

This Instrument Prepared by:
Taylor English Duma, LLP
1600 Parkwood Circle, Suite 400
Atlanta, GA 30339

After Recording Return to:
Resort Title Agency, Inc.
4960 Conference Way North, Suite 100
Boca Raton, FL 33431

Send Subsequent Tax Bills to:
Association Accounting
4960 Conference Way North, Suite 100
Boca Raton, FL 33431

This space reserved for Recorder's use only.

**Permanent Real Estate Index
Numbers:**

Address of Property:

17-16-245-009-0000, 17-16-245-010-0000,
17-16-245-011-0000, 17-16-245-012-0000, 17-16-245-017-0000

500 South Dearborn Street
Chicago, Illinois 60605

**PLEDGE AND ASSIGNMENT OF NOTES
RECEIVABLE AND TIMESHARE INTEREST MORTGAGES**

KNOW ALL MEN BY THESE PRESENTS that in consideration of Ten Dollars (\$10.00) and other good and valuable consideration, the receipt and sufficiency of which is hereby acknowledged, the undersigned, **SECOND CITY RESORTS, LLC**, an Illinois limited liability company (the "Borrower"), the ("Assignor"), the address of which is 255 E. Brown Street, Suite 300, Birmingham, Michigan 48009, hereby grants, assigns, and transfers to and in favor of **CAPITAL ONE, NATIONAL ASSOCIATION**, a national banking association ("Assignee"), having an office located at 4445 Willard Avenue, 6th Floor, Chevy Chase, Maryland 20815, all of the Assignor's right, title and interest as mortgagee under those certain hereinafter described timeshare interest mortgage(s) (the "Mortgage(s)") and all powers, covenants and provisions therein contained, together with the promissory note(s) secured by such Mortgage(s) (the "Note(s)"), all monies due and to become due on account of such Mortgage(s) and Note(s), and all rights, if multiple Mortgages, accrued or to accrue under such Mortgages and Notes.

Description of Mortgages and Notes assigned hereby:

The applicable Timeshare Interest of an undivided fee simple common ownership interest as tenant-in-common in the applicable Timeshare Unit, in the applicable Week, according to and as defined in the Declaration of Condominium for the Hotel Blake, a Condominium recorded August 23, 2013, in the records of the Cook County Recorder of Deeds as Document No. 1323519050, as amended and supplemented ("Condominium Declaration") and that certain Declaration of Timeshare Plan for The Hotel Blake Timeshare Plan recorded August 23, 2013, in the records of the Cook County Recorder of Deeds as Document No. 1323519052, as amended and supplemented from time to time ("Timeshare Declaration," and together with the Condominium Declaration, collectively the "Declarations"); less and except all oil, gas and mineral rights, more particularly described on Exhibit "A" attached hereto and made a part hereof. Section 16, Township 39N, Range 14.

The Mortgage(s) constitutes a lien on the property and timeshare interest(s) as described therein. The property, the timeshare interest(s) and unit(s) described in the Mortgage(s) refer to specific interests of the mortgagor in the Resort, which are fee simple interests in real property located in the County of Cook, Illinois.

This Pledge and Assignment of Notes Receivable and Timeshare Interest Mortgages has been made and delivered pursuant to the provisions of a Loan and Security Agreement, dated as of February 18, 2014, among the Assignor, the financial institutions party thereto from time to time as lenders (collectively, the "Lenders"), and Assignee, as agent on behalf of the Lenders (together with its successors and assigns in such capacity), as it may from time to time be amended.

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IN WITNESS WHEREOF, the Assignor has executed this Pledge and Assignment of Notes Receivable and Timeshare Interest Mortgages, effective as of JANUARY 5, 2015.

EXECUTED IN THE PRESENCE OF:

SECOND CITY RESORTS, LLC
an Illinois limited liability company

L. Phillips
Signature
Lindsay Phillips
Printed Name

By: BMKG, LLC,
a Michigan limited liability company,
its sole member

[Signature]
Signature
Kayna Rosier
Printed Name

By: *Jenee Jones*
Name: Jenee Jones
Title: Authorized Agent

STATE OF Florida
COUNTY OF Palm Beach

The foregoing instrument was acknowledged before me this 5 day of JANUARY, 2015, by JENE E JONES as Authorized Agent of **Second City Resorts, LLC**, an Illinois limited liability company, on behalf of the **BMKG, LLC**, a Michigan limited liability company. He/She is known to me or who has produced identification satisfactory to me.

(Notary Seal)

 **CHRISTIAN ZAPZUELA**
MY COMMISSION # FF 063315
EXPIRES: October 15, 2017
Bonded Thru Budget Notary Services

Christian Zapzuela
Printed Name: CHRISTIAN ZAPZUELA
Notary Public - State of Florida
My Commission Expires: OCTOBER 15, 2017
My Serial Number is: FF 063315

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Exhibit A

**DESCRIPTION OF NOTES RECEIVABLE AND
TIMESHARE INTEREST MORTGAGES**

Contract #	Loan #	Mortgagor 1 Last Name	Mortgagor 1 First Name	Mortgagor 2 Last Name	Mortgagor 2 First Name	Timeshare Unit	Timeshare Period	Timeshare Interest	Original Principal Amount of Note Secured by Mortgage
872843	587171	Dixon	Spencer A	Dixon	Rhonda R	805S	27	E	\$7,913.00
874657	586957	Deboer	Paul W			806S	43	F	\$11,774.82
874675	586953	Pickard	Raymond	Pickard	Gesla Christine	806S; 805S	44; 41	F; F	\$19,045.60
874772	587046	Vine	Wayne A	Vine	Patricia J	805S	38	O	\$7,876.00
874856	586971	Syers	Luke Michael	Syers	Thelma Renee	805M	30	E	\$9,719.70
874892	586974	Allaway II	Marvin C	Adams-Allaway	Janet Fay	806W	35	O	\$7,213.50
875052	587100	Scott	Robert Michell	Scott	Tonja Moore	805S; 806S; 802M	37; 35; 15	E; E; E	\$9,800.00
875100	587172	Hicks	Stacy E	McPherson	Kim G	805S; 805S	40; 39	E; E	\$14,463.20
875103	587063	Oakley	Richard Stephen			806S	45	F	\$10,479.16
875105	586973	Dahlin	Malcolm Carl	Dahlin	Shirley Ann	806S	36	E	\$7,850.00
875204	586972	Malray	Tracer Owen	Malray	Sandra Honeycutt	805S	36	E	\$7,880.00
875551	587076	Cullinane	Sean Liam			803M	27	E	\$4,440.00
875646	587085	Fabello Jr	Celia S	Fabello	Adelfa Bonda	803M	9	F	\$6,086.00
								Total	\$124,540.98

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LEGAL DESCRIPTION

PARCEL 1:

THE NORTH ½ OF LOT 27 (EXCEPT THAT PART TAKEN FOR STREET) IN BLOCK 124 IN THE SCHOOL SECTION ADDITION TO CHICAGO IN SECTION 16, TOWNSHIP 39 NORTH, RANGE 14, EAST OF THE THIRD PRINCIPAL MERIDIAN, IN COOK COUNTY, ILLINOIS.

PARCEL 2:

THE SOUTH ½ OF LOT 27 AND ALL OF LOT 28 AND THE NORTH 10 FEET OF LOT 29 (EXCEPT THAT PART TAKEN FOR STREET) IN SUBDIVISION OF BLOCK 124 IN SCHOOL SECTION ADDITION TO CHICAGO IN SECTION 16, TOWNSHIP 39 NORTH, RANGE 14, EAST OF THE THIRD PRINCIPAL MERIDIAN, IN COOK COUNTY, ILLINOIS.

PARCEL 3:

LOT 6 (EXCEPT THAT PART TAKEN FOR STREET) IN KNIGHTS SUBDIVISION OF LOTS 30, 31 AND 32 IN OGDEN'S SUBDIVISION OF BLOCK 124 IN SCHOOL SECTION ADDITION TO CHICAGO IN SECTION 16, TOWNSHIP 39 NORTH, RANGE 14, EAST OF THE THIRD PRINCIPAL MERIDIAN, IN COOK COUNTY, ILLINOIS.

PARCEL 4:

THE SOUTH 30 FEET OF LOT 29 IN OGDEN'S SUBDIVISION OF BLOCK 124 AFORESAID (EXCEPT PARTS FROM BOTH TRACTS TAKEN FOR OPENING DEARBORN STREET), IN COOK COUNTY, ILLINOIS.

PARCEL 5:

LOTS 25 AND 26 (EXCEPT THE EAST 35 FEET THEREOF, MORE OR LESS, TAKEN FOR OPENING DEARBORN STREET AND EXCEPT THE NORTH 21 FEET OF LOT 25 TAKEN FOR CONGRESS STREET) IN OGDEN'S SUBDIVISION OF BLOCK 124 IN SCHOOL SECTION ADDITION TO CHICAGO OF SECTION 16, TOWNSHIP 39 NORTH, RANGE 14, EAST OF THE THIRD PRINCIPAL MERIDIAN, IN COOK COUNTY, ILLINOIS.