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Doc#: 0404842254
Eugene "Gene" Moore Fee: \$36.00
Cook County Recorder of Deeds
Date: 02/17/2004 11:47 AM Pg: 1 of 7

UCC FINANCING STATEMENT

FOLLOW INSTRUCTIONS (front and back) CAREFULLY

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

B. SEND ACKNOWLEDGMENT TO: (Name and Address)

Corporation Service Company
P.O. Box 2969
Springfield, IL 62708

Property of Cook County Clerk's Office

F1810568-2

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
APPLELAND II, LLC

OR

1b. INDIVIDUAL'S LAST NAME

FIRST NAME

MIDDLE NAME

SUFFIX

1c. MAILING ADDRESS

741 CENTRE VIEW BOULEVARD

CITY: CRESTVIEW HILLS

STATE: KY

POSTAL CODE: 41017

COUNTRY: USA

1d. SEE INSTRUCTIONS: 36-4387358

ADD'L INFO RE ORGANIZATION DEBTOR

1e. TYPE OF ORGANIZATION: LLC

1f. JURISDICTION OF ORGANIZATION: ILLINOIS

1g. ORGANIZATIONAL ID #, if any: 00444871

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
APPLEILLINOIS II, LLC

OR

2b. INDIVIDUAL'S LAST NAME

FIRST NAME

MIDDLE NAME

SUFFIX

2c. MAILING ADDRESS

741 CENTRE VIEW BOULEVARD

CITY: CRESTVIEW HILLS

STATE: KY

POSTAL CODE: 41017

COUNTRY: USA

2d. SEE INSTRUCTIONS: 36-4387358

ADD'L INFO RE ORGANIZATION DEBTOR

2e. TYPE OF ORGANIZATION: LLC

2f. JURISDICTION OF ORGANIZATION: ILLINOIS

2g. ORGANIZATIONAL ID #, if any: 00444863

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 OF AMERICA, N.A.

OR

3b. INDIVIDUAL'S LAST NAME

FIRST NAME

MIDDLE NAME

SUFFIX

3c. MAILING ADDRESS

600 PEACHTREE ST, N.E., STE 1300

CITY: ATLANTA

STATE: GA

POSTAL CODE: 30309

COUNTRY: USA

4. This FINANCING STATEMENT covers the following collateral:

ALL OF DEBTOR'S RIGHTS TITLE AND INTEREST IN AND TO THE TYPES OR ITEMS OF COLLATERAL DESCRIBED ON EXHIBIT "B", ATTACHED HERETO AND MADE A PART HEREOF. THE COLLATERAL IS LOCATED ON, OR USED IN CONNECTION WITH, THE REAL PROPERTY DESCRIBED ON EXHIBIT "A", ATTACHED HERETO AND MADE A PART HEREOF.

This UCC is to be filed in the real estate records.

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) (ADDITIONAL FEE) (optional)

8. OPTIONAL FILER REFERENCE DATA: All Debtors Debtor 1 Debtor 2

SOS-CALUMET CITY

FEB 13 2004

BOX 314

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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			
APPLELAND II, LLC			
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				
OR				
11b. INDIVIDUAL'S LAST NAME	FIRST NAME	MIDDLE NAME	SUFFIX	
11c. MAILING ADDRESS		CITY	STATE	POSTAL CODE
11d. SEE INSTRUCTIONS	ADD'L INFO RE ORGANIZATION DEBTOR	11e. TYPE OF ORGANIZATION	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

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:

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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CJI
 1719 River Oaks Drive
 Calumet City
 Cook County, Illinois

EXHIBIT A LEGAL DESCRIPTION

Parcel 1:

That part of Lot 7 in the Final Plat of Oakview Shopping Center Subdivision, being a subdivision of part of the Northwest quarter of Section 24, and part of the resubdivision of Lot 2 in River Oaks West Unit No. 2, being a subdivision of part of the Northeast quarter of Section 24, all in Township 36 North, Range 14 East of the third principal meridian, according to the plat of said Oakview Shopping Center subdivision recorded October 6, 1992 as document 92743693 described as follows:

beginning at the northeast corner of Lot 7; thence South 0 degrees 07 minutes 08 seconds West, along the east line of said Lot 7, 157.71 feet to the southeast corner of said lot 7; thence north 89 degrees 52 minutes 52 seconds west, along the south line of said lot 7, 198.36 feet; thence North 0 degrees 07 minutes 08 seconds east 119.81 feet to a point of curve; thence along a curve to the right, tangent to the last described line, having a radius of 200.0 feet, an arc length of 82.64 feet to a point of tangency; thence north 23 degrees 47 minutes 41 seconds east, 64.09 feet to a point of curve; thence along a curve to the left tangent to the last described line, having a radius of 150.0 feet, an arc length of 61.98 feet to a point of tangency; thence north 0 degrees 07 minutes 08 seconds east, 140.61 feet to a point on the north line of said lot 7 thence south 86 degrees 25 minutes 36 seconds east along the North line of said lot 7 81.85 feet to an angle point in said lot 7; thence south 89 degrees 51 minutes 43 seconds east, along the North line of said lot 7, 61.46 feet to the point of beginning, in Cook County Illinois

Parcel 2:

Easement for the benefit of parcel 1 for ingress and egress as contained in grant recorded August 12, 1992 as document 92599324 and amendments thereto recorded as documents 92753015, 93074470, 93074472, 97537138 and 0335745100.

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Exhibit B to UCC Financing Statement

This Exhibit B to the UCC Financing Statement cover the following items or types of collateral:

Accounts. Any and all accounts, accounts receivable, receivables, contract rights, book debts, checks, notes, drafts, instruments, chattel paper, acceptances, choses in action, any and all amounts due to Debtor from a factor or other forms of obligations and receivables now existing or hereafter arising out of the business of the Debtor, as well as any and all returned, refused and repossessed goods, and the cash or non-cash proceeds resulting therefrom.

Inventory. Any and all of Debtor's inventory, including without limitation any and all goods held for sale or lease or being processed for sale or lease in Debtor's business as now or hereafter conducted, whether now owned or hereinafter acquired, including all materials, goods and work in process, finished goods, and other tangible property held for sale or lease or furnished or to be furnished under contracts of service or used or consumed in Debtor's business, along with all documents (including documents of title) covering inventory, all cash and non-cash proceeds from the sale of inventory including proceeds from insurance.

Equipment. Any and all of Debtor's furnishings, fixtures and equipment, wherever located, whether now owned or hereafter acquired, together with all increases, parts, fittings, accessories, equipment, and special tools now or hereafter affixed to any part thereof or used in connection therewith, and all products, additions, substitutions, accessions, and all cash and non-cash proceeds, including proceeds from insurance thereof and thereto, including without limitation the following (attach Schedule if necessary):

All Equipment, pylon signs and other signage located at Debtor's places of business known as an Applebee's Restaurant located at 1719 River Oaks Drive, Calumet City, Cook County, IL 60409

Fixtures. All of Debtor's fixtures now existing or hereafter acquired, together with all substitutes and replacements therefor, all accessions and attachments thereto, and all tools, parts and equipment now or hereafter added to or used in connection therewith. These goods are or will become fixtures on the Property owned by AppleLAND II, LLC and located in Cook County, Illinois and described on Exhibit "A", attached hereto.

Instruments and/or Investment Documents. The following described instruments and documents including, without limitation, negotiable instruments, promissory notes, and documents of title owned or to be owned by Debtor, certificates of deposit, and all liens, security agreements, leases and other contracts securing or otherwise relating to any of said instruments and documents, and all cash and non-cash proceeds and products thereof and such additional property receivable or distributed in respect of or in exchange for all or any of such instruments or documents.

General Intangibles. All patents, trademarks, service marks, trade secrets, copyrights and exclusive licenses (whether issued or pending) and all documents, applications, materials and

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other matters related thereto, all inventions, and all manufacturing, engineering and production plans, drawings, specifications, processes and systems, all trade names, computer programs, data bases, systems, hardware, and software (including source and object codes), goodwill, choses in action and all other general intangibles of Debtor whether now owned or hereafter acquired and all cash and non-cash proceeds thereof, including without limitation the following described intangible personal property, and all chattel paper, documents and instruments relating to such intangibles, including without limitation (attach schedule if necessary):

Together with: all substitutes and replacements for, accessions, attachments and other additions to, tools, parts and equipment used in connection with, and proceeds and products of, the above Collateral (including all income and benefits resulting from any of the above, such as dividends payable or distributable in cash, property or stock; interest, premium and principal payments; redemption proceeds and subscription rights; all certificates of title, manufacturer's statements of origin, other documents, accounts and chattel paper arising from or related to the above Collateral, and returned or repossessed Collateral, any of which, if received by Debtor, upon request shall be delivered immediately to the Secured Party.

PROPOSED
Cook County Clerk's Office

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EXHIBIT "B"

The types or items of property covered by this Financing Statement are as follows:

ALL THAT TRACT OR PARCEL OF LAND lying and being in Calumet City, Cook County, Illinois, and being more particularly described on Exhibit "A", attached hereto and incorporated herein by reference (hereinafter called the "Property");

TOGETHER WITH: (i) all buildings, structures and other improvements now or hereafter located on the Property or on any part or parcel of the Property (hereinafter called the "Improvements"); (ii) all and singular the tenements, hereditaments, easements and appurtenances belonging to the Property or in anywise appertaining to the Property, and the reversion or reversions, remainder or remainders thereof; (iii) all leases, undertakings to lease, contracts to rent, usufructs and other agreements for use, occupancy or possession now or hereafter in force with respect to the Property or any part or parcel of the Property or any of the Improvements, and any and all other agreements, contracts, licenses, permits and arrangements now or hereafter affecting the Property or any part or parcel of the Property or any of the Improvements, whether written or oral and whether now or hereafter made or executed and delivered (hereinafter collectively called the "Leases"); (iv) all rents, issues, income, revenues and profits now or hereafter accruing from, and all accounts and contract rights now or hereafter arising in connection with, the Property or any part or parcel of the Property or any of the Improvements, including without limitation all rents, issues, income, revenues and profits accruing from, and all accounts and contract rights arising in connection with, the Leases, together with all monies and proceeds now or hereafter due or payable with respect thereto or on account thereof, and all security deposits, damage deposits and other funds paid by any lessee, sublessee, tenant, subtenant, licensee, permittee or other obligee under any of the Leases, whether paid in a lump sum or installments (all of which are hereinafter collectively called the "Rents"); (v) all minerals, flowers, crops, trees, timber, shrubbery and other emblements now or hereafter located on the Property or under the Property or on or under any part or parcel of the Property; (vi) all estates, rights, title and interest in the Property, or in any part or parcel of the Property; (vii) all equipment, machinery, apparatus, fittings, furniture, furnishings and personal property of every kind or description whatsoever now or hereafter located on the Property or on any part or parcel of the Property or in or on any of the Improvements, and used in connection with the operation or maintenance of the Property or any of the Improvements, all accessions and additions to and replacements of the foregoing and all proceeds (direct and remote) of the foregoing, including without limitation all plumbing, heating, lighting, ventilating, refrigerating, water-heating, incinerating, air-conditioning and heating, and sprinkling equipment and systems, and all screens, awnings and signs; (viii) all fixtures (including all trade, domestic and ornamental fixtures) now or hereafter on the Property or on any part or parcel of the Property or in or on any of the Improvements, whether actually or constructively attached or affixed, including without limitation all plumbing, heating, lighting, ventilating, refrigerating, water-heating, incinerating, air-conditioning and heating, and sprinkling fixtures, and all screens, awnings and signs which are fixtures; (ix) all building materials, supplies, goods, machinery and equipment delivered to the Property and placed on the Property for the purpose of being affixed to or installed or incorporated or otherwise used in or on the Property or any part or parcel of the Property or any of the Improvements, and all accessions and additions to and replacements of the foregoing and all proceeds (direct or remote) of the foregoing; (x) all payments, awards, judgments and settlements (including interest thereon) to which Mortgagor may be or become entitled as a result of the exercise of the right of eminent domain with respect to the Property or any part or parcel of the Property or any of the Improvements; and (xi) all policies of insurance which insure against loss or damage to any property described above and all proceeds from and payments under such policies. The Property and all of the foregoing are hereinafter sometimes collectively called the "Premises".

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APPLEBEE'S

CALUMET CITY, ILLINOIS

EQUIPMENT PACKAGE	\$400,000
POS/KDS EQUIPMENT	30,000
SMALLWARES PACKAGE	35,000
TELEPHONE SYSTEM	3,000
SAFE	1,300
TIFFANY'S	9,000
BLINDS	3,500
FIRE EXTINGUISHERS	1,000
ALARM SYSTEM	3,600
WATER FILTER	4,300
CABLE/DMX	500
PAGING SYSTEM	4,000
AUDIO/VIDEO EQUIPMENT	13,000
SIGNAGE	30,000
LANDSCAPING	35,000
IRRIGATION SYSTEM	18,000
TOTAL	\$591,200

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