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Karen A. Yarbrough RHSP Fee: \$10.00
Cook County Recorder of Deeds
Date: 12/31/2012 11:00 AM Pg: 1 of 3

UCC FINANCING STATEMENT

FOLLOW INSTRUCTIONS (front and back) CAREFULLY

A. NAME & PHONE OF CONTACT AT FILER (optional)

B. SEND ACKNOWLEDGMENT TO: (Name and Address)

PAMELA J. SANDBORG, ESQ.
LEVENFELD PEARLSTEIN, LLC
400 SKOKIE BLVD.
SUITE 700
NORTHBROOK ILLINOIS 60062

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 THE UPTON PROPERTIES, INC. | | | | | | |
| OR | 1b. INDIVIDUAL'S LAST NAME | | FIRST NAME | MIDDLE NAME | SUFFIX | |
| 1c. MAILING ADDRESS 1104 BAY ROAD | | | CITY JOHNSBURG | STATE IL | POSTAL CODE 60051 | COUNTRY USA |
| 1d. TAX ID #: | SSN OR EIN | ADD'L INFO RE ORGANIZATION DEBTOR | 1e. TYPE OF ORGANIZATION CORPORATION | 1f. JURISDICTION OF ORGANIZATION ILLINOIS | 1g. ORGANIZATIONAL ID #, if any 57905956 | <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 STATE BANK OF THE LAKES | | | | | | |
| OR | 3b. INDIVIDUAL'S LAST NAME | | FIRST NAME | MIDDLE NAME | SUFFIX | |
| 3c. MAILING ADDRESS 440 LAKE STREET | | | CITY ANTIOCH | STATE IL | POSTAL CODE 60002 | COUNTRY USA |

4. This FINANCING STATEMENT covers the following collateral:

SEE SCHEDULE 1 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 | <input type="checkbox"/> 7. Check to REQUEST SEARCH REPORT(S) on Debtor(s) (if applicable) (ADDITIONAL FEE) (optional) | <input type="checkbox"/> All Debtors | <input type="checkbox"/> Debtor 1 | <input type="checkbox"/> Debtor 2 | | |
| 8. OPTIONAL FILER REFERENCE DATA 37194-91775 (COOK COUNTY RECORDER) | | | | | | |

FILING OFFICE COPY — NATIONAL UCC FINANCING STATEMENT (FORM UCC-1) (REV. 07/29/98)

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SCHEDULE I TO UCC FINANCING STATEMENT

DEBTOR: THE UPTON PROPERTIES, INC.

SECURED PARTY: STATE BANK OF THE LAKES

1. All fixtures and personal property now or hereafter owned by Debtor and attached to or contained in and used or useful in connection with the real estate described on Exhibits A-1 through A-3 attached hereto (the "Premises") or the improvements thereon, including without limitation any and all air conditioners, antennae, appliances, apparatus, awnings, basins, bathtubs, boilers, bookcases, cabinets, carpets, coolers, curtains, dehumidifiers, disposals, doors, drapes, dryers, ducts, dynamos, elevators, engines, equipment, fans, fittings, floor coverings, freezers, furnaces, furnishings, furniture, hardware, heaters, humidifiers, incinerators, lighting, machinery, motors, ovens, pipes, plumbing, pumps, radiators, ranges, recreational facilities, refrigerators, screens, security systems, shades, shelving, shipping dock load level, sinks, sprinklers, stokers, stoves, toilets, trash compactor systems, ventilators, wall coverings, washers, wastewater facilities, windows, window coverings, wiring, and all renewals or replacements thereof or articles in substitution therefor, whether or not the same be attached to such improvements, and any and all proceeds of any of the foregoing.

2. All leases, subleases, rents, issues, income, amounts due and payable to Debtor under any lease or sublease of the Premises (whether now due and owing or due and owing in the future, including, but not limited to, rent, additional rent, percentage rent, taxes, insurance and reimbursable costs and expenses, whether due in one payment or amortized over a period of time), condemnation proceeds and profits relating to the Premises and all proceeds thereof.

This document was prepared by and
after filing should be mailed to:

Pamela J. Sandborg, Esq.
Levenfeld Pearlstein, LLC
400 Skokie Boulevard
Suite 700
Northbrook, Illinois 60062

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EXHIBIT "A"
LEGAL DESCRIPTION

PARCEL 1:

LOT 1 OF LEVY'S PLAT OF CONSOLIDATION OF LOTS 12 TO 15 IN BLOCK 77 IN NORTHWESTERN UNIVERSITY SUBDIVISION OF THE NORTH ½ OF THE NORTH ½ (EAST OF CHICAGO AVENUE) OF SECTION 19, TOWNSHIP 41 NORTH, RANGE 14, EAST OF THE THIRD PRINCIPAL MERIDIAN (EXCEPT THE 15 ½ ACRES IN THE NORTH EAST CORNER OF SAID TRACT), IN COOK COUNTY, ILLINOIS.

PARCEL 2:

PLAT OF CONSOLIDATION OF LOTS 16, 17, 18, 19, 20 AND PART OF LOT 21 IN BLOCK 77 IN NORTHWESTERN UNIVERSITY IN THE NORTH ½ OF THE NORTH ½ OF SECTION 19, TOWNSHIP 41 NORTH, RANGE 14 EAST OF THE THIRD PRINCIPAL MERIDIAN, LYING EAST OF CHICAGO AVENUE (EXCEPT 15 ½ ACRES IN THE NORTHEAST CORNER THEREOF), IN COOK COUNTY, ILLINOIS.

COMMONLY KNOWN AS: 1111 CHICAGO AVENUE, EVANSTON, ILLINOIS

PIN: 11-19-207-030-0000; 11-19-207-031-0000; 11-19-207-032-0000