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UCC FINANCING STATEMENT FOLLOW INSTRUCTIONS (front and back) CAREFULLY A. NAME & PHONE OF CONTACT AT FILER [optional] B. SEND ACKNOWLEDGMENT TO: (Name and Address) ROBBINS, SALOMON & PATT, LTD. 25 E, WASHINGTON STREET, SUITE 1000 CHICAGO, ILLINOIS 60602\ ATTN: ANDREW M. SACHS, ESQ.	0795 7	Euger Cook Date:	t: 0427539077 t: 0427539077 te "Gene" Moore County Recorder of 10/01/2004 11:93	Fee: \$34.50 of Deeds AM Pg: 1 of
1. DEBTOR'S EXACT FULL LEGAL NAME - insert only one debtor name (1a o	, " , " , " , " , " , " , " , " , " , "	ACE IS FOR	FILING OFFICE USE	OHLI
18. ORGANIZATION'S NAME LION CREST TOWERS, L.				
OR 1b. INDIVIDUAL'S LAST NAME	FIRST NAME	MIDDLE N	AME	SUFFIX
1b. INDIVIDUAL'S LAST NAME	FRACTORIE			
1c. MAILING ADDRESS 100 NORTH FIELD DRIVE-110	LAKE FOREST	STATE	POSTAL CODE 60045	COUNTRY
1d. TAX ID #: SSN OR EIN ADD'L INFO RE ORGANIZATION DEBTOR LLC	1f. JURISDICTION OF ORGANIZATION ILLINOIS	1g. ORGA 004425	NIZATIONAL ID #, if any 18	NONE
2. ADDITIONAL DEBTOR'S EXACT FULL LEGAL NAME - insert only Que de	for name (2a or 2b) - do not abbreviate or combin	e names		
2a. ORGANIZATION'S NAME				
OR 2b. INDIVIDUAL'S LAST NAME	FIRST NA /IE	MIDDLE	AMÉ	SUFFIX
2c. MAILING ADDRESS	CITY	STATE	POSTAL CODE	COUNTRY
2d. TAX ID #: SSN OR EIN ADD'L INFO RE 2e. TYPE OF ORGANIZATION ORGANIZATION DEBTOR	2f. JURISDICTION OF OR ANIZATION	2g. ORGA	NIZATIONAL ID #, if any	NONE
3. SECURED PARTY'S NAME (or NAME of TOTAL ASSIGNEE of ASSIGNOR	S/P) - insert only one secured party name (32 = 3b)		
38. ORGANIZATION'S NAME NATIONAL CITY BANK	OF THE MIDWEST	2		
OR 3b. INDIVIDUAL'S LAST NAME	FIRST NAME	MIPOLE	NAME	SUFFIX
3c. MAILING ADDRESS ONE N. FRANKLIN, STE. 3600	CHICAGO	STATE	POS TAL CODE 50506	COUNTRY
4. This FINANCING STATEMENT covers the following collateral:		· · · · · · · · · · · · · · · · · · ·		

5. ALTERNATIVE DESIGNATION [if applicable]:	LESSEE/LESSOR CONSI	GNEE/CONSIGNOR	BAILEE/BAILOR	SELLER/BUYER	AG. LIEN	NON-UCC FILING
6. This FINANCING STATEMENT is to be filed for ESTATE RECORDS. Attach Addendum	r record] (or recorded) in the REAL lif applica		UEST SEARCH REPOR FEE)	T(S) on Debtor(s)	All Debtors	Debtor 1 Debtor 2
8, OPTIONAL FILER REFERENCE DATA						
COOK COUNTY						

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JCC FINANCING	S STATEMENT S (front and back) CAREFULLY				
	ONTACT AT FILER [optional]				
B. SEND ACKNOWLEDG	MENT TO: (Name and Address)				
25 E. WASHIN CHICAGO, ILI	LOMON & PATT, LTD. IGTON STREET, SUITE 1000 LINOIS 60602\ .EW M. SACHS, ESQ.				
	\Diamond				
L	A				
DEBTOR'S EXACT E	ULL LEG'L N ME - insert only one debtor name (1a		VE SPACE IS FO	R FILING OFFICE U	SE ONLY
1a. ORGANIZATION'S N	AME LION CREST TOWERS, L				
OR 1b. INDIVIDUAL'S LAST	/ X,	FIRST NAME	MIDDLE	NAME	SUFFIX
		THOS I THUILE	MIDDLE	NAME	SOFFIX
c. MAILING ADDRESS 10	O NORTH FIELD DRIVE-110	LAKE FOREST	STATE	POSTAL CODE 60045	COUNTRY
d. TAX ID#; SSN OR EIN	ADD'L INFO RE 1e. TYPE OF ORGAN, 7ATION ORGANIZATION LLC	1f. JURISDICTION OF ORGANIZATION ILLINOIS	1 -	1g. ORGANIZATIONAL ID #, if any	
2. ADDITIONAL DEBTOI 2a. ORGANIZATION'S N	R'S EXACT FULL LEGAL NAME - insert only one 4	otr . name (2a or 2b) - do not abbreviate or c	combine names		NON
DR 2b. INDIVIDUAL'S LAST	NAME	FIRST LLMF	MIDDLE	NAME	SUFFIX
c. MAILING ADDRESS		CITY	STATE	POSTAL CODE	COUNTRY
d. TAX ID #: SSN OR EIN	ADD'L INFO RE 2e. TYPE OF ORGANIZATION ORGANIZATION	2f. JURISDICTION OF ORGA "ZATION	2g. ORG.	ANIZATIONAL ID #, if an	y
SECURED PARTY'S	DEBTOR NAME (or NAME of TOTAL ASSIGNEE of ASSIGNOR	S/D) introductive property and part are 12	251		NON
3a. ORGANIZATION'S N	AME NATIONAL CITY BANK		0		
		FIRST NAME	MIDO'LE	MIDDLE NAME	
c. MAILING ADDRESS	NE N. FRANKLIN, STE. 3600	CHICAGO	STATE IL	COOSTA LOODE	COUNTRY
0.		1		0000	0.57.1
	ENT covers the following collateral:			1/0	

COOK COUNTY

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EXHIBIT A

DEBTOR:

LIONCREST TOWERS, L.L.C., an Illinois limited liability

company

SECURED PARTY:

NATIONAL CITY BANK OF THE MIDWEST

DESCRIPTION OF COLLATERAL

All of the following property now or at any time hereafter owned by Debtor or in which the Debtor may now or at anytime hereafter have any interest or rights, together with all of Debtor's right, title and interest therein:

- Debtor and attached to or contained in and used or useful in connection with the Premises or any of the improvements now or hereafter located thereon, including without limitation any and all air conditioners, antennae, appliances, apparatus, awnings, basins, bathtubs, bidets, boilers, bookcases, cabinets, carpets, coolors, curtains, dehumidifiers, disposals, doors, drapes, dryers, ducts, dynamos, elevators, engines, conjoment, escalators, fans, fittings, floor coverings, furnaces, furnishings, furniture, hardware, heards humidifiers, incinerators, kitchen equipment and utensils, lighting, machinery, motors, ovens, pipes, plumbing, pumps, radiators, ranges, recreational facilities, refrigerators, screens, security systems, shades, shelving, sinks, sprinklers, stokers, stoves, toilets, ventilators, wall coverings, washers, windows, window coverings, wiring, all renewals or replacements thereof or articles in substitution therefor, and all property owned by Debtor and now or hereafter used for similar purposes in the operation of the "Premises" (as described on Exhibit B hereto);
- 2. All right, title and interest of Debtor now or at any time hereafter existing, in and to all highways, roads, streets, allies and other public thoroughares and all strips and gores adjoining or within the Premises or any part thereof;
- 3. Articles or parts now or hereafter affixed to the property described in Paragraph 1 of this Exhibit or used in connection with such property, any and all replacements for such property, and all other property of a similar type or used for similar purposes now or hereafter in or on the Premises or any of the improvements now or hereafter located thereon;
- 4. All buildings, structures, improvements, plans of works and fixtures now or at any time hereafter located on the Premises and, without any further act, all extensions, additions, betterments, substitutions and replacements thereof;
- 5. Debtor's rights, title, and interest in all personal property used or to be used in connection with the operation of the Premises, including without limitation all goods, equipment

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and inventory located on the Premises or elsewhere, together with files, books of account, and other records, wherever located;

- 6. Debtor's rights, title, and interest in and to any and all contracts now or hereafter relating to the Premises executed by any architects, engineers, or contractors, including all amendments, supplements, and revisions thereof, together with all Debtor's rights and remedies thereunder and the benefit of all covenants and warranties thereon, and also together with all drawings, designs, estimates, layouts, surveys, plats, plans, specifications and test results prepared by any architect, engineer, or contractor, including any amendments, supplements, and revisions thereof and the right to use and enjoy the same, as well as all building permits, environmental permits, approvals and licenses, other governmental or administrative permits, licenses, agreements and rights relating to construction on the Premises;
- 7. Pebtor's right, title, and interest in and to any and all contracts now or hereafter relating to the operation of the Premises, including, without limitation, all management and other service contracts, certificates of need, the books and records, and the right to appropriate and use any and all trade names used or to be used in connection with such business;
- 8. All rights, privileges, permits, licenses, easements, consents, tenements, hereditaments, and appurtenances now or at any time hereafter belonging to or in any way appertaining to the Premises or to any property now or at any time hereafter comprising a part of the property subject to Debtor's mortgage to secured party; all right, title and interest of Debtor, whether nor or at any time hereafter existing, and all reversions and remainder to the Premises and such other property;
- 9. Debtor's right, title, and interest is the rents, income, issues, royalties, revenues, deposits (including security deposits and utility derosits), and profits in connection with all leases, contracts, and other agreements made or agreed to by any person or entity with any person or entity pertaining to all or any part of the Premises, whether such agreements have been heretofore or are hereafter made;
- 10. Debtor's right, title, and interest in all sale contracts, earnest money deposits, proceeds of sale contracts, accounts receivable and general intangibles relating to the Premises;
- 11. All rights in and proceeds from all fire and hazard, loss-of-income, and other non-liability insurance policies now or hereafter covering improvements now hereafter located on the Premises or described in the mortgage securing the Premises, the use or occupancy thereof, or the business conducted thereon;
- 12. Any and all proceeds of the conversion, whether voluntary or involuntary, of all or any part of the Premises and other property and interests subject to the mortgage from Debtor to Secured Party into cash or liquidated claims, including, without limitation, proceeds of insurance and condemnation awards;

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- 13. All building materials and goods owned by Debtor which are procured or to be procured for use in or in connection with the Premises for the construction of additional premises, whether or not such materials and goods have been delivered to the Premises;
- 14. All judgments, insurance proceeds, awards of damages and settlements which may result from any damage to the Premises or any part thereof or to any rights appurtenant thereto; and
- All proceeds from the sale, transfer, or pledge of any or all of the foregoing iny is Exhi.

 Oberthor County Clerk's Office property, and any and all after acquired right, title or interest in and to any of the property described in this Exhibit A.

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EXHIBIT B

LEGAL DESCRIPTION

THAT PART OF LOT 1 IN COUNTY CLERK'S DIVISION OF THE WEST HALF OF THE SOUTHWEST QUARTER OF SECTION 26, TOWNSHIP 35 NORTH, RANGE 13, EAST OF THE THIRD PRINCIPAL MERIDIAN, LYING WEST OF THE LAND CONVEYED TO THE ILLINOIS CENTRAL RAILROAD COMPANY, BY WARRANTY DEED RECORDED JULY 7, 1922, AS DOCUMENT NUMBER 7566205 (EXCEPT THAT PART OF SAID LOT 1 LYING SOUTH OF THE NORTH LINE OF LOT 3 IN SAID COUNTY CLERK'S DIVISION AND THE EASTELLY PROLONGATION THEREOF) AND ALSO (EXCEPT THAT PART OF SAID LOT 1 LYING NORTH OF THE NORTH LINE OF THE SOUTH 1206.00 FEET OF THE WEST HALF OF THE SOUTHWEST QUARTER OF SAID SECTION 26);

ALSO:

THE SOUTH 100.00 FEET OF LOT 2, TOGETHER WITH LOTS 5 TO 9 (BOTH INCLUSIVE) IN SAID COUNTY CLERK'S DIVISION;

ALSO:

ALL OF THE 20.00 FOOT WIDE HERETC FORE VACATED ALLEY AS RECORDED BY DOCUMENT NUMBER 21403877 (EXCEPTING THEREFROM THAT PART OF THE EAST HALF LYING WEST OF AND ADJOINING LOT 4'N SAID COUNTY CLERK'S DIVISION);

ALL IN COOK COUNTY, ILLINOIS

3901, 3905 and 3906 Tower Drive Richton Park, Illinois Commonly known as: 7's Office

31-26-301-006 P.I.N.:

31-26-301-007 31-26-301-008

31-26-301-009 31-26-301-010

31-26-301-011

31-26-301-012

31-26-301-013

31-26-301-017