

1992 SEP 22 PM 1:22

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COURT REPORTERS

D. In order to finance the transactions contemplated in that certain Agreement for Acquisition of certain Assets dated July 31, 1992 by and between Mortgagor and Fanny Farmer Candy Shops, Inc., a New York corporation and for working capital and other general corporate purposes, FNBC has agreed to make available to the Mortgagor additional loans and letters of credit in an aggregate principal amount of up to Ten Million Dollars (\$10,000,000) at any one time outstanding (the "New Bank

C. The Notes and the Existing Bank Facility are secured by, among other things, a mortgage executed by Mortgagor for the benefit of Mortgagee on the property described on Exhibit A attached hereto and made a part hereof (the "Mortgage").

B. Pursuant to that certain Credit Agreement dated as of October 30, 1991, among Mortgagor, the Lenders named therein and The First National Bank of Chicago, as agent, The First National Bank of Chicago ("FNBC") agreed to make available to Mortgagor loans in an aggregate principal amount of up to Ten Million Dollars (\$10,000,000) at any one time outstanding (the "Existing Bank Facility").

A. Pursuant to that certain Note Purchase Agreement dated as of October 30, 1991, Jackson National Life Insurance Company purchased an aggregate of Thirty Million Dollars (\$30,000,000) original principal amount of 10.25% Senior Secured Notes of Mortgagor (the "Notes").

RECITALS

This AMENDMENT TO MORTGAGE, SECURITY AGREEMENT, ASSIGNMENT OF RENTS AND LEASES, FIXTURE FILING AND FINANCING STATEMENT ("Amendment") is made as of this 10th day of September, 1992, by ARCHIBALD CANDY CORPORATION, a corporation organized and existing under the laws of the state of Illinois, having a principal office address at 1137 West Jackson Boulevard, Chicago, Illinois, and its successors and assigns ("Mortgagor"), in favor of WILMINGTON TRUST COMPANY, a Delaware banking corporation and WILLIAM J. WADE, each having a principal office address at Rodney Square North, Wilmington, Delaware 19890 Attention: Corporate Trust Administration, not personally, but solely as security trustees (together with their respective successors and assigns, "Mortgagee").

AMENDMENT TO MORTGAGE, SECURITY AGREEMENT, ASSIGNMENT OF RENTS AND LEASES, FIXTURE FILING AND FINANCING STATEMENT

[ILLINOIS]

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THE COURT OF COMMON PLEAS IN AND FOR THE COUNTY OF COOK, ILLINOIS, DO HEREBY certify that the within and foregoing is a true and correct copy of the original as the same appears on the records of the Court.

IN WITNESS WHEREOF, I have hereunto set my hand and the seal of the Court at Chicago, Illinois, this _____ day of _____, 19____.

CLERK OF COURT

DEPUTY CLERK OF COURT

NOTICE

NOTICE TO CREDITORS: The undersigned, Clerk of the Court of Cook County, Illinois, do hereby certify that the within and foregoing is a true and correct copy of the original as the same appears on the records of the Court.

PROPERTY OF COOK COUNTY CLERK'S OFFICE

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1. The foregoing Recitals are incorporated herein and made a part hereof.
2. The indebtedness secured by the Mortgage is hereby increased to include the New Bank Facility, including, without limitation, any and all Facility Letter of Credit Obligations (as defined in the Amended and Restated Credit Agreement), all letter of credit fees and any and all other Secured Obligations (as defined in the Amended and Restated Credit Agreement) owing by Mortgagee to the Lenders under the Amended and Restated Credit Agreement.
3. Mortgagee hereby remakes and reaffirms all of its representations and warranties contained in the Mortgage as of the date hereof.
4. Mortgagee hereby remakes and reaffirms all of its covenants and obligations contained in the Mortgage as of the date hereof.
5. All references in the Note Purchase Agreement, the Amended and Restated Credit Agreement or any of the other Financing Documents to the Mortgage shall be deemed to refer to the Mortgage as amended hereby.

AGREEMENTS

- agree as follows:
- FOR OTHER GOOD AND VALUABLE CONSIDERATION, THE RECEIPT AND SUFFICIENCY OF WHICH ARE HEREBY ACKNOWLEDGED, THE PARTIES HERETO NOW, THEREFORE, in consideration of the foregoing Recitals
- F. All capitalized terms used herein and not otherwise defined shall have the meaning ascribed to such terms in the Mortgage.
 - G. THEREFORE, in consideration of the foregoing Recitals and Restated Credit Agreement of even date herewith among Mortgagee, the Lenders named therein and The First National Bank of Chicago, as Agent (the "Amended and Restated Credit Agreement").
 - E. Mortgagee and Mortgagee desire to amend the Mortgage to increase the amount secured thereby to include the New Bank Facility as provided herein.
 - F. All capitalized terms used herein and not otherwise defined shall have the meaning ascribed to such terms in the Mortgage.

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1. The undersigned do hereby certify that the within and foregoing is a true and correct copy of the original as the same appears in the records of the County of Cook, Illinois.

2. The undersigned do hereby certify that the within and foregoing is a true and correct copy of the original as the same appears in the records of the County of Cook, Illinois.

3. The undersigned do hereby certify that the within and foregoing is a true and correct copy of the original as the same appears in the records of the County of Cook, Illinois.

4. The undersigned do hereby certify that the within and foregoing is a true and correct copy of the original as the same appears in the records of the County of Cook, Illinois.

5. The undersigned do hereby certify that the within and foregoing is a true and correct copy of the original as the same appears in the records of the County of Cook, Illinois.

WITNESSED

6. The undersigned do hereby certify that the within and foregoing is a true and correct copy of the original as the same appears in the records of the County of Cook, Illinois.

7. The undersigned do hereby certify that the within and foregoing is a true and correct copy of the original as the same appears in the records of the County of Cook, Illinois.

8. The undersigned do hereby certify that the within and foregoing is a true and correct copy of the original as the same appears in the records of the County of Cook, Illinois.

9. The undersigned do hereby certify that the within and foregoing is a true and correct copy of the original as the same appears in the records of the County of Cook, Illinois.

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September 15, 1992

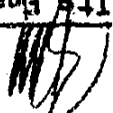
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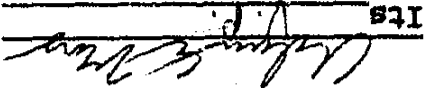
Gregory A. Thorpe, Esq.
Sonnenschein Nath & Rosenthal
8000 Sears Tower
Chicago, Illinois 60606
(312) 876-8000

THIS INSTRUMENT WAS PREPARED BY
AND RECORDED COUNTERPARTS SHOULD
BE RETURNED TO:

WILLIAM J. MADE, not
personally, but solely
as security trustee

BY: 
Its Financial Services Officer

WILMINGTON TRUST COMPANY, not
personally, but solely as
security trustee

BY: 
Its

ARCHIBALD CANDY CORPORATION,
an Illinois corporation

MORTGAGEE:

MORTGAGOR:

IN WITNESS WHEREOF, the parties hereto have caused this
Amendment to be signed on the day and year first written above.

6. This Amendment may be executed in one or more
counterparts which together shall constitute one and the same
instrument.

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September 15, 1992

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ROCKWELL TENNEY
Notary Public, State of New York
No. 4827415
Qualified in New York County
Term Expires December 31, 1992

Notary Public

Rockwell Tenney

Given under my hand and notarial seal this 18TH day of SEPTEMBER, 1992.

I, ROCKWELL TENNEY, a Notary Public in and for the said County and State aforesaid, DO HEREBY CERTIFY, that ADAM MAX, the VICE-PRESIDENT of Archibald Candy Corporation, an Illinois corporation, personally known to me to be the same person whose name is subscribed to the foregoing instrument as such ADAM MAX appeared before me this day in person and acknowledged that (s)he signed and delivered the said instrument as his(her) own free and voluntary act and as the free and voluntary act of said corporation, for the uses and purposes therein set forth.

STATE OF NEW YORK
COUNTY OF NEW YORK

SS.

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ALL INFORMATION CONTAINED HEREIN IS UNCLASSIFIED
DATE 10/12/11 BY 60322 JES/STW/STW

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Notary Public
ANNE C. MATTHEWS
NOTARY PUBLIC
MY COMMISSION EXPIRES AUGUST 8, 1993

Anne C. Matthews

I, Anne C. Matthews, a Notary Public in and for the
said County and State aforesaid, DO HEREBY CERTIFY, that
Ralph R. Cella, the Financial Services Officer of Wilmington
Trust Company, a Delaware banking corporation, personally known
to me to be the same person whose name is subscribed to the
foregoing instrument as such Financial Services Officer appeared
before me this day in person and acknowledged that (s)he signed
and delivered the said instrument as his(her) own free and
voluntary act and as the free and voluntary act of said
corporation, for the uses and purposes therein set forth.
Given under my hand and notarial seal this 16th day of
September, 1992.

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STATE OF Delaware
COUNTY OF New Castle
SS.)
)
)

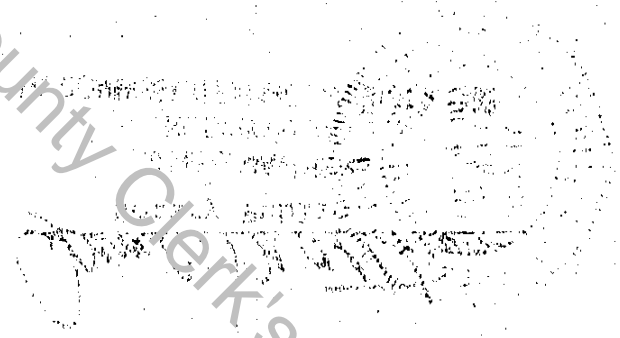
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Notary Public
ROSEMARIE DIANGELO NOTARY PUBLIC
State of Delaware
Date of Appointment: October 17, 1990
My Commission Expires: October 17, 1992

Rosemarie DiAngelo
Notary Public

Given under my hand and notarial seal this 10th day of September, 1992.

I, Rosemarie DiAngelo, a Notary Public in and for the said County and State aforesaid, DO HEREBY CERTIFY, that William J. Wade, personally known to me to be the same person whose name is subscribed to the foregoing instrument appeared and delivered the said instrument as his own free and voluntary act before me this day in person and acknowledged that he signed and as security trustee as aforesaid for the uses and purposes therein set forth.

STATE OF Delaware)
COUNTY OF New Castle)

SS.

92702273

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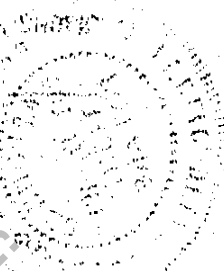
EXHIBIT TO DEED OF TRUST

- 2 -

March 12, 1964

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A copy of the original of this
document is on file in the
office of the Clerk of Cook
County, Illinois, at Chicago,
Illinois, in the name of
ROBERT W. BROWN, Plaintiff
vs.
MORTGAGE INVESTORS, INC.,
Defendant.



RECORDED

THIS DEED OF TRUST IS A COPY OF THE ORIGINAL OF THIS DOCUMENT AS FILED IN THE OFFICE OF THE CLERK OF COOK COUNTY, ILLINOIS, AT CHICAGO, ILLINOIS, IN THE NAME OF ROBERT W. BROWN, PLAINTIFF VS. MORTGAGE INVESTORS, INC., DEFENDANT.

COOK COUNTY, ILLINOIS

RECORDED

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EXHIBIT A

LEGAL DESCRIPTION

Shop No. 239

LOTS 297, 298 AND 299 IN SWENSON BROTHERS 3RD ADDITION TO COLLEGE HILL ADDITION TO EVANSTON, BEING A SUBDIVISION IN THE SOUTHEAST 1/4 OF SECTION 14, TOWNSHIP #1 NORTH, RANGE 13, EAST OF THE THIRD PRINCIPAL MERIDIAN IN COOK COUNTY ILLINOIS..

Permanent Index No.: 10-14-421-040

Common Address: 3536 W. Dempster Avenue, Skokie, Illinois

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A CHECK

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DEC 28 2008

UNOFFICIAL COPY OF THE RECORDS OF THE CLERK OF THE COURT IN THE COUNTY OF COOK, ILLINOIS. THIS COPY IS NOT FOR OFFICIAL USE AND IS NOT VALID. FOR OFFICIAL USE ONLY. THIS COPY IS NOT VALID FOR ANY PURPOSE. THIS COPY IS NOT VALID FOR ANY PURPOSE. THIS COPY IS NOT VALID FOR ANY PURPOSE.

Remittance Index No. 10-14-11-280

Common Address: 234 W. Dearborn Avenue, Chicago, Illinois

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