

UCC FINANCING STATEMENT

FOLLOW INSTRUCTIONS

A. NAME & PHONE OF CONTACT AT FILER (optional) Michael M. Sketch
B. E-MAIL CONTACT AT FILER (optional)
C. SEND ACKNOWLEDGMENT TO: (Name and Address) Adams, Stegner, Woltermann & Dusing, PLLC Attention: Michael M. Sketch P.O. Box 861 Covington, Kentucky 41012

THE ABOVE SPACE IS FOR FILING OFFICE USE ONLY

1. DEBTOR'S NAME: Provide only one Debtor name (1a or 1b) (use exact, full name; do not omit, modify, or abbreviate any part of the Debtor's name); if any part of the Individual Debtor's name will not fit in line 1b, leave all of item 1 blank, check here and provide the Individual Debtor information in item 10 of the Financing Statement Addendum (Form UCC1Ad)

1a. ORGANIZATION'S NAME Appleland II, LLC	OR			
1b. INDIVIDUAL'S SURNAME	FIRST PERSONAL NAME	ADDITIONAL NAME(S)/INITIAL(S)	SUFFIX	
1c. MAILING ADDRESS 741 Centre View Boulevard, Suite 100	CITY Crestview Hills	STATE KY	POSTAL CODE 41017	COUNTRY USA

2. DEBTOR'S NAME: Provide only one Debtor name (2a or 2b) (use exact, full name; do not omit, modify, or abbreviate any part of the Debtor's name); if any part of the Individual Debtor's name will not fit in line 2b, leave all of item 2 blank, check here and provide the Individual Debtor information in item 10 of the Financing Statement Addendum (Form UCC1Ad)

2a. ORGANIZATION'S NAME	OR			
2b. INDIVIDUAL'S SURNAME	FIRST PERSONAL NAME	ADDITIONAL NAME(S)/INITIAL(S)	SUFFIX	
2c. MAILING ADDRESS	CITY	STATE	POSTAL CODE	COUNTRY

3. SECURED PARTY'S NAME (or NAME of ASSIGNEE of ASSIGNOR SECURED PARTY): Provide only one Secured Party name (3a or 3b)

3a. ORGANIZATION'S NAME The Bank of Kentucky, Inc.	OR			
3b. INDIVIDUAL'S SURNAME	FIRST PERSONAL NAME	ADDITIONAL NAME(S)/INITIAL(S)	SUFFIX	
3c. MAILING ADDRESS 111 Lookout Farm Drive	CITY Crestview Hills	STATE KY	POSTAL CODE 41017	COUNTRY USA

4. COLLATERAL: This financing statement covers the following collateral:

See Exhibit A attached hereto and made a part hereof located on the real property described on Exhibit B attached hereto and made a part hereof.

5. Check only if applicable and check only one box: Collateral is held in a Trust (see UCC1Ad, item 17 and instructions) being administered by a Decedent's Personal Representative

6a. Check only if applicable and check only one box:
 Public-Finance Transaction Manufactured-Home Transaction A Debtor is a Transmitting Utility

6b. Check only if applicable and check only one box:
 Agricultural Lien Non-UCC Filing

7. ALTERNATIVE DESIGNATION (if applicable): Lessee/Lessor Consignee/Consignor Seller/Buyer Bailee/Baitor Licensee/Licensors

8. OPTIONAL FILER REFERENCE DATA:
224594-73592

653805-5 was

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UCC FINANCING STATEMENT ADDENDUM

FOLLOW INSTRUCTIONS

9. NAME OF FIRST DEBTOR: Same as line 1a or 1b on Financing Statement; if line 1b was left blank because Individual Debtor name did not fit, check here

	9a. ORGANIZATION'S NAME	
	Appleland II, LLC	
OR	9b. INDIVIDUAL'S SURNAME	
	FIRST PERSONAL NAME	
	ADDITIONAL NAME(S)/INITIAL(S)	SUFFIX

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10. DEBTOR'S NAME: Provide (10a or 10b) only one additional Debtor name or Debtor name that did not fit in line 1b or 2b of the Financing Statement (Form UCC1) (use exact, full name; do not omit, modify, or abbreviate any part of the Debtor's name) and enter the mailing address in line 10c

	10a. ORGANIZATION'S NAME	
OR	10b. INDIVIDUAL'S SURNAME	
	INDIVIDUAL'S FIRST PERSONAL NAME	
	INDIVIDUAL'S ADDITIONAL NAME(S)/INITIAL(S)	SUFFIX

10c. MAILING ADDRESS	CITY	STATE	POSTAL CODE	COUNTRY
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11. ADDITIONAL SECURED PARTY'S NAME *or* ASSIGNOR SECURED PARTY'S NAME: Provide only one name (11a or 11b)

	11a. ORGANIZATION'S NAME			
OR	11b. INDIVIDUAL'S SURNAME	FIRST PERSONAL NAME	ADDITIONAL NAME(S)/INITIAL(S)	SUFFIX

11c. MAILING ADDRESS	CITY	STATE	POSTAL CODE	COUNTRY
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12. ADDITIONAL SPACE FOR ITEM 4 (Collateral):

13. This FINANCING STATEMENT is to be filed [for record] (or recorded) in the REAL ESTATE RECORDS (if applicable)

14. This FINANCING STATEMENT:

covers timber to be cut covers as-extracted collateral is filed as a fixture filing

15. Name and address of a RECORD OWNER of real estate described in item 16 (if Debtor does not have a record interest):

16. Description of real estate:

Appleland II, LLC, an Illinois Limited Liability Company

See Exhibit B attached hereto and made a part hereof.

17. MISCELLANEOUS:

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EXHIBIT A

TO

UCC FINANCING STATEMENT

DEBTOR	SECURED PARTY
APPLELAND II, LLC 741 Centre View Boulevard Suite 100 Crestview Hills, Kentucky 41017 (Kenton County)	THE BANK OF KENTUCKY, INC. 111 Lookout Farm Drive Crestview Hills, Kentucky 41017 (Kenton County)

All ways, easements, streets, alleys, passages, water, water courses, riparian rights, oil, gas and other mineral rights, gaps, gores, rights, hereditaments, liberties and privileges thereof, if any, in any way appertaining to the premises.

All rents, royalties, issues, proceeds and profits accruing and to accrue from the premises (collectively, the "Rents") as more particularly described Exhibit "B" attached hereto.

All buildings and improvements of every kind and description now or hereafter erected or placed on the premises and all right, title and interest of Debtor in and to materials intended for construction, reconstruction, alteration and repair of such improvements now or hereafter erected thereon, all of which materials shall be deemed to be included within the mortgaged property (as hereinafter defined) immediately upon the delivery hereof to the premises, and all fixtures and articles of personal property now or hereafter owned by Debtor and attached to or contained in and used in connection with the premises, including, without limitation, all furniture, apparatus, machinery, equipment, motors, elevators, fittings, radiators, furnaces, stoves, microwave ovens, awnings, shades, screens, blinds, office equipment, trash and garbage removal equipment, carpeting and other furnishings, and all plumbing, heating, lighting, cooking, laundry, ventilating, refrigerating, incinerating, air conditioning, conveyor, security, sprinkler and other equipment, and all fixtures and appurtenances thereof; and all renewals or replacements thereof or articles in substitution therefor, whether or not the same are or shall be attached to such improvements in any manner; it being intended that all the above-described property shall, so far as permitted by law, be deemed to be fixtures and a part of the realty and security for the indebtedness of Debtor to Secured Party; all of the property described in this paragraph is hereinafter sometimes collectively called the "Improvements".

Any and all warranty claims, maintenance contracts, all of Debtor's records with respect to environmental matters, whether located at the Premises or elsewhere, whether in the possession of the Debtor or any third party (including any Federal, State or local agency or instrumentality), and whether written, photographic or computerized, and the proceeds and products thereof, and other contract rights and general intangibles with respect to the Premises, the Improvements and the mortgaged property.

All awards and other compensation heretofore or hereafter to be made to the present and all subsequent owners of the mortgaged property for any taking by eminent domain, either permanent or temporary (a "Taking"), of all or any part of the Premises or any easement or other appurtenances thereof, including severance and consequential damage and change in grade of streets (collectively, "Taking Proceeds"), which Taking Proceeds are hereby assigned to the Secured Party.

All proceeds and other compensation heretofore or hereafter to be made to the present and all subsequent owners of the mortgaged property for insurance or casualty loss of any kind or nature whatsoever relating to the mortgaged property or any part thereof (collectively "Casualty Proceeds"), which Casualty Proceeds are hereby assigned to Secured Party.

The property described is hereinafter called the "Premises" to the extent that such property is realty, and the "Collateral" to the extent that such property is personalty. The Premises and the Collateral are collectively called the "Mortgaged Property".

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EXHIBIT B

TO

UCC FINANCING STATEMENT

Permanent Index Number: 28-27-201-008-0000 Vol. 034

Commonly Known As: 4029 West 167th Street, Country Club Hills, Illinois 60478

Parcel 1

Lot 11 of Gatling Country Club Hills Resubdivision being a resubdivision of part of Gatling Country Club Hills Subdivision in the northeast quarter of section 27, township 36 north, range 13, east of the third principal meridian, south of the Indian boundary line, and part of the northeast quarter of section 27, township 36 north, range 13 east of the third principal meridian, south of the Indian boundary line, according to the plat thereof recorded June 9, 2004 as Document No. 0416145163, all in Cook County, Illinois.

Parcel 2

Non-exclusive easement appurtenant to and for the benefit of Parcel 1 as set forth and defined in the Entertainment Center Declaration recorded May 26, 1999 as Document No. 99509366, as amended by Document Nos. 09184952 and 0417518062 and in the development declaration recorded May 26, 1999 as Document No. 99509367, as amended by Document Nos. 09184953 and 0417518061 and as created in the plat of Gatling Country Club Hills Resubdivision recorded June 9, 2004 as Document No. 0416145163, for ingress and egress, for pedestrian and vehicular access, all in Cook County, Illinois.

Parcel 3

Non-exclusive and exclusive easements appurtenant to and for the benefit of Parcel 1 as set forth and defined in the declaration of easements, covenants, conditions and restrictions recorded March 15, 2005 as Document No. 0507433198 for ingress and egress, for pedestrian and vehicular access, all in Cook County, Illinois.