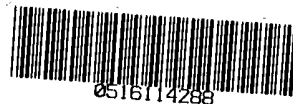


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UCC FINANCING STATEMENT

FOLLOW INSTRUCTIONS (front and back) CAREFULLY

Doc#: 0516114288
Eugene "Gene" Moore Fee: \$36.00
Cook County Recorder of Deeds
Date: 06/10/2005 12:46 PM Pg: 1 of 7

A. NAME & PHONE OF CONTACT AT FILER [optional]
ROBERT N. SODIKOFF 312/755-3155
B. SEND ACKNOWLEDGMENT TO: (Name and Address)
ROBERT N. SODIKOFF
ARONBERG GOLDGEHN DAVIS & GARMISA
ONE IBM PLAZA - SUITE 3000
CHICAGO, ILLINOIS 60611

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
MORNINGSIDE MIDCO RESIDENTIAL, LLC

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

1c. MAILING ADDRESS CITY STATE POSTAL CODE COUNTRY
223 WEST ERIE STREET, 3RD FLOOR CHICAGO IL 60610 USA

1d. SEE INSTRUCTIONS ADD'L INFO RE ORGANIZATION DEBTOR 1e. TYPE OF ORGANIZATION LLC 1f. JURISDICTION OF ORGANIZATION ILLINOIS 1g. ORGANIZATIONAL ID #, if any 01257315 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

2b. INDIVIDUAL'S LAST NAME FIRST NAME MIDDLE NAME SUFFIX

2c. MAILING ADDRESS CITY STATE POSTAL CODE COUNTRY

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
MIDWEST BANK AND TRUST COMPANY

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

3c. MAILING ADDRESS CITY STATE POSTAL CODE COUNTRY
500 WEST CHESTNUT STREET HINSDALE IL 60521 USA

4. This FINANCING STATEMENT covers the following collateral:

SEE EXHIBIT B ATTACHED HERETO AND INCORPORATED BY REFERENCE WHICH RELATES TO THE REAL ESTATE LEGALLY DESCRIBED ON EXHIBIT A.

THIS INSTRUMENT WAS PREPARED BY AND, AFTER RECORDING, RETURN TO:

ROBERT N. SODIKOFF
ARONBERG GOLDGEHN DAVIS & GARMISA
ONE IBM PLAZA, SUITE 3000
CHICAGO, ILLINOIS 60611

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) (ADDITIONAL FEE) [optional] All Debtors Debtor 1 Debtor 2
8. OPTIONAL FILER REFERENCE DATA

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Instructions for UCC Financing Statement (Form UCC1)

Please type or laser-print this form. Be sure it is completely legible. Read all Instructions, especially Instruction 1; correct Debtor name is crucial. Follow Instructions completely.

Fill in form very carefully; mistakes may have important legal consequences. If you have questions, consult your attorney. Filing office cannot give legal advice. Do not insert anything in the open space in the upper portion of this form; it is reserved for filing office use.

When properly completed, send Filing Office Copy, with required fee, to filing office. If you want an acknowledgment, complete item B and, if filing in a filing office that returns an acknowledgment copy furnished by filer, you may also send Acknowledgment Copy; otherwise detach. If you want to make a search request, complete item 7 (after reading Instruction 7 below) and send Search Report Copy, otherwise detach. Always detach Debtor and Secured Party Copies.

If you need to use attachments, you are encouraged to use either Addendum (Form UCC1Ad) or Additional Party (Form UCC1AP).

A. To assist filing offices that might wish to communicate with filer, filer may provide information in item A. This item is optional.

B. Complete item B if you want an acknowledgment sent to you. If filing in a filing office that returns an acknowledgment copy furnished by filer, present simultaneously with this form a carbon or other copy of this form for use as an acknowledgment copy.

1. **Debtor name:** Enter only one Debtor name in item 1, an organization's name (1a) or an individual's name (1b). Enter Debtor's exact full legal name. Don't abbreviate.
 - 1a. **Organization Debtor.** "Organization" means an entity having a legal identity separate from its owner. A partnership is an organization; a sole proprietorship is not an organization, even if it does business under a trade name. If Debtor is a partnership, enter exact full legal name of partnership; you need not enter names of partners as additional Debtors. If Debtor is a registered organization (e.g., corporation, limited partnership, limited liability company), it is advisable to examine Debtor's current filed charter documents to determine Debtor's correct name, organization type, and jurisdiction of organization.
 - 1b. **Individual Debtor.** "Individual" means a natural person; this includes a sole proprietorship, whether or not operating under a trade name. Don't use prefixes (Mr., Mrs., Ms.). Use suffix box only for titles of lineage (Jr., Sr., III) and not for other suffixes or titles (e.g., M.D.). Use married woman's personal name (Mary Smith, not Mrs. John Smith). Enter individual Debtor's family name (surname) in Last Name box, first given name in First Name box, and all additional given names in Middle Name box.
For both organization and individual Debtors: Don't use Debtor's trade name, DBA, AKA, FKA, Division name, etc. in place of or combined with Debtor's legal name; you may add such other names as additional Debtors if you wish (but this is neither required nor recommended).
 - 1c. An address is always required for the Debtor named in 1a or 1b.
 - 1d. Reserved for Financing Statements to be filed in North Dakota or South Dakota only. If this Financing Statement is to be filed in North Dakota or South Dakota, the Debtor's taxpayer identification number (tax ID#) — social security number or employer identification number must be placed in this box.
 - 1e,f,g. "Additional information re organization Debtor" is always required. Type of organization and jurisdiction of organization as well as Debtor's exact legal name can be determined from Debtor's current filed charter document. Organizational ID #, if any, is assigned by the agency where the charter document was filed; this is different from tax ID #; this should be entered preceded by the 2-character U.S. Postal identification of state of organization if one of the United States (e.g., CA12345, for a California corporation whose organizational ID # is 12345); if agency does not assign organizational ID #, check box in item 1g indicating "none."
2. If an additional Debtor is included, complete item 2, determined and formatted per Instruction 1. To include further additional Debtors, attach either Addendum (Form UCC1Ad) or Additional Party (Form UCC1AP) and follow Instruction 1 for determining and formatting additional names.
3. Enter information for Secured Party or Total Assignee, determined and formatted per Instruction 1. To include further additional Secured Parties, attach either Addendum (Form UCC1Ad) or Additional Party (Form UCC1AP) and follow Instruction 1 for determining and formatting additional names. If there has been a total assignment of the Secured Party's interest prior to filing this form, you may either (1) enter Assignor S/P's name and address in item 3 and file an Amendment (Form UCC3) [see item 5 of that form]; or (2) enter Total Assignee's name and address in item 3 and, if you wish, also attaching Addendum (Form UCC1Ad) giving Assignor S/P's name and address in item 12.
4. Use item 4 to indicate the collateral covered by this Financing Statement. If space in item 4 is insufficient, put the entire collateral description or continuation of the collateral description on either Addendum (Form UCC1Ad) or other attached additional page(s).
5. If filer desires (at filer's option) to use titles of lessee and lessor, or consignee and consignor, or seller and buyer (in the case of accounts or chattel paper), or bailee and bailor instead of Debtor and Secured Party, check the appropriate box in item 5. If this is an agricultural lien (as defined in applicable Commercial Code) filing or is otherwise not a UCC security interest filing (e.g., a tax lien, judgment lien, etc.), check the appropriate box in item 5, complete items 1-7 as applicable and attach any other items required under other law.
6. If this Financing Statement is filed as a fixture filing or if the collateral consists of timber to be cut or is-extracted collateral, complete items 1-5, check the box in item 6, and complete the required information (items 13, 14 and/or 15) on Addendum (Form UCC1Ad).
7. This item is optional. Check appropriate box in item 7 to request Search Report(s) on all or some of the Debtors named in this Financing Statement. The Report will list all Financing Statements on file against the designated Debtor on the date of the Report, including this Financing Statement. There is an additional fee for each Report. If you have checked a box in item 7, file Search Report Copy together with Filing Officer Copy (and Acknowledgment Copy). Note: Not all states do searches and not all states will honor a search request made via this form; some states require a separate request form.
8. This item is optional and is for filer's use only. For filer's convenience of reference, filer may enter in item 8 any identifying information (e.g., Secured Party's loan number, law firm file number, Debtor's name or other identification, state in which form is being filed, etc.) that filer may find useful.

Note: If Debtor is a trust or a trustee acting with respect to property held in trust, enter Debtor's name in item 1 and attach Addendum (Form UCC1Ad) and check appropriate box in item 17. If Debtor is a decedent's estate, enter name of deceased individual in item 1b and attach Addendum (Form UCC1Ad) and check appropriate box in item 17. If Debtor is a transmitting utility or this Financing Statement is filed in connection with a Manufactured-Home Transaction or a Public-Finance Transaction as defined in applicable Commercial Code, attach Addendum (Form UCC1Ad) and check appropriate box in item 18.

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DEBTOR: MORNINGSIDE MIDCO RESIDENTIAL, LLC

SECURED PARTY: MIDWEST BANK AND TRUST COMPANY

EXHIBIT A

LEGAL DESCRIPTION

LOT 1 OF CHILDRENS' MUSEUM RESUBDIVISION, BEING A RESUBDIVISION OF BLOCK 1 OF CAMPBELL'S 1ST ADDITION TO OAK LAWN AND PART OF BLOCK 6 OF CAMPBELL'S 1ST ADDITION TO OAK LAWN IN THE NORTHEAST ¼ OF SECTION 9, TOWNSHIP 37 NORTH, RANGE 13, EAST OF THE THIRD PRINCIPAL MERIDIAN, IN COOK COUNTY, ILLINOIS.

2409 2020/6-023
036-043

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DEBTOR: MORNINGSIDE MIDCO RESIDENTIAL, LLC

SECURED PARTY: MIDWEST BANK AND TRUST COMPANY

EXHIBIT B

DESCRIPTION OF COLLATERAL

ALL OF THE FOLLOWING PROPERTY OF MORNINGSIDE MIDCO RESIDENTIAL, LLC (THE DEBTOR):

(A) ALL FURNITURE, FURNISHINGS, FIXTURES, GOODS, EQUIPMENT, INVENTORY OR PERSONAL PROPERTY OWNED BY THE BORROWER AND NOW OR HEREAFTER LOCATED ON, ATTACHED TO OR USED IN AND ABOUT THE IMPROVEMENTS (AS DEFINED BELOW), INCLUDING, BUT NOT LIMITED TO, ALL MACHINES, ENGINES, BOILERS, DYNAMOS, ELEVATORS, STOKERS, TANKS, CABINETS, AWNINGS, SCREENS, SHADES, BLINDS, CARPETS, DRAPERIES, LAWN MOWERS, AND ALL APPLIANCES, PLUMBING, HEATING, AIR CONDITIONING, LIGHTING, VENTILATING, REFRIGERATING, DISPOSALS AND INCINERATING EQUIPMENT, AND ALL FIXTURES AND APPURTENANCES THERETO, AND SUCH OTHER GOODS AND CHATTELS AND PERSONAL PROPERTY OWNED BY THE BORROWER 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 PROPERTY DESCRIBED IN EXHIBIT "A" (THE "REAL ESTATE") OR ANY STRUCTURES OR IMPROVEMENTS LOCATED THEREON (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 BY TENANTS OF SPACE IN THE IMPROVEMENTS);

(B) ALL EASEMENTS, RIGHTS-OF-WAY, STRIPS AND GORES OF LAND, VAULTS, STREETS, WAYS, ALLEYS, PASSAGES, SEWER RIGHTS, AND OTHER EMBLEMENTS 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 PROPERTY OR ANY PART THEREOF, OR WHICH HEREAFTER SHALL IN ANY WAY BELONG, RELATE OR BE APPURTENANT THERETO, WHETHER NOW OWNED OR HEREAFTER ACQUIRED BY THE BORROWER;

(C) ALL WATER, DITCHES, WELLS, RESERVOIRS AND DRAINS AND ALL WATER, DITCH, WELL, RESERVOIR AND DRAINAGE RIGHTS WHICH ARE

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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;

(D) ALL MINERALS, CROPS, TIMBER, TREES, SHRUBS, FLOWERS AND LANDSCAPING FEATURES NOW OR HEREAFTER LOCATED ON, UNDER OR ABOVE THE REAL ESTATE;

(E) ALL CASH FUNDS, BUSINESS ACCOUNTS, DEPOSIT ACCOUNTS AND OTHER RIGHTS AND EVIDENCE OF RIGHTS TO CASH, NOW OR HEREAFTER HELD BY THE LENDER INCLUDING BUT NOT LIMITED TO THOSE REQUIRED PURSUANT TO THE MORTGAGE OR ANY OTHER OF THE LOAN DOCUMENTS EXECUTED IN CONNECTION THEREWITH INCLUDING, WITHOUT LIMITATION, ALL FUNDS NOW OR HEREAFTER ON DEPOSIT IN THE INTEREST RESERVE AND THE IMPOUND ACCOUNT (AS DEFINED IN THE MORTGAGE);

(F) ALL LEASES, LICENSES, CONCESSIONS AND OCCUPANCY AGREEMENTS OF THE REAL ESTATE OR THE IMPROVEMENTS NOW OR HEREAFTER ENTERED INTO 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 LEASE, LICENSE, CONCESSION, OCCUPANCY AGREEMENT OR OTHER AGREEMENT PERTAINING THERETO OR ARISING FROM ANY OF THE CONTRACTS (AS DEFINED IN THE MORTGAGE) OR ANY OF THE GENERAL INTANGIBLES (AS DEFINED IN THE MORTGAGE) AND ALL CASH OR SECURITIES DEPOSITED TO SECURE PERFORMANCE BY THE TENANTS, LESSEES OR LICENSEES, AS APPLICABLE, OF THEIR OBLIGATIONS UNDER ANY SUCH LEASES, LICENSES, CONCESSIONS OR OCCUPANCY AGREEMENTS, WHETHER SAID CASH OR SECURITIES ARE TO BE HELD UNTIL THE EXPIRATION OF THE TERMS OF SAID LEASES, LICENSES, CONCESSIONS OR OCCUPANCY AGREEMENTS 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 1.11 OF THE MORTGAGE;

(G) 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;

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(H) 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;

(I) 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, ALL RIGHTS TO CARRY ON BUSINESS UNDER SUCH NAMES, AND ALL RIGHTS, INTEREST AND PRIVILEGES WHICH THE BORROWER 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;

(J) 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;

(K) 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;

(L) ALL RIGHT, TITLE AND INTEREST OF THE BORROWER IN ANY INSURANCE POLICIES OR BINDERS NOW OR HEREAFTER RELATING TO THE REAL PROPERTY OR THE IMPROVEMENTS INCLUDING ANY UNEARNED PREMIUMS THEREON;

(M) 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;

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(N) 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 THE BORROWER;

(O) ALL PLANS AND SPECIFICATIONS RELATING TO THE CONSTRUCTION OF IMPROVEMENTS ON THE REAL ESTATE AND ALL UNEXPIRED CLAIMS, WARRANTIES, GUARANTIES, INDEMNIFICATIONS AND SURETIES, IF ANY, ARISING FROM OR RECEIVED IN CONNECTION WITH THE INSTALLATION, CONSTRUCTION, IMPROVEMENT, MAINTENANCE OR EQUIPMENT OF OR ON THE REAL ESTATE OR SAID IMPROVEMENTS THEREON;

(P) ALL RIGHT, TITLE AND INTEREST OF BORROWER IN AND TO ALL RESERVATION AGREEMENTS AND SALES CONTRACTS NOW EXISTING OR HEREAFTER ENTERED INTO, INCLUDING ANY DOWN PAYMENTS AND/OR EARNEST MONEY DEPOSITS MADE UNDER SUCH AGREEMENTS OR CONTRACTS, WHETHER HELD BY A BROKER, ESCROWEE, AGENT OR BORROWER, AND IN ANY ESCROWS ESTABLISHED FOR THE CLOSING OF THE TRANSACTIONS CONTEMPLATED BY SUCH AGREEMENTS OR CONTRACTS, UNDER WHICH BORROWER AGREES TO SELL ALL OR ANY PORTION OF THE REAL ESTATE AND ALL AMENDMENTS AND SUPPLEMENTS THERETO, WHICH BORROWER HAS, MAY HAVE, OR MAY SUBSEQUENTLY DIRECTLY OR INDIRECTLY ENTER INTO;

(Q) ALL CONTRACTS, LICENSES AND PERMITS, NOW OR HEREAFTER EXISTING, DIRECTLY OR INDIRECTLY RELATED TO, OR CONNECTED WITH, THE CONSTRUCTION, IMPROVEMENT, MAINTENANCE OR SERVICE OF THE REAL ESTATE OR THE IMPROVEMENTS THEREON; AND

(R) ALL PROCEEDS FROM THE SALE, TRANSFER, OR PLEDGE OF ANY OR ALL OF THE FOREGOING PROPERTY.

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Clerk's Office