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Doc#: 0508245105
Eugene "Gene" Moore Fee: \$30.00
Cook County Recorder of Deeds
Date: 03/23/2005 11:36 AM Pg: 1 of 4

UCC FINANCING STATEMENT

FOLLOW INSTRUCTIONS (front and back) CAREFULLY

A. NAME & PHONE OF CONTACT AT FILER [optional] *Prepared by 1*
 Kathleen Evanson 414-665-4628

B. SEND ACKNOWLEDGMENT TO: (Name and Address)

The Northwestern Mutual Life
 Insurance Company
 Attn: Kathleen Evanson N16WC
 720 East Wisconsin Avenue
 Milwaukee, WI 53202

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
 Hines 70 West Madison LP

OR
 1b. INDIVIDUAL'S LAST NAME

1c. MAILING ADDRESS
 70 West Madison
 Chicago
 IL 60602
 USA

1d. SEE INSTRUCTIONS
 ADD'L INFO RE ORGANIZATION DEBTOR
 1e. TYPE OF ORGANIZATION
 limited partnership
 1f. JURISDICTION OF ORGANIZATION
 Delaware
 1g. ORGANIZATIONAL ID #, if any
 3702821 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

2c. MAILING ADDRESS

2d. SEE INSTRUCTIONS
 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
 The Northwestern Mutual Life Insurance Company

OR
 3b. INDIVIDUAL'S LAST NAME

3c. MAILING ADDRESS
 720 East Wisconsin Avenue
 Milwaukee
 WI 53202
 USA

4. This FINANCING STATEMENT covers the following collateral:

SEE ATTACHED FOR DESCRIPTION OF COLLATERAL.
SEE ATTACHED EXHIBIT "A" FOR LEGAL DESCRIPTION.

Cook County Recorder of Deeds

Box 400-CTCC

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]. All Debtors Debtor 1 Debtor 2

8. OPTIONAL FILER REFERENCE DATA
 C-337199/337200

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UCC FINANCING STATEMENT (FORM UCC1) (REV. 05/22/02)

REORDER FROM
Registré, Inc.
 514 PIERCE ST.
 P.O. BOX 218
 ANOKA, MN. 55303
 (763) 421-1713

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Hines 70 West Madison LP- Attachment to financing statement

**TO BE FILED WITH THE COUNTY RECORDER OF
COOK COUNTY, ILLINOIS**

Item No. 4 continued:

This Financing Statement covers the following types or items of property:

- A. All waters and water rights, engines, boilers, elevators and machinery, all heating apparatus, electrical equipment, air-conditioning equipment and ventilating equipment, water and gas fixtures, and all furniture and easily removable equipment and FIXTURES of every description including but not limited to the Henry Moore sculpture commonly known as "The Large Upright Internal/External Form" located in the lobby of the office building at the hereinafter described Real Estate owned or leased by Debtor (to the extent any such lease is assignable) by Debtor which are or may be placed or used on the Real Estate in the County of Cook, State of Illinois. more fully described on Exhibit "A" attached, together with any additions thereto and/or replacements thereof used or useful in the operation of an office building;
- B. All cash and other funds now or at any time hereafter deposited by or for Debtor on account of tax, special assessment, replacement or other reserves required to be maintained with Secured Party or a third party, or otherwise deposited with, or in the possession of, Secured Party;
- C. To the extent assignable, all surveys, soils reports, environmental reports, guaranties, warranties, architect's contracts, construction contracts, drawings and specifications, applications, permits, surety bonds and other contracts relating to the acquisition, design, development, construction and operation of the property;
- D. All accounts, chattel paper, deposit accounts, instruments, equipment, inventory, documents, general intangibles, letter of credit rights, investment property and all other personal property of Debtor (including, without limitation, any and all rights in the property name "Three First National Plaza");
- E. All present and future rights to condemnation awards, insurance proceeds or other proceeds at any time payable to or received by Debtor on account of the property or any of the foregoing personal property; and
- F. Any and all proceeds from the property described in A through E above.

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EXHIBIT "A"

(Description of Property)

Parcel 1:

Lot 1 in Three First National Subdivision, being a Subdivision comprised of a part of each of Lots 5, 6, 7 and 8 in Block 57 in original Town of Chicago, in Section 9, Township 39 North, Range 14 East of the Third Principal Meridian, in Cook County, Illinois.

Parcel 2:

The leasehold estate, created by the instrument herein referred to as the Lease, executed by: Block MDC, Inc., a Texas corporation, as lessor, to Madison Associates, a Texas general partnership, as lessee, dated April 10, 1978 and recorded April 12, 1978 as Document 24400078; as amended and restated by Amended and Restated Lease dated September 19, 1978 and recorded September 22, 1978 as Document 24639226, as further amended by Amendment and Supplement to Amended and Restated Lease dated October 20, 1981 and recorded October 20, 1981 as Document 26033148, Second Amendment and Supplement to Amended and Restated Lease dated April 12, 1983 and recorded April 12, 1983 as Document 26565953, Third Amendment and Supplement to Amended and Restated Lease dated December 18, 1984 and recorded October 9, 1986 as Document 86468007, clarification with respect to Ground Lease dated December 18, 1984 and recorded March 5, 1987 as Documents 87121380 and 87121381, as further amended by Second Amended and Restated Lease dated July 29, 1988 and recorded July 29, 1988 as Document 88338680 and as assigned by Assignment and Assumption of Lessee's Interest under Ground Lease dated July 29, 1988 and recorded July 29, 1988 as Document 88338681 from Madison Associates, a Texas general partnership to Madison Two Associates, a Texas general partnership, which lease, as amended, clarified, modified, restated, supplemented and assigned, demises Parcel 1 aforesaid for a term of years beginning April 11, 1978 and ending April 10, 2077.

Parcel 3:

A Non-Exclusive, Perpetual Easement in favor of Parcels 1 and 2 aforesaid to pass on, over or through the following described land for the purposes of passage between the One First National Plaza Building and the Three First National Plaza Building and access to any commercial establishments located therein from time to time, as created by Cross Easement and Operating Agreement dated October 17, 1980 and recorded November 24, 1980 as Document 25678355, and as amended by First Amendment to Cross Easement and Operating Agreement dated July 29, 1988 and recorded July 29, 1988 as Document 88338679: All of the property and space lying between horizontal planes which are 29.33 and 47.50 feet, respectively, above Chicago City Datum, and lying within the boundaries, projected vertically, of a certain portion of the South 25 feet of Block 57 in original town of Chicago in Section 9, together with a certain portion of Block 119 in School Section Addition to Chicago in Section 16 and also a certain portion of W. Madison Street lying North of and adjacent to said Block 119, all in Township 39 North, Range 14 East of the Third Principal Meridian, Cook County, Illinois, bounded and described as follows:

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Beginning at a point on the North Line of W. Madison Street, as widened, (said North Line being also the North Line of the South 25 feet of said Block 57) which point is 63.27 feet, as measured along said North Line, East of the intersection of said North Line with the East Line of N. Clark Street, and running thence Southeastwardly along a straight line a distance of 90.28 feet to a point which is 14.71 feet, measured perpendicularly, South of the South Line of said W. Madison Street (said South Line being also the North Line of said Block 119) which point also is 73.57 feet, measured perpendicularly, East of the East Line of S. Clark Street (said East Line being also the West Line of said Block 119); thence Eastwardly along a line which is 14.71 feet South of and parallel with said South Line of W. Madison Street a distance of 13.80 feet; thence Northwestwardly along a straight line a distance of 90.25 feet to an intersection with said North Line of W. Madison Street, said intersection being 77.07 feet, as measured along said North Line, East of said East Line of N. Clark Street; thence Westwardly along said North Line a distance of 13.80 feet to the point of beginning, in Cook County, Illinois.

Parcel 4:

A Perpetual, Irrevocable Easement in favor of Parcels 1 and 2 aforesaid for the use, maintenance and operation of the metal and glass bay windows, a metal and glass canopy and underground vaulted space beyond the Southern Boundary of Parcel 1 aforesaid, as created by Declaration and Grant of Irrevocable Easement dated July 29, 1988 and recorded July 29, 1988 as Document 88338677 by the First National Bank of Chicago, a national banking association, to Madison Two Associates, a Texas general partnership, over the following described land;

The South 25 feet of original Lots 5, 6, 7 and 8 in Block 57 in original town of Chicago, in Section 9, Township 39 North, Range 14, East of the Third Principal Meridian, in Cook County, Illinois.

Property Address: 70 West Madison Street, Chicago, IL 60602

Tax Parcel No. 17-09-462-015