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Cook County Recorder 27.50

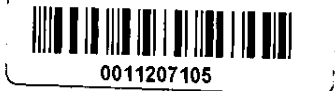
UCC FINANCING STATEMENT AMENDMENT

FOLLOW INSTRUCTIONS (front and back) CAREFULLY

A. NAME & PHONE OF CONTACT AT FILER (optional)

B. SEND ACKNOWLEDGMENT TO: (Name and Address)

Lexis Nexis Document Solutions
 135 South LaSalle Street
 Suite 2260 1712991-2
 Chicago, IL 60603



THE ABOVE SPACE IS FOR FILING OFFICE USE ONLY

1a. INITIAL FINANCING STATEMENT FILE #
 0010509464 6/12/2001 COOK COUNTY RECORDER

1b. This FINANCING STATEMENT AMENDMENT is to be filed (for record) (or recorded) in the REAL ESTATE RECORDS.

2. TERMINATION: Effectiveness of the Financing Statement identified above is terminated with respect to security interest(s) of the Secured Party authorizing this Termination Statement.

3. CONTINUATION: Effectiveness of the Financing Statement identified above with respect to security interest(s) of the Secured Party authorizing this Continuation Statement is continued for the additional period provided by applicable law.

4. ASSIGNMENT (full or partial): Give name of assignee in item 7a or 7b and address of assignee in item 7c; and also give name of assignor in item 9.

5. AMENDMENT (PARTY INFORMATION): This Amendment affects Debtor or Secured Party of record. Check only one of these two boxes.

Also check one of the following three boxes and provide appropriate information in items 6 and/or 7.

CHANGE name and/or address: Give current record name in item 6a or 6b and give new name (if name change) in item 7a or 7b and/or new address (if address change) in item 7c. DELETE name: Give record name to be deleted in item 6a or 6b. ADD name: Complete item 7a or 7b, and also item 7c; also complete items 7d-7g (if applicable).

6. CURRENT RECORD INFORMATION:

6a. ORGANIZATION'S NAME
 FRANX SUPER LOW, INC.

OR

6b. INDIVIDUAL'S LAST NAME	FIRST NAME	MIDDLE NAME	SUFFIX

7. CHANGED (NEW) OR ADDED INFORMATION:

7a. ORGANIZATION'S NAME

OR

7b. INDIVIDUAL'S LAST NAME	FIRST NAME	MIDDLE NAME	SUFFIX

7c. MAILING ADDRESS

7411 W. GRAND AVE.	CITY ELMWOOD PARK	STATE IL	POSTAL CODE 60635	COUNTRY USA
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7d. TAX ID # SSN OR EIN	ADD'L INFO RE ORGANIZATION DEBTOR	7e. TYPE OF ORGANIZATION CORPORATION	7f. JURISDICTION OF ORGANIZATION ILLINOIS	7g. ORGANIZATIONAL ID #, if any IL-59851047	<input type="checkbox"/> NONE
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8. AMENDMENT (COLLATERAL CHANGE): check only one box.

Describe collateral deleted or added, or give entire restated collateral description, or describe collateral assigned.

9. NAME OF SECURED PARTY OF RECORD AUTHORIZING THIS AMENDMENT (name of assignor, if this is an Assignment). If this is an Amendment authorized by a Debtor which adds collateral or adds the authorizing Debtor, or if this is a Termination authorized by a Debtor, check here and enter name of DEBTOR authorizing this Amendment.

9a. ORGANIZATION'S NAME
 CERTIFIED GROCERS MIDWEST, INC.

OR

9b. INDIVIDUAL'S LAST NAME	FIRST NAME	MIDDLE NAME	SUFFIX

10. OPTIONAL FILER REFERENCE DATA

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Loan #990

Store #181

CERTIFIED GROCERS Midwest, Inc.

ATTACHMENT TO UCC FINANCING STATEMENT

PARTIES

DEBTOR:

Franx Super Low, Inc.
7411 W. Grand Ave.
Elmwood Park, IL 60635

FRANX SUPER LOW, INC. an Illinois corporation

By: Frank Gambino
FRANK GAMBINO, President

SECURED PARTY:

Certified Grocers Midwest, Inc.
One Certified Drive
Hodgkins, Illinois 60525
Attn: President

DESCRIPTION OF COLLATERAL

All of Debtor's property and interests in property listed below, whether now owned by the Debtor, existing, hereafter acquired or arising, or in which Debtor now or hereafter has any rights and wherever located (and a right of first refusal with respect thereto):

1. Required Cash Deposits, Voluntary Cash Deposits, Special Deposits (as each is defined in the By-Laws of Secured Party), and other funds, accounts and property presently or hereafter held by or deposited with Secured Party by Debtor including, without limitation, Debtor's accrual account with Secured Party;
2. All Patronage Rebates and Subordinated Notes (as each is defined in the By-Laws of Secured Party) earned or hereafter earned by reason of patronage of Secured Party by Debtor;
3. The stock of Secured Party owned by Debtor (the "Pledged Stock"), now or hereafter issued to Debtor, and the certificates representing the same, and all cash, securities, options, warrants, dividends, rights and other property at any time and from time to time received, receivable or otherwise distributed in respect of or in exchange for or appurtenant to any or all of the Pledged Stock, whether in connection with an increase or reduction in capital, reclassification, merger, consolidation, sale of assets, stock split, spin-off, split-off or otherwise, including any and all shares, notes or other securities or instruments issued in exchange for the Pledged Stock;
4. Accounts receivable, chattel paper, contract rights and general intangibles of Debtor (including, without limitation, all liquor and other licenses), whether presently existing or hereafter arising;
5. All inventory of foods, beverages and other merchandise held for sale by Debtor at Debtor's places of business (collectively, "Debtor's Location"), whether now owned or hereafter acquired;

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- 6. All real estate, leasehold improvements and all equipment and other personal property of Debtor used or useful in the operation of Debtor's business conducted at Debtor's Location, whether now owned or hereafter acquired;
- 7. All of Debtor's right, title and interest in and to any leasehold of the premises located at Debtor's Location;
- 8. All right, title and interest of Debtor as lessee under all equipment and fixture leases, including, without limitation, the right to use and purchase the equipment and fixtures leased thereby and to extend the term of such leases, for equipment or fixtures located at Debtor's Location;
- 9. All books and records (including, without limitation, Debtor's customer lists, credit files, computer programs and other computer materials and records) pertaining to any of the foregoing; and
- 10. All accessions to, substitutions for and all replacements, products and proceeds of the items listed above, including, without limitation, proceeds of condemnation and insurance policies insuring any of the items listed above.

LOCATION OF COLLATERAL
[IF FIXTURE FILING]

DESCRIPTION OF REAL PROPERTY:

Common Name Description: 7411 W. Grand Ave., Elmwood Park, Illinois 60635

Legal Description:

PARCEL 1:

LOT 18 (EXCEPT THE EASTERLY 15 FEET THEREOF) IN BLOCK 2 IN W. F. KAISER AND COMPANY'S GRAND AVENUE SUBDIVISION BEING A SUBDIVISION OF THAT PART OF THE EAST 1/2 OF THE SOUTHEAST 1/4 OF SECTION 25 AND THAT PART OF THE NORTHEAST 1/4 OF THE NORTHEAST 1/4 OF SECTION 36 LYING NORTHEASTERLY OF THE 100 FOOT RIGHT OF WAY OF THE CHICAGO MILWAUKEE AND ST PAUL RW COMPANY AND SOUTHWESTERLY OF THE CENTER OF GRAND AVENUE ALL IN TOWNSHIP 40-12 EAST OF THE THIRD PRINCIPAL MERIDIAN, IN COOK COUNTY, ILLINOIS

PARCEL 2:

A 33 FOOT PUBLIC STREET LYING SOUTH OF THE SOUTHERLY LINE OF GRAND AVENUE NORTH OF THE NORTHERLY LINE OF THE CHICAGO MILWAUKEE AND ST PAUL RAILROAD AND WEST OF THE WEST LINE AND SAID WEST LINE EXTENDED SOUTH OF LOT 18 IN BLOCK 2 IN W. F. KAISER AND COMPANY GRAND AVENUE SUBDIVISION BEING A SUBDIVISION OF THAT PART OF THE EAST 1/2 OF THE SOUTHEAST 1/4 OF SECTION 25 AND THAT PART OF THE NORTHEAST 1/4 OF THE NORTHEAST 1/4 OF SECTION 36 LYING NORTHEASTERLY OF THE 100 FOOT RIGHT OF WAY OF THE CHICAGO MILWAUKEE AND ST PAUL RAILROAD COMPANY AND SOUTHWESTERLY OF THE CENTER OF GRAND AVENUE ALL IN TOWNSHIP 40-12 EAST OF THE THIRD PRINCIPAL MERIDIAN, IN COOK COUNTY, ILLINOIS

PARCEL 3:

LOT 1 AND THE EASTERLY 10 1/2 FEET OF LOT 2 IN BLOCK 14 IN ELLSWORTH BEING A SUBDIVISION OF BLOCKS 1 TO 10 INCLUSIVE, 13, 14 AND THE WEST 225 FEET OF BLOCK 12, THE NORTH 350 FEET OF BLOCK 11, THE EAST 1/2 OF BLOCK 18 AND THE NORTH 350 FEET OF THE WEST 1/2 OF BLOCK 18 IN CHICAGO HEIGHTS IN THE WEST 1/2 OF THE SOUTHEAST 1/4 OF SECTION 25, TOWNSHIP 40 NORTH, RANGE 12 EAST OF THE THIRD PRINCIPAL MERIDIAN, IN COOK COUNTY, ILLINOIS

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PARCEL 4:

THAT PART OF THE WEST 1/2 OF THE SOUTHEAST 1/4 OF SECTION 25, TOWNSHIP 40 NORTH, RANGE 12 EAST OF THE THIRD PRINCIPAL MERIDIAN, BOUNDED AND DESCRIBED AS FOLLOWS:

COMMENCING AT THE NORTHEAST CORNER OF LOT 1 IN BLOCK 14 IN ELLSWORTH, A SUBDIVISION OF BLOCKS 1 TO 10, 13, 14 THE NORTH 225 FEET OF BLOCK 12 THE NORTH 350 FEET OF BLOCK 11 THE EAST 1/2 OF BLOCK 18 AND THE NORTH 350 FEET OF THE WEST 1/2 OF BLOCK 18 OF CHICAGO HEIGHTS, A SUBDIVISION OF PART OF THE WEST 1/2 OF THE SOUTHEAST 1/4 OF SAID SECTION 25: THENCE SOUTH ALONG THE EAST LINE OF SAID LOT 1 TO THE NORTHERLY LINE OF THE RIGHT OF WAY OF THE CHICAGO MILWAUKEE AND ST. PAUL RAILROAD: THENCE EASTERLY ALONG THE NORTHERLY LINE OF SAID RIGHT OF WAY TO THE EAST LINE OF THE WEST 1/2 OF THE SOUTHEAST 1/4 OF SAID SECTION 25: THENCE NORTH ALONG SAID EAST LINE TO WEST 1/2 OF THE SOUTHEAST 1/4 OF SECTION TO THE SOUTHERLY LINE OF GRAND AVENUE: THENCE WESTERLY ALONG SAID SOUTHERLY LINE OF GRAND AVENUE TO THE POINT OF BEGINNING COOK COUNTY, ILLINOIS

- Property Identification No.
- 12-25-430-001
 - 12-25-429-015
 - 12-25-429-016
 - 12-25-429-017
 - 12-25-429-018

THE NAMES OF THE RECORD OWNER(S) ARE FRANX SUPER LOW, INC.

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