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UCC FINANCING STATEMENT AMENDMENT

FOLLOW INSTRUCTIONS (front and back) CAREFULLY

A. NAME & PHONE OF CONTACT AT FILER (optional)
 Phone (800) 331-3282 Fax (818) 662-4141

B. SEND ACKNOWLEDGEMENT TO: (Name and Mailing Address) 510011 FLEET1

UCC Direct Services 6302665.1
 P.O. Box 29071
 Glendale, CA 91209-9071

ILIL
 FIXTURE



Doc#: 0420415156
Eugene "Gene" Moore Fee: \$40.50
Cook County Recorder of Deeds
Date: 07/22/2004 03:36 PM Pg: 1 of 9

THE ABOVE SPACE IS FOR FILING OFFICE USE ONLY

1a. INITIAL FINANCING STATEMENT FILE #
00001620 01-03-00 CC IL Cook+

1b. This FINANCING STATEMENT AMENDMENT is to be filed (for record) (or recorded) in the REAL ESTATE RECORDS.

2. TERMINATION: Effectiveness of the Financing Statement identified above is terminated with respect to security interest(s) of the Secured Party authorizing this Termination Statement.

3. CONTINUATION: Effectiveness of the Financing Statement identified above with respect to the security interest(s) of the Secured Party authorizing this Continuation Statement is continued for the additional period provided by applicable law.

4. ASSIGNMENT (full or partial): Give name of assignee in item 7a or 7b and address of assignee in 7c; and also give name of assignor in item 9.

5. AMENDMENT (PARTY INFORMATION): This Amendment affects Debtor or Secured Party of record. Check only one of these two boxes.
 Also check one of the following three boxes and provide appropriate information in items 6 and/or 7.
 CHANGE name and/or address: Give current record name in items 6a or 6b; also give new name (if name change) in item 7a or 7b and/or new address (if address change) in item 7c.
 DELETE name: Give record name to be deleted in item 6a or 6b.
 ADD name: Complete item 7a or 7b, and also item 7c; also complete items 7d-7g (if applicable)

6. CURRENT RECORD INFORMATION:

6a. ORGANIZATION'S NAME
DELTA-SONIC CARWASH SYSTEMS, INC.

OR

6b. INDIVIDUAL'S LAST NAME FIRST NAME MIDDLE NAME SUFFIX

7. CHANGED (NEW) OR ADDED INFORMATION:

7a. ORGANIZATION'S NAME

OR

7b. INDIVIDUAL'S LAST NAME FIRST NAME MIDDLE NAME SUFFIX

7c. MAILING ADDRESS CITY STATE POSTAL CODE COUNTRY

7d. SEE INSTRUCTION ADD'L INFO RE ORGANIZATION DEBTOR 7e. TYPE OF ORGANIZATION 7f. JURISDICTION OF ORGANIZATION 7g. ORGANIZATIONAL ID #, if any NONE

8. AMENDMENT (COLLATERAL CHANGE): check only one box.
 Describe collateral deleted or added, or give entire restated collateral description, or describe collateral assigned.

ID# 29-33-301-106-0000

9. NAME OF SECURED PARTY OF RECORD AUTHORIZING THIS AMENDMENT (name of assignor, if this is an Assignment). If this is an Amendment authorized by a Debtor which adds collateral or adds the authorizing Debtor, or if this is a Termination authorized by a Debtor, check here and enter name of DEBTOR authorizing this Amendment.

9a. ORGANIZATION'S NAME
FLEET NATIONAL BANK

OR

9b. INDIVIDUAL'S LAST NAME FIRST NAME MIDDLE NAME SUFFIX

10. OPTIONAL FILER REFERENCE DATA
6302665.1 Debtor Name: Delta-Sonic Carwash Systems, Inc. 02-2062219932-ID#77044 53387

Handwritten notes and signatures on the right side of the page.

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UCC FINANCING STATEMENT AMENDMENT ADDENDUM

FOLLOW INSTRUCTIONS (front and back) CAREFULLY

11. INITIAL FINANCING STATEMENT FILE # (same as item 1a on Amendment form)

00001620 01-03-00 CC IL Cook+

12. NAME of PARTY AUTHORIZING THIS AMENDMENT (same as item 9 on Amendment form)

12a. ORGANIZATION'S NAME

FLEET NATIONAL BANK

OR

12b. INDIVIDUAL'S LAST NAME

FIRST NAME

MIDDLE NAME, SUFFIX

13. Use this space for additional information

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Recorded Owner: David H. Baucalif

Description: See Attached Schedule A for personal property and fixtures. See Attached Schedule B: Indexed against the Real Estate.
Parcel ID: 29-33-301-106-0000

Property of Cook County Clerk's Office

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SND
MKS
okm

UNOFFICIAL COPY**SCHEDULE A
TO
UCC-1 FINANCING STATEMENT**

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DEBTOR: DELTA-SONIC CARWASH SYSTEMS, INC.**SECURED PARTY: FLEET NATIONAL BANK**

The financing statement covers the following types (or items) or property:

All of the following personal property and fixtures of the Debtor, wherever located, whether such property is now owned or existing or is owned, acquired or arises hereafter:

(1) all accounts arising from any of the Car Wash Locations, as such term is defined below, including, without limitation, any and all rights of the Debtor to payment for goods sold or leased or for services rendered at any of the Car Wash Locations, whether or not such right has been earned by performance, all guaranties and security therefor, and all interests in goods the sale or lease of which gave rise thereto, and the rights pertaining to such goods, including the right of stoppage in transit;

(2) all general intangibles arising from, used at, or in any way related to any one or more of the Car Wash Locations, including, without limitation, any and all choses in action, causes of action and all other kinds of intangible personal property of every kind or nature arising from, used at, or in any way related to any one or more of the Car Wash Locations, including, without limitation, contract rights, corporate or other business records, inventions, designs, patents, patent applications, service marks, trademarks, trade names, trade secrets, engineering drawings, goodwill, registrations, copyrights, licenses, franchises, customer lists, tax refund claims, royalty, licensing and product rights and rights to the retrieval from third parties of electronically processed and recorded data pertaining to any collateral;

(3) all chattel paper arising with respect to the business of the Debtor conducted at one or more of the Car Wash Locations, including, without limitation, any and all writing or writings which evidence both a monetary obligation arising with respect to the business of the Debtor conducted at one or more of

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the Car Wash Locations and a security interest in ~~08001628~~ of specific goods; Page 3 of 8

(4) a demand note from Benderson Development Company, Inc. to the Debtor dated November 11, 1999 in the maximum principal amount of \$17,000,000;

(5) all inventory located at the Car Wash Locations, including, without limitation, any and all goods owned or held by or for the account of the Debtor for sale or lease or for furnishing under a contract of service, or as raw materials, work in process or materials incorporated in or consumed in the production of any of the foregoing and supplies, in each case provided the same shall be located at one or more of the Car Wash Locations, whether in transit, on consignment, or otherwise, and all property the sale or lease of which has given rise to accounts, chattel paper or instruments and which has been returned to the Debtor or repossessed by the Debtor or stopped in transit or is to be used or consumed in the Debtor's business;

(6) all equipment, tangible personal property and fixtures of the Debtor located at or used solely in connection with one or more of the Car Wash Locations, including, without limitation, equipment, furniture, fixtures, tractors, trailers, tools, dies, molds, patterns, machinery and other equipment, together with any and all accessories, accessions, parts and appurtenances thereto, excepting, however, motor vehicles;

(7) any and all balances, credits, deposits, accounts or moneys of the Debtor or in the Debtor's name arising from or related to any of the Car Wash Locations in the possession or control of, or in transit to, any bank or other financial institution;

(8) all other rights to the payment of money arising from or related to any of the Car Wash Locations, including without limitation, amounts due from affiliates or any person, tax refunds and insurance proceeds;

(9) all books, correspondence, credit files, records, invoices, bills of lading and other documents arising from or related to any of the Car Wash Locations, including, without limitation, tapes, cards, computer runs and other papers and documents in the possession or control of the Debtor or any computer bureau from time to time for the Debtor;

(10) all accessions to, substitutions for, and replacements, proceeds and products of any of the foregoing,

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including, without limitation, all rights in, to and under all policies of insurance, including, without limitation, claims or rights to payments thereunder and proceeds therefrom, and any credit insurance.

As used herein, the term "Car Wash Locations" means the premises described below:

<u>Address</u>	<u>Name of Record Owner</u>
1. 2590 Delaware Avenue Buffalo, New York	Delta-Sonic Carwash Systems, Inc.
2. 1006 McKinley Parkway Buffalo, New York	Delta-Sonic Carwash Systems, Inc.
3. Langner and Ridge Road West Seneca, New York	Delta-Sonic Carwash Systems, Inc.
4. 615 East Ridge Road Irondequoit, New York	Benderson Development Company, Inc.
5. 2970 West Henrietta Road Henrietta, New York	Delta-Sonic Carwash Systems, Inc.
6. 600 West North Avenue Elmhurst, Illinois	Delta-Sonic Carwash Systems, Inc.
7. 2285 Walden Avenue Cheektowaga, New York	Delta-Sonic Carwash Systems, Inc.
8. 4973 Transit Road Clarence, New York	Delta-Sonic Carwash Systems, Inc.
9. 1660 Penfield Road Penfield, New York	Delta-Sonic Carwash Systems, Inc.
10. 990 West Ridge Road Greece and Rochester, NY	Delta-Sonic Carwash Systems, Inc.
11. 1245 East Dundee Road Palatine, Illinois	Benderson Development Company, Inc.
12. 1415 Odgen Avenue Downers Grove, Illinois	David H. Baudauf

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- | | | |
|-----|---|-----------------------------------|
| 13. | 18225 South Halstead St.
Glenwood, Illinois | David H. Baudauf |
| 14. | 159 th and Oak Park Drive
Tinley Park, Illinois | Delta-Sonic Carwash Systems, Inc. |
| 15. | 13740 Cicero Avenue
Crestwood, Illinois | Delta-Sonic Carwash Systems, Inc. |
| 16. | 4207 Union Road
Cheektowaga, New York | Delta-Sonic Carwash Systems, Inc. |
| 17. | 1254 Main Street
Buffalo, New York | Delta-Sonic Carwash Systems, Inc. |
| 18. | Niagara Falls Blvd. and
80 th Street
Niagara Falls, New York | RB-3 Associates |
| 19. | 1355 Niagara Falls Blvd.
Amherst, New York | Delta-Sonic Carwash Systems, Inc. |
| 20. | 3205 Orchard Park Road
Orchard Park, New York | Delta-Sonic Carwash Systems, Inc. |
| 21. | 718 East Main Street
Rochester, New York | Delta-Sonic Carwash Systems, Inc. |

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**SCHEDULE B
TO
UCC-1 FINANCING STATEMENT**

DEBTOR: DELTA-SONIC CARWASH SYSTEMS, INC.
570 Delaware Avenue
Buffalo, NY 14202

SECURED PARTY: FLEET NATIONAL BANK
NY/UG/0301
P.O. Box 1605
Utica, NY 13503

Real Estate	Name of a Record Owner
1. 18225 South Halstead St. Glenwood, Illinois PIN# 29-33-101-106-0000	David H. Baudauf

Legal Description:

the following described Real Estate situated in the County of Cook in the State of Illinois, to wit:

A tract of land comprising part of the South 1039.40 feet of the Southwest 1/4 of Section 33, Township 36 North, Range 14 East of the Third Principal Meridian, in Cook County, Illinois, said tract of land being described as follows:

Beginning at the intersection of the North line of said South 1039.40 feet with the East line of Halsted Street as heretofore dedicated by Ford Airplane Sub-division said intersection being 116.25 feet East of the West line of said Section 33 and running thence East along said North line of South 1039.40 feet, a distance of 221.75 feet to a point 338 feet East of said West line of Section 33, thence South perpendicular to the South line of said Section 33, a distance of 124.40 feet to an intersection with a line drawn parallel with and 915 feet North of (measured at right angles thereof) said South line of Section 33, thence West along said parallel line, a distance of 223.40 feet to said East line of Halsted Street, thence North along said East line a distance of 124.41 feet to the point of beginning in Cook County, Illinois;
Subject to 1987 real estate taxes, easements, covenants, conditions and restrictions of record;

the following described Real Estate situated in the County of Cook in the State of Illinois, to wit:

A tract of land comprising part of the Southwest quarter of Section 33, Township 36 North, Range 14 East of the Third Principal Meridian, said tract of land being described as follows:

Beginning at a point on the East line of Halsted Street as heretofore dedicated by "Ford Airplane Subdivision" said point being 715 feet North of (measured at right angles thereto) the South line of said Section 33, and 111.03 feet East of the West line of said Section, and running thence North along said East line of Halsted Street as dedicated, a distance of 200.02 feet to an intersection with a line drawn parallel with and 915 feet North of (measured at right angles thereto) said South line of Section 33; thence East along last described parallel line a distance of 123.40 feet; thence South perpendicular to said South line of Section 33, a distance of 200 feet; thence West parallel with said South line of Section 33, a distance of 126.05 feet to the point of beginning all in Cook County, Illinois;
Subject to 1987 real estate taxes, easements, covenants, conditions and restrictions of record;

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2. 1245 East Dundee Road
Palatine, Illinois
PIN# 02-12-200-099-0000

Benderson Development Company, Inc.
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Legal Description:

LEGAL DESCRIPTION OF PART OF FUTURE LOT 1 IN KITTY'S KORNER UNIT
1 OWNED BY COSMOPOLITAN NATIONAL BANK OF CHICAGO

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Office

THAT PART OF THE NORTHWEST 1/4 OF THE NORTHEAST 1/4 OF SECTION
12, TOWNSHIP 42 NORTH, RANGE 10, EAST OF THE THIRD PRINCIPAL
MERIDIAN, DESCRIBED AS FOLLOWS: COMMENCING AT THE NORTHEAST
CORNER OF SAID QUARTER QUARTER SECTION: THENCE SOUTHERLY ALONG
THE EAST LINE OF SAID QUARTER QUARTER SECTION, 198.68 FEET;
THENCE SOUTHWESTERLY ALONG A LINE FORMING AN ANGLE OF 82 DEGREES
41 MINUTES 44 SECONDS TO THE RIGHT OF A PROLONGATION OF SAID LAST
DESCRIBED LINE AT SAID LAST DESCRIBED POINT, 78.11 FEET; THENCE
NORTHWESTERLY ALONG A LINE FORMING AN ANGLE OF 53 DEGREES 43
MINUTES 23 SECONDS TO THE RIGHT OF A PROLONGATION OF THE LAST
DESCRIBED LINE, 145.00 FEET TO THE SOUTHERLY LINE OF DUNDEE ROAD
AS WIDENED; THENCE NORTH 89 DEGREES 50 MINUTES 26 SECONDS WEST
ALONG SAID SOUTHERLY LINE OF DUNDEE ROAD AS WIDENED, BEING A LINE
FORMING AN ANGLE OF 46 DEGREES 23 MINUTES 50 SECONDS TO THE LEFT
OF A PROLONGATION OF THE LAST DESCRIBED LINE AND INTERSECTING THE
WEST LINE OF SAID QUARTER QUARTER SECTION AT A POINT 101.15 FEET,
AS MEASURED ALONG SAID WEST LINE, SOUTH OF THE NORTHWEST CORNER
OF SAID QUARTER QUARTER SECTION, 889.13 FEET TO A POINT ON SAID
SOUTHERLY LINE 259.59 FEET AS MEASURED ALONG SAID SOUTHERLY
LINE, EAST OF THE INTERSECTION OF SAID SOUTHERLY LINE OF DUNDEE
ROAD AS WIDENED WITH THE WEST LINE OF SAID QUARTER QUARTER
SECTION, SAID POINT BEING THE PLACE OF BEGINNING; THENCE SOUTH 00
DEGREES 09 MINUTES 34 SECONDS WEST AT RIGHT ANGLES TO SAID
SOUTHERLY LINE OF DUNDEE ROAD AS WIDENED, 286.00 FEET; THENCE
NORTH 89 DEGREES 50 MINUTES 26 SECONDS WEST PARALLEL WITH SAID
SOUTHERLY LINE OF DUNDEE ROAD AS WIDENED, 215.90 FEET TO THE
EASTERLY LINE OF THE PRIVATE ROAD COMMONLY KNOWN AS BALDWIN LANE,
BEING A LINE 44.00 FEET, AS MEASURED AT RIGHT ANGLES, EAST OF AND
PARALLEL WITH THE WEST LINE OF SAID QUARTER QUARTER SECTION;
THENCE NORTH 00 DEGREES 13 MINUTES 23 SECONDS EAST ALONG SAID
LAST DESCRIBED PARALLEL LINE, 207.05 FEET TO A POINT OF
CURVATURE, SAID POINT BEING 1139.47 FEET, AS MEASURED ALONG SAID
LAST DESCRIBED PARALLEL LINE, NORTH OF THE INTERSECTION OF SAID
PARALLEL LINE WITH THE SOUTH LINE OF SAID QUARTER QUARTER
SECTION; THENCE NORTHERLY ALONG A CURVED LINE CONVEX WESTERLY,
HAVING A RADIUS OF 485.50 FEET AND BEING TANGENT TO SAID LAST
DESCRIBED LINE AT SAID LAST DESCRIBED POINT, AN ARC DISTANCE OF
62.30 FEET TO A POINT OF REVERSE CURVATURE (THE CHORD OF SAID ARC
BEARS NORTH 03 DEGREES 53 MINUTES 57 SECONDS EAST, 62.26 FEET);
THENCE NORTHERLY ALONG A CURVED LINE CONVEX EASTERLY, HAVING A
RADIUS OF 250.00 FEET AND BEING TANGENT TO SAID LAST DESCRIBED
CURVED LINE AT SAID LAST DESCRIBED POINT, AN ARC DISTANCE OF
16.91 FEET TO A POINT ON SAID SOUTHERLY LINE OF DUNDEE ROAD AS
WIDENED, 49.59 FEET, AS MEASURED ALONG SAID SOUTHERLY LINE OF
DUNDEE ROAD AS WIDENED, EAST OF THE INTERSECTION OF SAID
SOUTHERLY LINE WITH WEST LINE OF SAID QUARTER QUARTER SECTION
(THE CHORD OF SAID ARC BEARS NORTH 05 DEGREES 38 MINUTES 16
SECONDS EAST, 16.91 FEET); THENCE SOUTH 89 DEGREES 50 MINUTES 26
SECONDS EAST ALONG SAID SOUTH LINE OF DUNDEE ROAD AS WIDENED,
210.00 FEET TO THE PLACE OF BEGINNING, EXCEPTING FROM THE
AFORESAID TRACT OF LAND ALL THAT PART THEREOF LYING NORTH OF
SAID TRACT AS EXTENDED SOUTH, SOUTH OF AND PARALLEL WITH SAID
SOUTH LINE OF DUNDEE ROAD AS WIDENED. IN COOK COUNTY, ILLINOIS

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3. 159th and Oak Park Drive Delta-Sonic Carwash Systems, Inc.
Tinley Park, Illinois
PIN# 28-18-301-007

Legal Description:

The South 500 feet of the East 405 feet of the East $\frac{1}{2}$ of the Southwest $\frac{1}{4}$ of Section 18, Township 36 North, Range 13, East of the Third Principal Meridian, except the following described parts thereof; (A) the North 230 feet thereof; (B) The South 78 feet of the North 308 feet of the West 131 feet thereof; (C) That part heretofore dedicated for 159th Street and Oak Park Avenue; (D) That portion of the land taken for the widening of Oak Park Avenue in Case Number 70 L 15415 in Cook County, Illinois.

4. 13740 Cicero Avenue Delta-Sonic Carwash Systems, Inc.
Crestwood, Illinois
PIN# 28-04-202-051-0000

Legal Description:

THE EAST $\frac{1}{2}$ OF THE EAST $\frac{1}{2}$ OF THE SOUTH $\frac{1}{2}$ OF LOT 5 (EXCEPT THE WEST 20.77 FEET THEREOF) IN ARTHUR T. MC INTOSH AND COMPANY'S RICHWOOD FARMS, A SUBDIVISION OF PART OF THE EAST $\frac{1}{2}$ OF THE NORTHEAST $\frac{1}{4}$ OF SECTION 4, TOWNSHIP 36 NORTH, RANGE 13, EAST OF THE THIRD PRINCIPAL MERIDIAN, IN COOK COUNTY, ILLINOIS



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