

REORDER FROM Registered, Inc. 314 MERCE ST. P.O. BOX 118 ANOKA, MN 55303 (612) 431-1712

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INSTRUCTIONS:

- PLEASE TYPE this form. Fold only along perforation for mailing.
- Remove Secured Party and Debtor copies and send other 3 copies with interleaved carbon paper to the filing office.
- Enclose filing fee.
- If the space provided for any item(s) on the form is inadequate the item(s) should be continued on additional sheets, preferably 5" x 8" or 8" x 10". Only one copy of such additional sheets need be presented to the filing officer with a set of three copies of Form UCC-3. Long schedules of collateral, etc., may be on any size paper that is convenient for the secured party.
- At the time of filing, filing officer will return third copy as an acknowledgment.

This STATEMENT is presented to THE FILING OFFICER for filing pursuant to the Uniform Commercial Code:

For Filing Officer (Date, Time, Number, and Filing Office)

Debtor(s) (Last Name First) and address(es)
 Steak and Ale of Illinois, Inc.
 12404 Park Central Drive
 Dallas, Texas 75251

Secured Party(ies) and address(es)
 Citibank, N.A.
 399 Park Avenue
 New York, NY 10043

DEPT 01 RECORDING \$41.50
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 DEPT 01 RECORDING \$41.50
 TRAN 1302 05/17/94 09:57:00
 COOK COUNTY RECORDER

This Statement refers to original Financing Statement No. 91549246
 Date filed: 10/21, 19 91 Filed with Cook County

- A. CONTINUATION..... The original financing statement between the foregoing Debtor and Secured Party, bearing the file number shown above, is still effective.
- B. PARTIAL RELEASE..... From the collateral described in the financing statement bearing the file number shown above, the Secured Party releases the property indicated below.
- C. ASSIGNMENT..... The Secured Party certifies that the Secured Party has assigned to the Assignee whose name and address is shown below, Secured Party's rights under the financing statement bearing the file number shown above in the property indicated below.
- D. TERMINATION..... The Secured Party certifies that the Secured Party no longer claims a security interest under the financing statement bearing the file number shown above.
- E. AMENDMENT..... The financing statement bearing the above file number is amended.
 - To show the Secured Party's new address as indicated below;
 - To show the Debtor's new address as indicated below;
 - As set forth below:

This termination statement pertains to that certain parcel of real property described on Appendix B to Schedule 1 attached hereto and made part hereof.
 This termination should be cross-indexed with Debtor's trade names:
 Bennigan's and Steak and Ale.

Signature of Debtor, if required) _____ (Debtor)
 Debtor: _____ 19 _____

Citibank, N.A. BARBARA A. GOWEN (Secured Party)
 Vice President
 BY: *Barbara A. Gowen* (Signature of Secured Party)

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CHRYSTAL MORTGAGE
REPORTER, INC.
54246 Oakwood Ave. #202
Lady Forest, IL 60045

RECORDED IN BOOK 12345 PAGE 6789

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SCHEDULE 1 TO FINANCING STATEMENT
BETWEEN STEAK AND ALE OF ILLINOIS, INC.
AS DEBTOR ("DEBTOR"), AND
CITIBANK, N.A., AS SECURED PARTY ("SECURED PARTY")

DESCRIPTION OF COLLATERAL

The financing statement to which this Schedule I is attached covers the following collateral ("Collateral"):

A. All of the right, title and interest of Debtor in and to the following, whether now owned or hereafter acquired or in which Debtor may now or at any time hereafter have any interest or rights:

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(i) All inventory, now owned or hereafter acquired by Debtor in all of its forms, wherever located, now or hereafter existing, held by Debtor for sale or lease in the ordinary course of Debtor's restaurant business, including, but not limited to, any and all Perishables (hereinafter defined), beer, wine and liquor inventories (but only to the extent Debtor is permitted to assign or mortgage such beer, wine and liquor inventories under applicable law), condiments, relishes, soft drinks, beverages, coffee, tea and all other goods, merchandise and other personal property whatsoever located and whether or not in transit, and all right, title and interest of Debtor therein and thereto, all raw materials, work or goods in process or materials or supplies of every nature used, consumed or to be used or consumed in Debtor's restaurant business, and all supplies, goods, incidentals, packaging and shipping materials, and other items which contribute to the finished products processed by Debtor or to the sale and promotion thereof (other than machinery and equipment), and all accessions thereto ("Perishables" shall mean all fresh cut and floral items and fresh, perishable, unfrozen foods such as red meats, poultry, seafoods, produce, dairy and bakery items); including, without limitation, all such inventory now or hereafter located on, or used, consumed or to be used or consumed in connection with, the restaurants identified on Appendix A attached hereto and incorporated by reference herein; and

(ii) All proceeds and products of any and all of the foregoing Collateral (except for the proceeds of sales of the Collateral to customers in the ordinary course of business) and, to the extent not otherwise included, all payments under insurance (whether or not the Secured Party is the loss payee thereof), or any indemnity, warranty or guaranty, payable by reason of loss or damage to or otherwise with respect to any of the foregoing Collateral.

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B. All of the following types (or items) of property (i) which are now or at any time hereafter owned by Debtor or in which Debtor may now or at any time hereafter have any interest or rights, and (ii) which are now or hereafter attached to, used in or about, or arising in connection with the real property or properties described in Appendix B attached hereto and made a part hereof (the "Land"):

(1) all the leasehold estate and all of Debtor's right, title, interest, privileges and options created by the lease(s) (the "Ground Lease(s)") creating Debtor's leasehold estate(s) covering the Land or any portion thereof, together with all other rights of the lessee under the Ground Lease(s), together with all rights appurtenant thereto, including the easements over certain other adjoining land granted by any easement agreements, and all air rights and development rights, if any, relating thereto, and also together with all of the other easements, rights, privileges and appurtenances thereunto belonging or in anywise appertaining and all of the estate, right, title, interest, claim or demand whatsoever of Debtor therein and in the streets and ways adjacent thereto, either in law or in equity, in possession or expectancy, now or hereafter acquired (the "Premises");

(2) the restaurant building(s) and all other buildings, improvements, structures, paving, parking areas, walkways and landscaping, and all fixtures of every kind and type affixed to, attached to or forming part of any structures, buildings or improvements, and replacements thereof now or hereafter erected or located upon the Land or any portion thereof (the "Improvements");

(3) all apparatus, movable appliances, building materials, equipment, fittings, furnishings, furniture, machinery and other articles of tangible personal property, and replacements thereof, now or at any time hereafter placed upon or used in any way in connection with the use, enjoyment, occupancy or operation of any of the Improvements or any portion of the Premises, to the extent such items are owned by Debtor or if leased from third parties, to the extent mortgagable and assignable, including all of Debtor's books and records relating thereto and including all goods, machinery, tools, equipment (including fire sprinklers and alarm systems, cleaning rigs, air conditioning, heating, boilers, refrigerating, electronic monitoring, water, lighting, power, sanitation, waste removal, entertainment, recreational, window or structural, maintenance and all other equipment of every kind), restaurant, bar and all other indoor or outdoor furniture (including tables, chairs, booths, serving stands, planters, desks, sofas,

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racks, shelves, lockers and cabinets), bar equipment, glasses, cutlery, uniforms, linens, memorabilia and other decorative items, furnishings, appliances, supplies, inventory, rugs, carpets and other floor coverings, draperies, drapery rods and brackets, awnings, venetian blinds, partitions, chandeliers and other lighting fixtures, freezers, refrigerators, walk-in coolers, stoves, microwave units, ovens, storage bins, office equipment, signs (indoor and outdoor), computer systems, and all other apparatus, equipment, furniture, furnishings, holiday decorations and articles used or useful in connection with the use or operation of any of the Improvements or any portion of the Premises, and all parts thereof and all acccessions thereto, it being understood that the enumeration of any specific articles of property shall in no way result in or be held to exclude any items of property not specifically mentioned, and further including alcoholic beverage licenses and permits and alcoholic beverage inventory (including proceeds therefrom) but only to the extent Debtor is permitted to mortgage or assign such items under applicable law);

(4) all general intangibles (excluding trademarks and tradenames) relating to design, development, operation, management and use of any portion of the Premises or any of the Improvements, all certificates of occupancy, zoning variances, building, use or other permits, approvals, authorizations and consents obtained from and all materials prepared for filing or filed with any governmental agency in connection with the development, use, operation or management of the Premises and any of the Improvements, all construction, service, engineering, consulting, leasing, architectural and other similar contracts concerning the design, construction, management, operation, occupancy and/or use of any portion of the Premises and any of Improvements, all architectural drawings, plans, specifications, soil tests, feasibility studies, appraisals, environmental studies, engineering reports and similar materials relating to any portion of or all of the Premises and Improvements, and all payment and performance bonds or warranties or guarantees relating to any portion of the Premises or any of the Improvements, all to the extent assignable;

(5) Debtor's interest in and rights under all subleases (under which Debtor is sublandlord), all leases or subleases (under which Debtor is the tenant or subtenant, other than the Ground Lease(s)), all master leases or licenses of any portion of the Premises or any of the Improvements, any parking agreements, any license, concession, management, mineral or other agreements of a similar kind that permit the use or occupancy of any

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portion of the Premises or any of the Improvements for any purpose in return for any payment, or the extraction or taking of any gas, oil, water or other minerals from any portion of the Premises in return for payment of any fee, rent or royalty, and all agreements or contracts for the sale or other disposition of all or any part of the Premises or any of the Improvements, now or hereafter entered into by Debtor, together with all charges, fees, income, issues, profits, receipts, rents, revenues or royalties payable thereunder and all right, title and interest of Debtor thereunder; and

(6) all proceeds of the conversion, voluntary or involuntary, of any of the foregoing Collateral into cash or liquidated claims, including proceeds of insurance (whether or not the Secured Party is the loss payee thereof) and condemnation awards, any awards which may become due by reason of the taking by eminent domain of the whole or any part of the Premises or Improvements or any rights appurtenant thereto, and any awards for change of grade of streets, together with any and all moneys now or hereafter on deposit for the payment of real estate taxes, assessments or common area charges levied against the whole or any part of the Land, Improvements and Premises, premiums on policies of fire and other insurance covering all or any portion of the Land, Improvements and Premises.

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APPENDIX A TO SCHEDULE 1
TO FINANCING STATEMENT BETWEEN
STEAK AND ALE OF ILLINOIS, INC.,
AS DEBTOR, AND CITIBANK, N.A., AS SECURED PARTY

<u>UNIT NO.</u>	<u>TRADE NAME AND LOCATION ADDRESS</u>
#1413	Bennigan's 8480 Golf Rd. Niles, IL 60648
#1416	Bennigan's 17 W. 460 22nd St. Oakbrook Terrace, IL 60181
#1417	Bennigan's 1770 E. Higgins Rd. Schaumburg, IL 60173
#1418	Bennigan's 445 Skokie Blvd. Northbrook, IL 60062
#1419	Bennigan's 2350 Torrence Ave. Calumet City, IL 60409
#1420	Bennigan's 225 N. Michigan Ave. Chicago, IL 60601
#1421	Bennigan's 6401 W. 95th Street Chicago Ridge, IL 60415
#1422	Bennigan's 1163 E. Ogden Ave. 201 Naperville, IL 60540
#1423	Bennigan's 8420 W. Bryn Mawr Chicago, IL 60631
#1424	Bennigan's 555 W. Madison Chicago, IL 60606
#1426	Bennigan's 150 S. Michigan Ave. Chicago, IL 60603

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UNIT NO.

TRADE NAME AND LOCATION ADDRESS

#1429

Bennigan's
1001 E. 75th St.
Woodridge, IL 60515

#1431

Bennigan's
115 Veterans Parkway
Normal, IL 61761

#1442

Bennigan's
1557 Sherman Ave.
Evanston, IL 60201

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(FIXTURE FILING)

APPENDIX B TO SCHEDULE 1
TO FINANCING STATEMENT BETWEEN
STEAK AND ALE OF ILLINOIS, INC.,
AS DEBTOR, AND CITIBANK, N.A., AS SECURED PARTY

UNIT NO.

TRADE NAME AND LOCATION ADDRESS

#1413

Bennigan's
8480 Golf Rd.
Niles, IL 60646

Debtor is record lessee.

Record owner/lessor is J.C. Penney Properties, Inc.

#1418

Bennigan's
445 Skokie Blvd.
Northbrook, IL 60062

Debtor is record lessee.

Record owner/lessor is Vincent G. Rinn, individually and as
Trustee under the Will of John E. Owens, deceased.

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8480 Golf Road
Niles, IL

TREASURY PARCEL-A

That part of Lot 4 in Owners Subdivision of the West 24 feet of the Northeast Fractional $\frac{1}{4}$ of Section II, Township 41 North, Range 12, East of the Third Principal Meridian, and the East $\frac{1}{4}$ of the Northwest Fractional $\frac{1}{4}$ of said Section II, and part of Lot 1, in Assessor's Division of the Southwest $\frac{1}{4}$ of said Section II and all of Lots 2, 3 and 4 in Assessor's Division of the East $\frac{1}{4}$ of the Southwest $\frac{1}{4}$ and the West $\frac{1}{4}$ of the Southeast $\frac{1}{4}$ of said Section, and of the South 6.19 Acres of that part of the West $\frac{1}{4}$ of the Southwest $\frac{1}{4}$ of said Section East of center line of Milwaukee Avenue described as follows: Commencing at the point of intersection of the East line of said Lot 4 with the North line of Golf Road per Document No. 11094861; thence West 74.20 feet along said North line of Golf Road to the point of beginning of the herein described parcel of land; thence continuing West along said North line 289.00 feet; thence North 30.50 feet along a line drawn perpendicularly with said North line of Golf Road; thence West 18.00 feet; thence North, 114.878 feet; thence East 325.00 feet; thence South 114.878 feet; thence West 18.00 feet; thence South 30.50 feet to the hereinabove described place of beginning, all in Cook County, Illinois.

Area: 46,150.0 Sq. Ft. or 1.0595 Acres

TOGETHER WITH a non-exclusive easement for automobile parking purposes only to a rectangular parcel of land containing approximately 20,000 square feet located northerly from the above described Treasury Parcel A, which easement area is shown on Exhibit B hereto.

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445 Skokie Bl.d.

Northbrook, IL

Lot 20 (2) of Northwood Edens, a sub-division of part of Hughes, Brown & Moore Corporation's resubdivision of United Realty Company's Dundee Road subdivision in the southeast quarter of Section 2, Township 42 North, Range 12, East of the Third Principal Meridian, according to the plat thereof recorded January 12, 1968, as Document No. 20377823. in Cook County, Illinois;

PEN # 01-02-412-021-CCCC

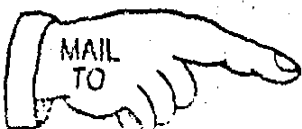
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CHATEL MORTGAGE
552 N. Oakwood #244
Lake Forest, IL 60045



CHATEL MORTGAGE
REPORTER, INC.
522 N. Oakwood Ave. #203
Lake Forest, IL 60045

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COOK COUNTY CLERK'S OFFICE
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