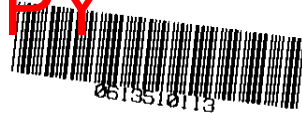


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Doc#: 0613510113 Fee: \$32.50
Eugene "Gene" Moore RHSP Fee: \$10.00
Cook County Recorder of Deeds
Date: 05/15/2008 03:08 PM Pg: 1 of 5

UCC FINANCING STATEMENT

FOLLOW INSTRUCTIONS (front and back) CAREFULLY

A. NAME & PHONE OF CONTACT AT FILER [optional] THOMAS F. KARABA (312) 726-2468
B. SEND ACKNOWLEDGMENT TO: (Name and Address) THOMAS F. KARABA CROWLEY BARRETT & KARABA, LTD. 20 SOUTH CLARK STREET, SUITE 2310 CHICAGO, ILLINOIS 60603-1806

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 BEITLER MILLENNIUM STATION LLC						
OR	1b. INDIVIDUAL'S LAST NAME		FIRST NAME	MIDDLE NAME	SUFFIX	
1c. MAILING ADDRESS 875 NORTH MICHIGAN AVENUE		CITY CHICAGO		STATE IL	POSTAL CODE 60611	COUNTRY USA
1d. <u>SEE INSTRUCTIONS</u>	ADD'L INFO RE ORGANIZATION DEBTOR	1e. TYPE OF ORGANIZATION	1f. JURISDICTION OF ORGANIZATION	1g. ORGANIZATIONAL ID #, if any IL-016707111		<input type="checkbox"/> 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		FIRST NAME	MIDDLE NAME	SUFFIX	
2c. MAILING ADDRESS		CITY		STATE	POSTAL CODE	COUNTRY
2d. <u>SEE INSTRUCTIONS</u>	ADD'L INFO RE ORGANIZATION DEBTOR	2e. TYPE OF ORGANIZATION	2f. JURISDICTION OF ORGANIZATION	2g. ORGANIZATIONAL ID #, if any		<input type="checkbox"/> 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 FIFTH THIRD BANK (CHICAGO)						
OR	3b. INDIVIDUAL'S LAST NAME		FIRST NAME	MIDDLE NAME	SUFFIX	
3c. MAILING ADDRESS 1701 GOLF ROAD, TOWER 1		CITY ROLLING MEADOWS		STATE IL	POSTAL CODE 60088	COUNTRY USA

4. This FINANCING STATEMENT covers the following collateral:

SEE EXHIBIT A ATTACHED HERETO

5. ALTERNATIVE DESIGNATION [if applicable]:	<input type="checkbox"/> LESSEE/LESSOR	<input type="checkbox"/> CONSIGNEE/CONSIGNOR	<input type="checkbox"/> BAILEE/BAILOR	<input type="checkbox"/> SELLER/BUYER	<input type="checkbox"/> AG. LIEN	<input type="checkbox"/> NON-UCC FILING
6. <input checked="" type="checkbox"/> This FINANCING STATEMENT is to be filed (for record) (or recorded) in the REAL ESTATE RECORDS. Attach Addendum	7. Check to REQUEST SEARCH REPORT(S) on Debtor(s) (OPTIONAL FEE)		<input type="checkbox"/> All Debtors	<input type="checkbox"/> Debtor 1	<input type="checkbox"/> Debtor 2	

8. OPTIONAL FILER REFERENCE DATA

RECORD WITH COOK COUNTY RECORDER

8345182 Da 40F4

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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

	9a. ORGANIZATION'S NAME		
OR	BEITLER MILLENNIUM STATION LLC LLC		
	9b. INDIVIDUAL'S LAST NAME	FIRST NAME	MIDDLE NAME, SUFFIX

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

	11a. ORGANIZATION'S NAME			
OR	11b. INDIVIDUAL'S LAST NAME	FIRST NAME	MIDDLE NAME	SUFFIX
11c. MAILING ADDRESS		CITY	STATE	POSTAL CODE
				COUNTRY
11d. SEE INSTRUCTIONS	ADD'L INFO RE ORGANIZATION DEBTOR	11e. TYPE OF ORGANIZATION	11f. 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)

	12a. ORGANIZATION'S NAME			
OR	12b. INDIVIDUAL'S LAST NAME	FIRST NAME	MIDDLE NAME	SUFFIX
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 B ATTACHED HERETO

15. Name and address of a RECORD OWNER of above-described real estate (if Debtor does not have a record interest):

16. Additional collateral description:

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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EXHIBIT A TO UCC FINANCING STATEMENT

Collateral. The word “Collateral” means all of the following properties, assets and rights of the Debtor, BEITLER MILLENNIUM STATION LLC, wherever located, whether now owned or hereafter acquired or arising, and all proceeds and products thereof:

All personal and fixture property of every kind and nature including, without limitation, all furniture, fixtures, equipment (including equipment owned by Debtor but leased to others), raw materials, inventory, other goods, Accounts, contract rights (including rights as a lessor under any lease), rights to the payment of money, insurance refund claims and all other insurance claims and proceeds, tort claims, chattel paper, electronic chattel paper, documents, instruments, securities and other investment property, deposit accounts, rights to proceeds of letters of credit, letter-of-credit rights, supporting obligations of every nature, and general intangibles including, without limitation, all tax refund claims, license fees, patents, patent applications, trademarks, trademark applications, trade names, copyrights, copyright applications, rights to sue and recover for past infringement of patents, trademarks and copyrights, computer programs, computer software, engineering drawings, service marks, customer lists, goodwill, and all licenses, permits, agreements of any kind or nature pursuant to which (i) the Debtor operates or has authority to operate, (ii) the Debtor possesses, uses or has authority to possess or use property (whether tangible or intangible) of others, or (iii) others possess, use or have authority to possess or use property (whether tangible or intangible) of the Debtor, and all recorded data of any kind or nature, regardless of the medium of recording, including, without limitation, all software, writings, plans, specifications and schematics.

Debtor acknowledges and agrees that, with respect to any term used in this definition that is defined in either (a) Article 9 of the Uniform Commercial Code as in force in Illinois at the time that the Commercial Security Agreement (“Agreement”), dated May 12, 2006, between BEITLER MILLENNIUM STATION LLC, an Illinois limited liability company (“Debtor”) and FIFTH THIRD BANK (CHICAGO), a Michigan banking corporation (“Lender”) was signed, (b) Article 9 as in force at any relevant time in the jurisdictions in which a financing statement is filed, or (c) in the Agreement the meaning to be ascribed thereto with respect to any particular item of property shall be that under the more encompassing of the three definitions.

In addition, the word “Collateral” includes all the following, whether now owned or hereafter acquired, whether now existing or hereafter arising, and wherever located:

- (a) All accessions, increases, and additions to and all replacements of and substitutions for any property described above.

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- (b) All accounts, contract rights, general intangibles, instruments, monies, payments, and all other rights relating and incident thereto, or arising out of a sale, lease, or other disposition of any of the property described in this definition.
- (c) All proceeds (including insurance proceeds) from the sale, destruction, loss, or other disposition of any of the property described in this definition.
- (d) All records and data relating to any of the property described in this definition, whether in the form of a writing, photograph, microfilm, microfiche, or electronic media, together with all of Debtor's right, title, and interest in and to all computer software required to utilize, create, maintain, and process any such records or data on electronic media.

Account. The words "Account" means the Person who is obligated on or under an Account or, if appropriate, chattel paper or general intangible, as applicable.

Accounts. The word "Accounts" means "accounts" as such term is defined in the UCC, including without limitation, all rights to payment for goods sold or leased or services rendered, whether or not earned by performance and all rights in respect of the Account, including, without limitation, all such rights in which Debtor has any right, title or interest by reason of the purchase thereof by Debtor, and including, without limitation, all such rights constituting or evidenced by any Account, chattel paper, general intangible, instrument, contract, invoice, purchase order, draft, acceptance, intercompany account, note, security agreement, or other evidence of indebtedness or security, together with (i) any collateral assigned, hypothecated or held to secure any of the foregoing and the rights under any security agreement granting a security interest in such collateral, (ii) all goods, the sale of which gave rise to any of the foregoing, and (iii) all powers of attorney for the execution of any evidence of indebtedness or security or other writing in connection therewith.

Person. The word "Person" means an individual or a corporation, partnership, trust, incorporated or unincorporated association, joint venture, joint stock company, limited liability company, government (or any agency or political subdivision thereof) or other entity of any kind.

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EXHIBIT B TO UCC FINANCING STATEMENT

LEGAL DESCRIPTION

THE LEASEHOLD ESTATE CREATED BY THE INSTRUMENT HEREIN REFERRED TO AS THE LEASE, EXECUTED BY: THE COMMUTER RAIL DIVISION OF THE REGIONAL TRANSPORTATION AUTHORITY, A MUNICIPAL CORPORATION, AS LESSOR, AND BEITLER MILLENNIUM STATION LLC, AS LESSEE, DATED SEPTEMBER 1, 2005, WHICH MEMORANDUM OF LEASE WAS RECORDED AS DOCUMENT 0606710187, AND RE-RECORDED 5/15/06 AS DOCUMENT NUMBER 0613510110, WHICH LEASE DEMISES THE LAND FOR A TERM OF YEARS BEGINNING OCTOBER 1, 2005 AND ENDING SEPTEMBER 30, 2025.

THE LAND:

THAT PART OF THE RANDOLPH STREET COMMUTER STATION LOCATED IN THE AIR RIGHTS UNDER THE SURFACE OF THE PLAT OF MID-AMERICA, A RESUBDIVISION OF THE PRUDENTIAL AND ILLINOIS CENTRAL SUBDIVISION OF PART OF THE SOUTH ½ OF FRACTIONAL SECTION 10, TOWNSHIP 39 NORTH, RANGE 14 EAST OF THE THIRD PRINCIPAL MERIDIAN, AND LAND ADJACENT THERETO, AS SHOWN AND DESCRIBED ON THE PLAT OF SAID RESUBDIVISION RECORDED NOVEMBER 20, 1957 AS DOCUMENT 17069914, IN COOK COUNTY, ILLINOIS, AND FALLING IN THE PROPERTY DESCRIBED AS THE "PREMISES" DEPICTED ON EXHIBIT "A" OF THE AFOREMENTIONED LEASE AND DEPICTED ON THE EXHIBIT ATTACHED TO THE MEMORANDUM OF LEASE RECORDED AS DOCUMENT NUMBER 0606710187, AND RE-RECORDED 5/15/06 AS DOCUMENT NUMBER 0613510110 THAT FALLS WITHIN THE PROPERTY DESCRIBED AS PARCEL A-A OF THE DEED DATED APRIL 30, 1987 AND RECORDED MAY 1, 1987 AS DOCUMENT 87233821 AND DEPICTED ON A PORTION OF "EXHIBIT A SECTION A SHEET A-1", AND ALSO THAT PART DESCRIBED IN THE DEED RECORDED MAY 13, 1993 AS DOCUMENT 93371155.

Address: 151 N. Michigan Avenue, Chicago, Illinois

PIN: 17-10-500-013, 17-10-500-014, 17-10-500-033,