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2002-05-22 11:43:57
Cook County Recorder 31.00

UCC FINANCING STATEMENT

FOLLOW INSTRUCTIONS (front and back) CAREFULLY



A. NAME & PHONE OF CONTACT AT FILER [optional]

B. SEND ACKNOWLEDGMENT TO: (Name and Address)

MICHAEL A. NEMEROFF, ESQ. (JNU)
VEDDER PRICE KAUFMAN & KAMMHOLZ
222 N. LASALLE STREET, SUITE 2600
CHICAGO, IL 60601

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
SOUTHWEST BEER DISTRIBUTORS, INC.

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

1c. MAILING ADDRESS CITY STATE POSTAL CODE COUNTRY
4427 MIDLOTHIAN TURNPIKE CRESTWOOD IL 60445 USA

1d. TAX ID # SSN OR EIN ADD'NL INFO RE ORGANIZATION DEBTOR 1e. TYPE OF ORGANIZATION CORP 1f. JURISDICTION OF ORGANIZATION IL 1g. ORGANIZATIONAL ID #, if any 36514957 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'NL 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
LASALLE BANK NATIONAL ASSOCIATION, A NATIONAL BANKING ASSOCIATION

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

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

4. This FINANCING STATEMENT covers the following collateral:
WITH REGARD TO THE REAL ESTATE LEGALLY DESCRIBED ON EXHIBIT B, THE COLLATERAL DESCRIBED ON EXHIBIT A.

A PORTION OF THE PROPERTY DESCRIBED ON EXHIBIT A IS OR WILL BECOME FIXTURES ON THE REAL ESTATE. A COPY OF THIS FINANCING STATEMENT SHALL BE FILED IN THE REAL ESTATE RECORDS. THE RECORD OWNER OF THE REAL ESTATE IS DEBTOR.

BOX 333-CTB

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 records) in the REAL ESTATE RECORDS. Attach Addendum if applicable. Check to REQUEST SEARCH REPORT(S) on Debtor(s) (OPTIONAL FEE) All Debtors Debtor 1 Debtor 2

8. OPTIONAL FILER REFERENCE DATA
IL-COOK COUNTY

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777-666-XXXX

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UCC FINANCING STATEMENT ADDENDUM

FOLLOW INSTRUCTIONS (front and back) CAREFULLY

9. NAME OF FIRST DEBTOR (1a or 1b) ON RELATED FINANCING STATEMENT

9a. ORGANIZATION'S NAME SOUTHWEST BEER DISTRIBUTORS, INC.		
OR		
9b. INDIVIDUAL'S LAST NAME	FIRST NAME	MIDDLE NAME, SUFFIX

10. MISCELLANEOUS: IL-COOK COUNTY

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11. ADDITIONAL DEBTOR'S EXACT FULL LEGAL NAME - insert only one name (11a or 11b) - do not abbreviate or combine names

11a. ORGANIZATION'S NAME				
OR				
11b. INDIVIDUAL'S LAST NAME	FIRST NAME	MIDDLE NAME	SUFFIX	
11c. MAILING ADDRESS	CITY	STATE	POSTAL CODE	COUNTRY
11d. TAX ID # SSN OR EIN	ADD'NL INFO RE ORGANIZATION DEBTOR	11e. TYPE OF ORGANIZATION	11f. JURISDICTION OF ORGANIZATION	11g. ORGANIZATIONAL ID #, if any <input type="checkbox"/> NONE

12. ADDITIONAL SECURED PARTY'S or ASSIGNOR S/P'S NAME - insert only one name (12a or 12b)

12a. ORGANIZATION'S NAME				
OR				
12b. INDIVIDUAL'S LAST NAME	FIRST NAME	MIDDLE NAME	SUFFIX	
12c. MAILING ADDRESS	CITY	STATE	POSTAL CODE	COUNTRY

13. This FINANCING STATEMENT covers timber to be cut or as extracted collateral, or is filed as a fixture filing.

14. Description of real estate:
SEE EXHIBIT B

16. Additional collateral description:

15. Name and address of a RECORD OWNER of above-described real estate (if Debtor does not have a record interest):

17. Check only if applicable and check only one box:

Debtor is a Trust or Trustee acting with respect to property held in trust or Decedent's Estate

18. Check only if applicable and check only one box:

- Debtor is a TRANSMITTING UTILITY
 Filed in connection with a Manufactured-Home Transaction -- effective 30 years
 Filed in connection with a Public-Finance Transaction -- effective 30 years

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Exhibit A

Collateral Description

(a) All materials, supplies, equipment, apparatus and other items now or hereafter attached to, installed on or in the land described on Exhibit B (the "Land") or the improvements to the Land (the "Improvements"), or which in some fashion are deemed to be Fixtures to the Land or Improvements under the laws of the State of Illinois, other than those owned by tenants under any lease. The term "Fixture" shall include, without limitation, all items of Personality described below to the extent that the same may be deemed fixtures under applicable law.

(b) Personalty: All of the right, title and interest of Debtor in and to all tangible and intangible personal property which is now or becomes attached to, installed on or placed on or used on or in connection with or which is acquired for such attachment, installation, placement or use, or which arises out of the development, improvement, financing, leasing, sale, operation or use of the Land, Improvements, Fixtures or other goods located on the Land or Improvements, and with respect to all of the foregoing, whether now owned or at any time hereafter acquired, including, but not limited to:

(i) all furnishings, building materials, supplies, machines, engines, boilers, stokers, pumps, fans, vents, blowers, dynamos, furnaces, elevators, ducts, shafts, pipes, furniture, cabinets, shades, blinds, screens; plumbing, heating, air conditioning, lighting, lifting, ventilating, refrigerating, cooking, medical, laundry and incinerating equipment; partitions, drapes, carpets, rugs and other floor coverings, awnings; call and sprinkler systems, fire prevention and extinguishing apparatus and equipment, water tanks, swimming pools, compressors, vacuum cleaning systems; disposals, dishwashers, ranges, ovens, kitchen equipment, cafeteria equipment and recreational equipment;

(ii) all equipment, attachments, partitions, 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 Land, the Improvements or the Fixtures, 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 Land or elsewhere;

(iii) all general intangibles relating to the design, development, operation, management and use of the Land, the Improvements and the Fixtures, including, but not limited to: (w) all names under which or by which the Land, the Improvements and the Fixtures may at any time be owned and operated under, any such names or any variant thereof, and all goodwill in any way relating to the Land, the Improvements and the Fixtures; (x) all permits, licenses, authorizations, variances, trademarks, service marks, trade names, symbols, land use entitlements, approvals, consents, clearances, and rights obtained from governmental agencies issued or obtained

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in connection with the Land, the Improvements and the Fixtures; and (y) to the extent allowed or permitted, all permits, licenses, approvals, consents and authorizations issued or obtained in connection with the use, occupation or operation of the Land, the Improvements and the Fixtures;

(iv) all evidence of ownership of any part of the Land, the Improvements, and the Fixtures that is owned by Debtor in common with others, including all water stock relating to the Land, 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 Land;

(v) all accounts, deposit accounts, security deposits, accounts receivable, instruments, documents, chattel paper, bank deposits, books and records, 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, financing, guaranty, indemnity, maintenance, management, service, supply and warranty agreements, commitments, contracts, subcontracts, insurance policies and the proceeds therefrom, licenses and bonds now or anytime hereafter arising from construction on the Land or the use or enjoyment of the Land and the Improvements including, without limitation, maintenance agreements, service contracts and all contracts and agreements for the operation, management and leasing of the Land and/or the Improvements;

(vi) all water, water stock, water capacity or other water rights, licenses, permits, warranties, irrigation rights, oil and gas rights, minerals, crops and timber, and wastewater and storm drainage discharge capacity attributable or allowable to all or any portion of the Land, the Improvements and any other property, both real and personal, hereinabove described;

(vii) all rights, titles and interests in and to all of the plans, specifications, drawings, surveys, maps and plats, including, but not limited to, plot plans, foundation plans, floor plans, elevations, framing plans, cross-sections of walls, mechanical plans, electrical plans and architectural and engineering studies and analyses heretofore or hereafter prepared by any architect or engineer in respect to the Land, Improvements or Fixtures;

(viii) all of Debtor's right, title and interest in and to any award, remuneration, settlement or compensation heretofore made or hereafter to be made by any Governmental Authority to Debtor, including those for any vacation of change of grade in any streets affecting the Land or the Improvements;

(ix) all of Debtor's right, title and interest in and to all proceeds arising from or by virtue of the sale, lease or other disposal of all or any part of the Land or the Improvements (consent to same not granted or to be implied hereby); and, all proceeds (including premium refunds) payable or to be payable under each policy of insurance relating to the Land or the Improvements;

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(x) all additions, accessions, accessories, amendments, modifications, extensions, renewals and enlargements, and additions to, substitutions for the products thereof, and all proceeds, whether cash proceeds or noncash proceeds, and including insurance and condemnation proceeds, received when any of the foregoing property described in (i) through (ix) above (or the proceeds thereof) is sold, exchanged, leased, licensed, or otherwise disposed of, whether voluntarily or involuntarily or when earlier received; 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 located on or related to the Land, as those terms are defined in the Illinois Uniform Commercial Code.

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Exhibit B

Legal Description

LOT 3 (EXCEPT THE NORTH 17 FEET MEASURED AT RIGHT ANGLES TO THE NORTH LINE THEREOF) AND LOTS 5 AND 6 IN TURNPIKE INDUSTRIAL SUBDIVISION, BEING A RESUBDIVISION OF LOT 13 IN ARTHUR T. MCINTOSH'S BLUE ISLAND FARMS, BEING A SUBDIVISION OF THE EAST 1/4 OF THE SOUTHWEST 1/4 AND THE NORTH 64 RODS OF THE SOUTH EAST 1/4 AND THAT PART OF THE EAST 1/2 OF THE WEST 1/2 OF THE NORTHEAST 1/4 LYING SOUTH OF THE CENTER LINE OF THE MIDLOTHIAN TURNPIKE, ALL IN SECTION 3, TOWNSHIP 33 NORTH, RANGE 13, EAST OF THE THIRD PRINCIPAL MERIDIAN, (EXCEPT THEREFROM THE SOUTH 33 FEET OF THE EAST 1/2 OF THE EAST 1/2 OF THE SOUTHWEST 1/4 CONVEYED TO THE MIDLOTHIAN AND BLUE ISLAND RAILROAD) ALL IN COOK COUNTY, ILLINOIS.

Tr #

28-03-30A-052

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4427 Midlothian Turnpike
Crestwood