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Cook County Recorder 29.00



0020200570

UCC FINANCING STATEMENT

FOLLOW INSTRUCTIONS (front and back) CAREFULLY

A. NAME & PHONE OF CONTACT AT FII FR International
DIANNE M. YUEN, ESQ. (312) 915-3112

B. SEND ACKNOWLEDGMENT TO: (Name and Address)

**PIRCHER, NICHOLS & MEEKS
 900 N. MICHIGAN AVENUE, #1050
 CHICAGO, ILLINOIS 60611**

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
CRESTWOOD COMMONS L.L.C.

OR

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

1c. MAILING ADDRESS
533 ASHLAND AVENUE CHICAGO HEIGHTS IL 60411 USA

1d. TAX ID #: SSN OR EIN ADD'L INFO RE ORGANIZATION DEBTOR
36-4078925

1e. TYPE OF ORGANIZATION
LLC

1f. JURISDICTION OF ORGANIZATION
ILLINOIS

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
MORGAN STANLEY BANK [C/O WELLS FARGO BANK, N.A.]

OR

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

3c. MAILING ADDRESS
1320 WILLOW PASS ROAD, #205 CONCORD CA 94520 USA

4. This FINANCING STATEMENT covers the following collateral:
THIS FINANCING STATEMENT COVERS THE FOLLOWING TYPES OR ITEMS OF PROPERTY: ALL OF DEBTOR'S RIGHT, TITLE AND INTEREST IN AND TO ALL BUILDINGS, STRUCTURES, FIXTURES, ADDITIONS, ENLARGEMENTS, EXTENSIONS, MODIFICATIONS, REPAIRS, REPLACEMENTS, IMPROVEMENTS AND ALL OTHER PROPERTY AS MORE PARTICULARLY DESCRIBED IN THE RIDER TO UCC FILING ATTACHED HERETO, NOW OR HEREAFTER ERECTED OR LOCATED ON THE REAL PROPERTY COMMONLY KNOWN AS ROSE PLAZA SHOPPING CENTER AND HAVING THE ADDRESS OF 13211-13229 SOUTH CICERO AVENUE (THE "LAND") SITUATED IN THE CITY OF CRESTWOOD, COUNTY OF COOK, STATE OF ILLINOIS, AS SUCH LAND IS MORE PARTICULARLY DESCRIBED IN EXHIBIT A ATTACHED HERETO.

5. ALTERNATIVE DESIGNATION (if applicable): LESSEE/LESSOR CONSIGNEE/CONSIGNOR BAILEE/BAIOLR 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 7. Check to REQUEST SEARCH REPORT(S) on Debtor(s) (optional) All Debtors Debtor 1 Debtor 2 (ADDITIONAL FEE)

8. OPTIONAL FILER REFERENCE DATA

FILED WITH COOK COUNTY RECORDER, IL. MSB LOAN NO. 01-09997, PNM NO. 4260-59

BOX 333-CTT

79 58 759, 609 D2 3082

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RIDER TO UCC FILING

Debtor: CRESTWOOD COMMONS L.L.C., an Illinois limited liability company, having an office at 533 Ashland Avenue, Chicago Heights, Illinois 60411.

Secured Party: MORGAN STANLEY BANK, a Utah industrial loan company, having an office at c/o Wells Fargo Bank, N.A., Commercial Mortgage Servicing, 1320 Willow Pass Road, Suite 205, Concord, California 94520

All right, title and interest of Debtor in and to the following (collectively, the "Property"):

1. The real property described in Exhibit A attached hereto and made a part hereof (the "Land");
2. All additional lands, estates and development rights hereafter acquired by Debtor for use in connection with the Land and the development of the Land and all additional lands and estates therein which may, from time to time, by supplemental mortgage or otherwise be expressly made subject to the lien of the Security Instrument (as defined below);
3. The buildings, structures, fixtures, additions, enlargements, extensions, modifications, repairs, replacements and improvements now or hereafter erected or located on the Land (the "Improvements");
4. All easements, rights-of-way or use, rights, strips and gores of land, streets, ways, alleys, passages, sewer rights, water, water courses, water rights and powers, air rights and development rights, and all estates, rights, titles, interests, privileges, liberties, servitudes, tenements, hereditaments and appurtenances of any nature whatsoever, in any way now or hereafter belonging, relating or pertaining to the Land and the Improvements and the reversion and reversions, remainder and remainders, and all land lying in the bed of any street, road or avenue, opened or proposed, in front of or adjoining the Land, to the center line thereof and all the estates, rights, titles, interests, dower and rights of dower, curtesy and rights of curtesy, property, possession, claim and demand whatsoever, both at law and in equity, of Debtor or of, in and to the Land and the Improvements and every part and parcel thereof, with the appurtenances thereto;
5. All machinery, equipment, fixtures (including, but not limited to, all heating, air conditioning, plumbing, lighting, communications and elevator fixtures) and other property of every kind and nature whatsoever owned by Debtor, or in which Debtor has or shall have an interest, now or hereafter located upon the Land and the Improvements, or appurtenant thereto, and usable in connection with the present or future operation and occupancy of the Land and the Improvements and all building equipment, materials and supplies of any nature whatsoever owned by Debtor, or in which Debtor has or shall have an interest, now or hereafter located upon the Land and the Improvements, or appurtenant thereto, or usable in connection with the present or future operation and occupancy of the Land and the Improvements (collectively, the "Personal Property"), and the right, title and interest of Debtor in and to any of the Personal Property which may be subject to any security interests, as defined in the Uniform Commercial Code, as adopted

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and enacted by the state or states where any of the Property is located, superior in lien to the lien of the Security Instrument and all proceeds and products of the above;

6. All leases, subleases and other agreements affecting the use, enjoyment or occupancy of the Land and/or the Improvements heretofore or hereafter entered into and all extensions, amendments and modifications thereto, whether before or after the filing by or against Debtor of any petition for relief under 11 U.S.C. §§ 101 et seq., as the same may be amended from time to time (the "Bankruptcy Code") (the "Leases") and all right, title and interest of Debtor, its successors and assigns therein and thereunder, including, without limitation, cash or securities deposited thereunder to secure the performance by the lessees of their obligations thereunder and all rents, additional rents, revenues, issues and profits (including all oil and gas or other mineral royalties and bonuses) from the Land and the Improvements whether paid or accruing before or after the filing by or against Debtor of any petition for relief under the Bankruptcy Code (the "Rents") and all proceeds from the sale or other disposition of the Leases and the right to receive and apply the Rents to the payment of the indebtedness secured by the Security Instrument;
7. All proceeds of and any unearned premiums on any insurance policies covering the Property, including, without limitation, the right to receive and apply the proceeds of any insurance, judgments, or settlements made in lieu thereof, for damage to the Property;
8. All awards or payments, including interest thereon, which may heretofore and hereafter be made with respect to the Property, whether from the exercise of the right of eminent domain (including but not limited to any transfer made in lieu of or in anticipation of the exercise of the right), or for a change of grade, or for any other injury to or decrease in the value of the Property;
9. All refunds, rebates or credits in connection with a reduction in real estate taxes and assessments charged against the Property as a result of tax certiorari or any applications or proceedings for reduction;
10. All proceeds of the conversion, voluntary or involuntary, of any of the foregoing including, without limitation, proceeds of insurance and condemnation awards, into cash or liquidation claims;
11. The right, in the name and on behalf of Debtor, to appear in and defend any action or proceeding brought with respect to the Property and to commence any action or proceeding to protect the interest of Secured Party in the Property;
12. All agreements, contracts, certificates, instruments, franchises, permits, licenses, plans, specifications and other documents, now or hereafter entered into, and all rights therein and thereto, respecting or pertaining to the use, occupation, construction, management or operation of the Land and any part thereof and any Improvements or respecting any business or activity conducted on the Land and any part thereof and all right, title and interest of Debtor therein and thereunder, including, without limitation, the right, upon the occurrence and during the continuance of an Event of Default (as defined in the Security Instrument), or any other document executed in connection therewith, to receive and collect any sums payable to Debtor

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thereunder; and

13. All tradenames, trademarks, servicemarks, logos, copyrights, goodwill, books and records and all other general intangibles relating to or used in connection with the operation of the Property.

This UCC-1 Financing Statement is filed in connection with a certain Mortgage and Security Agreement dated January 17, 2002 (the "Security Instrument") in the principal sum of \$1,900,000.00 given by Debtor to Secured Party covering the estate of Debtor in the Property and intended to be duly recorded in Cook County, State of Illinois.

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EXHIBIT A

Legal Description

20200570

LOTS 17, 18 AND 19, AND LOT 20 (EXCEPT THE SOUTH 20 FEET THEREOF); ALSO THE NORTHWESTERLY 20 FEET OF LOT 11, (EXCEPT THE NORTHEASTERLY 150 FEET THEREOF), LOT 12 (EXCEPT THE NORTHEASTERLY 150 FEET THEREOF) AND LOT 13 (EXCEPT THE FOLLOWING DESCRIBED PARCEL: COMMENCING AT THE WESTERLY CORNER OF LOT 13; THENCE SOUTHEASTERLY ALONG THE WESTERLY LINE OF SAID LOT 13, 49.44 FEET; THENCE EAST 53.92 FEET TO A POINT IN THE EASTERLY LINE OF LOT 13, SAID POINT BEING 150.0 FEET SOUTHWESTERLY OF THE NORTHEASTERLY CORNER OF SAID LOT 13; THENCE 150.0 FEET TO THE NORTHEASTERLY CORNER OF LOT 13; THENCE NORTHWESTERLY 85.0 FEET TO THE NORTHWESTERLY CORNER OF LOT 13; THENCE SOUTHWESTERLY 153.97 FEET TO THE POINT OF BEGINNING), ALL IN MATHIEU'S SUBDIVISION OF PART OF THE NORTHWEST ¼ OF THE SOUTHWEST ¼ OF SECTION 34, TOWNSHIP 37 NORTH, RANGE 13 EAST OF THE THIRD PRINCIPAL MERIDIAN (EXCEPT THAT PART TAKEN IN CONDEMNATION PROCEEDINGS HAD IN CASE NO. 74L3151), ALL IN COOK COUNTY, ILLINOIS.

Property Name: Rose Plaza Shopping Center

Property Address: 13211-13229 S. Cicero Avenue
Crestwood, Cook County, Illinois 60445

P.I.N.: 24-34-304-017-0000
24-34-304-018-0000
24-34-304-019-0000
24-34-304-024-0000
24-34-304-030-0000

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