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Doc#: 0406939010
Eugene "Gene" Moore Fee: \$34.00
Cook County Recorder of Deeds
Date: 03/09/2004 09:09 AM 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)

Winston & Strawn LLP
200 Park Avenue
New York, New York 10166
Attention: Tracey A. Leitman, Esq.

THE ABOVE SPACE IS FOR FILING OFFICE USE ONLY

APR 19 2004
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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
Catellus Finance 1, L.L.C. a Delaware limited liability company

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

1c. MAILING ADDRESS CITY STATE POSTAL CODE COUNTRY
201 Mission Street, Suite 340 San Francisco CA 94105 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
limited liability company Delaware 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. TAX ID #: SSN OR EIN ADD'L INFO RE ORGANIZATION DEBTOR 2e. TYPE OF ORGANIZATION 2f. JURISDICTION OF ORGANIZATION 2g. ORGANIZATIONAL ID #, if any 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
LASALLE BANK NATIONAL ASSOCIATION, *(See Item 10 on Addendum)

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

3c. MAILING ADDRESS CITY STATE POSTAL CODE COUNTRY
100 Mulberry Street, Gateway Center Four, 9th Floor Newark NJ 07102-4069 USA

4. This FINANCING STATEMENT covers the following collateral:

See Rider and Exhibit A attached hereto and made a part hereof.

Filed with the County Clerk of Cook County, 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) All Debtors Debtor 1 Debtor 2

8. OPTIONAL FILER REFERENCE DATA
Prudential/Catellus - 81121.310

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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			
Catellus Finance I, L.L.C., a Delaware limited liability company			
OR	9b. INDIVIDUAL'S LAST NAME		
	FIRST NAME	MIDDLE NAME, SUFFIX	

10. MISCELLANEOUS:

*Continuation of Secured Party's Name:

f/k/a LaSalle National Bank, as Trustee for the Registered Holders of Prudential Mortgage Capital Company I, LLC, Commercial Mortgage Pass-Through Certificates, Series 1978- for the Benefit of the Holder of the A Note and the Holder of the B Note

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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
0					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
					<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 Rider and 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):

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

UNOFFICIAL COPY**Debtor:**

Catellus Finance 1, L.L.C., as Delaware limited liability company

Secured Party:LASALLE BANK NATIONAL ASSOCIATION, f/k/a LaSalle National Bank,
as Trustee for the Registered Holders of Prudential Mortgage Capital Company
I, LLC, Commercial Mortgage Pass-Through Certificates, Series 1998-1 for the
Benefit of the Holder of the A Note and the Holder of the B NoteRider
to
UCC-1 Financing Statement
(Illinois)Item 4: Collateral Description (continued):

All of Debtor's right, title and interest in and to the following:

- A. All those certain parcels of real property as more particularly described on Exhibit A attached hereto and incorporated herein by this reference (collectively, the "**Real Estate**"), together with all of the easements, rights, privileges, franchises, tenements, hereditaments and appurtenances now or hereafter thereunto belonging or in any way appertaining thereto and all of the estate, right, title, interest, claim and demand whatsoever of Debtor therein or thereto, either at law or in equity, in possession or in expectancy, now or hereafter acquired;
- B. All structures, buildings and improvements of every kind and description now or at any time hereafter located or placed on the Real Estate except to the extent Debtor's interest in any structures, building and improvement may be limited as of the date hereof pursuant to the terms of an existing ground lease more particularly described in the Loan Agreement (the "**Improvements**");
- C. All furniture, furnishings, fixtures, goods, equipment, inventory or personal property owned by Debtor and now or hereafter located on, attached to or used in and about the Improvements, including, but not limited to, all machines, engines, boilers, dynamos, elevators, stokers, tanks, cabinets, lawn mowers, and all appliances, plumbing, heating, air conditioning, lighting, ventilating, refrigerating, disposal and incinerating equipment, and all fixtures and appurtenances thereto, and such other goods and chattels and personal property owned by Debtor as are now or hereafter used or furnished in operating the Improvements, or the activities conducted therein, and all building materials and equipment hereafter situated on or about the Real Estate or the Improvements, and all warranties and guaranties relating thereto, and all additions thereto and substitutions and replacements therefor (exclusive of any of the foregoing owned or leased from a third-party by tenants of space in the Improvements);
- D. All easements, rights-of-way, strips and gores of land, vaults, streets, ways, alleys, passages, sewer rights, air rights and other development rights now or hereafter located on the Real Estate or under or above the same or any part or parcel thereof, and all estates, rights, titles, interests, tenements, hereditaments and appurtenances, reversions and remainders whatsoever, in any way belonging, relating or appertaining to the Real Estate and/or the Improvements or any part thereof, or which hereafter shall in any way belong, relate or be appurtenant thereto, whether now owned or hereafter acquired by Debtor;
- E. All water, ditches, wells, reservoirs and drains and all water, ditch, well, reservoir and

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Secured Party:

LASALLE BANK NATIONAL ASSOCIATION, f/k/a LaSalle National Bank, as Trustee for the Registered Holders of Prudential Mortgage Capital Company I, LLC, Commercial Mortgage Pass-Through Certificates, Series 1998-1 for the Benefit of the Holder of the A Note and the Holder of the B Note

drainage rights which are appurtenant to, located on, under or above or used in connection with the Real Estate or the Improvements, or any part thereof, whether now existing or hereafter created or acquired;

F. All minerals, landscaping and landscaping features now or hereafter located on, under or above the Real Estate;

G. All cash funds, deposit accounts and other rights and evidence of rights to cash, now or hereafter created or held by Secured Party pursuant to the Loan Agreement or any other of the other Loan Documents, including, without limitation, such funds, deposit accounts and other rights and evidence of rights to cash pursuant to those certain Cash Management Agreements of even date herewith executed among others, by Debtor and Secured Party (the "**Cash Management Agreements**")

H. All leases (including, without limitation, oil, gas and mineral leases), licenses, concessions and occupancy agreements of all or any part of the Real Estate or the Improvements now existing or hereafter entered into, as same may be amended (each, a "**Lease**" and collectively, "**Leases**") whether written or verbal and all rents, royalties, issues, profits, revenue, income and other benefits (collectively, the "**Rents and Profits**") of the Real Estate or the Improvements, now or hereafter arising from the use or enjoyment of all or any portion thereof or from any present or future Lease or other agreement pertaining thereto or arising from any of the Contracts (as hereinafter defined) or any of the General Intangibles (as hereinafter defined) and all cash or securities deposited to secure performance by the tenants, lessees or licensees (each, a "**Tenant**" and collectively, the "**Tenants**"), as applicable, of their obligations under any such Leases, whether said cash or securities are to be held until the expiration of the terms of said Leases, or applied to one or more of the installments of rent coming due prior to the expiration of said terms, subject to, however, the provisions contained in Section 1.7 of that certain Mortgage, Assignment of Leases and Rents, Security Agreement and Fixture Filing executed by Debtor and described hereinbelow (the "**Mortgage**");

I. All contracts and agreements now or hereafter entered into covering any part of the Real Estate or the Improvements (collectively, the "**Contracts**") and all revenue, income and other benefits thereof, including, without limitation, management agreements, service contracts, maintenance contracts, equipment leases, personal property leases and any contracts or documents relating to construction on any part of the Real Estate or the Improvements (including plans, drawings, surveys, tests, reports, bonds and governmental approvals) or to the management or operation of any part of the Real Estate or the Improvements;

J. All present and future monetary deposits given to any public or private utility with respect to utility services furnished to any part of the Real Estate or the Improvements;

K. All present and future funds, accounts, instruments, accounts receivable, documents, causes of action, claims, general intangibles (including without limitation, trademarks, trade names, servicemarks and symbols now or hereafter used in connection with any part of the Real Estate or the Improvements, all names by which the Real Estate or the Improvements may be operated or known,

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Secured Party:LASALLE BANK NATIONAL ASSOCIATION, f/k/a LaSalle National Bank,
as Trustee for the Registered Holders of Prudential Mortgage Capital Company
I, LLC, Commercial Mortgage Pass-Through Certificates, Series 1998-1 for the
Benefit of the Holder of the A Note and the Holder of the B Note

all rights to carry on business under such names, and all rights, interest and privileges which Debtor has or may have as developer or declarant under any covenants, restrictions or declarations now or hereafter relating to the Real Estate or the Improvements) and all notes or chattel paper now or hereafter arising from or by virtue of any transactions related to the Real Estate or the Improvements (collectively, the "General Intangibles");

L. All water taps, sewer taps, certificates of occupancy, permits, licenses, franchises, certificates, consents, approvals and other rights and privileges now or hereafter obtained in connection with the Real Estate or the Improvements and all present and future warranties and guaranties relating to the Improvements or to any equipment, fixtures, furniture, furnishings, personal property or components of any of the foregoing now or hereafter located or installed on the Real Estate or the Improvements;

M. All building materials, supplies and equipment now or hereafter placed on the Real Estate or in the Improvements and all architectural renderings, models, drawings, plans, specifications; studies and data now or hereafter relating to the Real Estate or the Improvements (exclusive of any of the foregoing owned or leased from a third party by tenants of space in the Improvements);

N. All right, title and interest of Debtor in any insurance policies or binders now or hereafter relating to the Property including any unearned premiums thereon;

O. All proceeds, products, substitutions and accessions (including claims and demands therefor) of the conversion, voluntary or involuntary, of any of the foregoing into cash or liquidated claims, including, without limitation, proceeds of insurance and condemnation awards; and

P. All other or greater rights and interests of every nature in the Real Estate or the Improvements and in the possession or use thereof and income therefrom, whether now owned or hereafter acquired by Debtor.

All capitalized terms not otherwise defined herein shall have the respective meanings ascribed to such terms in the Mortgage, dated as of March 8, 2004 from CATELLUS FINANCE 1, L.L.C., a Delaware limited liability company, as Mortgagor for the benefit of LASALLE BANK NATIONAL ASSOCIATION, f/k/a LaSalle National Bank, as Trustee for the Registered Holders of Prudential Mortgage Capital Company I, LLC, Commercial Mortgage Pass-Through Certificates, Series 1998-1 for the Benefit of the Holder of the A Note and the Holder of the B Note, as Mortgagee.

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LEGAL DESCRIPTION

THE SOUTH 15 FEET OF LOT 5 AND SUB LOTS 1 AND 2 OF LOT 8 AND ALL OF LOT 9 IN BLOCK 5 IN FRACTIONAL SECTION 15, ADDITION TO CHICAGO IN THE WEST HALF OF THE NORTHWEST QUARTER OF SECTION 15, TOWNSHIP 39 NORTH, RANGE 14, EAST OF THE THIRD PRINCIPAL MERIDIAN, IN COOK COUNTY, ILLINOIS.

Tax No.: 17-05-105-013

Commonly known as: 224 S. Michigan Ave., Chicago, IL

(B-67)
(Catellus Reference # IL0311251)
(First American Title # CC128712)

First American Title

Order # _____