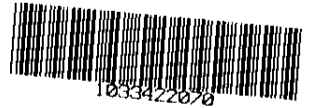


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Cook County,
Illinois



Doc#: 1033422070 Fee: \$52.00
Eugene "Gene" Moore RHSP Fee: \$10.00
Cook County Recorder of Deeds
Date: 11/30/2010 11:46 AM Pg: 1 of 9

UCC FINANCING STATEMENT

211930

FOLLOW INSTRUCTIONS (front and back) CAREFULLY

A. NAME & PHONE OF CONTACT AT FILER [optional]
John C. Talbott 703-893-6361

B. SEND ACKNOWLEDGMENT TO: (Name and Address)

**TALBOTT AND ASSOCIATES
6819 ELM STREET, SUITE 3
MCLEAN, VIRGINIA 22101**

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 EAST LAKE/LAWNDALE PLAZA, LLC						
OR	1b. INDIVIDUAL'S LAST NAME		FIRST NAME	MIDDLE NAME	SUFFIX	
1c. MAILING ADDRESS 2850 S MICHIGAN AVE #100			CITY CHICAGO	STATE IL	POSTAL CODE 60616	COUNTRY USA
1d. TAX ID #: SSN OR EIN 27-3121412	ADD'L INFO RE ORGANIZATION DEBTOR	1e. TYPE OF ORGANIZATION LLC	1f. JURISDICTION OF ORGANIZATION ILLINOIS	1g. ORGANIZATIONAL ID #, if any 0291643-6 <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	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 OPPENHEIMER MULTIFAMILY HOUSING & HEALTHCARE FINANCE, INC.						
OR	3b. INDIVIDUAL'S LAST NAME		FIRST NAME	MIDDLE NAME	SUFFIX	
3c. MAILING ADDRESS 112 SOUTH DAVID LANE			CITY KNOXVILLE	STATE TN	POSTAL CODE 37922	COUNTRY USA

4. This FINANCING STATEMENT covers the following collateral:

SEE EXHIBITS "A", "B-I" AND "B-II" ATTACHED HERETO AND MADE A PART HEREOF.

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 (if applicable)	7. Check to REQUEST SEARCH REPORT(S) on Debtor(s) (OPTIONAL FEE) (optional)		<input type="checkbox"/> All Debtors	<input type="checkbox"/> Debtor 1	<input type="checkbox"/> Debtor 2	

8. OPTIONAL FILER REFERENCE DATA

OPCO - LAWNDALE TERRACE & PLAZA COURT APTS- FHA# 07135823

FILING OFFICE COPY — NATIONAL UCC FINANCING STATEMENT (FORM UCC1) (REV. 07/29/98)

Box 430

Y 8 27
S P S M S E INT
9/27

UNOFFICIAL COPY**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 EAST LAKE/LAWNDALE PLAZA, LLC			
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 SECRETARY OF HOUSING AND URBAN DEVELOPMENT					
OR	12b. INDIVIDUAL'S LAST NAME	FIRST NAME	MIDDLE NAME	SUFFIX	
12c. MAILING ADDRESS 77 WEST JACKSON BLVD.		CITY CHICAGO	STATE IL	POSTAL CODE 60604	COUNTRY USA

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

16. Additional collateral description:

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 Estate18. 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 35 years

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EXHIBIT A

LEGAL DESCRIPTION

ALL PARCELS OF LAND LOCATED IN THE CITY OF CHICAGO COUNTY OF COOK, STATE OF ILLINOIS, MORE PARTICULARLY DESCRIBED AS FOLLOWS:

PARCEL 1:

A TRACT OF LAND BEING, THE NORTH 5.5 FEET OF LOT 8, LOTS 1 TO 7 INCLUSIVE, THE NORTH 5.50 FEET OF LOT 37, LOTS 38 TO 44 INCLUSIVE, AND THAT PORTION OF THE VACATED NORTH-SOUTH ALLEY LYING BETWEEN SAID LOTS IN BLOCK 4, IN WALKER AND ARMOUR'S ADDITION TO CHICAGO, IN THE WEST HALF OF THE SOUTHWEST QUARTER OF SECTION 13, TOWNSHIP 39 NORTH, RANGE 13, EAST OF THE THIRD PRINCIPAL MERIDIAN, IN COOK COUNTY, ILLINOIS.

PARCEL 2:

A TRACT OF LAND BEING THE SOUTH 9.01 FEET OF LOT 17, LOTS 18 TO 27 INCLUSIVE, THE SOUTH 9.01 FEET OF LOT 28, THAT PORTION OF THE VACATED NORTH-SOUTH ALLEY LYING SOUTH OF THE NORTH LINE OF THE SOUTH 9.01 FEET OF SAID LOTS 17 AND 28, AND THAT PORTION OF THE EAST-WEST VACATED ALLEY LYING NORTH OF SAID LOTS 18 TO 27 INCLUSIVE, IN BLOCK 4, IN WALKER AND ARMOUR'S ADDITION TO CHICAGO, IN THE WEST HALF OF THE SOUTHWEST QUARTER OF SECTION 13, TOWNSHIP 39 NORTH, RANGE 13, EAST OF THE THIRD PRINCIPAL MERIDIAN, IN COOK COUNTY, ILLINOIS.

PARCEL 3:

LOTS 1 THROUGH 10 IN THE SUBDIVISION OF LOT 1 IN BLOCK 3 IN CIRCUIT COURT PARTITION OF THE EAST HALF OF THE NORTHEAST QUARTER AND THAT PART OF THE EAST HALF OF THE SOUTHEAST QUARTER LYING NORTH OF THE CENTER LINE OF OGDEN AVENUE OF SECTION 23, TOWNSHIP 39 NORTH, RANGE 13, EAST OF THE THIRD PRINCIPAL MERIDIAN, IN COOK COUNTY, ILLINOIS.

ALSO:

THE NORTH 125 FEET OF LOT 1 IN BLOCK 2 IN DOWNING, CORNING & PRENTISS DOUGLAS PARK ADDITION TO CHICAGO, BEING A SUBDIVISION OF BLOCK 4 AND LOT 2 IN BLOCK 3 IN CIRCUIT COURT PARTITION, AFORESAID.

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PARCEL 4:

LOTS 1 THROUGH 11 IN BLOCK 1 IN DOWNING, CORNING & PRENTISS' DOUGLAS PARK ADDITION TO CHICAGO, BEING A SUBDIVISION OF BLOCK 4 AND LOT 2 IN BLOCK 3 IN CIRCUIT COURT PARTITION OF THE EAST HALF OF THE NORTHEAST QUARTER AND THAT PART OF THE EAST HALF OF THE SOUTHEAST QUARTER LYING NORTH OF THE CENTER LINE OF OGDEN AVENUE IN SECTION 23, TOWNSHIP 39 NORTH, RANGE 13, EAST OF THE THIRD PRINCIPAL MERIDIAN, IN COOK COUNTY, ILLINOIS.

PARCEL 5:

LOTS 1 THROUGH 10 IN SUB-BLOCK 1 OF BLOCK 2 IN PRESCOTT'S DOUGLAS PARK ADDITION TO CHICAGO, IN SECTION 23, TOWNSHIP 39 NORTH, RANGE 13, EAST OF THE THIRD PRINCIPAL MERIDIAN, IN COOK COUNTY, ILLINOIS.

PARCEL 6:

LOTS 1 THROUGH 10 IN SUB-BLOCK 1 OF BLOCK 1 IN PRESCOTT'S DOUGLAS PARK ADDITION TO CHICAGO IN SECTION 23, TOWNSHIP 39 NORTH, RANGE 13, EAST OF THE THIRD PRINCIPAL MERIDIAN, IN COOK COUNTY, ILLINOIS.

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PARCELS 1 AND 2:

COMMONLY KNOWN AS: 3155 WEST FILLMORE
 1111 SOUTH KEDZIE
 1117 SOUTH KEDZIE
 3141 WEST FILLMORE
 1104 SOUTH TROY
 1114 SOUTH TROY
 3158 WEST ROOSEVELT
 ALL IN CHICAGO, ILLINOIS

P.I.N. NUMBERS: 16-13-324-001-0000; 16-13-324-002-0000; 16-13-324-003-0000;
 16-13-324-004-0000; 16-13-324-013-0000; 16-13-324-014-0000;
 16-13-324-015-0000; 16-13-324-016-0000; 16-13-324-017-0000;
 16-13-324-018-0000; 16-13-324-019-0000; 16-13-324-030-0000;
 16-13-324-031-0000; 16-13-324-032-0000; 16-13-324-033-0000;
 16-13-324-034-0000; 16-13-324-035-0000. 16-13-324-063-0000
 16-13-324-064-0000

PARCELS 3 THROUGH 6:

COMMONLY KNOWN AS: 1201-1207 SOUTH HOMAN
 3345-3351 WEST ROOSEVELT
 1200-1206 SOUTH CHRISTIANA
 3311-3317 WEST ROOSEVELT
 1200-1206 SOUTH SPAULDING
 3245-3251 WEST ROOSEVELT
 1200-1206 SOUTH SAWYER
 1201-1207 SOUTH SAWYER
 3211-3217 WEST ROOSEVELT
 1200-1206 SOUTH KEDZIE
 ALL IN CHICAGO, ILLINOIS

P.I.N. NUMBERS: 16-23-204-001-0000; 16-23-204-002-0000; 16-23-204-003-0000;
 16-23-204-004-0000; 16-23-204-005-0000; 16-23-204-006-0000;
 16-23-204-007-0000; 16-23-204-008-0000; 16-23-205-001-0000;
 16-23-205-002-0000; 16-23-205-003-0000; 16-23-205-004-0000;
 16-23-205-005-0000; 16-23-205-006-0000; 16-23-205-007-0000;
 16-23-205-008-0000; 16-23-205-009-0000; 16-23-205-010-0000;
 16-23-206-001-0000; 16-23-206-002-0000; 16-23-206-003-0000;
 16-23-206-004-0000; 16-23-206-005-0000; 16-23-206-006-0000;
 16-23-206-007-0000; 16-23-207-001-0000; 16-23-207-002-0000;
 16-23-207-003-0000; 16-23-207-004-0000

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EXHIBIT "B-I"

All of the goods, equipment, furnishings, furniture, fixtures, chattels, inventory, general intangibles and articles of personal property, equipment and apparatus, all other equipment, goods and personal property as are commonly used in the full furnishing of and equipping of an apartment project, including, without limitation, all building materials and supplies, furnaces, boilers, oil burners, refrigeration, air-condition and sprinkler systems, awnings, screens, window shades, furniture, motors, dynamos, incinerators, plants and shrubbery, and all other equipment, machinery, appliances, fittings and fixtures, whether personal property, inventory or fixtures, whether now owned or hereafter from time to time acquired by the Debtor, together with all substitutions, replacements, additions, attachments, accessories, accretions, their component parts thereto or thereof, all other items of like property and all accounts, receivables, rents and contract rights and builders' warranties covering or relating to any or all thereof, whether now in existence or hereafter arising, and relating to, situated or located on, or used or usable in connection with, the operation of FHA Project No. 071-35823 located in Chicago, Illinois.

DePaul County Clerk's Office

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EXHIBIT "B-II"

COLLATERAL

All of the following, which may be located on certain land located in Chicago, Illinois as legally described in Exhibit A attached hereto and made a part hereof (the "Premises"), or which may otherwise relate to, or be used or usable in connection with, the acquisition, construction, equipping, repair, ownership or operation of a certain apartment project on the Premises, which project is to be known as Lawndale Terrace & Plaza Court Apartments, FHA Project No. 071-35823 (such project, or so much thereof as may actually be constructed, being referred to herein as the "Project"), in which Debtor has an interest now or hereafter existing or acquired (all of the following is herein referred to collectively as the "Property"):

1. All materials now owned or hereafter acquired by Debtor and intended for construction, reconstruction, alteration and repair of any building, structure or improvement now or hereafter erected or placed on the Premises, all of which materials shall be deemed to be included within the Project immediately upon the delivery thereof to the Premises.
2. All the walks, fences, shrubbery, driveways, fixtures, machinery, apparatus, equipment, fittings, and other goods and other personal property of every kind and description whatsoever, now owned or hereafter acquired by Debtor and attached to or contained in and used or usable in connection with any present or future operation of the Project, including, by way of example rather than of limitation, all lighting, laundry, incinerating and power equipment; all engines, boilers, machines, motors, furnaces, compressors and transformers; all generating equipment; all pumps, tanks, ducts, conduits, wire, switches, electrical equipment and fixtures, fans and switchboards; all telephone equipment; all piping, tubing, plumbing equipment and fixtures; all heating, refrigeration, air conditioning, cooling, ventilating, sprinkling, water, power and communications equipment, systems and apparatus; all water coolers and water heaters; all fire prevention, alarm and extinguishing systems and apparatus; all cleaning equipment; all lift, elevator and blinds, awnings, screens, screen doors, storm doors, exterior and interior signs, gas fixtures, stoves, ovens, refrigerators, garbage disposals, dishwasher, cabinets, mirrors, mantles, floor coverings, carpets, rugs, draperies and other furnishings and furniture installed or to be installed or used or usable in the operation of any part of the Project or facilities erected or to be erected in or upon the Premises; and every renewal or replacement thereof or articles in substitution therefor, whether or not the same are now or hereafter attached to the Premise in any manner; all except for any right, title or interest therein owned by any tenant of any apartment unit in the Project.

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3. All of Debtor's right, title and interest in and to any and all judgments, awards of damages (including but not limited to severance and consequential damages), payments, proceeds, settlements or other compensation (collectively, the "Awards") heretofore or hereafter made including interest thereon, and the right to receive the same, as a result of, in connection with, or in lieu of (i) any taking of the Premises, the Project or any of the other Property or any part thereof by the exercise of the power of condemnation or eminent domain, or the police power, (ii) any change or alteration of the grade of any street, or (iii) any other injury or decrease in the value of the Property or any part thereof (including but not limited to destruction or decrease in value by fire or other casualty), all of which Awards, rights thereto and shares therein are hereby assigned to Secured Party, who is hereby authorized to collect and receive the proceeds thereof and to give property receipts and acquittances therefor and to apply, at its option, the net proceeds thereof after deducting expenses of collection, as a credit upon any portion, as selected by Secured Party, of the Obligations.
4. All of Debtor's right, title and interest in any and all payments, proceeds, settlements or other compensation heretofore or hereafter made, including any interest thereon, and the right to receive the same from any and all insurance policies covering the Property or any portion thereof, or any of the other property described herein.
5. The interest of Debtor in all of the rents, royalties, issues, profits, revenues, income and other benefits of the Property, or arising from the use or enjoyment of all or any portion thereof, or from any lease or agreement pertaining thereto, and all right, title and interest of Debtor in and to, and remedies under, all contract rights, accounts receivable and general in angibles arising out of or in connection with any and all leases and subleases of the Property, or any part thereof, and of the other Property described herein or any part thereof, both now in existence or hereafter entered into, together with all proceeds (cash and non-cash) thereof; and including, without limitation, all cash or securities deposited thereunder to secure performance by the lessees of their obligations thereunder.
6. All of Debtor's rights, options, powers and privileges in and to (but not Debtor's obligations and burdens under) any construction contract, architectural and engineering agreements and management contract pertaining to construction and management of the Premises or the Project and all of Debtor's right, title and interest in and to (but not Debtor's obligations and burdens under) all architectural, engineering and similar plans, specifications, drawings, reports, surveys, plats, permits and the like, contracts for construction, operation and maintenance of, or other property described herein, and all sewer taps and allocations agreements for utilities, bonds and the like, all relating to the Property.

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7. All intangible personal property, accounts, licenses, permits, instruments, contract rights, and chattel paper of Debtor, including but not limited to cash; accounts receivable; bank accounts; certificates of deposit; securities; promissory notes in connection with the insured loan; rents; rights (if any) to amounts held in escrow; insurance proceeds; condemnation rights; deposits; judgments, liens and causes of action; warranties and guarantees.
8. All inventory, including raw materials, components, work-in-process, finished merchandise and packing and shipping materials.
9. All incomes, rents, profits, receipts and charges derived from the Premises described in Exhibit A.
10. All accounts including but not limited to the following accounts: Reserve for Replacement; Surplus Cash for Residual Receipts; Mortgage Insurance Premiums Special Funds; ground rents, taxes, water rents, assessments, fire and other hazard insurance premiums; accounts receivable; operating revenue; initial operating escrow; construction fund; escrow for delayed completion; escrow for latent defects; depreciation reserve; sinking fund.
11. Proceeds, products, returns, additions, accessions and substitutions of any to any or all of the above.
12. Any of the above arising or acquired by Debtor or to which Debtor may have a legal or beneficial interest on the date hereof and at any time in the future.
13. Any of the above which may become fixtures by virtue of attachment to the Premises.