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UCC FINANCING STATEMENT

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

B. SEND ACKNOWLEDGMENT TO: (Name and Address)

CINDY BLUME
CHAPMAN AND CUTLER
111 WEST MONROE STREET
CHICAGO, ILLINOIS 60603

Eugene "Gene" Moore Fee: \$40.00 Cook County Recorder of Deeds Date: 08/22/2003 03:21 PM Pg: 1 of 9

THE ABOVE SPACE IS FOR FILING OFFICE USE ONLY

	1112 750 12		
1. DEBTOR'S EXACT FULL LEGAL (AME - insert only one debtor name (1	a or 1b) - do not abbreviate or combine names		
1a. ORGANIZATION'S NAME			
ASPIRE OF ILLINOIS			
OR 1b. INDIVIDUAL'S LAST NAME	FIRST NAME	MIDDLE NAME	SUFFIX
1c. MAILING ADDRESS	CITY	STATE POSTAL CODE	COUNTRY
9901 DERBY LANE	WESTCHESTER	IL 60154	USA
1d. TAX ID #: SSN OR EIN ADD'L INFO RE 1e. TYPE OF ORGA VIZATI ON	1f. JURISDICTION OF ORGANIZATION	1g. ORGANIZATIONAL ID #, if any	
ORGANIZATION DEBTOR		40247751	NONE
2. ADDITIONAL DEBTOR'S EXACT FULL LEGAL NAME - insert only ()	e di bto name (2a or 2b) - do not abbreviate or com	bine names	
2a. ORGANIZATION'S NAME	7		
OR 2b. INDIVIDUAL'S LAST NAME	FIR T NAME	MIDDLE NAME	SUFFIX
	0,		
2c. MAILING ADDRESS	CITY	STATE POSTAL CODE	COUNTRY
	70x.		•
2d. TAX ID #: SSN OR EIN ADD'L INFO RE 2e. TYPE OF ORGANIZATION	2f. JURISDICTION OF CIRCUNIZATION	2g. ORGANIZATIONAL ID #, if any	/
ORGANIZATION DEBTOR			NONE
3. SECURED PARTY'S NAME (or NAME of TOTAL ASSIGNEE of ASSIGN	OR S/P) - insert only one secured party , ame (3 , or	3b)	
3a. ORGANIZATION'S NAME	/		
BANCO POPULAR NORTH AMERICA			
OR 3b. INDIVIDUAL'S LAST NAME	FIRST NAME	M'ODLE NAME	SUFFIX
		1,0	
3c. MAILING ADDRESS	CITY	STATE POSTAL CODE	COUNTRY
1600 WEST LAKE STREET	MELROSE PARK	IIL 60160	USA

4. This FINANCING STATEMENT covers the following collateral:

SEE "EXHIBIT A" AND "EXHIBIT B" ATTACHED HERETO AND MADE A PART HEREOF.

5. ALTERNATIVE DESIGNATION [if applicable]:	LESSEE/LESSOR	CONSIGNEE/CONSIGN	OR BAILEE/BAILOR	SELLER/BUYER	AG. LIEN	NON-UCC FILING
This FINANCING STATEMENT is to be filed estate RECORDS. Attach Addendum		the REAL 7. Check to	o REQUEST SEARCH REPO IONAL FEEI	ORT(S) on Debtor(s) Joptionall	All Debtors	Debtor 1 Debtor 2
ESTATE RECORDS. Attach Addendum		in applicable! I IADDITI	ONALICEI	Optional		

8. OPTIONAL FILER REFERENCE DATA

Box 333

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DMSNo.

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EXHIBIT A

TO

UCC FINANCING STATEMENT

Debtor: Aspire of Illinois

Secured Party: Banco Popular North America

All of the following now or hereafter owned by Debtor:

All buildings and improvements of every kind and description heretofore or hereafter erected or placed or the Land and all materials intended for construction, reconstruction, alteration and repairs of such buildings and improvements, all of which materials shall be deemed to be included within the premises immediately upon the delivery thereof to the Land (collectively, the "Improvements").

All machinery, apparatus, equipment, fittings and articles of personal property constituting fixtures to the Improvements or to the Land, now or hereafter attached to or contained in or used or useful in conrection with the Land and the Improvements and the operation, maintenance and protection the eof and all renewals or replacements thereof or articles in substitution therefor (collectively, the "Equipment").

All present or future leases or subleases, whether written or oral, or any lettings of possession of, or any agreements for the use or occupancy of, the whole or any part of the Land and the Improvements which the Mortgagor has made or agreed to, or may hereafter make or agree to, or which may be made or agreed to by Mortgagor under the powers granted in the Mortgage, including all amendments and supplements to and repevals thereof at any time made (collectively, the "Leases"), together with all and singular the estates, tenements, hereditaments, privileges, easements, licenses, franchises, appurtenances and royaltics mineral, oil, and water rights belonging or in any way appertaining to the Land and the Improvements and all rents, issues, profits, revenues, royalties, bonuses, rights and benefits due, payable or accruing (including all deposits of money as advanced rent or for security) under any and all of the foregoing, or under any contracts or options for the sale of all or any part of, such property (including during any period allowed by law for the redemption of such property after any foreclosure or other sale), together with the right, but not the obligation, to collect, receive and receipt for all such rents and other sums and apply them to the Secured Indebtedness and to demand, sue for and recover the same when due or payable.

All plans, specifications, working drawings and like materials prepared in connection with improvements constituting part of the Mortgaged Premises, all rights of Mortgagor against vendors or manufacturers in connection with equipment located upon the Mortgaged Premises whether arising by virtue of warranty or otherwise, and all rights against contractors, subcontractors and materialmen arising in connection with work performed at or on the Mortgaged

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Premises or with materials furnished for the construction of improvements at or on the Mortgaged Premises and all rights of Mortgagor under contracts to provide any of the foregoing.

All judgments, awards of damages, settlements and other compensation heretofore or hereafter made resulting from condemnation proceedings or any taking of the Land or any part thereof or any building or other Improvement or any easement or other appurtenance thereto under the power of eminent domain, or any similar power or right (including any award from the United States Government at any time after the allowance of the claim therefor, the ascertainment of the amount thereof and the issuance of the warrant for the payment thereof), whether permanent or temporary, or for any damage (whether caused by such taking or otherwise) to such property or any part thereof or the improvements thereon or any part thereof, or to any rights appurtenant thereto, including severance and consequential damage, and any award for change of grade of streets (collectively, "Condemnation Awards") and all proceeds of insurance relating to the properties, rights, interests and privileges.

All property and rights which are by the express provisions of the Mortgage required to be subjected to the lien hereof and any additional property and rights that may from time to time hereafter be subjected to the lien baseof.

All rights in and to common areas and access roads on adjacent properties heretofore or hereafter granted to Mortgagor and any after-acquired title or reversion in and to the beds of any ways, roads, streets, avenues and alleys adjoining the Land or any part thereof.

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Ехнівіт В

To

UCC FINANCING STATEMENT

LEGAL DESCRIPTION

PARCEL No. 1-A

A tract of land consisting of all or parts of Lots 29 to 34, both inclusive, in Block 3 in Thomas Rowan's subdivision, hereinafter described as

Parts of the vacated North and South and East and West alleys in said Block 3; and part of vacated Hyde Park Avenue East of and adjoining said Block 3; which tract is bounded and described as follows:

Beginning at the point of intersection of the center line of vacated Hyde Park Avenue with the Eastward extension of the Northerly line of Lot 34 aforesaid (said Northerly line of Lot 34 and the extensions thereof being also the Southerly line of the right of way of the Minnesota and Northwestern Railroad Company); thence South along said center line of vacated Hyde Park Avenue, 100.90 feet to its intersection with a line 100 feet South of measured at right angles, and parallel with said Southerly line of the right of way of the Minnesota and Northwestern Railroad Company; thence Westerly along the last described parallel line, 168.03 feet to its intersection with the Southward extension of the center line of the aforesaid vacated North and South alley; thence North along said Southward extension of the center line of the vacated North and South alley, and along said center line, 100.90 feet to its intersection with the Westward extension of the Northerly line of Lot 34 aforesaid; thence Easterly along said Westward extension of the Northerly line of Lot 34, and along said Northerly line and its Eastward extension, 168.03 feet to the point of beginning; the said Thomas Rowan's subdivision being a subdivision of Lots 1 to 6, 15 to 23, 32 to 37, 42, 43, 48, 49, 50, 55, 56 and 57, together with the vaca'ed street between Lots 2, 3 and 4, in James H. Whiteside and Co.'s Madison Street addition, a subdivision of the South East 1/4, South of Butterfield Road, of Section 8, Township 39 North, Range 12 East of the Third Principal Meridian, in Cook County, Illinois.

PARCEL No. 1-B

A tract of land consisting of part of the 100 foot wide right of way of the Minnesota and Northwestern Railroad Company through the South East 1/4 of Section 8, Township 39 North, Range 12, East of the Third Principal Meridian, (said strip being 50 feet on either side of the center line of the main track of said railroad company, as originally located and established across said Section 8); together with all or part of Lots 22 to 29, both inclusive, in Block 3 in Thomas Rowan's subdivision, hereinafter described, and parts of the vacated North and South and East and West alleys in said Block 3; and also all or parts of Lots 16 to 19, both inclusive, and Lots 26 to 32, both inclusive, in Block 4 in said Thomas Rowan's subdivision, and all of the

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vacated North and South alley and part of the vacated East and West alley in said Block 4; and also part of vacated Granville Avenue lying between said Blocks 3 and 4 in Thomas Rowan's subdivision and lying South of the Northerly lines of said Blocks 3 and 4 extended Westwardly and Eastwardly to the center line of said Granville Avenue (said Northerly lines of Blocks 3 and 4 extensions thereof being also the Southerly line of the aforesaid 100 foot wide right of way of the Minnesota and Northwestern Railroad Company); which tract is bounded and described as follows:

Beginning at the point of intersection of the center line of the aforesaid vacated North and South alley in Block 3 with the aforesaid Southerly line of the 100 foot wide right of way of the Minnesota and Northwestern Railroad Company; thence South along said center line of the vacated North and South alley in Block 3, and the Southward extension of said center line, 100.90 feet to its intersections with a line 100 feet South of, measured at right angles, and parallel with said Southerly line of the 100 foot wide right of way of the Minnesota and Northwestern Railroad Company; thence Westerly along the last <DECBD parallel line, 438.37 to a point thereon which is 1,022.78 feet Easterly from the point of intersection of said parallel line with the Northerly line of Plock 7 in said Thomas Rowan's subdivision; thence Northerly at right angles to said parallel line, 200 feet to a point on the Northerly line of the aforesaid 100 foot wide right of way of the Minnesota and Northwestern Railroad Company; thence Easterly along said Northerly right of way line, 411.58 feet to its point of intersection with the Northward extension of the center line of the aforesaid vacated North and South alley in Block 3; thence South along said Northward extension of the center line of the vacated North and South alley in Block 3, 100.90 feet to the point of beginning; the said Thomas Rowan's subdivision being a subdivision of Lots 1 to 6, 15 to 23, 32 to 37, 42, 43, 48, 49, 50, 55, 56 and 57, together with the vacated street between Lots 2, 3 and 4, in James H. Whiteside and Company's Madison Street addition, a subdivision of the Southeast 1/4, South of Butterfield Road, of Section 8, Township 39 North, Range 12, East of the Third Principal Meridian, in Cook County, Illinois.

PARCEL 1-C

Easement for the benefit of Parcels 1 and 2, as created by Agreement made by and between American National Bank and Trust Company of Chicago, as Trustee under Trust Number 57210, and Proviso Association for Retarded Citizens, a not-for-profit corporation of Illinois, dated December 5, 1986 and recorded December 12, 1986 as Document 86596912 and rerecorded as Document 87059676; for ingress and egress over and across:

A strip of land, hereinafter described, falling in a tract of land described as follows:

Lots 16 to 19, both inclusive, in Block 4; Lots 14 to 18, both inclusive, and Lots 30 to 34, both inclusive, in Block 5, together with the vacated North and South Alley in said Block 5; Lots 1 to 4, both inclusive, and Lots 21 to 25, both inclusive, in Block 6, together with the vacated North and South alley in said Block 6; and Lots 1 to 9, both inclusive, in Block 7; all in Thomas Rowan's subdivision, hereinafter described; and also the vacated part of Geneva Avenue lying between Blocks 4 and 5, the vacated part of Bellwood Avenue lying between Blocks 5 and 6, and the vacated part of Melrose Avenue lying between Blocks 6 and 7; all taken as a tract (excepting from said tract that part thereof lying South of a line 100 feet south of, measured at

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right angles, and parallel with the Southerly line of the right of way of the Minnesota and Northwestern Railroad Company, which right of way line coincides with the Northerly lines, and extensions thereof, of Blocks 4, 5, 6 and 7; and also excepting form said tract that part thereof lying East of a line extended North, at right angles to the last described parallel line, from a point thereon 1,022.78 feet Easterly from the point of intersection of said parallel line with the Northerly line of Block 7); the aforesaid strip of land being 13 feet on either side of a center line described as follows:: Beginning at a point on the Easterly line of the above described tract, 50 feet Northerly from the Southeasterly corner of said tract; then Westerly, parallel with the Southerly line of said tract, 99.84 feet to a point; thence Westerly to a point on a line extended North, at right angles to the Southerly line of said tract, from a point thereon 821.86 feet Easterly from the Westernmost corner of said tract, the former point being 25 feet Northerly from the Southerly line of said tract; thence Westerly, parallel with the Southerly line of said tract, 165 feet to a point, thence Westerly to a point on a line extended North, at right angles to the Southerly line of said tract, from a point thereon 256.86 feet Easterly from the Westernmost corner of said tract, the former point being 55 feet Northerly from the Southerly line of said tract; thence Northwesterly to a point of termination on the Northwesterly line of said tract, 207 feet Northeasterly from the Westermost corner of said tract; the said Thomas Rowan's subdivision being a subdivision of Lots 1 to 6, 15 to 23, 32 to 37, 42, 43, 48, 49, 50, 55, 56 and 57, together with the vacated street between Lots 2, 3 and 4, in James H. Whiteside and Company's Madison Street addition, a subdivision of the South East 1/4, South of Butterfield Road, of Section 8, Township 39 North, Range 12 East of the Phird Principal Meridian, in Cook County, Illinois. ira Collina Co

COMMON ADDRESS:

4100 Litt Drive Hillside, Illinois

PIN:

15-08-420-035 15-08-420-036

Parcel No. 2

The West 330 feet of the South 298.89 feet of the South 1/2 of the Northwest 1/4 of the Southwest 1/4 of Section 20, Township 39 North, Range 12 East of the Third Principal Meridian (except that part thereof lying in Wolf Road) in Cook County, Illinois.

COMMON ADDRESS:

1815 South Wolf Road Hillside, Illinois

PIN:

15-20-300-043

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PARCEL No. 3-A

That part of the Northwest 1/4 of the Northeast 1/4 of Section 9, Township 39 North, Range 12 East of the Third Principal Meridian, in Cook County, Illinois, bounded and described as follows, to-wit:

Beginning at a point in the West line of said Northeast 1/4, 527.00 feet South of the South line of the right of way of the former Galena and Chicago Union Railroad Company, predecessor of the Chicago and Northwestern Transportation Company, as the same was located and established in 1848; thence North along the West line of said Northeast 1/4, a distance of 149.42 feet to a point, said point being also distant 50 feet Southerly, measured radially, from the center line of the Southerly (Westbound) main track of the Chicago and Northwestern Transportation Company, as the same is now ocated and established; thence Easterly along a curved line convex to the South and having a radit s of 5779.65 feet (the long chord of which forms an angle of 88 Degrees 28 Minutes 09 Seconds measured clockwise in the Northeast quadrant, with the West line of the said Northeast 1/4 and has a length of 553.25 feet, a distance of 553.49 feet to a point of tangent; thence Easterly, along a straight line, tangent to the last described curve, a distance of 121.95 feet; thence Southeasterly along a line which forms an angle of 136 Degrees 19 Minutes 36 Seconds, measured counterclockwise, from the last described line, a distance of 243.09 feet; thence Southwesterly along a line which forms an angle of 110 Degrees 24 Minutes 19 Seconds, measured counterclockwise from the last described line, a distance of 43.7 feet, more or less, to its intersection with a curved line, herein to be known as Line 'A', concave to the Southwest, having a radius of 758.60 feet and extending Northwesterly from a point in the South line of the aforesaid Northwest 1/4 of the Northeast 1/4, a distant 54.0 feet West from the West line, of the right of way of the Chicago Junction Railroad to a point of intersection with a line, herein to be known as Line 'B', drawn from a point in the West line of the right of way of the Chicago Junction Railroad, 303 feet South of the aforesaid South line of the right of way of the former Galena and Chicago Union Railroad Company, to the said pair, of beginning of the land herein described, the last said point of intersection being 440 feet West, as measured along said Line 'B' of the West line of the right of way of the Chicago Junction Railroad; thence Northwesterly along said Line 'A', a distance of 56.4 feet more or less to its point of intersection with said Line 'B'; thence Westerly along aforesaid Line 'B', a distance of 799.63 feet, more or less, to the point of beginning (excepting therefrom the West 95 feet of the above described tract) all in Cook County, Illinois.

PARCEL No. 3-B

That part of the North 1/2 of the Northeast 1/4 of Section 9, Township 39 North, Range 12 East of the Third Principal Meridian, described as follows:

Commencing at a point on the East line of Eastern Avenue 466.0 feet North of Grant Street, as widened per Document No. 18,007,308; thence East along a line parallel to the South line of the North 1/2 of the Northeast 1/4 of Section 9, 450 feet to a point thence South along a line parallel to the West line of said North 1/2 of the Northeast 1/4 of Section 9, 112.95 feet; thence East along a line drawn parallel with and 362.05 feet North of the South line of the North 1/2 of the Northeast 1/4 of Section 9,313.84 feet; thence Northeasterly on a straight line a distance of

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158.13 feet to a point on an arc, concave to the Southwest, having a radius of 758.60 feet; thence North Westerly along said arc, a distance of 56.44 feet to its intersection with a straight line drawn from a point in the West line of right of way of the Chicago Junction Railroad, 303 feet South of the South line of the right of way of the Chicago and Northwestern Railroad to a point on the West line of said Northeast 1/4, 527 feet South of the South line of the right of way, said point of intersection being 440 feet West of the West line of the Chicago Junction Railroad as measured along said described line; thence West along the last described line a distance of 766.63 feet (measured) to a point on the East line of Eastern Avenue; thence South along the East line of Eastern Avenue, 61.25 feet to the point of beginning, all in Cook County, Illinois.

COMMON ADDRESS:

3 till Or Cook County Clark's Office 105 Eastern Avenue Bellwood, Illinois

PIN:

15-09-200-023