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Karen A. Yarbrough RHSP Fee:\$10.00
Cook County Recorder of Deeds
Date: 02/20/2013 04:00 PM Pg: 1 of 5

UCC FINANCING STATEMENT

FOLLOW INSTRUCTIONS (front and back) CAREFULLY

A. NAME & PHONE OF CONTACT AT FILER [optional]
B. SEND ACKNOWLEDGMENT TO: (Name and Address)
Paul Hastings LLP
191 N. Wacker Drive, Floor 30
Chicago, Illinois 60606
Attn: Bradley V. Ritter

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
SHALE-INLAND REALTY, LLC
OR
1b. INDIVIDUAL'S LAST NAME FIRST NAME MIDDLE NAME SUFFIX
1c. MAILING ADDRESS CITY STATE POSTAL CODE COUNTRY
6750 WEST LOOP SOUTH, SUITE 520 BELLAIRE TX 77401 USA
1d. SEE INSTRUCTIONS ADD'L INFO RE ORGANIZATION DEBTOR 1e. TYPE OF ORGANIZATION 1f. JURISDICTION OF ORGANIZATION 1g. ORGANIZATIONAL ID #, if any
LLC DELAWARE 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. SEE INSTRUCTIONS 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
WILMINGTON TRUST, NATIONAL ASSOCIATION
OR
3b. INDIVIDUAL'S LAST NAME FIRST NAME MIDDLE NAME SUFFIX
3c. MAILING ADDRESS CITY STATE POSTAL CODE COUNTRY
50 SOUTH SIXTH STREET, SUITE 1290 MINNEAPOLIS MN 55402 USA

4. This FINANCING STATEMENT covers the following collateral:
ALL ASSETS OF THE DEBTOR, INCLUDING, WITHOUT LIMITATION, GOODS THAT ARE OR ARE TO BECOME
FIXTURES ON THE REAL ESTATE DESCRIBED IN EXHIBIT A ATTACHED HERETO AND THOSE THAT ARE
SET FORTH ON EXHIBIT B ATTACHED HERETO

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) (optional) All Debtors Debtor 1 Debtor 2

8. OPTIONAL FILER REFERENCE DATA
To be filed with the Cook County Recorder of Deeds

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			
OR SHALE-INLAND REALTY, 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 <u>one</u> 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. SEE INSTRUCTIONS	ADD'L INFO RE ORGANIZATION DEBTOR	11e. TYPE OF ORGANIZATION	11f. JURISDICTION OF ORGANIZATION	11g. ORGANIZATIONAL ID #, if any
				<input type="checkbox"/> NONE

12. <input type="checkbox"/> ADDITIONAL SECURED PARTY'S or <input type="checkbox"/> ASSIGNOR S/P'S NAME - insert only <u>one</u> 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 <input type="checkbox"/> timber to be cut or <input type="checkbox"/> as-extracted collateral, or is filed as a <input checked="" type="checkbox"/> fixture filing.	16. Additional collateral description:
14. Description of real estate: SEE ATTACHED EXHIBIT A	
15. Name and address of a RECORD OWNER of above-described real estate (if Debtor does not have a record interest):	
17. Check <u>only</u> if applicable and check <u>only</u> one box. Debtor is a <input type="checkbox"/> Trust or <input type="checkbox"/> Trustee acting with respect to property held in trust or <input type="checkbox"/> Decedent's Estate	
18. Check <u>only</u> if applicable and check <u>only</u> one box. <input type="checkbox"/> Debtor is a TRANSMITTING UTILITY <input type="checkbox"/> Filed in connection with a Manufactured-Home Transaction <input type="checkbox"/> Filed in connection with a Public-Finance Transaction	

International Association of Commercial Administrators (IACA)

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EXHIBIT A

LEGAL DESCRIPTION

The following tract of land situate in the Village of Bartlett, the County of Cook, and the State of Illinois, being more particularly described as follows:

Parcel 1:

Lot 1 in Bartlett Industrial Park, being a subdivision of part of the southeast 1/4 of Section 35 and part of the southwest 1/4 of Section 36, Township 41 North, Range 9, East of the Third Principal Meridian in the Village of Bartlett in Cook County, Illinois.

Parcel 2:

The East 15 feet (as measured at right angles to the South line of the above said Lot 1), of the following parcel:

COMMENCING at the southeast corner of Section 35, Township 41 North, Range 9, East of the Third Principal Meridian; Thence westerly along the South line of said southeast 1/4, a distance of 703.33 feet to the southwest corner of Bartlett Industrial park, being a subdivision of part of Section 35 and Section 36 aforesaid, for the point of beginning; Thence northerly along the West line of said Bartlett Industrial Park and parallel with the East line of said southeast 1/4, a distance of 777.52 feet to the southerly Right of Way line of the Chicago, Milwaukee, St. Paul and Pacific Railroad; Thence northwesterly along said southerly Right of Way line, a distance of 672.19 feet; Thence southerly parallel with the East line of the southeast 1/4 of said Section 35, a distance of 900.09 feet to the South line of said southeast 1/4; thence easterly along said South line, a distance of 665.0 feet to the point of BEGINNING, all in Cook County, Illinois.

Parcel ID Nos. 06-35-400-009 and 06-35-400-019.

COMMON STREET ADDRESS: 802 East Devon Avenue, Bartlett, Illinois

REAL ESTATE TAX PINS: 06-35-400-009 and 06-35-400-019

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EXHIBIT B

DESCRIPTION OF THE COLLATERAL

DEBTOR: SHALE-INLAND REALTY, LLC

SECURED PARTY: WILMINGTON TRUST, NATIONAL ASSOCIATION

- (i) all rights, privileges, tenements, hereditaments, rights-of-way, easements, air rights, development rights or credits, zoning rights, appendages and appurtenances in anywise appertaining thereto, and all right, title and interest of Mortgagor in and to any streets, ways, alleys, strips or gores of land adjoining the Land or any part thereof, and all right, title and interest of Mortgagor, if any, in and to all rights, royalties and profits with respect to all minerals, coal, oil, gas and other substances of any kind or character on or underlying the Land, together with all right, title and interest of Mortgagor in and to all water and water rights (whether riparian, appropriative or other wise and whether or not appurtenant);
- (ii) all rights of Mortgagor (but not its obligations) under any contracts and agreements, including, without limitation, construction contracts and architectural agreements, relating to the Land, the Buildings, the Fixtures or the Personalty;
- (iii) all of Mortgagor's right, title and interest in and to all permits, licenses, franchises, certificates, authorizations, consents, approvals and other rights and privileges (each, a "Permit") obtained in connection with the Land, the Buildings, the Fixtures or the Personalty or the use or operation thereof;
- (iv) all of Mortgagor's right, title and interest in and to all plans and specifications, designs, schematics, drawings and other information, materials and matters heretofore or hereafter prepared relating to the Land, the Buildings, the Fixtures or the Personalty;
- (v) all of Mortgagor's right, title and interest in and to all proceeds arising from or by virtue of the sale, lease or other disposition of the Land, the Buildings, the Fixtures or the Personalty or any part thereof or any interest therein or from the operation thereof;
- (vi) all of Mortgagor's right, title and interest in and to all Leases now or hereafter in effect and all Rents, royalties, bonuses, issues, profits, revenues or other benefits arising from or attributable to the Land, the Buildings, the Fixtures or the Personalty;
- (vii) all of Mortgagor's right, title and interest in and to all betterments, additions, alterations, appurtenances, substitutions, replacements and revisions to the Land, the Buildings, the Fixtures or the Personalty and all reversions and remainders relating thereto;
- (viii) all of Mortgagor's right, title and interest in and to any awards, remuneration, settlements or compensation now or hereafter made by any Governmental Authority pertaining to the Land, the Buildings, the Fixtures or the Personalty, including those arising from or attributable to any vacation of, or change of grade in, any streets affecting the Land or the Buildings;

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(ix) all of Mortgagor's right, title and interest in and to all awards, payments and proceeds of conversion, whether voluntary or involuntary, of any of the Land, the Buildings, the Fixtures, the Personalty or any of the Mortgage Property and rights described in the foregoing clauses (i) through (viii), including without limitation, all insurance, condemnation and tort claims, refunds of real estate taxes and assessments, rent claims and other obligations dischargeable in cash or cash equivalents; and

(x) all other rights of Mortgagor of every kind and character relating to and/or used or to be used in connection with the foregoing, and all proceeds and products of any of the foregoing.