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UCC FINANCING STATEMENT

FOLLOW INSTRUCTIONS (front and back) CAREFULLY

A. NAME & PHONE OF CONTACT AT FILER [optional]
PAUL KISSELBURG (612-607-7315) (county filing)

B. SEND ACKNOWLEDGMENT TO: (Name and Address)

**PAUL KISSELBURG, ESQ.
 OPPENHEIMER WOLFF & DONNELLY LLP
 PLAZA VII, SUITE 3300
 45 SOUTH SEVENTH STREET
 MINNEAPOLIS, MN 55402-1609**

Doc#: 1130818025 Fee: \$46.00
 Eugene "Gene" Moore RHSP Fee:\$10.00
 Cook County Recorder of Deeds
 Date: 11/04/2011 12:28 PM Pg: 1 of 6

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
RIDGE/DEVON LLC

OR

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

1c. MAILING ADDRESS CITY STATE POSTAL CODE COUNTRY
c/o MARC REALTY, 55 E. JACKSON BLVD., STE 500 CHICAGO IL 60604 USA

1d. TAX ID#: SSN OR EIN ADD'L INFO RE ORGANIZATION DEBTOR 1e. TYPE OF ORGANIZATION 1f. JURISDICTION OF ORGANIZATION 1g. ORGANIZATIONAL ID#, if any
 Limited Liability Co. ILLINOIS **00257478** 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
 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
OAK GROVE COMMERCIAL MORTGAGE, LLC

OR

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

3c. MAILING ADDRESS CITY STATE POSTAL CODE COUNTRY
2177 YOUNGMAN AVENUE ST. PAUL MN 55116 USA

4. This FINANCING STATEMENT covers the following collateral:

See Exhibit A attached hereto for a description of the real estate to which certain of the collateral relates.

See Exhibit B attached hereto for a description of the collateral. Certain of the goods described in Exhibit B are, or are to become, fixtures on the real estate described in Exhibit A, and this financing statement is to be filed for record in the real estate records.

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] All Debtors Debtor 1 Debtor 2 [optional]

8. OPTIONAL FILER REFERENCE DATA
File No. 23880/233 (Ridge Avenue Apartments) OGC Loan No. _____

UNOFFICIAL COPY**UCC FINANCING STATEMENT ADDENDUM**

FOLLOW INSTRUCTIONS (front and back) CAREFULLY

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

OR	9a. ORGANIZATION'S NAME RIDGE/DEVON 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

OR	11a. ORGANIZATION'S NAME			
	11b. INDIVIDUAL'S LAST NAME	FIRST NAME	MIDDLE NAME	SUFFIX

11c. MAILING ADDRESS	CITY	STATE	POSTAL CODE	COUNTRY
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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
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12. ADDITIONAL SECURED PARTY'S or ASSIGNOR S/P'S NAME – insert only one name (12a or 12b)

OR	12a. ORGANIZATION'S NAME U.S. DEPARTMENT OF HOUSING AND URBAN DEVELOPMENT			
	12b. INDIVIDUAL'S LAST NAME	FIRST NAME	MIDDLE NAME	SUFFIX

12c. MAILING ADDRESS 77 WEST JACKSON BOULEVARD	CITY CHICAGO	STATE IL	POSTAL CODE 60604	COUNTRY USA
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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

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 30 years

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NAME OF FIRST DEBTOR (1A OR 1B) ON RELATED FINANCING STATEMENT

ORGANIZATION'S NAME Ridge/Devon LLC			
INDIVIDUAL'S LAST NAME	FIRST NAME	MIDDLE NAME	SUFFIX

NAME OF FIRST SECURED PARTY (3A OR 3B) ON RELATED FINANCING STATEMENT

ORGANIZATION'S NAME Oak Grove Commercial Mortgage, LLC		
INDIVIDUAL'S LAST NAME	FIRST NAME	MIDDLE NAME, SUFFIX

EXHIBIT A TO UCC FINANCING STATEMENT

Legal Description

Property of **Property of Oak Grove Commercial Mortgage, LLC**

THAT PART OF LOTS 3, 4 AND 5 DESCRIBED AS FOLLOWS:
 COMMENCING AT A POINT ON THE NORTH LINE OF LOT 3, SAID POINT BEING 272.0 FEET EAST OF THE WEST LINE OF LOT 3; THENCE SOUTH PARALLEL WITH THE WEST LINE OF LOT 3, 101.30 FEET TO THE POINT OF BEGINNING OF THE PROPERTY INTENDED TO BE DESCRIBED; THENCE EAST PARALLEL WITH THE NORTH LINE OF LOT 3, 30.40 FEET; THENCE NORTH PARALLEL WITH THE WEST LINE OF LOT 3, 1.26 FEET; THENCE EAST PARALLEL WITH THE NORTH LINE OF LOT 3, 30.15 FEET; THENCE SOUTH PARALLEL WITH THE WEST LINE OF LOT 3 AND 4, 36.0 FEET; THENCE EAST PARALLEL WITH THE NORTH LINE OF LOT 3 TO THE WESTERLY LINE OF N. RIDGE BOULEVARD; THENCE SOUTHEASTERLY ALONG SAID WESTERLY LINE TO THE NORTH LINE OF THE SOUTH 1 ACRE OF THAT PART OF LOT 5 LYING WEST OF THE CENTER LINE OF RIDGE ROAD CONVEYED TO CATHOLIC BISHOP OF CHICAGO BY DEED RECORDED NOVEMBER 10, 1880 IN BOOK 1032, PAGE 534; THENCE WEST ALONG SAID NORTH LINE TO A POINT 302.40 FEET EAST OF THE WEST LINE OF LOT 5; THENCE NORTH PARALLEL WITH THE WEST LINE OF LOTS 4 AND 5 TO THE NORTH LINE OF LOT 4; THENCE WEST ALONG SAID NORTH LINE, 30.40 FEET TO A POINT 272.0 FEET EAST OF THE WEST LINE OF LOT 4; THENCE NORTH PARALLEL WITH THE WEST LINE OF LOT 3, 11.0 FEET TO THE POINT OF BEGINNING, IN CIRCUIT COURT PARTITION OF THE SOUTH HALF OF THE SOUTH HALF OF THE SOUTHEAST QUARTER OF SECTION 31, TOWNSHIP 41 NORTH, RANGE 14, EAST OF THE THIRD PRINCIPAL MERIDIAN, IN COOK COUNTY, ILLINOIS.

KNOWN AS: 6414 - 6424 N. RIDGE BOULEVARD, CHICAGO, ILLINOIS

PERMANENT INDEX NUMBERS:

11 - 31 - 401 - 095 - 0000

11 - 31 - 401 - 097 - 0000

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NAME OF FIRST DEBTOR (1A OR 1B) ON RELATED FINANCING STATEMENT

ORGANIZATION'S NAME Ridge/Devon LLC			
INDIVIDUAL'S LAST NAME	FIRST NAME	MIDDLE NAME	SUFFIX

NAME OF FIRST SECURED PARTY (3A OR 3B) ON RELATED FINANCING STATEMENT

ORGANIZATION'S NAME Oak Grove Commercial Mortgage, LLC		
INDIVIDUAL'S LAST NAME	FIRST NAME	MIDDLE NAME, SUFFIX

EXHIBIT B TO UCC FINANCING STATEMENT

All of the following described property and interests in property, whether now owned or existing or hereafter acquired, arising or created:

a. All fixtures, equipment and other goods and tangible personal property of every kind and description whatsoever now or hereafter located on, in or at the premises described in Exhibit A to this UCC Financing Statement (the "Premises"), including, but not limited to, all lighting, laundry, incinerating and power equipment; all engines, boilers, machines, motors, furnaces, compressors and transformers; all power generating equipment; all pumps, tanks, ducts, conduits, wire, switches, electrical equipment and fixtures, fans and switchboards; all telephone equipment (except that telephone equipment leased from a telephone company); all piping, tubing, and plumbing equipment and fixtures; all heating, refrigeration, air-conditioning, cooling, ventilating, sprinkling, water, power, waste disposal 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 escalator equipment and apparatus; all partitions, shades, blinds, awnings, screens, screen doors, storm doors, exterior and interior signs, gas fixtures, stoves, ovens, refrigerators, garbage disposals, dishwashers, kitchen and laundry fixtures, utensils, appliances and equipment, cabinets, mirrors, mantles, floor coverings, carpets, rugs, draperies and other furnishings and furniture now or hereafter installed or used or usable in the operation of any part of the buildings, structures or improvements erected or to be erected in or upon the Premises and every replacement thereof, accession thereto, or substitution therefor, whether or not the same are now or hereafter attached to the Premises in any manner;

b. All articles of tangible personal property not otherwise described herein which are now or hereafter located in, attached to or used in, on or about the buildings, structures or improvements now or hereafter located, placed, erected, constructed or built on the Premises and all replacements thereof, accessions thereto, or substitution therefor, whether or not the same are, or will be, attached to such buildings, structures or improvements in any manner;

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c. All rents, leases, lease contracts, lease agreements, income, revenues, issues, profits, royalties and other benefits arising or derived or to be derived from, or related to, directly or indirectly, the Premises, whether or not any of the property described in this item (c) constitutes accounts, chattel paper, documents, general intangibles, instruments, investment property, deposit accounts or money;

d. All awards now or hereafter made ("Awards") with respect to the Premises as a result of (i) the exercise of the power of condemnation or eminent domain, or the police power, (ii) the alteration of the grade of any street, or (iii) any other injury or decrease in the value of the Premises (including but not limited to any destruction or decrease in the value by fire or other casualty), whether or not any of the property described in this item (d) constitutes accounts, chattel paper, documents, general intangibles, instruments, investment property, deposit accounts or money;

e. All land surveys, plans and specifications, drawings, briefs and other work product of the Debtor or its employees, contractors or agents, and other papers and records now or hereafter used in the construction, reconstruction, alteration, repair or operation of the Premises;

f. All licenses, permits, certificates and agreements for the provision of property or services to or in connection with, or otherwise benefiting, the Premises, including, but not limited to, any and all housing assistance payments contracts related to the Premises and any and all renewals, modifications and/or replacements thereof; however, the Secured Party disclaims a security interest in such of the property described in this item (f) to the extent that a security interest in such property may not be granted to the Secured Party without the forfeiture of the rights of the Debtor (or any assignee of the Debtor) or a default resulting thereunder;

g. Any and all funds, monies, securities and other property held in escrow or as reserves and all rights to receive (or to have distributed to the Debtor) any funds, monies, securities or property held in escrow or as a reserve including but not limited to all of Debtor's rights (if any) to any and all funds or amounts held in reserves or accounts created under the Regulatory Agreement, including, but not limited to, replacement reserve accounts and residual receipts accounts;

h. All of the Debtor's accounts, general intangibles (including but not limited to payment intangibles, tax refunds, tax refund claims and low income housing tax credits [if any] applicable to the Premises), chattel paper (including but not limited to tangible chattel paper and electronic chattel paper), leases, lease contracts, lease agreements, instruments, documents, inventory, as-extracted collateral, cash, money, deposit accounts, certificates of deposit, investment property, insurance policies, letter-of-credit rights, judgments, liens, causes of action, warranties, guaranties, supporting obligations, and all other properties and assets of the Debtor, tangible or intangible, whether or not similar to the property described in this item (h) or elsewhere in this Exhibit B;

i. All books, records and files of whatever type or nature relating to any or all of the property or interests in property described herein or the proceeds thereof, whether or not written,

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stored electronically, optically or electromagnetically or in any other form, and whether or not such books, records, or files constitute accounts, equipment, goods or general intangibles;

j. All products and proceeds of any and all of the property (and interests in property) described herein including but not limited to proceeds of any insurance, whether or not in the form of original collateral, accounts, contract rights, chattel paper, general intangibles, equipment, fixtures, goods, investment property, letter-of-credit rights, leases, lease contracts, lease agreements, instruments, inventory, documents, deposit accounts, supporting obligations or cash proceeds;

k. All current and future rights, including air rights, development rights, zoning rights and other similar rights or interests, easements, tenements, rights-of-way, strips and gores of land, streets, alleys, roads, waters, watercourses, and appurtenances related to or benefiting the Premises, and all rights-of-way, streets, alleys and roads which may have been or in the future may be vacated;

l. All contracts, options and other agreements for the sale of the Premises or the improvements thereon, entered into by the Debtor now or in the future, including cash or securities or other security deposited to secure performance by the parties of their obligations, and all construction contracts, architectural and engineering agreements and management contracts now or in the future existing pertaining to the construction, rehabilitation, development, repair, operation, ownership, equipping or management of the Premises;

m. Any and all rights of Debtor in tenant security deposits which have not been forfeited by any tenant under any lease;

n. All names under or by which any part of the Premises may be operated or known, and all trademarks, trade names, and goodwill relating to any part of the Premises;

o. The interest of the Debtor in and to any and all funds and monies created or established and held pursuant to any indenture of trust or similar instrument authorizing the issuance of bonds or notes for the purpose of financing the Project located upon the Premises;

p. All personal property associated with the Project.