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Doc#: 0622926160 Fee: \$34.00
Eugene "Gene" Moore RHSP Fee: \$10.00
Cook County Recorder of Deeds
Date: 08/17/2006 02:57 PM Pg: 1 of 6

UCC FINANCING STATEMENT

FOLLOW INSTRUCTIONS (front and back) CAREFULLY

A. NAME & PHONE OF CONTACT AT FILER [optional] Lesa Rosinski (409) 797-3216
B. SEND ACKNOWLEDGMENT TO: (Name and Address) <div style="border: 1px solid black; padding: 5px;"> <p>Ms. Lesa L. Rosinski Greer, Herz & Adams, L.L.P. 2525 South Shore Blvd., Suite 203 League City, Texas 77573</p> </div>

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 Arlington Heights L.L.C.					
OR	1b. INDIVIDUAL'S LAST NAME				
	FIRST NAME	MIDDLE NAME	SUFFIX		
1c. MAILING ADDRESS 5005 West Touhy Avenue, Suite 200		CITY Skokie	STATE IL	POSTAL CODE 60077	COUNTRY U.S.A.
1d. TAX ID #: SSN OR EIN 52-2444189	ADDL. INFO RE ORGANIZATION DEBTOR	1e. TYPE OF ORGANIZATION limited liability co	1f. JURISDICTION OF ORGANIZATION Illinois	1g. ORGANIZATIONAL ID #, if any IL - 01172565	<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. TAX ID #: SSN OR EIN	ADDL. 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 American National Insurance Company					
OR	3b. INDIVIDUAL'S LAST NAME				
	FIRST NAME	MIDDLE NAME	SUFFIX		
3c. MAILING ADDRESS One Moody Plaza; Attn: Mortgage & Real Estate		CITY Galveston	STATE TX	POSTAL CODE 77550	COUNTRY U.S.A.

4. This FINANCING STATEMENT covers the following collateral:

See Exhibit "One" attached hereto and made a part hereof.

Near North National Title
222 N. LaSalle
Chicago, IL 60601

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 type="checkbox"/> This FINANCING STATEMENT is to be filed [for record] (or recorded) in the REAL ESTATE RECORDS. Attach Addendum	<input type="checkbox"/> (if applicable)	7. Check to REQUEST SEARCH REPORT(S) on Debtor(s) (ADDITIONAL FEE) [optional]	<input type="checkbox"/> All Debtors	<input type="checkbox"/> Debtor 1	<input type="checkbox"/> Debtor 2	

8. OPTIONAL FILER REFERENCE DATA

LCM #06-123; to be recorded with the appropriate records of Cook County, Illinois

ms 525 HCO19010 NNN

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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		
	Arlington Heights L.L.C.		
OR	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. TAX ID #: SSN OR EIN	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 "A" attached hereto and made a part hereof.

16. Additional collateral description:

See Exhibit "One" attached hereto and made a part hereof.

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

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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NAME OF DEBTOR: ARLINGTON HEIGHTS L.L.C.
TAX ID: 52-2444189

EXHIBIT "One"

This Financing Statement covers the following collateral:

(a) all of the goods, articles of personal property, accounts, general intangibles, instruments, documents, furniture, furnishings, equipment and/or fixtures of every kind and nature whatever (including, without limitation, the items described in subsection (b) - (h) below) now or hereafter owned by Debtor, in or hereafter placed in, or used or which may become hereafter used, in connection with or in the use, enjoyment, ownership or operation of the real estate described on **Exhibit "A"** attached hereto and made a part hereof (the "Mortgaged Premises"), including without limitation, the hotel operation being conducted therein (the "Hotel"), together with all additions thereto, replacements thereof, substitutions therefor and all proceeds thereof;

(b) all rents, rentals, payments, compensations, revenues, profits, incomes, leases, licenses, Gross Hotel Revenues, concession agreements, parking agreements, insurance policies, plans and specifications, contract rights, (including all franchise agreements, accounts (including, without limitation, the advance reservations and bookings for the Hotel, as the same may be amended, canceled and renewed by Debtor or any hotel operator in accordance with its rights under any hotel management agreement and advance deposits made in respect thereof; and all accounts receivable arising from the operation of the Hotel, including, without limitation, any and all accounts receivable owing from any guests of the Hotel incurred during that guest's stay); all escrowed funds (including, without limitation, the Capital Improvement Reserve, as defined below) accounts, escrowed funds, and general intangibles in any way relating to the Mortgaged Premises or used or useful in the use, enjoyment, ownership or operation of the Mortgaged Premises to the extent Debtor has a right to grant a security interest therein;

(c) all names, trade names, signs, marks, and trademarks under which the Mortgaged Premises, or by which the Mortgaged Premises may at any time be operated or known, all rights to carry on business under any such names, trade names, signs, marks and trade marks, or any variant thereof, any goodwill in any way relating to which the Mortgage Premises, or any part thereof, is known or operated and all of Debtor's rights to carry on the business of Debtor or the Hotel under all such names, trade names, signs, marks and trade marks, or any variant thereof;

(d) all telephones, televisions, bedding, bed linens, towels, window treatments, safety equipment and tangible articles of personal property owned or leased by Debtor used or useful in the use, enjoyment, ownership or operation of the Managed Premises; all inventories of supplies used in connection with the operation of the business of the Hotel including, without limitation, paper goods, brochures, office supplies, food and beverage inventory (to the extent the transfer of same is permissible under

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applicable law), chinaware, glassware, flatware, table linens, soap and other operational and guest supplies located at the Hotel; all of the books, records, files, budgets, projects, strategic plans, business plans and specifications, drawings, test reports, inspections and engineering reports, guest registers, employment records (to the extent permitted by applicable law), maintenance records, rental and reservation records, and any customer or frequent guest lists of Debtor in connection with the use, enjoyment, ownership or operation of the Mortgaged Premises;

(e) all governmental permits relating to construction on the Mortgaged Premises, and all other consents, authorizations, variances or waivers, licenses, permits and approvals from any governmental or quasi governmental agency, department, board, commission, bureau or other entity or instrumentality in respect to the Hotel, held or used by Debtor relating to the Hotel under all such name or names and any variant or variance thereof;

(f) all deposits, awards, damages, payments, escrowed monies, insurance proceeds, condemnation awards or other compensation and interests, fees, charges or payments accruing on or received from or to be received on any of the foregoing in any way relating to the Mortgaged Premises, or the ownership, enjoyment or operation of the Mortgaged Premises together with all proceeds of the foregoing described in this paragraph (f);

(g) all cash, securities, uncertificated securities, investment property, securities accounts, financial assets, deposit accounts, securities entitlements, and other personal property now or hereafter in or coming into or being credited to, or represented by any SM&R Money Market Fund Account, consisting of shares of SM&R Money Market Fund portfolio of SM&R Investments, Inc., a registered investment company ("SM&R Investments"), including, without limitation, all interest, dividends, rights, splits and income on such SM&R Money Market Fund Account; and

(h) all products, proceeds, substitutions, and replacements of any of the above described collateral.

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EXHIBIT "A"

LEGAL DESCRIPTION

PARCEL 1:

LOT 1 IN ARLINGTON HEIGHTS PLACE SUBDIVISION, BEING A SUBDIVISION IN SECTION 16, TOWNSHIP 41 NORTH, RANGE 11 EAST OF THE THIRD PRINCIPAL MERIDIAN, ACCORDING TO THE PLAT RECORDED AS DOCUMENT NUMBER 25261219 AND FILED AS DOCUMENT LR3133810 IN COOK COUNTY, ILLINOIS, EXCEPT THE FOLLOWING DESCRIBED LAND:

BEGINNING AT THE NORTHEAST CORNER OF SAID LOT 1; THENCE ON AN ASSUMED BEARING OF SOUTH 10 DEGREES 40 MINUTES 00 SECONDS WEST ALONG THE EASTERLY LINE OF SAID LOT 1 A DISTANCE OF 20.80 FEET TO A POINT ON A 1,375.00 FOOT RADIUS CURVE, THE CENTER OF CIRCLE OF SAID CURVE BEARS NORTH 26 DEGREES 35 MINUTES 14 SECONDS EAST FROM SAID POINT; THENCE NORTHWESTERLY ALONG SAID CURVE, RADIUS 1,375.00 FEET, CENTRAL ANGLE 8 DEGREES 23 MINUTES 05 SECONDS, 201.22 FEET TO A POINT ON A 2,547.29 FOOT RADIUS CURVE, THE CENTER OF CIRCLE SAID CURVE BEARS NORTH 27 DEGREES 55 MINUTES 41 SECONDS EAST FROM SAID POINT, THENCE NORTHWESTERLY ALONG SAID CURVE, RADIUS 2,547.29 FEET, CENTRAL ANGLE 3 DEGREES 41 MINUTES 37 SECONDS, 164.21 FEET; THENCE SOUTH 31 DEGREES 39 MINUTES 17 SECONDS WEST 9.00 FEET TO A POINT ON A 2,551.07 FOOT RADIUS CURVE, THE CENTER OF CIRCLE OF SAID CURVE BEARS NORTH 32 DEGREES 51 MINUTES 12 SECONDS EAST FROM SAID POINT; THENCE NORTHWESTERLY ALONG SAID CURVE, RADIUS 2,551.07 FEET, CENTRAL ANGLE 0 DEGREES 35 MINUTES 54 SECONDS, 26.64 FEET TO THE WESTERLY LINE OF SAID LOT 1; THENCE NORTH 32 DEGREES 56 MINUTES 06 SECONDS EAST ALONG THE SAID WESTERLY LINE OF LOT 1 A DISTANCE OF 14.43 FEET TO THE NORTHWEST CORNER OF SAID LOT 1, BEING ALSO A POINT ON A 2,541.29 FOOT RADIUS CURVE, THE CENTER OF CIRCLE OF SAID CURVE BEARS NORTH 32 DEGREES 12 MINUTES 53 SECONDS EAST FROM SAID POINT; THENCE SOUTHEASTERLY ALONG SAID CURVE, BEING ALSO THE NORTHERLY LINE OF SAID LOT 1, RADIUS 2,541.29 FEET, CENTRAL ANGLE 5 DEGREES 37 MINUTES 38 SECONDS, 249.59 FEET (249.56 FEET, RECORDED); THENCE SOUTH 63 DEGREES 24 MINUTES 45 SECONDS EAST ALONG TANGENT, BEING ALSO THE NORTHERLY LINE OF SAID LOT 1 A DISTANCE OF 135.20 FEET TO THE POINT OF BEGINNING.

PARCEL 2:

RECIPROCAL EASEMENTS FOR INGRESS AND EGRESS AS CREATED BY THAT CERTAIN AGREEMENT DATED AUGUST 2, 1979 AND RECORDED WITH THE RECORDER OF DEEDS OF COOK COUNTY, ILLINOIS ON OCTOBER 1,

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1979 AS DOCUMENT NUMBER 25171074 AND FILED WITH THE REGISTRAR OF TITLES ON OCTOBER 1, 1979 AS DOCUMENT NUMBER LR3121973, AND AMENDED BY FIRST AMENDMENT TO RECIPROCAL EASEMENT AGREEMENT DATED JANUARY 27, 1981 AND RECORDED WITH THE RECORDER OF DEEDS OF COOK COUNTY, ILLINOIS ON JUNE 4, 1981 AS DOCUMENT NUMBER 25893428 AND FILED WITH THE REGISTRAR OF TITLES ON JUNE 4, 1981 AS DOCUMENT NUMBER LR3218008, PERTAINING TO THE FOLLOWING PARCELS OF LAND; PARCEL A: LOT 1 IN ARLINGTON PLACE SUBDIVISION, BEING A SUBDIVISION IN SECTION 16, TOWNSHIP 41 NORTH, RANGE 11 EAST OF THE THIRD PRINCIPAL MERIDIAN IN COOK COUNTY, ILLINOIS. PARCEL B: LOT 2 IN ARLINGTON PLACE SUBDIVISION, BEING A SUBDIVISION IN SECTION 16, TOWNSHIP 41 NORTH, RANGE 11 EAST OF THE THIRD PRINCIPAL MERIDIAN IN COOK COUNTY, ILLINOIS. PARCEL C: LOT 3 IN ARLINGTON PLACE SUBDIVISION, BEING A SUBDIVISION IN SECTION 16, TOWNSHIP 41 NORTH, RANGE 11 EAST OF THE THIRD PRINCIPAL MERIDIAN IN COOK COUNTY, ILLINOIS. PARCEL D: LOT 2 IN CARL M. TEUTSH SUBDIVISION OF PART OF THE EAST HALF OF SECTION 16, TOWNSHIP 41 NORTH, RANGE 11 EAST OF THE THIRD PRINCIPAL MERIDIAN IN COOK COUNTY, ILLINOIS.

PARCEL 3:

EASEMENT FOR CREATION AND MAINTENANCE OF A DETENTION/RETENTION POND CREATED BY THAT CERTAIN AGREEMENT DATED DECEMBER 1, 1979 AND RECORDED WITH THE RECORDER OF DEEDS OF COOK COUNTY, ILLINOIS, ON JANUARY 4, 1980 AS DOCUMENT NO. 25306989 AND FILED WITH THE REGISTRAR OF TITLES ON JANUARY 4, 1980 AS DOCUMENT NUMBER LR3139276 AND AMENDED BY DOCUMENT NUMBER 26527048 AND FILED AS DOCUMENT NUMBER LR3296792 PERTAINING TO LOTS 1, 2 AND 3 DESCRIBED AS EASEMENT PARCELS A, B AND C, IN ARLINGTON PLACE SUBDIVISION, BEING A SUBDIVISION IN SECTION 16, TOWNSHIP 41 NORTH, RANGE 11 EAST OF THE THIRD PRINCIPAL MERIDIAN IN COOK COUNTY, ILLINOIS.

08-16-200-101

75 W. ALGONQUIN ROAD ARLINGTON HEIGHTS, IL 60005