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

**UCC FINANCING STATEMENT ADDENDUM**

FOLLOW INSTRUCTIONS (front and back) CAREFULLY

**9. NAME OF FIRST DEBTOR (1a or 1b) ON RELATED FINANCING STATEMENT**

<b>9a. ORGANIZATION'S NAME</b>		
<b>MELROSE APARTMENTS</b>		
<b>OR</b>	<b>9b. INDIVIDUAL'S LAST NAME</b>	<b>FIRST NAME</b>
		<b>MIDDLE NAME, SUFFIX</b>

**10. MISCELLANEOUS**

THE ABOVE SPACE IS FOR FILING OFFICE USE ONLY

**11. ADDITIONAL DEBTOR'S EXACT FULL LEGAL NAME – insert only one debtor name (11a or 11b) - do not abbreviate or combine names**

<b>11a. ORGANIZATION'S NAME</b>					
<b>OR</b>	<b>11b. INDIVIDUAL'S LAST NAME</b>		<b>FIRST NAME</b>	<b>MIDDLE NAME</b>	<b>SUFFIX</b>
<b>11c MAILING ADDRESS</b>			<b>CITY</b>	<b>STATE</b>	<b>POSTAL CODE</b>
					<b>COUNTRY</b>
<b>11d TAX ID #: SSN OR EIN</b>	<b>ADD'L INFO RE ORGANIZATION DEBTOR</b>	<b>11e. TYPE OF ORGANIZATION</b>	<b>11f. JURISDICTION OF ORGANIZATION</b>	<b>11g. ORGANIZATIONAL ID#, if any</b>	

**12.  ADDITIONAL SECURED PARTY'S NAME or ASSIGNOR S/P'S NAME – insert only one secured party name (12a or 12b)**

<b>12a. ORGANIZATION'S NAME</b>					
<b>SECRETARY OF HOUSING AND URBAN DEVELOPMENT OF WASHINGTON, D.C., THEIR SUCCESSORS AND ASSIGNS AS THEIR INTERESTS MAY APPEAR</b>					
<b>OR</b>	<b>12b. INDIVIDUAL'S LAST NAME</b>		<b>FIRST NAME</b>	<b>MIDDLE NAME</b>	<b>SUFFIX</b>
<b>12c MAILING ADDRESS</b>			<b>CITY</b>	<b>STATE</b>	<b>POSTAL CODE</b>
<b>77 West Jackson Street</b>			<b>Chicago</b>	<b>IL</b>	<b>60604</b>
					<b>COUNTRY</b>
					<b>US</b>

**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 Extension Sheet and Exhibit "A" attached hereto and by reference incorporated herein.**

**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  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"  
LEGAL DESCRIPTION  
537 MELROSE APARTMENTS  
HUD 071-11227  
537 West Melrose Street, Chicago, Illinois 60657

LOT 5 AND THE WEST 54 FEET OF LOT 4 IN COUNTY CLERK'S DIVISION  
OF LOTS 3 TO 9 INCLUSIVE AND PART OF LOT 2 IN ASSESSOR'S DIVISION  
OF LOTS 27 AND 28 IN PINE GROVE BEING A SUBDIVISION OF PART OF  
FRACTIONAL SECTION 21, TOWNSHIP 40 NORTH, RANGE 14 EAST OF THE  
THIRD PRINCIPAL MERIDIAN, IN COOK COUNTY, ILLINOIS.

PIN: 14-21-314-045-0010

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## UCC FINANCING STATEMENT EXTENSION SHEET

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

All estates, rights, title and interest which Debtor now has or may later acquire in and to the following properties, rights and interests:

- A. All buildings, structures, improvements and fixtures (including but not limited to all lighting fixtures and mechanical equipment) now or hereafter erected or placed in or upon the real estate more particularly described in Exhibit "A" attached hereto and by reference made a part hereof (the "Real Estate") or now or hereafter attached to or used in connection with the Real Estate to the extent such items may be considered part of the Real Estate under applicable law;
- B. All tenements, hereditaments, easements, appurtenances and other rights and privileges thereunto now or hereafter attaching and belonging, or in any way appertaining to the Real Estate, including all minerals, oil, gas, elements, and other commercially valuable substances which may be in, under or produced from any part of the Real Estate, and all air rights, water and water rights;
- C. All rents, issues, profits, income, cash, proceeds, accounts, accounts receivable, instruments, letter of credit rights, insurance proceeds, deposit and other accounts, contract rights and general intangibles arising of or from the Real Estate or the improvements from time to time located thereon (the Real Estate and the improvements from time to time located thereon hereinafter collectively are referred to as the "Premises"), including but not limited to the rents, income and profits arising from the operation of any business and all fees, charges, accounts or other payments for the use or occupancy of rooms and other public facilities in any hotel, motel, or other lodging properties located on the Real Estate (funds obtained as such rents, income, profits, fees, charges, accounts or other payments and held in any reserve, account or credit balance shall retain the character of such rents, income, profits, fees, charges, accounts or other payments);
- D. All leases, subleases, subtenancies, licenses, occupancy agreements and other and agreements for the leasing, use, occupancy or enjoyment of any portion or all of the Premises now or hereafter existing, and all amendments, renewals and extensions thereof (hereinafter collectively referred to as the "Leases");
- E. All present and future guaranties of the performance of any lessee under any of the Leases;
- F. All monies, deposit accounts, furniture, equipment, inventory, fixtures, accounts, accounts receivable, chattel paper, documents, investment property, trademarks and all trade name agreements, logos, licenses, instruments, contract rights, insurance proceeds, commercial tort claims, franchise agreements, software, letter of credit rights, and general intangibles (including payment intangibles) in which Debtor now or hereafter has an interest, individually or with others, and which are located upon, used in connection with, related to or arising out of the Premises, and all additions, accessions and accretions to, replacements and substitutions for, products of and proceeds from any of the foregoing;
- G. All insurance policies relating to the Premises and all claims and rights to payment of proceeds and other sums payable thereunder or in connection therewith;

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**H. All awards, compensation and settlements in lieu thereof made as a result of the taking by power of eminent domain of the whole or any part of the Premises, including any awards for damages sustained to the Premises, for a temporary taking, change of grade of streets or taking of access;**

**I. All present and future deposits and revenues relating to the Premises, including without limitation security deposits, replacement reserve escrows, tax and insurance escrows and working capital reserves or escrows;**

**J. All present and future building permits, operating permits, variances, licenses, governmental approvals, utility permits and other permits, licenses and agreements relating to the construction, equipping, operation or maintenance of the Premises including, without limitation, all warranties and contract rights, whether now owned by Debtor or hereafter acquired or arising;**

**K. All present and future contracts or agreements for the design, construction, furnishing and equipping of the improvements located or to be located on the Premises, together with any existing or future changes, extensions, revisions, modifications, guarantees of performance or warranties of any kind thereunder, whether now owned by Debtor or hereafter acquired or arising;**

**L. All present and future service and other agreements relating to the operation, management, maintenance and repair of the Premises or the buildings and improvements thereon, whether now owned by Debtor or hereafter acquired or arising;**

**M. All present and future plans and specifications, surveys, site plans, soil reports, drawings and papers relating to the Premises and the development, design, construction and equipping of the improvements on the Premises, whether now owned by Debtor or hereafter acquired or arising or arising;**

**N. All building supplies and materials ordered or purchased for use in connection with the construction and equipping of the improvements on the Premises, whether now owned by Debtor or hereafter acquired or arising;**

**O. All proceeds and contract rights and payments payable to Debtor under any loan commitment for financing of the Premises;**

**P. All present and future purchase and sale agreements for the purchase of any portion of the Premises or other property located on the Premises, including without limitation, security deposits, earnest money deposits, association fees or assessments, and related escrows; and**

**Q. All additions, accessions and accretions to, replacements and substitutions for, products thereof and any and all cash and non-cash proceeds therefrom, which proceeds include but are not limited to (i) any and all types of collateral heretofore described and (ii) any and all types of collateral in which a security interest may be perfected by filing in the Office of the Recorder of Cook County, Illinois.**