURED PARTY: ALLSTATE LIFE INSURANCE COMPANY

All of the following property now or at any time hereafter owned by Debtor or in which the Debtor may now or at any time hereafter have any interest or rights, together with all of Debtor's right, title and interest therein:

1. All equipment, fixtures, inventory, goods, instruments, appliances, furnishings, machinery, tools, raw materials, component parts, work in progress and materials, and all other tangible personal property of whatsoever kind, used or consumed in the improvement, use or enjoyment of the real property described on the attached Exhibit ("Property") now or any time hereafter owned or acquired by Debtor, wherever located and all products thereof, whether in possession of Debtor or whether located on the Property or elsewhere;

2. To the extent such general intangibles are assignable, all general intangibles relating to design, development, operation, management and use of the Property, including, but not limited to, (a) all names under which or by which the Property may at any time be owned and operated or any variant thereof and all goodwill in any way relating to the Property and all service marks and logotypes used in connection therewith, (b) all permits, licenses, authorizations, variances, land use entitlements, approvals, consents, clearances, and rights obtained from governmental agencies issued or obtained in connection with the Property, (c) all permits, licenses, approvals, consents, authorizations, franchises and agreements issued or obtained in connection with the construction, use, occupation or operation of the Property, (d) all materials prepared for filing or filed with any governmental agency, and (e) the books and records of Debtor relating to construction or operation of the Property;

3. All shares of stock or partnership interest or other evidence of ownership of any part of the Property that is owned by Debtor in common with others, including all water stock relating to the Property, if any, and all documents or rights of membership in any owners' or members' association or similar group having responsibility for managing or operating any part of the Property provided, however, that the foregoing shall not include any ownership interests in Debtor;

4. All accounts, deposit accounts, tax and insurance escrows held pursuant to the Mortgage in favor of Secured Party encumbering the Property, accounts receivable, instruments, documents, documents of title, general intangibles, rights to payment of every kind, all of Debtor's rights, direct or indirect, under or pursuant to any and all construction, development,

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financing, guaranty, indemnity, maintenance, management, service, supply and warranty agreements, commitments, contracts, subcontracts, insurance policies, licenses and bonds now or anytime hereafter arising from construction on the Property or the use or enjoyment of the Property to the extent such are assignable;

5. All condemnation and insurance proceeds related to the Property;

6. All leasehold estates, and in any and all leases, subleases, arrangements, concessions, or agreements, written or oral, relating to the use and occupancy of the Property or any portion thereof, now or hereafter existing or entered into and all rights and benefits now or hereafter accruing to Debtor under any and all guarantees of the obligations of any tenant thereunder, as any of the foregoing may be amended, extended, renewed or modified from time to time;

7. All rents, issues, profits, royalties, avails, income and other benefits derived from the Property;

8. Together with all additions to, substitutions for and the products of all of the above, and all proceeds, whether cash proceeds or non-cash proceeds, received when any such property (or the proceeds thereof) is sold, exchanged, leased, licensed, or otherwise disposed of, whether voluntarily or involuntarily. Such proceeds shall include any of the foregoing specifically described property of Debtor acquired with cash proceeds. Together with, and without limiting the above items, all Goods, Accounts, Documents, Instruments, Money, Chattel Paper and General Intangibles arising from or used in connection with the Property, as those terms are defined in the Uniform Commercial Code from time to time in effect in the State of Illinois.

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LEGAL DESCRIPTION

PARCEL 1:

LOTS 4 AND 5 IN WALDEN INTERNATIONAL, BEING A SUBDIVISION OF PART OF FRACTIONAL SECTION 1 AND PART OF THE NORTH ½ OF SECTION 12, BOTH IN TOWNSHIP 31 NORTH, RANGE 10 EAST OF THE THIRD PRINCIPAL MERIDIAN IN COOK COUNTY, ILLINOIS.

PARCEL 2:

AN EASEMENT APPURTENANT FOR THE BENEFIT OF PARCEL 1 AS CREATED BY DECLARATION OF PROTECTIVE COVENANTS RECORDED MARCH 28, 1980 AS DOCUMENT 25406331, AS MODIFIED BY AMENDMENT TO DECLARATION OF PROTECTIVE COVENANTS RECORDED JULY 3, 2001 AS DOCUMENT 0010588003, FOR INGRESS, EGRESS, DRAINAGE AND ACCESS TO UTILITIES AS SPECIFIED THEREIN, ALL AS CONTAINED WITHIN WALDEN INTERNATIONAL SUBDIVISION.

PARCEL 3:

AN EASEMENT APPURTENANT FOR THE BENEFIT OF PARCEL 1 AS CREATED BY AGREEMENT RECORDED JUNE 13, 1983 AS DOCUMENT 26640290 FOR UNDERGROUND GENERAL UTILITY PURPOSES AND INGRESS AND EGRESS, AS SPECIFIED THEREIN, ALL AS CONTAINED WITHIN WALDEN INTERNATIONAL SUBDIVISION.

Commonly known as: 1920 North Thoreau Drive
1930 North Thoreau Drive
Schaumburg, Illinois

Permanent Index Number(s): 07-12-101-017-0000
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