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Doc#: 0420341035  
Eugene "Gene" Moore Fee: \$40.00  
Cook County Recorder of Deeds  
Date: 07/21/2004 12:50 PM Pg: 1 of 9

UCC FINANCING STATEMENT

FOLLOW INSTRUCTIONS (front and back) CAREFULLY

A. NAME & PHONE OF CONTACT AT FILER [optional]  
B. SEND ACKNOWLEDGMENT TO: (Name and Address)

THE ABOVE SPACE IS FOR FILING OFFICE USE ONLY

82098846021A

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  
VHS OF ILLINOIS, INC.  
OR  
1b. INDIVIDUAL'S LAST NAME  
FIRST NAME  
MIDDLE NAME  
SUFFIX  
1c. MAILING ADDRESS  
20 BURTON HILLS BOULEVARD, SUITE 100  
NASHVILLE  
STATE TN POSTAL CODE 37215 COUNTRY 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 #, if any DE-3100647 NONE

9 Box

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  
BANK OF AMERICA, N.A., AS COLLATERAL AGENT  
OR  
3b. INDIVIDUAL'S LAST NAME  
FIRST NAME  
MIDDLE NAME  
SUFFIX  
3c. MAILING ADDRESS  
101 N. TRYON STREET, MAIL CODE NC1-001-15-04  
CHARLOTTE  
STATE NC POSTAL CODE 28255-0001 COUNTRY USA

4. This FINANCING STATEMENT covers the following collateral:

ALL OF DEBTOR'S NOW OWNED OR HEREAFTER ACQUIRED MACHINERY, EQUIPMENT AND OTHER GOODS CONSTITUTING FIXTURES AND OTHER PERSONAL PROPERTY, ALL AS FURTHER DESCRIBED ON SCHEDULE A ATTACHED HERETO, LOCATED ON THE REAL ESTATE DESCRIBED ON EXHIBIT A ATTACHED HERETO.

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

5. ALTERNATIVE DESIGNATION [if applicable]: LESSEE/LESSOR CONSIGNEE/CONSIGNOR BAILEE/BAIOLR 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] All Debtors Debtor 1 Debtor 2  
8. OPTIONAL FILER REFERENCE DATA  
COOK COUNTY, IL 14 (LEASEHOLD) (1103813-0028)

Box 333

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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

OR	9a. ORGANIZATION'S NAME <b>VHS OF ILLINOIS, INC.</b>	FIRST NAME	MIDDLE NAME, SUFFIX
	9b. INDIVIDUAL'S LAST NAME		

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

OR	11a. ORGANIZATION'S NAME	FIRST NAME	MIDDLE NAME	SUFFIX
	11b. INDIVIDUAL'S LAST NAME			
	11c. MAILING ADDRESS		CITY	STATE   POSTAL CODE   COUNTRY
	11d. TAX ID #: SSN OR EIN	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)

OR	12a. ORGANIZATION'S NAME	FIRST NAME	MIDDLE NAME	SUFFIX
	12b. INDIVIDUAL'S LAST NAME			
	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):

Berwyn POB, LLC; Kessler/Berwyn Medical, LLC;  
 JES Berwyn, LLC; MSP Berwyn, LLC; and RES  
 Berwyn, LLC  
 c/o HSA Commercial, Inc.  
 180 North Wacker Drive  
 Suite 500  
 Chicago, Illinois 60606

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

VHS of Illinois, Inc., as Debtor (the "Debtor"), and  
Bank of America, N.A., as Collateral Agent,  
as Secured Party (the "Secured Party")

This Financing Statement covers the following types of collateral (collectively, the "Property"), in which a security interest was granted to the Secured Party by the Debtor pursuant to that certain Leasehold Mortgage, Security Agreement, Assignment of Leases, Rents and Profits, Financing Statement and Fixture Filing, dated as of May 18, 2004, as the same may be amended, supplemented and/or modified from time to time (the "Mortgage") made by the Debtor, as Mortgagor, to the Secured Party, as Mortgagee:

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 systems, elevators, motors, dynamos and all other equipment and machinery, appliances, fittings and fixtures of every kind located in or used in the operation of the Improvements located on the Land, together with all additions thereto and all renewals, alterations, substitutions and replacements thereof (hereinafter sometimes collectively referred to as the "Equipment");

D. The leasehold estate of the Mortgagor, as lessee, under that certain Building and Ground Lease dated February 1, 2000 between the Mortgagor, as lessee and MacNeal Health Services Corporation, as lessor as described in that certain Memorandum of Lease, dated January 31, 2000 between Mortgagor, as lessee and MacNeal Health Services Corporation, as lessor and

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recorded as document 00086942 of the official records of the Cook County Recorder's Office, as amended by that certain Amendment No. 1 to Building and Ground Lease dated July 30, 2001 and recorded August 7, 2001 as document 0010719434 of the official records of the Cook County Recorder's Office.

E. The leasehold estate of the Mortgagor as tenant under that certain Building and Ground Lease dated February 1, 2000 between the Mortgagor, as lessee and MacNeal Health Services Corporation, as lessor as described in that certain Memorandum of Lease, dated January 31, 2000 between Mortgagor, as lessee and MacNeal Health Services Corporation, as lessor and recorded as document 00086943 of the official records of the Cook County Recorder's Office, as amended by that certain Amendment No. 1 to Building and Ground Lease dated July 30, 2001 and recorded August 7, 2001 as document 0010719435 of the official records of the Cook County Recorder's Office.

F. The leasehold estate of the Mortgagor as tenant under that certain Building and Ground Lease dated February 1, 2000 between the Mortgagor, as lessee and MacNeal Memorial Hospital Association and MacNeal Health Services Corporation, as lessor as described in that certain Memorandum of Lease, dated January 31, 2000 between Mortgagor, as lessee and MacNeal Memorial Hospital Association and MacNeal Health Services Corporation, as lessor and recorded as document 00086945 of the official records of the Cook County Recorder's Office, as amended by that certain Amendment No. 1 to Building and Ground Lease dated July 30, 2001 and recorded August 7, 2001 as document 0010719437 of the official records of the Cook County Recorder's Office. (The Leases described in paragraphs D and E above and this paragraph F, together with any amendments, modifications, extensions, renewals, restatements or substitutions, are hereafter referred to each as a "Ground Lease" and collectively as the "Ground Leases.");

G. All surface rights, appurtenant rights and 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;

H. 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;

I. Any leases, lease guaranties and in any 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 (the "Bankruptcy 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 (collectively, "Leases");

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J. All revenues, rents, receipts, income, accounts receivable, issues and profits of the Mortgaged Property (collectively, "Rents");

K. All permits, licenses and rights relating to the use, occupation and operation of the Land and/or the Improvements or any business conducted thereon or therein;

L. All real estate tax refunds payable to the Mortgagor 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;

M. 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 Mortgagor 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;

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

O. 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.

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

**UNOFFICIAL COPY****EXHIBIT A**

8209910

DESCRIPTION OF LAND

The leasehold estate of the Mortgagor, as lessee, under that certain Building and Ground Lease dated February 1, 2000 between the Mortgagor, as lessee and MacNeal Health Services Corporation, as lessor as described in that certain Memorandum of Lease, dated January 31, 2000 between Mortgagor, as lessee and MacNeal Health Services Corporation, as lessor and recorded as document 00086942 of the official records of the Cook County Recorder's Office, as amended by that certain Amendment No. 1 to Building and Ground Lease dated July 30, 2001 and recorded August 7, 2001 as document 0010719434 of the official records of the Cook County Recorder's Office.

LOTS 1, 2, 3 AND 4 IN BLOCK 8 IN BERWYN, A SUBDIVISION OF BLOCKS 4, 5, 12, 13, 20, 21, 28, 29, 34, 35, 36 AND 39 OF LAVERGNE, SAID LAVERGNE BEING A SUBDIVISION OF THE NORTHWEST 1/4 AND THAT PART OF THE NORTHEASTERLY 1/4 AND THE SOUTHEAST 1/4 AND THE EAST 1/2 OF THE SOUTHWEST 1/4, LYING NORTH OF OGDEN AVENUE OF SECTION 31, TOWNSHIP 39 NORTH, RANGE 13, EAST OF THE THIRD PRINCIPAL MERIDIAN;

TOGETHER WITH PARTS OF 32ND AND 33RD, 35TH AND 36TH STREETS WITHIN THE SAID LAVERGNE, IN COOK COUNTY, ILLINOIS.

TAX ID # - 16-31-127-006-0000  
 16-31-127-007-0000  
 16-31-127-008-0000  
 16-31-127-009-0000



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**EXHIBIT A**

8209911

DESCRIPTION OF LAND

The leasehold estate of the Mortgagor, as lessee, under that certain Building and Ground Lease dated February 1, 2000 between the Mortgagor, as lessee and MacNeal Health Services Corporation, as lessor as described in that certain Memorandum of Lease, dated January 31, 2000 between Mortgagor, as lessee and MacNeal Health Services Corporation, as lessor and recorded as document 00086942 of the official records of the Cook County Recorder's Office, as amended by that certain Amendment No. 1 to Building and Ground Lease dated July 30, 2001 and recorded August 7, 2001 as document 0010719434 of the official records of the Cook County Recorder's Office.

LOTS 14 AND 15 IN BLOCK 8 IN BERWYN, A SUBDIVISION OF PART OF SECTION 31, TOWNSHIP 39 NORTH, RANGE 13, EAST OF THE THIRD PRINCIPAL MERIDIAN, IN COOK COUNTY, ILLINOIS.

Tax ID #16-31-127-030-0000

**UNOFFICIAL COPY****EXHIBIT A**

8209912

**DESCRIPTION OF LAND**

The leasehold estate of the Mortgagor, as lessee, under that certain Building and Ground Lease dated February 1, 2000 between the Mortgagor, as lessee and MacNeal Health Services Corporation, as lessor as described in that certain Memorandum of Lease, dated January 31, 2000 between Mortgagor, as lessee and MacNeal Health Services Corporation, as lessor and recorded as document 00086942 of the official records of the Cook County Recorder's Office, as amended by that certain Amendment No. 1 to Building and Ground Lease dated July 30, 2001 and recorded August 7, 2001 as document 0010719434 of the official records of the Cook County Recorder's Office.

**PARCEL 1:**

ALL THAT PART OF LOTS 20, 21, 22, AND 23, TAKEN AS ONE TRACT LYING SOUTH OF A STRAIGHT LINE DRAWN FROM A POINT ON THE EAST LINE OF SAID TRACT, 100.69 FEET NORTH OF THE SOUTHEAST CORNER OF SAID TRACT AND AT RIGHT ANGLES TO THE EAST LINE OF SAID TRACT TO A POINT ON THE WEST LINE OF SAID TRACT 100 FEET NORTH OF THE SOUTHWEST CORNER OF SAID TRACT, ALL IN BLOCK 10 IN BERWYN, A SUBDIVISION OF PART OF SECTION 31, TOWNSHIP 39 NORTH, RANGE 13, EAST OF THE THIRD PRINCIPAL MERIDIAN, IN COOK COUNTY, ILLINOIS.

**PARCEL 2:**

LOTS 24 TO 28, INCLUSIVE (EXCEPT THE NORTH 25.86 FEET OF SAID LOTS) IN BLOCK 10 IN BERWYN, A SUBDIVISION OF PART OF SECTION 31, TOWNSHIP 39 NORTH, RANGE 13, EAST OF THE THIRD PRINCIPAL MERIDIAN, IN COOK COUNTY, ILLINOIS.

**PARCEL 3:**

THAT PART OF A 14-FOOT WIDE VACATED ALLEY, RUNNING IN A NORTH-SOUTH DIRECTION IN BLOCK 10 IN BERWYN, BEING A SUBDIVISION OF BLOCKS 4, 5, 12, 13, 20, 21, 29, 34, 35, 36, AND 39 IN LAVERGNE, A SUBDIVISION OF SECTION 31, TOWNSHIP 39 NORTH, RANGE 13, EAST OF THE THIRD PRINCIPAL MERIDIAN, BOUNDED AND DESCRIBED AS FOLLOWS:

BEGINNING AT THE INTERSECTION OF THE EXTENDED SOUTH LINE OF THE NORTH 25.86 FEET OF LOTS 24 TO 28, INCLUSIVE, WITH THE WESTERLY LINE OF THE NORTH-SOUTH ALLEY LYING EAST OF GROVE AVENUE AND WEST OF OAK PARK AVENUE; THENCE SOUTHERLY ALONG THE WESTERLY LINE OF THE LAST DESCRIBED ALLEY AND THE EAST LINE OF LOT 24 IN BLOCK 10 TO THE SOUTHEAST CORNER OF SAID LOT 24; THENCE EASTERLY TO THE SOUTHWEST CORNER OF LOT 23 IN BLOCK 10; THENCE NORTHERLY ALONG THE EAST LINE OF THE LAST DESCRIBED ALLEY AND THE WEST LINE OF LOTS 20 TO 23 TO THE POINT OF INTERSECTION WITH THE EASTERLY EXTENSION OF THE SOUTH LINE OF THE NORTH 25.86 FEET OF LOTS 24 TO 28, INCLUSIVE; THENCE WESTERLY ALONG THE SOUTH LINE OF THE NORTH 25.86 FEET OF LOTS 24 TO 28, INCLUSIVE, TO THE POINT OF BEGINNING, IN COOK COUNTY, ILLINOIS.



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## DESCRIPTION OF LAND

(continued)

**PARCEL 4:**

**LOTS 32, 33, 34 AND 35 IN BLOCK 9 IN BERWYN, A SUBDIVISION OF PART OF SECTION 31, TOWNSHIP 39 NORTH, RANGE 13 EAST OF THE THIRD PRINCIPAL MERIDIAN, IN COOK COUNTY, ILLINOIS.**

Tax ID #16-31-126-038-0000  
#16-31-126-040-0000

#16-31-126-039-0000  
#16-31-127-049-0000  
#16-31-127-054-0000

Property of Cook County Clerk's Office