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PREPARED BY AND  
RECORDING REQUESTED BY  
AND WHEN RECORDED MAIL TO:

Milbank, Tweed, Hadley & McCloy  
1 Chase Manhattan Plaza  
New York, New York 10005  
Attention: Kevin C. Blauch, Esq.

• DEPT-01 RECORDING \$31.00  
• T#0012 TRAN 1459 07/25/96 11:22:00  
• #7796 # CG \*-96-570316  
• COOK COUNTY RECORDER

31.00  
00

SPACE ABOVE THIS LINE FOR RECORDER'S USE

DI  
COLLATERAL ASSIGNMENT OF BENEFICIAL INTEREST IN  
MORTGAGE AND OTHER DOCUMENTS

DI-7618704  
JB

Effective as of July 16, 1996, and FOR VALUE RECEIVED, the receipt and sufficiency of which are hereby acknowledged, SKW II REAL ESTATE LIMITED PARTNERSHIP, a Delaware limited partnership (successor by merger to WLL Real Estate Limited Partnership) having an address at 100 Crescent Court, Suite 1000, Dallas, Texas 75201 ("Assignor"), hereby assigns, sells, delivers, sets over, grants, conveys, pledges and transfers to BCF PORTFOLIO FUNDING, L.L.C., as lender ("Assignee"), whose address is 345 Park Avenue, New York, New York 10154, all beneficial interest in, to and under those certain mortgage(s) or deed(s) of trust (collectively, the "Mortgage") described on Exhibit A hereto and encumbering the property described on Exhibit B hereto, as the same may have been amended, modified or supplemented from time to time, as collateral security for and to secure Assignor's obligations set forth in that certain Loan Agreement dated as of July 16, 1996, between and among Assignor, Assignee, Midland Loan Services, L.P., as servicer, and LaSalle National Bank, as collateral agent;

TOGETHER WITH all right, title and interest in, to and under the note(s) and other obligations secured thereby, the money due and to become due thereon, and all rights accrued or to accrue thereunder; and

TOGETHER WITH all rights, remedies, collateral instruments or other documents made or granted in favor of Assignor or its predecessors in interest in connection with the loan secured by such Mortgage (the "Loan"), including without limitation: (i) all right, title and interest in, to and under those documents described on Exhibit A hereto; (ii) all other guaranties, pledges, security interests, mortgages, deeds of trust, assignments of rents, financing statements, or other rights, interests or collateral securing or guaranteeing payment of such Loan; and (iii) all other rights and remedies of the undersigned in connection with the Loan, whether

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provided by contract or otherwise available under applicable law or in equity, including, without limitation, all rights and remedies provided under any loan agreements, security agreements, indemnities, letters of credit, title insurance policies, fire and casualty insurance policies, life insurance policies, escrows, accounts, certificates of deposit, claims (including proofs of claim), demands, causes of action and judgments in favor of Assignor or its predecessor in interest relating to the Loan, or other instruments or documents made, issued or delivered to or in favor of the Assignor or its predecessors in interest in connection with the Loan, all as the same may have been amended from time to time.

IN WITNESS WHEREOF, Assignor has duly executed this Collateral Assignment of Beneficial Interest in Mortgage and Other Documents as of the day and year first above written.

SKW II REAL ESTATE LIMITED PARTNERSHIP,  
a Delaware limited partnership  
(successor by merger to WLL Real Estate  
Limited Partnership)

By: SKW II Gen-Par, Inc., a Delaware  
corporation, a general partner

By: 

Name: Angie Madison

Title: Vice President

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430 West Erie

## EXHIBIT A

1. Mortgage Note dated March 26, 1990 by Harris Trust and Savings Bank, as trustee under Trust Agreement dated April 10, 1989 and known as Trust No. 94444, and 430 Erie Associates Limited Partnership, an Illinois limited partnership, to the order of ITT Commercial Finance Corp., a Nevada corporation, in the principal amount of \$4,700,000.
2. Mortgage and Security Agreement dated March 26, 1990, by Harris Trust and Savings Bank, as trustee under Trust Agreement dated April 10, 1989 and known as Trust No. 94444, as mortgagor, and ITT Commercial Finance Corp., a Nevada corporation, as mortgagee, recorded on March 28, 1990 as Document No. 90137127 in the Official Records of Cook County, Illinois.
3. Assignment of Leases, Rents, Profits and Contracts dated March 26, 1990, by 430 Erie Street Associates Limited Partnership, an Illinois limited partnership, and Harris Trust and Savings Bank, as trustee under Trust Agreement dated April 10, 1989, and known as Trust No. 94444, to ITT Commercial Finance Corp., a Nevada corporation, recorded on March 28, 1990 as Document No. 90137128 in the Official Records of Cook County, Illinois;
4. Memorandum of Modification of Mortgage dated August 16, 1991, by Harris Trust and Savings Bank, as trustee under Trust Agreement dated April 10, 1989, and known as Trust No. 94444, recorded on August 21, 1991 as Document No. 91428457 in the Official Records of Cook County, Illinois;
5. Memorandum of Modification of Mortgage dated May 21, 1993, by Harris Trust and Savings Bank, as trustee under Trust Agreement dated April 10, 1989, and known as Trust No. 94444, recorded on May 26, 1993 as Document No. 93397965 in the Official Records of Cook County, Illinois.
6. UCC-1 Financing Statement #90-U-06422 filed 3/28/90 and UCC-3 assigning such to WHC-TWO Investors, L.P.  
Recorder of Deeds  
Cook County, Illinois  
  
Debtor: 430 Erie Associates Limited Partnership
7. UCC-1 Financing Statement #90-U-06423 filed 3/28/90 and UCC-3 assigning such to WHC-TWO Investors, L.P.  
Recorder of Deeds  
Cook County, Illinois

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Debtor: Harris Trust and Savings Bank as Trustee u/t/s dated April 10, 1989, known as Trust No. 94444 and not individually

8. UCC-1 Financing Statement #2889189 filed 8/30/91 and UCC-3 assigning such to WNC-TWO Investors, L.P.  
Secretary of State, Illinois

Debtor: ZVI/430 Associates Limited Partnership

9. UCC-1 Financing Statement #91-U-14713 filed 6/21/91 and UCC-3 assigning such to WNC-TWO Investors, L.P.  
Recorder of Deeds  
Cook County, Illinois

Debtor: ZVI/430 Associates Limited Partnership

10. UCC-1 Financing Statement #2697996 filed 4/2/90 and UCC-3 assigning such to WNC-TWO Investors, L.P.  
Secretary of State, Illinois

Debtor: 430 Erie Associates Limited Partnership

11. UCC-1 Financing Statement #267947 filed 4/2/90 and UCC-3 assigning such to WNC-TWO Investors, L.P.  
Secretary of State, Illinois

Debtor: Harris Trust and Savings Bank as Trustee u/t/s dated April 10, 1989, known as Trust No. 94444 and not individually

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430 West Erie  
ITT - 10012  
(ITT - 12)

## EXHIBIT B

LOTS 15, 16, 17 AND 18 IN BLOCK 10 IN HIGGINS LAW AND CO'S ADDITION TO CHICAGO  
OF THE EAST 1/2 OF THE NORTHWEST 1/4 OF SECTION 9, TOWNSHIP 39 NORTH, RANGE 14  
EAST OF THE THIRD PRINCIPAL MERIDIAN, IN COOK COUNTY, ILLINOIS

Street Address: 430 West Erie, Chicago, Illinois

Tax ID No.: 17-09-124-013

Tax ID No.: 17-09-124-014

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