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2002-12-16 14:54:00

Cook County Recorder 34.50

UCC FINANCING STATEMENT

FOLLOW INSTRUCTIONS (front and back) CAREFULLY

A. NAME & PHONE OF CONTACT AT FILER [optional]
JOHN NICHOLAS SUHR, JR. (704) 338-5088

B. SEND ACKNOWLEDGMENT TO: (Name and Address)
**JOHN NICHOLAS SUHR, JR., ESQ.
 KILPATRICK STOCKTON LLP
 SUITE 3500 - 301 SOUTH COLLEGE STREET
 CHARLOTTE, NC 28202-6001**



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
VERSAILLES APARTMENTS LIMITED PARTNERSHIP

OR
 1b. INDIVIDUAL'S LAST NAME

1c. MAILING ADDRESS
**2300 LINCOLN PARK WEST
 CHICAGO
 IL 60614
 USA**

1d. TAX ID #: SSN OR EIN
 ADD'L INFO RE ORGANIZATION DEBTOR
 1e. TYPE OF ORGANIZATION
LTD. PRTRNSHP

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
LASALLE BANK NATIONAL ASSOCIATION, SUCCESSOR TO ** (SEE #4 BELOW)

OR
 2b. INDIVIDUAL'S LAST NAME

2c. MAILING ADDRESS
**135 S. LASALLE ST., SUITE 1262
 CHICAGO
 IL 60603
 USA**

2d. TAX ID #: SSN OR EIN
 ADD'L INFO RE ORGANIZATION DEBTOR
 2e. TYPE OF ORGANIZATION
LAND TRUST

2f. JURISDICTION OF ORGANIZATION
ILLINOIS

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
WACHOVIA BANK, NATIONAL ASSOCIATION

OR
 3b. INDIVIDUAL'S LAST NAME

3c. MAILING ADDRESS
**201 S. TRYON ST., STE. 130, PMB BOX #4
 CHARLOTTE
 NC 28202
 USA**

4. This FINANCING STATEMENT covers the following collateral:
SEE EXHIBIT A AND EXHIBIT B ATTACHED HERETO.

**BANK ONE TRUST COMPANY, N.A., F/K/A THE FIRST ILLINOIS NATIONAL BANK AND TRUST COMPANY OF EVANSTON, NOT PERSONALLY BUT AS TRUSTEE UNDER TRUST AGREEMENT DATED OCTOBER 1, 1977 AND KNOWN AS TRUST NO. R-2117

LOAN NO.: 50-2741109/VERSAILLES APARTMENTS
COUNTY OF COOK/STATE OF 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

Handwritten notes: 016 3452, MK, 9/11

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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 VERSAILLES APARTMENTS LIMITED PARTNERSHIP			
OR	9b. INDIVIDUAL'S LAST NAME	FIRST NAME	MIDDLE NAME, SUFFIX

10. MISCELLANEOUS:

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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'L 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 A ATTACHED HERETO.

16. Additional collateral description:

SEE EXHIBIT B ATTACHED HERETO.

LOAN NO.: 50-2741109/VERSAILLES APARTMENTS
COUNTY OF COOK

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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Loan No.: 50-2741109

Versailles Apartments

EXHIBIT A

Legal Description

Lot 14 and the East ½ of Lot 13 in Block 23 in Kimball's Addition to Hyde Park, being a subdivision of part of the West ½ of the Southeast ¼ of Section 11, Township 38 North, Range 14 East of the Third Principal Meridian, in Cook County, Illinois.

Property Address: 5254 South Dorchester, Chicago, Illinois

Permanent Index No. 70-11-409-019

Short Legal: Lot 14, Part of Lot 13, Block 23, Kimball's Addition
to Hyde Park

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Loan No.: 50-2741109

Versailles Apartments

EXHIBIT B

All of Debtor's right, title and interest in and to the following:

I. All that certain lot(s), piece(s) or parcel(s) of land (the "Real Estate") as more particularly described on Exhibit "A" annexed hereto and made a part hereof, together with all of the easements, rights, privileges, franchises, tenements, hereditaments and appurtenances now or hereafter thereunto belonging or in any way appertaining and all of the estate, right, title, interest, claim and demand whatsoever of Debtor therein or thereto, either at law or in equity, in possession or in expectancy, now or hereafter acquired; and

II. All structures, buildings and improvements of every kind and description now or at any time hereafter located or placed on the Real Estate (the "Improvements"); and

III. All furniture, furnishings, fixtures, goods, equipment, inventory or personal property owned by Debtor and now or hereafter located on, attached to or used in and about the Improvements, including, but not limited to, all machines, engines, boilers, dynamos, elevators, stokers, tanks, cabinets, awnings, screens, shades, blinds, carpets, draperies, lawn mowers, and all appliances, plumbing, heating, air conditioning, lighting, ventilating, refrigerating, disposals and incinerating equipment, and all fixtures and appurtenances thereto, and such other goods and chattels and personal property owned by Debtor as are now or hereafter used or furnished in operating the Improvements, or the activities conducted therein, and all building materials and equipment hereafter situated on or about the Real Estate or Improvements, and all warranties and guaranties relating thereto, and all additions thereto and substitutions and replacements therefor (exclusive of any of the foregoing owned or leased by tenants of space in the Improvements); and

IV. All easements, rights-of-way, strips and gores of land, vaults, streets, ways, alleys, passages, sewer rights, air rights and other development rights now or hereafter located on the Real Estate or under or above the same or any part or parcel thereof or otherwise belonging, relating or appertaining to the land and/or Improvements, or any part thereof, and all estates, rights, titles, interests, tenements, hereditaments and appurtenances, reversions and remainders whatsoever, in any way belonging, relating or appertaining to the Real Estate and/or Improvements or any part thereof, or which hereafter shall in any way belong, relate or be appurtenant thereto, whether now owned or hereafter acquired by Debtor; and

V. All water, ditches, wells, reservoirs and drains and all water, ditch, well, reservoir and drainage rights which are appurtenant to, located on, under or above or used in connection with the Real Estate or the Improvements, or any part thereof, whether now existing or hereafter created or acquired; and

VI. All minerals, crops, timber, trees, shrubs, flowers and landscaping features now or hereafter located on, under or above the Real Estate; and

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VII. All cash funds, deposit accounts and other rights and evidence of rights to cash, now or hereafter created or held by Secured Party pursuant to the Mortgage (as hereinafter defined) or any other of the Loan Documents (as defined in the Mortgage) including, without limitation, all funds now or hereafter on deposit in the Impound Account (as defined in the Mortgage); and

VIII. All leases (including, without limitation, oil, gas and mineral leases), licenses, concessions and occupancy agreements of all or any part of the Real Estate or the Improvements now or hereafter entered into and all rents, royalties, issues, profits, revenue, income and other benefits (collectively, the "Rents and Profits") of the Real Estate or the Improvements, now or hereafter arising from the use or enjoyment of all or any portion thereof or from any present or future lease, license, concession, occupancy agreement or other agreement pertaining thereto or arising from any of the Contracts (as hereinafter defined) or any of the General Intangibles (as hereinafter defined) and all cash or securities deposited to secure performance by the tenants, lessees or licensees, as applicable, of their obligations under any such leases, licenses, concessions or occupancy agreements, whether said cash or securities are to be held until the expiration of the terms of said leases, licenses, concessions or occupancy agreements or applied to one or more of the installments of rent coming due prior to the expiration of said terms; and

IX. All contracts and agreements now or hereafter entered into covering any part of the Real Estate or the Improvements (collectively, the "Contracts") and all revenue, income and other benefits thereof, including, without limitation, management agreements, service contracts, maintenance contracts, equipment leases, personal property leases and any contracts or documents relating to construction on any part of the Real Estate or the Improvements (including plans, drawings, surveys, tests, reports, bonds and governmental approvals) or to the management or operation of any part of the Real Estate or the Improvements; and

X. All present and future monetary deposits given to any public or private utility with respect to utility services furnished to any part of the Real Estate or the Improvements; and

XI. All present and future funds, accounts, instruments, accounts receivable, documents, causes of action, claims, general intangibles (including, without limitation, trademarks, trade names, servicemarks and symbols now or hereafter used in connection with any part of the Real Estate or the Improvements, all names by which the Real Estate or the Improvements may be operated or known, all rights to carry on business under such names, and all rights, interest and privileges which Debtor has or may have as developer or declarant under any covenants, restrictions or declarations now or hereafter relating to the Real Estate or the Improvements) and all notes or chattel paper now or hereafter arising from or by virtue of any transactions related to the Real Estate or the Improvements (collectively, the "General Intangibles"); and

XII. All water taps, sewer taps, certificates of occupancy, permits, licenses, franchises, certificates, consents, approvals and other rights and privileges now or hereafter obtained in connection with the Real Estate or the Improvements and all present and future warranties and guaranties relating to the Improvements or to any equipment, fixtures, furniture, furnishings, personal property or components of any of the foregoing now or hereafter located or installed on the Real Estate or the Improvements; and

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XIII. All building materials, supplies and equipment now or hereafter placed on the Real Estate or in the Improvements and all architectural renderings, models, drawings, plans, specifications, studies and data now or hereafter relating to the Real Estate or the Improvements; and

XIV. All right, title and interest of Debtor in any insurance policies or binders now or hereafter relating to the Real Estate or the Improvements including any unearned premiums thereon; and

XV. All proceeds, products, substitutions and accessions (including claims and demands therefor) of the conversion, voluntary or involuntary, of any of the foregoing into cash or liquidated claims, including, without limitation, proceeds of insurance and condemnation awards; and

XVI. All other or greater rights and interests of every nature in the Real Estate or the Improvements and in the possession or use thereof and income therefrom, whether now owned or hereafter acquired by Debtor.

This UCC-1 Financing Statement is filed in connection with that certain Mortgage and Security Agreement recorded contemporaneously herewith (the "Mortgage") covering the fee estate of Debtor in the Premises and intended to be duly recorded in the county in which the Premises is located.

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