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Eugene "Gene" Moore Fee: \$34.50
Cook County Recorder of Deeds
Date: 07/03/2003 12:33 PM Pg: 1 of 6

UCC FINANCING STATEMENT

FOLLOW INSTRUCTIONS (front and back) CAREFULLY

A. NAME & PHONE OF CONTACT AT FILER [optional]
B. SEND ACKNOWLEDGMENT TO: (Name and Address)
Lexis Document Solutions & Corporation Service Company 135 South LaSalle St. Ste. 2260 Chicago, IL 60603

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	H2O PLUS, L.P., A DELAWARE LIMITED PARTNERSHIP			
OR 1b. INDIVIDUAL'S LAST NAME	FIRST NAME	MIDDLE NAME	SUFFIX	
1c. MAILING ADDRESS	CITY	STATE	POSTAL CODE	COUNTRY
676 NORTH MICHIGAN AVENUE	CHICAGO	IL	60611	USA
1d. SEE INSTRUCTIONS	ADD'L INFO RE ORGANIZATION DEBTOR	1e. TYPE OF ORGANIZATION	1f. JURISDICTION OF ORGANIZATION	1g. ORGANIZATIONAL ID #, if any
	LP	IL	57546735	<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. SEE INSTRUCTIONS	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	BANK ONE NA, SUCCESSOR TO AMERICAN NAT'L BANK & TRUST CO OF CHICAGO			
OR 3b. INDIVIDUAL'S LAST NAME	FIRST NAME	MIDDLE NAME	SUFFIX	
3c. MAILING ADDRESS	CITY	STATE	POSTAL CODE	COUNTRY
120 SOUTH LASALLE	CHICAGO	IL	60602	USA

4. This FINANCING STATEMENT covers the following collateral:

This "in lieu" financing statement is being filed to continue the effectiveness of the following financing statements, each of which remains effective. Please find below a table showing the dates of filing, file numbers, filing offices, and filing type of the original filing, and of the most recent continuation statements.

- IL-Cook County, ORIG
12/27/1993, 93U19710, ,

(See Attached)

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 (if applicable)	7. Check to REQUEST SEARCH REPORT(S) on Debtor(s) (ADDITIONAL FEE) (optional)		All Debtors	Debtor 1	Debtor 2	
8. OPTIONAL FILER REFERENCE DATA	AFS#4318994969-59 H2OPLUSL-BLKT-674000 B.STEWART					
IL-Cook County	1793553-9I					

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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

OR H2O PLUS, L.P., A DELAWARE LIMITED

9b. INDIVIDUAL'S LAST NAME

FIRST NAME

MIDDLE NAME, SUFFIX

10. MISCELLANEOUS: IL-Cook County

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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

ADD'L INFO RE
ORGANIZATION
DEBTOR

11e. TYPE OF ORGANIZATION

11f. JURISDICTION OF ORGANIZATION

11g. ORGANIZATIONAL ID #, if any

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:

16. Additional collateral description:

See Exhibit A attached hereto and made a part hereof.

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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6-27-03
12/27/93

93-119716
12/27/93

THE STATEMENT IS PREPARED BY A FILING OFFICER FOR FILING PURSUANT TO THE UNIFORM COMMERCIAL CODE.

Debtor(s) (Last Name First) and addressing: **Secured Party(ies) and addressing:**

120 Plus, L.P., a Delaware limited partnership
676 North Michigan Avenue
Chicago, IL 60611

American National Bank and Trust Company of Chicago
33 North LaSalle Street
Chicago, IL 60690

1. This financing statement covers the following types of interest of property:
See Exhibit A attached hereto and made part hereof.

2. If the debtor is a partnership, limited liability company, trust, or other unincorporated entity, the name of the debtor shall be stated, and the name of the partner, member, or beneficiary (Describe each Entity):
None

3. If applicable, The above group are to become partners or limited liability company members of the following entity (Describe each Entity):
None

4. Products of Cereals and Area Covered:
See Exhibit B attached hereto and made part hereof.

and this financing statement is to be filed in the real estate records, if the debtor does not have an interest of record. The name of a recording number is

5. Jurisdiction where prepared: Cook County, Illinois

Filed with Recorder's Office of Cook County, Illinois

Signature of Debtor: *Steve P. ...*
Signature of Recorder: *VILE ...*

(1) FILING OFFICER - ALPHABETICAL STANDARD FORM-UNIFORM COMMERCIAL CODE - FORM UCC-3-REV. 6-73

This form of financing statement is approved by the Secretary of State.

1981E-167L

105-19161049-59
#15 # 2628882016
#18 # 2628882016
#19 # 2628882016
#20 # 2628882016

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EXHIBIT A

Collateral

(a) All right, title and interest of Debtor in and to all furniture, furnishings, equipment, machinery, goods, inventory and all other tangible personal property and any intangibles of any kind or character as defined in the provisions of the Uniform Commercial Code now or hereafter located upon, within or about the real estate and the buildings, or used or useful in connection therewith, together with all existing or future accessories, replacements and substitutions thereto or therefor and the proceeds therefrom, including, but not limited to: (i) all furniture, furnishings and equipment; (ii) all building materials and equipment intended to be incorporated in the improvements now or hereafter to be constructed on the real estate, whether or not yet incorporated in such improvements; (iii) all machinery, apparatus, systems, equipment or articles used in supplying heating, gas, electricity, ventilation, air conditioning, water, light, power, refrigeration, fire protection, elevator service, telephone and other communication service, master antennas and cable television service, waste removal and all fire sprinklers, smoke detectors, alarm systems, security systems, electronic monitoring equipment and devices; (iv) all window or structural cleaning and maintenance equipment; (iv) all indoor and outdoor furniture, including tables, chairs, planters, desks, sofas, shelves, lockers, cabinets, wall safes and other furnishings; (vi) all rugs, carpets and other floor coverings, draperies, drapery rods and brackets, awnings, window shades, venetian blinds and curtains; (vii) all lamps, chandeliers and other lighting fixtures; (viii) all recreational equipment and materials; (ix) all office furniture, equipment and supplies; (x) all kitchen equipment and appliances, including refrigerators, ovens, dishwashers, range hoods and exhaust systems and disposal units; (xi) all laundry equipment, including washers and dryers; (xii) all tractors, mowers, sweepers, snow removal equipment and other equipment used in maintenance of interior and exterior portions of the real estate or the buildings; and (xiii) all other maintenance supplies and inventories; provided, that the enumeration of any specific articles of personalty set forth above shall in no way exclude or be held to exclude any items of property not specifically enumerated, and that any of the foregoing items that do not constitute personal property but constitute fixtures under applicable law shall be included below.

(b) All fixtures, as defined in and subject to the Code, located on the real estate including, without limitation, all systems, fittings, structures, equipment, apparatus, fixtures and other improvements and items now or hereafter temporarily or permanently attached to, installed in or used in connection with, any of the buildings or the real estate, including, but not 9710

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limited to, any and all partitions, hardware, motors, engines, boilers, furnaces, pipes, plumbing, conduit, sprinkler systems, fire extinguishing equipment, elevator equipment, telephone and other communications equipment, security equipment, master antennas and cable television equipment, water tanks, heating, ventilating, air conditioning and refrigeration equipment, laundry facilities, and incinerating, gas and electric machinery and equipment, together with all replacements and substitutions thereto or therefor and the proceeds therefrom.

(c) Any and all contracts, documents or agreements pertaining to the ownership, use, occupancy, development, design, construction, financing, operation, management, alteration, repair, marketing, sale, lease or enjoyment of the real estate, buildings, personalty or fixtures and all rights, privileges, authority and benefits thereunder (but under no circumstances any liabilities, obligations or responsibilities thereunder).

(d) All of the rents, revenues, income, profits, deposits and other benefits payable under leases and/or otherwise arising from or out of the real estate, buildings, personalty or fixtures or out of the ownership, use, enjoyment or disposition of all or any portion of the real estate, buildings, personalty or fixtures or interest therein.

(e) All awards and payments heretofore or hereafter made by any municipal, state or federal agency or authority to Debtor, including any awards or payments for any taking of the real estate, buildings, personalty or fixtures as a result of the exercise of the right of condemnation or eminent domain and any and all proceeds and payments heretofore or hereafter made by any insurance company as a result of any casualty or other event in connection with the real estate, buildings, personalty or fixtures.

(f) Any and all leases, subleases, licenses, concessions or grants of other possessory interests (written or oral) now or hereafter in force, covering or affecting the Mortgaged Property, or any part thereof or interest therein, together with all rights, powers, privileges, options and other benefits of Mortgagor thereunder (but under no circumstances any liabilities, obligations or responsibilities thereunder); provided that any such Leases must first be consented to in writing by Secured Party.

(g) Any and all betterments, additions, appurtenances, substitutions, replacements and after acquired title or interests and all reversions and remainders in, and proceeds from, the above described collateral.

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EXHIBIT A

LOTS 3 TO 16, ALL INCLUSIVE, IN BLOCK 2 IN DUNCAN'S ADDITION TO CHICAGO, BEING A SUBDIVISION OF THE EAST 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.

P.I.N. #s:

17-17-208-001-0000
17-17-208-002-0000
17-17-208-005-0000
17-17-208-006-0000
17-17-208-007-0000
17-17-208-009-0000
17-17-208-010-0000
17-17-208-016-0000
17-17-208-017-0000
17-17-208-018-0000

Common Address:

Property of Cook County Clerk's Office