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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

Permanent Real Estate Index Numbers:

Address of Property:
17-16-245-022-1001, 17-16-245-022-1002, 17-16-245-022-1003,
17-16-245-022-1004, 17-16-245-022-1005, 17-16-245-022-1006,
17-16-245-022-1007, 17-16-245-022-1008, 17-16-245-022-1009,
17-16-245-022-1010, 17-16-245-022-1011, 17-16-245-022-1012



Doc# 1632734013 Fee \$46.00

RHSP FEE:\$9.00 RPRF FEE: \$1.00

KAREN A. YARBROUGH

COOK COUNTY RECORDER OF DEEDS

DATE: 11/22/2016 09:43 AM PG: 1 OF 5

This space reserved for Recorder's use only.

Blake Butcher 135%

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.

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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.

IN WITNESS WHEREOF, the Assignor has executed this Pledge and Assignment of Notes Receivable and Timeshare Interest Mortgages, effective as of October 20, 2016

EXECUTED IN THE PRESENCE OF:

[Signature]
Signature

Denise Caster
Printed Name

[Signature]
Signature

ADAM PAIGE
Printed Name

SECOND CITY RESORTS, LLC
an Illinois limited liability company

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

[Signature]
By: Marquise Vilsaint
Name: Marquise Vilsaint
Title: Authorized Agent

STATE OF Florida
COUNTY OF Palm Beach

The foregoing instrument was acknowledged before me this 20 day of October, 2016, by Marquise Vilsaint 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)  **LINDSAY C. PHILLIPS**
MY COMMISSION # GG 006677
EXPIRES: June 28, 2020
Bonded Thru Budget Notary Services

[Signature]
Printed Name: Lindsay Phillips
Notary Public - State of Florida
My Commission Expires: June 28, 2020
My Serial Number is: GGDD0077

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HBR-BXG 135

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
1012921	662091	Monroe	Kimberly R			611M	23	F	\$12,222.00
1014505	662461	Gillis	Mary L	Gillis	Johnny E	605W; 510J	21; 12	F; F	\$16,200.00
1011403	661100	Phillips Maldonado	Linda Kaye			510K; 510L	32; 24	F; F	\$10,471.50
1004486	662535	Branch	Pamela Jean			501G; 501H; 501I; 501J; 501K; 501L; 501M; 501N; 501O; 501P; 501Q; 501R; 501S; 501T; 501U; 501V; 501W; 501X; 501Y; 501Z	36; 37; 38; 39; 40; 1; 20	O; O; O; O; O; O; O	\$9,540.00
1002768	662537	Kelly	Amy Lynn	Robinson	Steven Joseph	502J; 506K; 502L	13; 40; 12	O; O; O	\$9,540.00
1007918	662352	Lane	Rhonda H			503H; 503I; 504H; 501I	19; 20; 12; 47	E; E; E; E	\$8,550.00
1013779	662440	Jenkins	Aleasia N			511J; 505L	23; 42	O; O	\$8,690.00
1004970	662536	Bentley-Mitchell	Monalisa Y	Mitchell	James Edward	501I; 501J; 504H; 505H; 505I; 505H; 501H	2; 3; 5; 6; 7; 8; 2	O; O; O; O; O; O; O	\$8,480.00
1011413	662090	Coxkelly	Marta Esther	Coxkelly	Alfred Alexander	511J; 511J; 510J	50; 51; 30	O; O; O	\$8,896.30
1009624	662347	Proctor	Patrick Lindsay	Proctor	Laurie Frances	601S	18	O	\$7,040.00
1006692	662420	Wray Jr	Willis C			505I; 506I; 506J; 506I; 506I; 506I; 506I; 506I; 506I; 506I; 505I	51; 9; 10; 11; 45; 46; 47; 48; 49; 50; 50	F; F; F; F; F; F; F; F; F; F; F; F; F; F; F	\$14,850.00
1012800	662007	Hand Jr	Walter Rolla	Hand	Christine Ruth	510L; 510J	28; 35	E; E	\$7,276.50
1013168	662089	Daly	Lorraine B			511J; 511J; 510G	42; 43; 2	O; O; O	\$7,740.00
1011206	660659	Raynor	John Massie	Raynor	Deborah Hamman	511N; 511N; 510N	9; 10; 29	F; F; F	\$14,490.00
1014690	662470	Nelson	Rose K			510L	41	F	\$7,440.00
1013439	662385	Bostrom	John A	Bostrom	Shirley M	605W; 610W; 504J	33; 37; 43	F; F; F	\$6,350.00
1013147	662422	Smith	Natalie Yvonne			510H; 511J; 510H	39; 36; 38	O; O; O	\$7,992.00
1006259	662271	Pender	Nancy Ann	Currie	Tamika Lashaun	711W	43	F	\$10,440.00
1011309	660167	Sommer	Dolores Marie			511L; 511N; 511L	45; 26; 11	F; F; F	\$18,630.00
1011402	660827	Johnson	Demetrius	Johnson	Adelaide McDaniel	510N	35	F	\$11,160.00

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1014914	662469	Perfater	Jessica Mae	Perfater	Robert Lewis	511L; 511L; 511L; 510K	13; 14; 15; 9	F; F; F; F	\$18,900.00
1011204	661101	Remie	Michael Alan			510N; 510N; 510N	50; 51; 28	F; F; F	\$12,350.00
Total									\$237,248.30

Property of Cook County Clerk's Office

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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.

But excluding those portions of the property which have not been subjected to the Declaration of Condominium for Hotel Blake, a Condominium, and including only those portions of the property which are subject to and more particularly described in said Declaration of Condominium for 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 from time to time, and in 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.