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2002-11-05 15:21:59

Cook County Recorder

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A-07766

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



0021222695

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

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

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
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/BAILOB SELLER/BUYER AG. LIEN NON-UCC FILING

6. This FINANCING STATEMENT is to be filed (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
Store 103

5,249.5

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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

0021222693

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		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

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 <input type="checkbox"/> 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		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/BAILOR	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.	7. Check to REQUEST SEARCH REPORT(S) on Debtor(s) (if applicable) (ADDITIONAL FEE)		Optional:		All Debtors	Debtor 1	Debtor 2

8. OPTIONAL FILER REFERENCE DATA

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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 1, 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, appurtenances 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 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

0021222695

Store No. 103
Address: 1101 West Jackson Blvd, Chicago, Illinois

LOTS 1 TO 6 INCLUSIVE, AND THE EAST HALF OF THE VACATED 20 FOOT ALLEY LYING WEST OF AND ADJOINING THOSE LOTS, 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.

Property Address: 1101 West Jackson Blvd, Chicago, Illinois

PIN: 17-17-223-018
17-17-223-019
17-17-223-020

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