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COURT COUNTY, ILLINOIS
FILED FOR RECORD

Shop 211

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[ILLINOIS]

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

7319429 Jr
D-1

This AMENDMENT TO MORTGAGE, SECURITY AGREEMENT, ASSIGNMENT OF RENTS AND LEASES, FIXTURE FILING AND FINANCING STATEMENT ("Amendment") is made as of this 16th 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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AMERICAN ASSOCIATION OF UNIVERSITY AND COLLEGE TEACHERS
LOCAL 1198, CHICAGO, ILLINOIS
111 N. WASHINGTON ST., CHICAGO, ILL. 60602

THE AMERICAN ASSOCIATION OF UNIVERSITY AND COLLEGE TEACHERS
LOCAL 1198, CHICAGO, ILLINOIS
111 N. WASHINGTON ST., CHICAGO, ILL. 60602
IS PLEASED TO ANNOUNCE THE DEATH OF
MRS. [Name] who passed away on [Date] at the age of [Age].
She was born on [Date] in [City, State].
She was a member of the [Organization] and was active in its affairs.
She is survived by [Family Members].
Funeral services will be held on [Date] at [Time] at [Location].
Interment will be in [Cemetery].

Funeral services will be held on [Date] at [Time] at [Location].
Interment will be in [Cemetery].

Funeral services will be held on [Date] at [Time] at [Location].
Interment will be in [Cemetery].

Funeral services will be held on [Date] at [Time] at [Location].
Interment will be in [Cemetery].

Funeral services will be held on [Date] at [Time] at [Location].
Interment will be in [Cemetery].

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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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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: Adrian E. Mack

Its V.P.

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

By: [Signature]

Its Financial Services Officer

[Signature]
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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This document may be subject to review by the court. This document is not to be used for any other purpose. This document is not to be used for any other purpose.

IN WITNESS WHEREOF, the undersigned has hereunto set his hand and seal of office on this day of the month of 1998.

Clerk of the Court

NOTARIAL

Notary Public

Notary Public

NOTARIAL

Notary Public

Notary Public

THIS DOCUMENT IS UNOFFICIAL COPY AND SHOULD NOT BE USED FOR ANY OTHER PURPOSE.

Notary Public
Chicago, Illinois 60606
(312) 416-5000

SECRET

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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 ADAM R. 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. 4827413
Qualified in New York County
Term Expires December 31, 1992

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COOK COUNTY CLERK'S OFFICE
100 N. LAUREL ST. CHICAGO, IL 60602
TEL: 312.603.1000 FAX: 312.603.1001
WWW.COOKCOUNTYCLERK.COM

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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 RESPONSE TO A RESOLUTION
PASSED BY THE SENATE
MAY 11, 1899.
CHICAGO: THE STATE OF ILLINOIS,
1900.

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STATE OF Delaware)
COUNTY OF New Castle) SS.

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 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 16th day of September, 1992.

Rosemarie DiAngelo
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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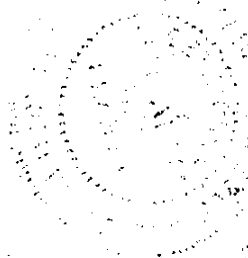
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STATE OF ILLINOIS
COUNTY OF COOK

IN SENATE, January 11, 1911.
REPORT OF THE COMMISSIONERS OF THE LAND OFFICE
IN RESPONSE TO A RESOLUTION PASSED BY THE SENATE
ON JANUARY 11, 1910, RELATIVE TO THE LANDS
ACQUIRED BY THE STATE OF ILLINOIS FROM THE
INDIAN TRIBES IN THE YEAR 1809.

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11-11-11

COOK COUNTY CLERK'S OFFICE
CHICAGO, ILLINOIS

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EXHIBIT A

LEGAL DESCRIPTION

Shop No. 211

THE WEST 125 FEET (EXCEPT THE SOUTH 15 FEET THEREOF) AS MEASURED ON THE SOUTH LINE OF OUT LOT "D" BEING A PART OF CHAPMAN'S TULIP TERRACE, BEING A SUBDIVISION IN THE NORTHWEST 1/4 OF SECTION 23, TOWNSHIP 36 NORTH, RANGE 14 EAST OF THE THIRD PRINCIPAL MERIDIAN, ACCORDING TO THE PLAT THEREOF RECORDED APRIL 3, 1957 AS DOCUMENT 16866519, IN COOK COUNTY, ILLINOIS.

Permanent Index No.: 29-23-109-001

Common Address: 1001 E. 162nd Street, South Holland, Illinois

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1991

PROPERTY TAX

1991

THE BOARD OF SUPERVISORS OF COOK COUNTY, ILLINOIS, HAS APPROVED THE
ADJUSTMENT OF THE PROPERTY TAX RATES FOR THE YEAR 1991 TO BE
AS FOLLOWS: [Illegible text]

1991-1992

1991-1992

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1991