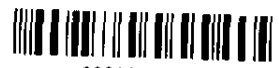


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UCC FINANCING STATEMENT

FOLLOW INSTRUCTIONS (front and back) CAREFULLY

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

B. SEND ACKNOWLEDGMENT TO: (Name and Address)

**FREDERICK J. BERGER
 RIEZMAN BERGER, P.C.
 7700 BONHOMME AVE., SUITE 700
 ST. LOUIS, MO 63105**

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
SOUTHEAST PARTNERS

OR

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

1c. MAILING ADDRESS CITY STATE POSTAL CODE COUNTRY
8650 SOUTH COMMERCIAL AVENUE CHICAGO IL 60617 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
36-3878484 PARTNERSHIP ILLINOIS 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
SOUTHEAST SIDE CHEVROLET SALES, L.P.

OR

2b. INDIVIDUAL'S LAST NAME FIRST NAME MIDDLE NAME SUFFIX

2c. MAILING ADDRESS CITY STATE POSTAL CODE COUNTRY
8550 SOUTH COMMERCIAL AVENUE CHICAGO IL 60617 USA

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
36-3775-756 L.P. ILLINOIS IL C006285 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
GENERAL MOTORS ACCEPTANCE CORPORATION

OR

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

3c. MAILING ADDRESS CITY STATE POSTAL CODE COUNTRY
P.O. BOX 466 ORLAND PARK IL 60462 USA

4. This FINANCING STATEMENT covers the following collateral:

SEE EXHIBITS A AND B ATTACHED HERETO AND INCORPORATED HEREIN BY THIS REFERENCE FOR A DESCRIPTION OF THE COLLATERAL AND REAL PROPERTY COVERED BY THIS FINANCING STATEMENT.

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
COOK COUNTY, ILLINOIS

BOX 333-CT

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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			
8a. ORGANIZATION'S NAME			
SOUTHEAST PARTNERS			
OR	9b. INDIVIDUAL'S LAST NAME		
	FIRST NAME	MIDDLE NAME, SUFFIX	

10. MISCELLANEOUS:			

THE ABOVE SPACE IS FOR FILING OFFICE USE ONLY

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					
SOUTHWEST PARTNERS, INC.					
OR	11b. INDIVIDUAL'S LAST NAME		FIRST NAME	MIDDLE NAME	SUFFIX
11c. MAILING ADDRESS		CITY		STATE	POSTAL CODE
6750 WEST 95TH STREET		OAK LAWN		IL	60453
					COUNTRY
					USA
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
			CORPORATION	ILLINOIS	IL 57674202 <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 ATTACHED HERETO AND INCORPORATED HEREIN BY THIS REFERENCE FOR A DESCRIPTION OF THE REAL ESTATE COVERED BY THIS FINANCING STATEMENT.

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

LASALLE BANK NATIONAL ASSOCIATION, AS TRUSTEE UNDER LAND TRUST NO. 122961
135 LASALLE STREET, SUITE 2500
CHICAGO, IL 60603

16. Additional collateral description:

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

Description of Collateral

The property covered by this Security Agreement (hereinafter collectively referred to as the "Collateral") is described as follows:

- A. All equipment, machinery, furniture, furnishings, motor vehicles, and any and all other tangible personal property, and any parts thereof and all additions, accessions and substitutions thereto or therefor now owned or hereafter acquired by each and every Debtor (hereinafter collectively referred to as "Equipment"), and
- B. All accounts receivable, contract rights, chattel paper, documents, instruments, general intangibles, and other forms of obligation and other rights to the payment of money, and all of Debtors' rights in, to and under all purchase orders received by Debtors or any of them, now owned or which may hereafter be created by Debtors or any of them, and all monies and deposit accounts of Debtors or any of them (hereinafter called "Accounts"), and
- C. All of Debtors' inventory, including all goods, merchandise, materials, raw materials, components, work in process, finished goods and other tangible personal property now owned or hereafter acquired and held for sale or lease or furnished or to be furnished under contracts of services or used or consumed in each and every Debtor's business, all additions, accessions and substitutions thereto or therefor and any documents of title representing any thereof (hereinafter called "Inventory"), and
- D. All fixtures, fittings, appliances, apparatus, equipment, machinery, furniture and furnishings, and all other personal property now owned or hereafter acquired now or at any time hereafter annexed, affixed or attached to the

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parcels of real property described in Exhibit "B" attached hereto and made a part hereof, and all additions, accessions and substitutions thereto or therefor (hereinafter called "Fixtures"), and

E. All motor vehicles, trailers, semi-trailers, and accessories, and all replacement parts or any other parts of every type, kind and description, including inventory that is new, used, taken in trade, purchased at an auction or which has otherwise been driven under any program or policy), machinery, office equipment, shop equipment, and all other equipment, furniture, fixed assets, accounts (including, but not limited to, assignment of accounts and those accounts arising out of any sale or lease including rents receivables under leases and rental agreements), contract rights, chattel paper, instruments, documents, goods and general intangibles (including, but not limited to, franchise rights, goodwill, "blue sky", "net equity", customer lists, licenses and going concern value, of whatever kind or nature, wherever located, now owned or hereafter acquired by Debtors or any of them, and all returns, repossessions, substitutions, replacements, additions and accessories thereto and thereof, and all proceeds and products thereof, and

F. All of Debtors' books and records pertaining to the Collateral.

G. All proceeds, including proceeds which constitute property of the types described in (A), (B), (C), (D), (E) and (F) above, and insurance proceeds, and products of (A), (B), (C), (D), (E) and (F), above, and any indemnity, warranty or guaranty payable by reason of loss or damage to or otherwise with respect to any of the foregoing items.

Property of Cook County Clerk's Office

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EXHIBIT B

LEGAL DESCRIPTION OF PREMISES

Parcel 1:

Lots 8 and 9 and 17 through 23, both inclusive, in Block 32 in the Circuit County Partition of the Southeast Quarter of Section 31, Township 38 North, Range 15, East of the Third Principal Meridian, (except lands belonging to the South Chicago Railroad Company).

Parcel 2:

Lots 10 through 16, both inclusive, in Block 32 and Lots 26 through 30, both inclusive, and 34 through 38, both inclusive, in Block 33 in Circuit Court Partition of the Southeast ¼ of Section 31, Township 38 North, Range 15, East of the Third Principal Meridian, (except lands belonging to the South Chicago Railroad Company) in Cook County, Illinois.

Parcel 3:

Lots 31, 32 and 33 in Block 33 in Circuit Court Partition of the Southeast ¼ of Section 31, Township 38 North, Range 15, East of the Third Principal Meridian, according to the Plat thereof recorded March 4, 1885 in Book 19 of Plats, Page 70, in Cook County, Illinois.

Parcel 4:

Lots 39 through 43, both inclusive, in Block 33 in Circuit Court Partition of the Southeast ¼ of Section 31, Township 38 North, Range 15, East of the Third Principal Meridian, according to the Plat thereof recorded March 4, 1885 in Book 19 of Plats, Page 70, in Cook County, Illinois.

PROPERTY ADDRESS AND PERMANENT TAX INDEX NUMBERS:

Parcel 1: 8618 (22), 8640-8656 South Commercial, Chicago, Illinois
21-31-425-018-0000, -024-0000 through and including -030-0000

Parcel 2: 8628 and 8634 South Commercial, Chicago, Illinois
21-31-425-019-0000 and 21-31-425-031-0000
8645-8655 South Commercial, Chicago, Illinois
21-31-426-010-0000 through and including -014-0000
8623-33 South Commercial, Chicago, Illinois
21-31-426-005-0000 through and including -008-0000

Parcel 3: 8641 South Commercial, Chicago, Illinois
21-31-426-009-0000

Parcel 4: 8609 South Commercial, Chicago, Illinois
21-31-426-004-0000

Parcel 5:

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The South 280 feet of Lots 1 and 2 in Block 7, together with the West ½ of vacated Rutherford Avenue lying East of and adjoining Lot 1 aforesaid, in Frederick H. Bartlett's 95th Street acres, a Subdivision of the Southwest ¼ of the South East ¼ and also the South East ¼ of the Southwest ¼ of Section 6, Township 37 North, Range 13 East of the Third Principal Meridian, in Cook County, Illinois.

Parcel 6:

The South 280 feet of Lot 2 in Block 6, together with the East ½ of vacated Rutherford Avenue, lying West and adjoining in F.H. Bartlett's 95th Street Acres, a Subdivision of the Southwest ¼ of the South East ¼ and the South East ¼ of the Southwest ¼ of Section 6, Township 37 North, Range 13 East of the Third Principal Meridian, in Cook County, Illinois.

Parcel 7:

Lot 7 in Finn's Resubdivision of Lot 1, in Block 6 in Frederick H. Bartlett's 95th Street Acres, being a Subdivision of the Southwest ¼ of the South East ¼ of Section 6 and the South East ¼ of the Southwest ¼ of said Section 6, Township 37 North, Range 13 East of the Third Principal Meridian, in Cook County, Illinois.

PERMANENT TAX INDEX NUMBERS:

24-06-420-004-0000 [Parcel 5]

24-06-421-008-0000 [Parcel 7]

24-06-421-011-0000 [Parcel 6]

STREET ADDRESS: 6750 West 95th Street, Oak Lawn, Illinois 60453

PROPERTY OF COOK COUNTY CLERK'S OFFICE

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