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2002-09-16 14:40:51
Cook County Recorder 34.50



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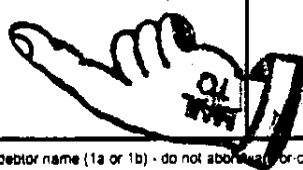
UCC FINANCING STATEMENT

FOLLOW INSTRUCTIONS (front and back) CAREFULLY

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

B. SEND ACKNOWLEDGMENT TO: (Name and Address)

James S. Gray
Alzheimer & Gray
10 S Wacker Drive, #4000
Chicago, IL 60606



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
Fulton/Elizabeth, LLC,

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

1c. MAILING ADDRESS CITY STATE POSTAL CODE COUNTRY
656 West Randolph St., Ste. 400W Chicago IL 60661 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
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
Andrew J. Maxwell, as Trustee for marchFirst, Inc.

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

3c. MAILING ADDRESS CITY STATE POSTAL CODE COUNTRY
208 South LaSalle St., Ste. 1400 Chicago IL 60604 USA

4. This FINANCING STATEMENT covers the following collateral:
See Exhibit A attached hereto and made a part hereof which is a description of the collateral.

The goods described on Exhibit A attached hereto are or may become fixtures to the Real Estate described on Exhibit B attached hereto, or the buildings, structures and other improvements located thereon.

Debtor is the record owner of such Real Estate.

This financing statement is filed as a fixture filing and is to be filed as a fixture filing in the office of the Recorder of Deeds of Cook County, Illinois.

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) (ADDITIONAL FEE)

8. OPTIONAL FILER REFERENCE DATA

Filing jurisdiction: Cook County Recorder of Deeds

020702711 Conner (3/1/03)

CO

EXHIBIT A

COLLATERAL

- A. All materials now or hereafter intended for construction, reconstruction, alteration and repairs on the real estate legally described on Exhibit B attached hereto (the "Real Estate").
- B. All machinery, apparatus, goods, systems, devices, fixtures, fittings, appurtenances, equipment, appliances, furniture, furnishings, appointments, plants and other items of personal property of every kind and nature whatsoever, now or hereafter located in or upon or affixed to the Real Estate, or the buildings, structures or other improvements ("Improvements") now or hereafter located thereon, or any part thereof, or used or usable in connection with any present or future operation of the Real Estate, or the Improvements now or hereafter located thereon, or any part thereof, including without limitation, (i) all heating, lighting, incinerating, refrigerating, ventilating, air-conditioning, air-cooling, lifting, fire extinguishing, plumbing, cleaning, electrical, communications and power equipment, systems and apparatus, (ii) all gas, water and electrical equipment, systems, fixtures and apparatus, (iii) all elevators, escalators, switchboards, computers, engines, motors, tanks, pumps, screens, storm doors, storm windows, shades, blinds, awnings, carpeting, floor coverings, cabinets, beds, dressers, desks, lamps, television sets, awnings, ovens, stoves, disposals, ranges, washers, dryers, other appliances, partitions, conduits, ducts and compressors, and the machinery, appliances, fixtures and equipment pertaining hereto; all materials and supplies and (iv) all renewals, additions and accessories to and replacements of and substitutions for each and all of the foregoing.
- C. All present and future rents, issues, profits, revenues, avails, royalties, bonuses, receipts, income, rights and benefits (including without limitation all deposits of money as advanced rent) now or hereafter derived from any one or more of the Real Estate, Improvements, Equipment, or any part thereof, or pursuant to Leases or other agreements, or otherwise (including without limitation all deposits of money as advances or otherwise with respect to any proposed use of the Real Estate or Improvements, including without limitation deposits for hotel rooms and/or banquet and conference rooms); all revenues and receipts derived from operations, including without limitation income (from both cash and credit transactions) before commissions and discounts for prompt or case payments, from rental or licenses of hotel rooms, stores, offices, exhibits or space of every kind; all license, lease and commission fees and rentals; all income from vending machines and health clubs, food and beverage sales and other sales of merchandise (hereinafter sometimes collectively referred to as "Rents").
- D. All the estate, right, title and interest of Mortgagor now owned or hereafter acquired (including without limitation any after-acquired title, franchise or license) in and to (i) the Real Estate or vaults now or hereafter lying within or under the Real Estate, or any part thereof, or now or hereafter lying within or under any alley, way, street, or roadway, open or proposed, adjoining the Real Estate or any part thereof, (ii) any and all alleys, sidewalks, strips and gores now or hereafter adjoining or used in connection with the

Real Estate or the Improvements, or any part thereof, (iii) all rights in and to common areas and access roads on adjacent properties heretofore or hereafter granted to Debtor, and (iv) any and all other rights and interests of every name or nature now or hereafter forming part of or used in connection with the Real Estate, the Improvements or the Equipment, or any part thereof, or the operation or maintenance thereof.

- E. All goodwill, trademarks, trade names, option rights, books and records, and general intangibles of Debtor relating to the Real Estate, Improvements and Equipment, or any part thereof.
- F. All rights of Debtor to any and all plans and specifications, designs, renderings, drawings, manufacturers' builders' or others' warranties and guarantees and other matters now or hereafter in existence and prepared for or in respect of any construction on or with respect to the Real Estate or the Improvements; and all licenses, permits, approvals, soil and building properties reports, and other environmental reports relating to the Real Estate and the Improvements or any part thereof.
- G. All rights of Debtor under any contracts executed by the Debtor with any provider of goods or services for or in connection with any construction undertaken on or services performed or to be performed in connection with the Real Estate, Improvements or Equipment, or any part thereof, including without limitation any management agreements; any broker's commission or other fee agreements relating to the sale, or borrowing on the security, of the Real Estate or Improvements that has been undertaken in respect of the Real Estate or Improvements with consent of Secured Party.
- H. All claims, causes of action, judgments, settlements, now or hereafter in existence and all awards and other compensation heretofore made or hereafter to be made to the present or all subsequent owners of the Real Estate, Improvements and Equipment, or any part thereof, on account of any taking by eminent domain, either permanent or temporary of all or any part of said Real Estate, Improvements and Equipment, including without limitation any judgments, settlements, awards or other compensation for severance or damages, and/or for change in grade of streets, or for any damage (whether caused by such taking, or otherwise) to the Real Estate, Improvements and Equipment, or any part thereof.
- I. Any and all present and future insurance policies in force or effect insuring any or all of the Real Estate, Improvements and Equipment, or any or all of the items of tangible property included within the collateral herein; and all judgments, insurance proceeds, awards of damages and settlements which may result from any damage to all or any part of the Real Estate, Improvements or Equipment.
- J. All interests, estates or other claims, both in law and in equity, which Debtor now has or may hereafter acquire in the Real Estate, Improvements and Equipment, or any part thereof, or in other rights, interests or properties described herein.
- K. All deposits now or hereafter given by or on behalf of Debtor to Secured Party, including without limitation deposits for payment of real estate taxes against the Real Estate and

Improvements and/or the payment of premiums on policies of fire and other hazard insurance for or with respect to all or any part of the Real Estate, Improvements and Equipment.

- L. All other property or rights of the Debtor of any kind of character related to the foregoing.
- M. The revenues, receivables, income, accounts and the products and proceeds of and from, each and all of the foregoing, including without limitation the proceeds from any sale, transfer, pledge, other mortgage or other disposition of all or any part of the foregoing.

Property of Cook County Clerk's Office

EXHIBIT B

1. Legal Description.

ALL OF LOTS 9, 10 AND 11 AND THAT PART OF LOTS 4, 5, 6, 7, 8, 12 AND 13 TOGETHER WITH THAT PART OF THE VACATED ALLEY LYING SOUTH OF AND ADJOINING SAID LOTS 4, 5, 6, 7 AND 8, ALL IN BLOCK 3, IN SAWYER'S ADDITION TO CHICAGO, ALL IN THE EAST HALF OF THE SOUTHWEST QUARTER OF SECTION 8, TOWNSHIP 39 NORTH, RANGE 14 EAST OF THE THIRD PRINCIPAL MERIDIAN, BOUNDED AND DESCRIBED AS FOLLOWS:

BEGINNING AT THE SOUTHWEST CORNER OF SAID BLOCK 3;

THENCE NORTH 00 DEGREES 01 MINUTES 51 SECONDS WEST ALONG THE WEST LINE OF SAID BLOCK 3, A DISTANCE OF 181.93 FEET;

THENCE NORTH 90 DEGREES 00 MINUTES 00 SECONDS EAST ALONG A STRAIGHT LINE, A DISTANCE OF 205.95 FEET;

THENCE NORTHEASTERLY, EASTERLY, SOUTHERLY AND SOUTHWESTERLY ALONG THE ARC OF A CIRCLE, SAID ARC BEING NON-TANGENT TO THE LAST DESCRIBED LINE, HAVING A RADIUS OF 25.31 FEET, A CHORD DISTANCE OF 46.25 FEET AND A CHORD BEARING OF SOUTH 25 DEGREES 49 MINUTES 51 SECONDS EAST, A DISTANCE OF 100.75 FEET;

THENCE SOUTH 00 DEGREES 00 MINUTES 00 SECONDS EAST ALONG A STRAIGHT LINE, A DISTANCE OF 140.27 FEET TO A POINT ON THE SOUTH LINE OF SAID BLOCK 3;

THENCE SOUTH 89 DEGREES 59 MINUTES 33 SECONDS WEST ALONG SAID SOUTH LINE OF BLOCK 3, A DISTANCE OF 226.20 FEET TO THE POINT OF BEGINNING, IN COOK COUNTY, ILLINOIS.

CONTAINING 42,234 SQUARE FEET (0.96956 ACRES) OF LAND, MORE OR LESS.

2. Name and address of Record Owner of Real Estate:

Fulton/Elizabeth, LLC
656 West Randolph Street
Suite 400W
Chicago, Illinois 60661
Attention: J. Michael Drew

3. Common Property Address of Real Estate:

Corner of Fulton & Ada Streets, Chicago, Illinois

4. PIN Numbers:

17-08-313-001
17-08-313-002
17-08-313-003
17-08-313-004
17-08-313-012

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