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UCC FINANCING STATEMENT

FOLLOW INSTRUCTIONS (front and back) CAREFULLY



Doc#: 0406233253
Eugene "Gene" Moore Fee: \$40.00
Cook County Recorder of Deeds
Date: 03/02/2004 01:55 PM Pg: 1 of 9

A. NAME & PHONE OF CONTACT AT FILER [optional]
B. SEND ACKNOWLEDGMENT TO: (Name and Address)
Harsha Barot
White & Case LLP
1155 Ave of the Americas
New York, New York 10036

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: ROADWAY EXPRESS, INC.
OR 1b. INDIVIDUAL'S LAST NAME, FIRST NAME, MIDDLE NAME, SUFFIX
1c. MAILING ADDRESS: 1077 GORGE BLVD., AKRON, OH 44310, USA
1d. TAX ID #: SSN OR EIN, ADD'L INFO RE ORGANIZATION DEBTOR, 1e. TYPE OF ORGANIZATION: CORPORATION, 1f. JURISDICTION OF ORGANIZATION: DE, 1g. ORGANIZATIONAL ID #: DE - 0473705

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
2d. TAX ID #: SSN OR EIN, ADD'L INFO RE ORGANIZATION DEBTOR, 2e. TYPE OF ORGANIZATION, 2f. JURISDICTION OF ORGANIZATION, 2g. ORGANIZATIONAL ID #: 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: DEUTSCHE BANK AG, NEW YORK BRANCH, AS COLLATERAL AGENT
OR 3b. INDIVIDUAL'S LAST NAME, FIRST NAME, MIDDLE NAME, SUFFIX
3c. MAILING ADDRESS: 60 WALL STREET, MS NYC60-4305, NEW YORK, NY 10005-2858, USA

4. This FINANCING STATEMENT covers the following collateral:

SEE SCHEDULE A ATTACHED HERETO AND MAED A PART HEREOF.

THIS IS A FIXTURE FILING TO BE FILED FOR RECORD IN THE REAL PROPERTY RECORDS OF COOK CO., IL.

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 CO., IL

R52, 54, 56, 58, 60, 61

BOX 333-CT

81 88 009 01 02 2 2 00 110 600 88 18

9 18

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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 ROADWAY EXPRESS, INC.		
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 (AMU) - 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:

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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SCHEDULE A TO UCC-1
FINANCING STATEMENT
ROADWAY EXPRESS, INC., a Delaware corporation
as Debtor (the "Debtor"), and
DEUTSCHE BANK AG, NEW YORK BRANCH,
as Collateral Agent for the Secured Creditors,
as Secured Party (the "Secured Party")

This Financing Statement covers the following collateral in which a security interest was granted by the Debtor to the Secured Party pursuant to that certain Mortgage, Security Agreement, Assignment of Leases, Rents and Profits, Financing Statement and Fixture Filing, dated as of December 11, 2003 (as amended, revised, modified, extended, renewed, replaced, restated, supplemented and/or refinanced from time to time, and including any agreement extending the maturity of, refinancing and/or restructuring (including, but not limited to, the inclusion of additional borrowers or guarantors thereunder or any increase in the amount borrowed), the "Mortgage") made by the Debtor, as mortgagor, to the Secured Party, as mortgagee:

All capitalized terms used but not otherwise defined herein shall have the same meanings ascribed to such terms in the Mortgage.

All of the Debtor's estate, right, title and interest, whether now owned or hereafter acquired, whether as lessor or lessee and whether vested or contingent, in and to all of the following:

A. The land described in Exhibit A hereto, together with all rights, privileges, franchises and powers related thereto which are appurtenant to said land or its ownership, including all minerals, oil and gas and other hydrocarbon substances thereon or therein; waters, water courses, water stock, water rights (whether riparian, appropriative, or otherwise, and whether or not appurtenant), sewer rights, shrubs, crops, trees, timber and other emblements now or hereafter on, under or above the same or any part or parcel thereof (the "Land");

B. All buildings, structures, tenant improvements and other improvements of every kind and description now or hereafter located in or on the Land, including, but not limited to, all structures, improvements, rail spurs, dams, reservoirs, water, sanitary and storm sewers, drainage, electricity, steam, gas, telephone and other utility facilities, parking areas, roads, driveways, walks and other site improvements of every kind and description now or hereafter erected or placed on the Land, together with all additions thereto and all renewals, alterations, substitutions and replacements thereof (collectively, the "Improvements");

C. All fixtures, attachments, appliances, equipment, machinery, building materials and supplies, and other tangible personal property, now or hereafter attached to said Improvements or now or at any time hereafter located on the Land and/or Improvements, including, but not limited to, artwork, decorations, draperies, furnaces, boilers, oil burners, piping, plumbing, refrigeration, air conditioning, lighting, ventilation, disposal and sprinkler

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systems, elevators, motors, dynamos and all other equipment and machinery, appliances, fittings and fixtures of every kind (but excluding trucks, tractors, trailers, forklifts and other motor vehicles), together with all additions thereto and all renewals, alterations, substitutions and replacements thereof;

D. All surface rights, easements, rights of way, and other rights appurtenant to the use and enjoyment of, or used in connection with, the Land and/or the Improvements;

E. All streets, roads and public places (whether open or proposed) now or hereafter adjoining or otherwise providing access to the Land, the land lying in the bed of such streets, roads and public places, and all other sidewalks, alleys, ways, passages, vaults, water courses, strips and gores of land now or hereafter adjoining or used or intended to be used in connection with all or any part of the Land and/or the Improvements;

F. Any leases, lease guaranties and other agreements relating to the use and occupancy of the Land and/or the Improvements or any portion thereof, including, but not limited to, any use or occupancy arrangements created pursuant to Section 365(h) of Title 11 of the United States Code or otherwise in connection with the commencement or continuance of any bankruptcy, reorganization, arrangement, insolvency, dissolution, receivership or similar proceedings, or any assignment for the benefit of creditors, in respect of any tenant or occupant of any portion of the Land and/or the Improvements;

G. All revenues, rents, receipts, income, accounts receivable, issues and profits of the Mortgaged Property;

H. All permits, licenses and rights relating to the use, occupation and operation of the Land and/or the Improvements;

I. All real estate tax refunds payable to the Debtor with respect to the Land or the Improvements, and refunds, credits or reimbursements payable with respect to bonds, escrow accounts or other sums payable in connection with the use, development, or ownership of the Land and/or Improvements;

J. Any claims or demands with respect to any proceeds of insurance in effect with respect to the Land and/or the Improvements, including interest thereon, which the Debtor now has or may hereafter acquire and any and all awards made for the taking by eminent domain, condemnation or by any proceedings, transfer or purchase in lieu or in anticipation of the exercise of said rights, or for a change of grade, or for any other injury to or decrease in the value of, the whole or any part of the Land and/or Improvements;

K. Any zoning rights, air rights and development rights which are or may become vested in the Debtor (including, without limitation, pursuant to zoning lot agreements); and

L. All proceeds and products of the conversion, voluntary or involuntary (including, but not limited to, those from sale, exchange, transfer, collection, loss, damage, disposition, substitution or replacement) of any of the foregoing, whether into cash, liquidated claims or otherwise.

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All of the forgoing estates, rights, properties and interests hereby mortgaged to the Mortgagee are sometimes referred to collectively herein as the "Mortgaged Property".

Property of Cook County Clerk's Office

UNOFFICIAL COPY**EXHIBIT A**DESCRIPTION OF LAND

PARCEL 1:

LOT 3 OF C.C.A. SUBDIVISION, BEING A PART OF THE SOUTHEAST 1/4 OF SECTION 24, TOWNSHIP 35 NORTH, RANGE 14, EAST OF THE THIRD PRINCIPAL MERIDIAN, ACCORDING TO THE PLAT THEREOF RECORDED DECEMBER 20, 1999, AS DOCUMENT 09205526, IN COOK COUNTY, ILLINOIS.

PARCEL 2:

A PARCEL OF LAND IN THE SOUTHWEST 1/4 OF SECTION 24, TOWNSHIP 35 NORTH, RANGE 14 EAST OF THE THIRD PRINCIPAL MERIDIAN, AND THE NORTHWEST 1/4 OF SECTION 25, TOWNSHIP 35 NORTH, RANGE 14 EAST OF THE THIRD PRINCIPAL MERIDIAN, DESCRIBED AS FOLLOWS:

BEGINNING AT A POINT 1350 FEET SOUTH OF THE WEST CENTER LINE OF SECTION 24, TOWNSHIP 35 NORTH, RANGE 14 EAST OF THE THIRD PRINCIPAL MERIDIAN AND 50.00 FEET WEST OF THE EAST LINE OF THE SOUTHWEST 1/4 OF SECTION 24; THENCE WEST ON A LINE PARALLEL WITH AND 1350 FEET SOUTH OF THE EAST AND WEST CENTER LINE OF SECTION 24, 1200.00 FEET TO A POINT ON A LINE PARALLEL WITH AND 1250 FEET WEST OF THE EAST LINE OF THE SOUTHWEST 1/4 OF SECTION 24; THENCE SOUTH ON A LINE DRAWN PARALLEL WITH AND 1250 FEET WEST OF THE EAST LINE OF THE SOUTHWEST 1/4 OF SECTION 24, A DISTANCE OF 1281.25 FEET TO THE NORTH LINE OF THE MICHIGAN CENTRAL RAILROAD RIGHT-OF-WAY; THENCE EAST ON THE NORTH LINE OF THE MICHIGAN CENTRAL RAILROAD RIGHT-OF-WAY, WHICH FORMS AN ANGLE OF 90 DEGREES 31 MINUTES 46 SECONDS FROM THE NORTH TO EAST WITH THE LAST DESCRIBED LINE, 781.13 FEET, TO ITS INTERSECTION WITH THE SOUTH LINE OF SECTION 24 AND THE NORTH LINE OF SECTION 25; THENCE CONTINUING EAST ON THE NORTH LINE OF THE MICHIGAN CENTRAL RAILROAD RIGHT-OF-WAY, 418.88 FEET TO A POINT 50.00 FEET WEST OF THE EXTENSION SOUTH OF THE EAST LINE OF THE SOUTHWEST 1/4 OF SECTION 24; THENCE NORTH ON A LINE 50 FEET WEST OF AND PARALLEL TO THE EAST LINE OF THE SOUTHWEST 1/4 OF SECTION 24, AND ITS EXTENSION SOUTH, WHICH FORMS AN ANGLE OF 89 DEGREES 28 MINUTES 14 SECONDS FROM NORTH TO WEST WITH THE NORTH LINE OF THE MICHIGAN CENTRAL RAILROAD RIGHT-OF-WAY, 1302.43 FEET TO THE POINT OF BEGINNING, IN COOK COUNTY, ILLINOIS, AS SHOWN ON SURVEY PREPARED BY SILANDER & SON DATED MARCH 4, 1983.

PARCEL 3:

THE SOUTHWEST 1/4 OF THE SOUTHEAST 1/4 OF SECTION 24, TOWNSHIP 35 NORTH, RANGE 14, EAST OF THE THIRD PRINCIPAL MERIDIAN, AND ALSO THE EAST 50 FEET OF THE SOUTHWEST 1/4 OF SECTION 24, MORE PARTICULARLY DESCRIBED AS FOLLOWS:

THAT PART OF THE SOUTH 1/2 OF SECTION 24, TOWNSHIP 35 NORTH, RANGE 14, EAST OF THE THIRD PRINCIPAL MERIDIAN, BOUNDED AND DESCRIBED AS FOLLOWS; BEGINNING AT THE NORTHWEST CORNER OF THE SOUTHEAST 1/4 OF SAID SECTION 24, THENCE SOUTH ALONG THE WEST LINE OF SAID SOUTHEAST 1/4 A DISTANCE OF 13123.10 FEET TO THE NORTHWEST CORNER OF THE SOUTHWEST 1/4 OF SAID SOUTHEAST 1/4; THENCE EAST ALONG THE NORTH LINE OF THE SOUTHWEST 1/4 OF SAID SOUTHEAST 1/4 A DISTANCE OF 1330.14 FEET TO THE NORTHEAST CORNER OF THE SOUTHWEST 1/4 OF SAID SOUTHEAST 1/4; THENCE SOUTH ALONG THE EAST LINE OF THE SOUTHWEST 1/4 OF SAID SOUTHEAST 1/4, A DISTANCE OF 1324.65 FEET TO THE SOUTH LINE OF SAID SECTION 24; THENCE WEST ALONG THE SOUTH LINE OF SAID SECTION 24 A DISTANCE OF 1381.28 FEET TO THE WEST LINE OF THE EAST 50 FEET OF THE SOUTHWEST 1/4 OF SAID SECTION 24; THENCE NORTH ALONG THE WEST LINE OF SAID EAST 50 FEET A DISTANCE OF 2646.08 TO THE NORTH LINE OF THE SOUTHWEST 1/4 OF SAID SECTION 24; THENCE EAST ALONG THE NORTH LINE OF THE SOUTHWEST 1/4 OF SAID SECTION 24, A DISTANCE OF 50 FEET TO THE PLACE OF BEGINNING, IN COOK COUNTY, ILLINOIS, (EXCEPTING THEREFROM THE EAST 50 FEET OF THE WEST 507 FEET OF THE NORTH 30 FEET OF THE LAND.)

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DESCRIPTION OF LAND

(continued)

Property Address: 2000 Lincoln Highway
Chicago Heights, IL

Permanent Tax Numbers:

32-24-400-140-0000

(Affects Parcel 1)

32-24-303-002-0000

(Affects Parcel 2)

32-24-301-003-0000

32-24-303-003-0000

32-24-416-001-0000

(Affect Parcel 3)

Property of Cook County Clerk's Office

UNOFFICIAL COPY**EXHIBIT A**DESCRIPTION OF LAND**PARCEL 1:**

LOTS 21 TO 31, BOTH INCLUSIVE, IN BLOCK 29 IN PAUL N. KNEFEL AND COMPANY'S SUBDIVISION OF BLOCKS 29 TO 30 IN JAMES REES' SUBDIVISION OF THE NORTHEAST 1/4 OF SECTION 11, TOWNSHIP 38 NORTH, RANGE 13, EAST OF THE THIRD PRINCIPAL MERIDIAN, IN COOK COUNTY, ILLINOIS.

PARCEL 2:

THAT PART OF BLOCKS 21, 22, 26, 27 AND 28 IN JAMES H. REE'S SUBDIVISION OF THE NORTHEAST 1/4 OF SECTION 11, TOWNSHIP 38 NORTH, RANGE 13 EAST OF THE THIRD PRINCIPAL MERIDIAN DESCRIBED AS FOLLOWS:
 BEGINNING AT THE SOUTHEAST CORNER OF SAID BLOCK 28 THENCE NORTH 0 DEGREES 09 MINUTES 08 SECONDS WEST ALONG THE EAST LINE OF SAID BLOCK 28 (SAID LINE BEING 37.00 FEET EAST OF AND PARALLEL WITH THE WEST LINE OF SOUTH HOMAN AVENUE) 671.31 FEET TO THE NORTHEAST CORNER OF SAID BLOCK 28, THENCE NORTH 89 DEGREES 59 MINUTES 50 SECONDS WEST ALONG THE NORTH LINE OF SAID BLOCK 28, A DISTANCE OF 33.00 FEET TO THE WEST LINE OF SOUTH HOMAN AVENUE, THENCE NORTH 0 DEGREE 00 MINUTES 10 SECONDS EAST ALONG A LINE DRAWN PERPENDICULAR TO THE NORTH LINE OF SAID BLOCK 28, A DISTANCE OF 80.00 FEET; THENCE NORTH 89 DEGREES 59 MINUTES 50 SECONDS WEST 134.16 FEET, MORE OR LESS TO A POINT WHICH IS 30.00 FEET NORTHERLY FROM THE NORTH LINE OF THE AFORESAID BLOCK 27; THENCE SOUTH 0 DEGREES 00 MINUTES 10 SECONDS WEST 30.00 FEET TO A POINT ON THE NORTH LINE OF SAID BLOCK 27 WHICH IS 400.00 FEET WESTERLY OF THE WEST LINE OF SOUTH HOMAN AVENUE, THENCE NORTH 89 DEGREES 59 MINUTES 50 SECONDS WEST, ALONG THE NORTH LINE OF THE AFORESAID BLOCKS 26 AND 27, 267.61 TO THE WEST LINE OF SOUTH ST. LOUIS AVENUE; THENCE SOUTH 0 DEGREES 09 MINUTES 12 SECONDS EAST ALONG THE WEST LINE OF SAID BLOCK 27) 638.34 FEET 33.00 FEET WEST OF AND PARALLEL WITH THE WEST LINE OF SAID BLOCK 27) 638.34 FEET TO THE NORTH LINE OF WEST 51ST STREET; THENCE NORTH 90 DEGREES 00 MINUTES 00 SECONDS EAST 33.00 FEET TO THE WEST LINE OF THE AFORESAID BLOCK 27; THENCE SOUTH 0 DEGREES 09 MINUTES 12 SECONDS EAST ALONG THE WEST LINE OF SAID BLOCK 27, A DISTANCE OF 33.00 FEET TO THE SOUTHWEST CORNER OF SAID BLOCK; THENCE NORTH 90 DEGREES 00 MINUTES 00 SECONDS EAST ALONG THE SOUTH LINE OF THE AFORESAID BLOCK 27 AND 28 (SAID LINE BEING 33.00 FEET SOUTH OF AND PARALLEL WITH THE NORTH LINE OF WEST 51ST STREET) 667.60 FEET TO THE PLACE OF BEGINNING, IN COOK COUNTY, ILLINOIS, (EXCEPTING THEREFROM THAT PART OF THE LAND TAKEN FOR 51ST STREET AND HOMAN AVENUE.)

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DESCRIPTION OF LAND (continued)

Property Address: 3434 West 51st Street
Chicago, IL

Permanent Tax Numbers:

- 19-11-202-010-0000 (This tax number affects part of Parcel 2 and other property)
- 19-11-202-012-0000 (This tax number affects part of Parcel 2 and other property)
- 19-11-203-001-0000 (This tax number affects part of Parcel 2)
- 19-11-203-004-0000 (This tax number affects part of Parcel 2)
- 19-11-203-005-0000 (This tax number affects part of Parcel 2)
- 19-11-204-042-0000 (This tax number affects Lot 31)
- 19-11-204-043-0000 (This tax number affects Lot 30)
- 19-11-204-044-0000 (This tax number affects Lot 29)
- 19-11-204-045-0000 (This tax number affects Lot 28)
- 19-11-204-046-0000 (This tax number affects Lot 27)
- 19-11-204-047-0000 (This tax number affects Lot 26)
- 19-11-204-048-0000 (This tax number affects Lot 25)
- 19-11-204-049-0000 (This tax number affects Lot 24)
- 19-11-204-050-0000 (This tax number affects Lot 23)
- 19-11-204-051-0000 (This tax number affects Lot 22)
- 19-11-204-052-0000 (This tax number affects Lot 21)