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Shop 216

Cook County, Illinois
FILED FOR RECORD

1992 SEP 22 PM 1:22

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[ILLINOIS]

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

338

This AMENDMENT TO MORTGAGE, SECURITY AGREEMENT, ASSIGNMENT OF RENTS AND LEASES, FIXTURE FILING AND FINANCING STATEMENT ("Amendment") is made as of this 22nd 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").

RECITALS

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").

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").

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").

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

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PROPERTY

Page 1 of 1

PROPERTY OF THE STATE OF ILLINOIS

DEPARTMENT OF REVENUE
PROPERTY TAXATION DIVISION
CHICAGO, ILLINOIS 60612

NOTICE OF DELINQUENT PROPERTY TAXES
The following property is delinquent for the year 1991. The amount due is \$1,234.56. The property is located at 1234 N. Dearborn St., Chicago, IL 60610. The owner is John Doe, 5678 S. Michigan St., Chicago, IL 60637. The property is assessed at \$100,000.00. The tax rate is 1.2345%. The total amount due is \$1,234.56. The property is subject to a lien for the amount due. The lien will be enforced by the State of Illinois. The property is being sold at public auction on 12/31/91. The proceeds of the sale will be used to pay the delinquent taxes. The property is being sold for \$100,000.00. The proceeds of the sale will be used to pay the delinquent taxes. The property is being sold for \$100,000.00. The proceeds of the sale will be used to pay the delinquent taxes.

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PROPERTY

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Facility") as more particularly set forth in that certain Amended and Restated Credit Agreement of even date herewith among Mortgagor, the Lenders named therein and The First National Bank of Chicago, as Agent (the "Amended and Restated Credit Agreement").

E. Mortgagor 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.

NOW, THEREFORE, in consideration of the foregoing Recitals for other good and valuable consideration, the receipt and sufficiency of which are hereby acknowledged, the parties hereto agree as follows:

AGREEMENTS

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 Mortgagor to the Lenders under the Amended and Restated Credit Agreement.

3. Mortgagor hereby remakes and reaffirms all of its representations and warranties contained in the Mortgage as of the date hereof.

4. Mortgagor 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.

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1. The undersigned, Clerk 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 in the records of the County of Cook, Illinois.

2. The undersigned, Clerk 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 in the records of the County of Cook, Illinois.

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9. The undersigned, Clerk 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 in the records of the County of Cook, Illinois.

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


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

MORTGAGOR: ARCHIBALD CANDY CORPORATION,
an Illinois corporation

By: 
Its V.P.

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

By: 
Its Financial Services Officer


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

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

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

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Your attention is directed to the fact that the information contained herein is for informational purposes only and should not be used for any other purpose.

In witness whereof, the undersigned has hereunto set his hand and seal at Chicago, Illinois, this _____ day of _____, 20____.

[Illegible Name]

[Illegible Title]

[Illegible Name]

[Illegible Title]

[Illegible Name]

[Illegible Name]

THIS DOCUMENT IS UNCLASSIFIED
DATE _____ BY _____

[Illegible Name]

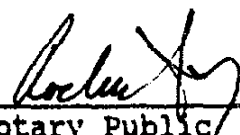
[Illegible Title]
(312) 575-8000

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STATE OF NEW YORK)
COUNTY OF NEW YORK) SS.

I, ROCKWELL TENNEY, a Notary Public in and for the said County and State aforesaid, DO HEREBY CERTIFY, that ADAME 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.

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



Notary Public

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

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COOK COUNTY CLERK'S OFFICE
251 TO 1411

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STATE OF Delaware)
COUNTY OF New Castle) SS.

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.

Anne C. Matthews
Notary Public

ANNE C. MATTHEWS
NOTARY PUBLIC
MY COMMISSION EXPIRES AUGUST 9, 1993

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STATE OF ILLINOIS
COUNTY OF COOK

IN SENATE, January 11, 1900.
REPORT OF THE COMMISSIONERS OF THE LAND OFFICE,
IN ANSWER TO A RESOLUTION PASSED BY THE SENATE
MAY 11, 1899, RELATIVE TO THE LANDS BELONGING TO
THE STATE OF ILLINOIS.

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1899-1900

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STATE OF Delaware)
COUNTY OF New Castle) SS.

I, Rosemarie Di Angelo, 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 before me this day in person and acknowledged that he signed and delivered the said instrument as his own free and voluntary act as security trustee as aforesaid for the uses and purposes therein set forth.

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

Rosemarie Di Angelo
Notary Public

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

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EXHIBIT A

LEGAL DESCRIPTION

Shop No. 216

A TRACT OF LAND COMPRISING PART OF THE WEST 1/2 OF THE SOUTHWEST 1/4 OF SECTION 33, TOWNSHIP 36 NORTH, RANGE 14 EAST OF THE THIRD PRINCIPAL MERIDIAN, EXCEPTING THEREFROM THE PROPERTY TAKEN IN CONDEMNATION PROCEEDINGS 86L PROCEEDING 86L 051201 EAST OF THE THIRD PRINCIPAL MERIDIAN, SAID TRACT OF LAND BEING DESCRIBED AS FOLLOWS:

BEGINNING AT A POINT 1753.50 FEET NORTH OF THE SOUTH LINE AND 82.25 FEET EAST OF THE WEST LINE OF SAID SECTION 33 (AS MEASURED ALONG A LINE PARALLEL WITH THE WEST LINE AND SOUTH LINE OF SAID SECTION) SAID POINT BEING ON THE EAST LINE OF HALSTED STREET AS ESTABLISHED BY PLAT OF HAZELWOOD CEMETERY, RECORDED JUNE 17, 1926 AS DOCUMENT 2311633; AND RUNNING THENCE EASTERLY PERPENDICULAR TO SAID EAST LINE OF HALSTED STREET, A DISTANCE OF 150 FEET; THENCE NORTH PARALLEL WITH SAID EAST LINE OF HALSTED STREET A DISTANCE OF 281.34 FEET TO AN INTERSECTION WITH THE SOUTHERLY LINE OF HOMEWOOD-THORNTON ROAD, SAID SOUTHERLY LINE BEING 33 FEET SOUTHERLY OF THE CENTER LINE OF SAID ROAD; THENCE SOUTHWESTERLY ALONG SAID SOUTHERLY LINE OF HOMEWOOD-THORNTON ROAD A DISTANCE OF 166.58 FEET TO SAID EAST LINE OF HALSTED STREET AS ESTABLISHED BY PLAT OF HAZELWOOD CEMETERY; THENCE SOUTHERLY ALONG SAID EAST LINE A DISTANCE OF 208.88 FEET, TO THE POINT OF BEGINNING ALL IN COOK COUNTY, ILLINOIS.

Permanent Index No.: 29-33-301-014

Common Address: Ridge Road, Homewood, Illinois

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THIS IS TO CERTIFY THAT THE ABOVE IS A TRUE AND CORRECT COPY OF THE ORIGINAL AS SUBMITTED TO THE CLERK OF THE COURT FOR THE COUNTY OF COOK, ILLINOIS, ON THE 11TH DAY OF JANUARY, 2011.

IN WITNESS WHEREOF, I have hereunto set my hand and the seal of the Clerk of the Court for the County of Cook, Illinois, at Chicago, Illinois, this 11th day of January, 2011.

RECORDED

11-11-2011

Common Pleas, Bridge Road, Downers Grove, Illinois

Property of Cook County Clerk's Office