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Duty to Record
Within 30 days after the date, any real property subject to the provisions of the Responsible Property Transfer Act of 1988 is transferred, this completed document must be filed in the office of the recorder of the county in which such property is located and filed with the Illinois Environmental Protection Agency.

For Use By County Recorder's Office
County:
Date:
Doc. No:
Vol:
Page:
Rec'd By:

ENVIRONMENTAL DISCLOSURE DOCUMENT
FOR TRANSFER OF REAL PROPERTY 1/

Seller (Mortgagor): Archibald Candy Corporation
Buyer (Mortgagee): Wilmington Trust Company and William J. Wade, as Trustee

Document No: 92702277

Property Identification:

A. Address of property 1001 E. 162nd S. Holland Thornton
Street City or Village Township

Permanent Real Estate Index No Deed Ref. 29-23-109-001

B. Legal Description:
Section 23 Township 35 Range 14

Enter current legal description in this area:

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 35 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

Prepared by: Name Mr. Adam E. Max, Vice President
Company Archibald Candy Corporation
Address 1137 W. Jackson Boulevard
City Chicago State IL Zip 60607

Return to: Spengler, Carlson, Gubar, Brodsky & Frischling
520 Madison Avenue
New York, NY 10022
Attn: Herbert B. Max, Esq.

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1/ NA = Not applicable.

The following information is provided pursuant to the Responsible Property Transfer Act of 1988.

I. Liability Disclosure

Transferors and transferees of real property are advised that their ownership or other control of such property may render them liable for any environmental cleanup costs whether or not they caused or contributed to the presence of environmental problems associated with the property.

A. Property Characteristics:
Lot Size _____ Acreage _____
Check all types of improvement and uses that pertain to the property:
____Apartment building (6 units or less)
____Commercial apartment (over 6 units)
_X_Store, office, commercial building
____Industrial building
____Farm with buildings
____Other (specify)

II. Nature of Transfer

A. (1) Is this a transfer by deed or other instrument of conveyance?
Yes ____ No _X_

(2) Is this a transfer by assignment of over 25% of beneficial interest of an Illinois land trust?
Yes ____ No _X_

(3) A lease exceeding a term of 40 years?
Yes ____ No _X_

(4) A mortgage or collateral assignment of beneficial interest?
Yes _X_ No ____

B. (1) Identify Transferor (Mortgagor):
Archibald Candy Corporation

Name and Current Address of Transferor (Mortgagor):
Archibald Candy Corporation
1137 West Jackson Blvd.
Chicago, Illinois 60607

Name and Address of Trustee if this is a transfer of beneficial interest of a land trust:
_____

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Trust No: _____

(2) Identify person who has completed this form on behalf of the transferor and who has knowledge of the information contained in this form:

Name Mr. Adam E. Max, Vice President
Company Archibald Candy Corporation
Address 1137 W. Jackson Boulevard
City Chicago State IL Zip 60607
(312) 243-2700

Name, Position (if any) and Address Telephone No.

C. Identify Transferee (Mortgagee):
Wilmington Trust Company and William J. Wade, as Trustee
Name and Current Address of Transferee:
Wilmington Trust Co.
Rodney Square North
Wilmington, Delaware 19890

Richards, Layton & Finger, P.A.
c/o Mr. William J. Wade, Trustee
1 Rodney Square, P.O. Box 551
Wilmington, Delaware 19899

III. Notification

Under the Illinois Environmental Protection Act, owners of real property may be held liable for the costs related to the release of hazardous substances.

1. Section 22.2(f) of the Act States:

"Notwithstanding any other provision of law, and subject only to the defenses set forth in subsection (j) of this Section, the following persons shall be liable for all costs of removal or remedial action incurred by the State of Illinois as a result of a release or substantial threat of release of a hazardous substance:

(1) The owner and operator of a facility or vessel from which there is a release or substantial threat of a release of a hazardous substance;

(2) Any person who at the time of disposal, transport, storage or treatment of a hazardous substance owned or operated the facility or vessel used for such disposal, transport, treatment or storage from which there is a release or substantial threat of a release of any such hazardous substance;

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(3) Any person who by contract, agreement, or otherwise has arranged with another party or entity for transport, storage, disposal or treatment of hazardous substances owned, controlled or possessed by such person at a facility from which there is a release or substantial threat of a release of such hazardous substances; and

(4) Any person who accepts or accepted any hazardous substances for transport to disposal, storage or treatment facilities or sites from which there is a release or a substantial threat of a release of a hazardous substance."

2. Section 4(q) of the Act states:

"The Agency shall have the authority to provide notice to any person who may be liable pursuant to Section 22.2(f) of this Act for a release or a substantial threat of a release of a hazardous substance. Such notice shall include the identified response action and an opportunity for such person to perform the response action."

3. Section 22.2(k) of the Act states:

"If any person who is liable for a release or substantial threat of release of a hazardous substance fails without sufficient cause to provide removal or remedial action upon or in accordance with a notice and request by the agency or upon or in accordance with any order of the Board or any court, such person may be liable to the State for punitive damages in an amount at least equal to, and not more than 3 times, the amount of any costs incurred by the State of Illinois as a result of such failure to take such removal or remedial action. The punitive damage imposed by the Board shall be in addition to any costs recovered from such person pursuant to this Section and in addition to any other penalty or relief provided by this Act or any other law."

4. Section 22.18(a) of the Act states:

"Notwithstanding any other provision or rule or law, except as provided otherwise in subsection (b), the owner or operator, or both, of an underground storage tank shall be liable for all costs of preventive action, corrective action and enforcement action incurred by the State of Illinois as a result of a release or a substantial threat of release of petroleum from an underground storage tank."

5. The text of the statutes set out above is subject to change by amendment. Persons using this form may update it to reflect changes in the text of the statutes cited, but no disclosure statement shall be invalid merely because it sets forth an obsolete or superseded version of such text.

IV. Environmental Information

A. Regulatory Information During Current Ownership

1. Has the transferor ever conducted operations on the property which involved the generation, manufacture, processing, transportation, treatment, storage or handling of "hazardous substances" as defined by the Illinois Environmental Protection Act? This question shall not be applicable for consumer goods stored or handled by a retailer in the same form, approximate amount, concentration and manner as they are sold to consumers, provided that such retailer does not engage in any commercial mixing (other than paint mixing or tinting of consumer sized containers), finishing, refinishing, servicing, or cleaning operations on the property.

Yes ____ No __X__

2. Has the transferor ever conducted operations on the property which involved the processing, storage or handling of petroleum, other than that which was associated directly with the transferor's vehicle usage?

Yes ____ No __X__

3. Has the transferor ever conducted operations on the property which involved the generation, transportation, storage, treatment or disposal of "hazardous or special wastes," as defined by the federal Resource Conservation and Recovery Act and the Illinois Environmental Protection Act?

Yes ____ No __X__

4. Are there any of the following specific units (operating or closed) at the property which are or were used by the transferor to manage waste, hazardous wastes, hazardous substances or petroleum?

Landfill	Yes ____	No __X__
Surface Impoundment	Yes ____	No __X__
Land Treatment	Yes ____	No __X__
Waste Pile	Yes ____	No __X__
Incinerator	Yes ____	No __X__
Storage Tank (Above Ground)	Yes ____	No __X__
Storage Tank (Underground)	Yes ____	No __X__
Container Storage Area	Yes ____	No __X__
Injection Wells	Yes ____	No __X__
Wastewater Treatment Units	Yes ____	No __X__
Septic Tanks	Yes ____	No __X__
Transfer Stations	Yes ____	No __X__
Waste Recycling Operations	Yes ____	No __X__
Waste Treatment Detoxification	Yes ____	No __X__
Other Land Disposal Area	Yes ____	No __X__

If there are "YES" answers to any of the above items and the transfer is other than a mortgage or collateral assignment of beneficial interest, attach a site plan which identifies the location of each unit, such site plan to be filed with the Environmental Protection Agency along with this disclosure document.

5. Has the transferor ever held any of the following in regard to this real property?

a. Permits for discharges of wastewater to waters of the State.
Yes ____ No N/A

b. Permits for emissions to the atmosphere.
Yes ____ No N/A

c. Permits for any waste storage, waste treatment or waste disposal operations.
Yes ____ No N/A

6. Has the transferor had any wastewater discharges (other than sewage) to a publicly owned treatment works?
Yes ____ No X

7. Has the transferor taken any of the following actions relative to this property?

a. Prepared a Chemical Safety Contingency Plan pursuant to the Illinois Chemical Safety Act.
Yes ____ No N/A

b. Filed an Emergency and Hazardous Chemical Inventory Form pursuant to the federal Emergency Planning and Community Right-to-Know Act of 1986.
Yes ____ No N/A

c. Filed a Toxic Chemical Release Form pursuant to the federal Emergency Planning and Community Right-to-Know Act of 1986.
Yes ____ No N/A

8. Has the transfer or any facility on the property or the property been the subject of any of the following State or federal governmental actions:

a. Written notification regarding known, suspected or alleged contamination on or emanating from the property.
Yes ____ No X

b. Filing an environmental enforcement case with a court or the Pollution Control Board for which a final order or consent decree was entered.
Yes ____ No X

c. If item b was answered by checking Yes, then indicate whether or not the final order or decree is still in effect for this property.
Yes ____ No N/A

9. Environmental Releases During Transferor's Ownership

a. Has any situation occurred at this site which resulted in a reportable "release" of any hazardous substances or petroleum as required under State or federal laws?
Yes ____ No X

b. Have any hazardous substances or petroleum, which were released, come into direct contact with the ground at this site?
Yes ____ No X

c. If the answers to questions (a) and (b) are Yes, have any of the following actions or events been associated with a release on the property?
Yes ____ No N/A

___ use of a cleanup contractor to remove or treat materials including soils, pavement or other surficial materials

___ Assignment of in-house maintenance staff to remove or treat materials including soils, pavement or other surficial materials

___ Designation, by the IEPA or the IESDA, of the release as "significant" under the Illinois Chemical Safety Act

___ Sampling and analysis of soils

___ Temporary or more long-term monitoring of groundwater at or near the site

___ Impaired usage of an on-site or nearby water well because of offensive characteristics of the water

___ Coping with fumes from subsurface storm drains or inside basements, etc.

___ Signs of substances reaching out of the ground along the base of slopes or at other low points on or immediately adjacent to the site

10. Is the facility currently operating under a variance granted by the Illinois Pollution Control Board?

Yes ____ No X

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11. Is there any explanation needed for clarification of any of the above answers or responses?

_____
_____
_____
_____

B. Site Information Under Other Ownership or Operation

1. Provide the following information about the previous owner or any entity or persons the transferor leased the site to or otherwise contracted with for the management of the site or real property:

Name Purchased from First Cook Bank for Savings, prior to that was owned by Gulf Oil Co. until 1983

Type of business or property usage Operated as "quick oil change" facility 1983-85, prior to that as a gas station

2. If the transferor has knowledge, indicate whether the following existed under prior ownerships, leaseholds granted by the transferor, other contracts for management or use of the facilities or real property: (No knowledge except as indicated)

Landfill	Yes ___	No ___
Surface Impoundment	Yes ___	No ___
Land Treatment	Yes ___	No ___
Waste Pile	Yes ___	No ___
Incinerator	Yes ___	No ___
Storage Tank (Above Ground)	Yes ___	No ___
Storage Tank (Underground)	Yes X	No ___
Container Storage Area	Yes ___	No ___
Injection Wells	Yes ___	No ___
Wastewater Treatment Units	Yes ___	No ___
Septic Tanks	Yes ___	No ___
Transfer Stations	Yes ___	No ___
Waste Recycling Operations	Yes ___	No ___
Waste Treatment Detoxification	Yes ___	No ___
Other Land Disposal Area	Yes ___	No ___

V. Certification

A. Based on my inquiry of those persons directly responsible for gathering the information, I certify that the information submitted is, to the best of my knowledge and belief, true and correct.

Signature(s)

Adam E. Max for
Archibald Candy Corporation

Transferor (Mortgagor) (Please type) (on or behalf of Transferor)

B. This form was delivered to me with all elements completed on 9/03, 1992.

Signature(s)

William J. Wade for
Wilmington Trust Company and
William J. Wade, as Trustee

Transferee (Mortgagee) (Please type) (on or behalf of Transferee)

C. This form was delivered to me with all elements completed on _____, 1992.

Signature(s)

(same as Transferee/Mortgagee)
Lender

Lender Representative (Please Type)

Title

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