

UCC FINANCING STATEMENT


FOLLOW INSTRUCTIONS (front and back) CAREFULLY

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

B. SEND ACKNOWLEDGMENT TO: (Name and Address)

Christina J. Fulham
Ropes & Gray
One International Place
Boston, MA 02110-2624

OCAR-002-008



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
Archibald Candy Corporation

OR 1b. INDIVIDUAL'S LAST NAME

1c. MAILING ADDRESS
1137 West Jackson Boulevard
Chicago
IL 60607-2905
USA

1d. TAX ID #: SSN OR EIN | ADD'L INFO RE ORGANIZATION DEBTOR | 1e. TYPE OF ORGANIZATION
corporation | 1f. JURISDICTION OF ORGANIZATION
DE | 1g. ORGANIZATIONAL ID #, if any
3571992 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

2c. MAILING ADDRESS

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
BNY Midwest Trust Company, as Trustee

OR 3b. INDIVIDUAL'S LAST NAME

3c. MAILING ADDRESS
2 North LaSalle Street, Suite 1020
Chicago
IL 60602
USA

4. This FINANCING STATEMENT covers the following collateral:

All right, title and interest of the Debtor in and to the property described on Schedule I attached hereto and all proceeds and products thereof, now or hereafter placed in or on, or used or created in connection with the construction, operation or maintenance of the land and buildings all as more fully described in Schedule I and Exhibit A attached hereto and incorporated herein by reference.

File with 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]. All Debtors | Debtor 1 | Debtor 2

8. OPTIONAL FILER REFERENCE DATA
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OR	1b. INDIVIDUAL'S LAST NAME		FIRST NAME	MIDDLE NAME	SUFFIX	
1c. MAILING ADDRESS 1137 West Jackson Boulevard			CITY Chicago	STATE IL	POSTAL CODE 60607-2905	COUNTRY USA
1d. TAX ID #:	SSN OR EIN	ADD'L INFO RE ORGANIZATION DEBTOR	1e. TYPE OF ORGANIZATION corporation	1f. JURISDICTION OF ORGANIZATION DE	1g. ORGANIZATIONAL ID #, if any 3571992	<input type="checkbox"/> NONE

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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 BNY Midwest Trust Company, as Trustee						
OR	3b. INDIVIDUAL'S LAST NAME		FIRST NAME	MIDDLE NAME	SUFFIX	
3c. MAILING ADDRESS 2 North LaSalle Street, Suite 1020			CITY Chicago	STATE IL	POSTAL CODE 60602	COUNTRY USA

4. This FINANCING STATEMENT covers the following collateral:

All right, title and interest of the Debtor in and to the property described on Schedule I attached hereto and all proceeds and products thereof, now or hereafter placed in or on, or used or created in connection with the construction, operation or maintenance of the land and buildings all as more fully described in Schedule I and Exhibit A attached hereto and incorporated herein by reference.

File with Cook County, Illinois

5. ALTERNATIVE DESIGNATION (if applicable):	LESSEE/LESSOR	CONSIGNEE/CONSIGNOR	BAILEE/BAIOLR	SELLER/BUYER	AG. LIEN	NON-UCC FILING
6. <input checked="" type="checkbox"/> 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) (ADDITIONAL FEE) (optional)		All Debtors	Debtor 1	Debtor 2	
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4. This FINANCING STATEMENT covers the following collateral:

All right, title and interest of the Debtor in and to the property described on Schedule I attached hereto and all proceeds and products thereof, now or hereafter placed in or on, or used or created in connection with the construction, operation or maintenance of the land and buildings all as more fully described in Schedule I and Exhibit A attached hereto and incorporated herein by reference.

File with Cook County, Illinois

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SCHEDULE I

The Financing Statement to which this Schedule I is attached lists Archibald Candy Corporation, a Delaware corporation, as Debtor, and BNY Midwest Trust Company, as Trustee, as Secured Party.

Reference is made to the Mortgage, Security Agreement, Assignment of Leases and Rents and Fixture Filing (as from time to time amended, modified, restated and in effect, the "Mortgage") dated as of November / , 2002 from the Debtor to the Secured Party. The Financing Statement to which this Schedule I is attached covers all of the Debtor's right, title and interest to (but none of its obligations or liabilities with respect to) the property described below, whether now owned or hereinafter acquired including, without limitation, such present and future property located on the real property described on the attached Exhibit A whether or not classified as personal property, real property or fixtures:

"Mortgaged Property" means all of Debtor's rights, titles, interests and estates, now owned or hereafter acquired, in and to the Land, the Buildings, the Fixtures, and the Personalty (as these terms are defined in the Mortgage), together with:

- a) all rights, privileges, tenements, hereditaments, rights-of-way, easements, air rights, development rights or credits, zoning rights, appendages and appurtenances in anywise appertaining thereto, and all rights, titles and interests of Debtor in and to any streets, ways, alleys, strips or gores of land adjoining the Land or any part thereof, and all rights, titles and interests of Debtor in and to all rights, royalties and profits with respect to all minerals, coal, oil, gas and other substances of any kind or character on or underlying the Land, together with all rights, titles and interests of Debtor in and to all water and water rights (whether riparian, appropriative or otherwise and whether or not appurtenant);
- b) all rights of Debtor (but not its obligations) under any contracts and agreements, including, without limitation, construction contracts and architectural agreements, relating to the Land, the Buildings, the Fixtures or the Personalty, but excluding contract rights under any contract or agreement containing a prohibition against assignment of or the granting of a security interest in the rights of Debtor thereunder if the violation of such prohibition would cause a termination of such contract or agreement;
- c) all of Debtor's rights, titles and interests in and to all permits, licenses, franchises, certificates, authorizations, consents, approvals and other rights and privileges (each, a "Permit") obtained in connection with the Land, the Buildings, the Fixtures or the Personalty or the use or operation thereof, but excluding all of Debtor's rights, titles and interests under any Permit which contains a prohibition against assignment of or the granting of a security interest in the rights of Debtor thereunder if the violation of such prohibition would cause a termination of such Permit;
- d) all of Debtor's rights, titles and interests in and to all plans and specifications, designs, schematics, drawings and other information, materials and matters heretofore or hereafter prepared relating to the Land, the Buildings, the Fixtures or the Personalty;

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- e) all of Debtor's rights, titles and interests in and to all proceeds arising from or by virtue of the sale, lease or other disposition of the Land, the Buildings, the Fixtures or the Personalty or any part thereof or any interest therein or from the operation thereof;
 - f) all of Debtor's rights, titles and interests in and to all Leases, now or hereafter in effect, and all Rents or other benefits of the Land, the Buildings, the Fixtures or the Personalty;
 - g) all of Debtor's rights, titles and interests in and to all betterments, additions, alterations, appurtenances, substitutions, replacements and revisions thereof and thereto and all reversions and remainders therein;
 - h) all of Debtor's rights, titles and interests in and to any awards, remuneration, settlements or compensation heretofore made or hereafter to be made by any Governmental Authority pertaining to the Land, the Buildings, the Fixtures or the Personalty, including those for any vacation of, or change of grade in, any streets affecting the Land or the Buildings;
 - i) all of Debtor's rights, titles and interests in and to any and all other security and collateral of any nature whatsoever, now or hereafter given for the repayment, performance and discharge of the Note Obligations (as that term is defined in the Mortgage);
 - j) all of Debtor's rights, titles and interests in and to all awards, payments and proceeds of conversion, whether voluntary or involuntary, of any of the Land, the Buildings, the Fixtures, the Personalty or any of the property and rights described in the foregoing clauses (a) through (i), including without limitation, all insurance, condemnation and tort claims, rent claims and other obligations dischargeable in cash or cash equivalent; and
 - k) all other property and rights of Debtor of every kind and character relating to and used or to be used in connection with the foregoing property, and all proceeds and products of any of the foregoing.

As used in this Schedule I the term Mortgaged Property shall be expressly defined as meaning all or, where the context permits or requires, any portion of the above, and all or, where the context permits or requires, any interest therein.

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EXHIBIT A

Headquarters

Address: 1137 West Jackson Blvd., Chicago, Illinois

PARCEL 1:

LOTS 17 TO 26 INCLUSIVE IN WRIGHTS SUBDIVISION OF THE WEST 1/2 OF BLOCK 24 IN CANAL TRUSTEES SUBDIVISION OF THE WEST 1/2 AND THE WEST 1/2 OF THE NORTHEAST 1/4 OF SECTION 17, TOWNSHIP 39 NORTH, RANGE 14, EAST OF THE THIRD PRINCIPAL MERIDIAN;

PARCEL 2:

THAT PART OF VACATED GARDEN STREET LYING SOUTH OF AND ADJOINING LOTS 17 TO 21 INCLUSIVE AND NORTH OF AND ADJOINING LOTS 22 TO 26 INCLUSIVE IN WRIGHTS SUBDIVISION OF THE WEST 1/2 OF BLOCK 24 IN CANAL TRUSTEES SUBDIVISION OF THE WEST 1/2 AND THE WEST 1/2 OF THE NORTH EAST 1/4 OF SECTION 17, TOWNSHIP 39 NORTH, RANGE 14, EAST OF THE THIRD PRINCIPAL MERIDIAN;

PARCEL 3:

LOTS 7 TO 26 INCLUSIVE IN THE SUBDIVISION OF THE EAST 1/2 OF BLOCK 24 IN CANAL TRUSTEES SUBDIVISION OF THE WEST 1/2 AND THE WEST 1/2 OF THE NORTH EAST 1/4 OF SECTION 17, TOWNSHIP 39 NORTH, RANGE 14, EAST OF THE THIRD PRINCIPAL MERIDIAN;

PARCEL 4:

THAT PART OF VACATED GARDEN STREET LYING SOUTH OF AND ADJOINING LOTS 17 TO 21 INCLUSIVE AND NORTH OF AND ADJOINING LOTS 22 TO 26 INCLUSIVE IN SUBDIVISION OF THE EAST 1/2 OF BLOCK 24 IN CANAL TRUSTEES SUBDIVISION OF THE WEST 1/2 AND THE WEST 1/2 OF THE NORTHEAST 1/4 OF SECTION 17, TOWNSHIP 39 NORTH, RANGE 14, EAST OF THE THIRD PRINCIPAL MERIDIAN;

PARCEL 5:

ALL OF THE HERETOFORE VACATED NORTH-SOUTH 20 FOOT ALLEY LYING WEST OF THE WEST LINE OF LOTS 1 TO 16, BOTH INCLUSIVE, LYING EAST OF THE EAST LINE OF LOTS 17 AND 22, LYING EAST OF THE EAST LINE OF THE 40 FOOT PUBLIC ALLEY VACATED BY DOCUMENT NUMBER 20386525, BEING A LINE DRAWN FROM THE SOUTHEAST CORNER OF LOT 17 TO THE NORTHEAST CORNER OF LOT 22, LYING SOUTH OF A LINE DRAWN FROM THE NORTHWEST CORNER OF LOT 1 TO THE NORTHEAST CORNER OF LOT 17, AND LYING NORTH OF A LINE DRAWN FROM THE SOUTHWEST CORNER OF LOT 16 TO THE SOUTHEAST CORNER OF LOT 22 (EXCEPT FROM THE ABOVE TRACT, THE EAST 1/2 OF THE NORTH-SOUTH 20 FOOT VACATED ALLEY WEST OF AND ADJOINING LOTS 1 THROUGH 6, INCLUSIVE, IN THE SUBDIVISION OF THE EAST 1/2 OF BLOCK 24 IN CANAL TRUSTEES SUBDIVISION OF THE WEST 1/2 AND THE WEST 1/2 OF THE NORTHEAST 1/4 OF SECTION 17, TOWNSHIP 39 NORTH, RANGE 14, EAST OF THE THIRD PRINCIPAL MERIDIAN) ALL IN SUBDIVISION OF THE EAST 1/2 OF BLOCK 24 IN CANAL TRUSTEES SUBDIVISION OF THE WEST 1/2 AND THE WEST 1/2 OF THE NORTHEAST 1/4 OF SECTION 17, TOWNSHIP 39 NORTH, RANGE 14, EAST OF THE THIRD PRINCIPAL MERIDIAN, IN COOK COUNTY, ILLINOIS.

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Property Address: 1137 West Jackson Blvd., Chicago, Illinois

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PIN: 17-17-223-010
17-17-223-011
17-17-223-012
17-17-223-013
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