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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 officer. 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 the financing statement. Long schedules of collateral, indentures, etc., may be on any size paper if it is convenient for the Secured Party.

Financing statement is presented to a filing officer for filing pursuant to this Code.

Debtor (Last Name First) and address(es) MILWAUKEE HEIGHTS HOUSING PARTNERS LIMITED PARTNERSHIP 1000 Lincoln Drive Milwaukee, Wisconsin 53211	Secured Party(ies) and address(es) HELLER FINANCIAL, INC., a Delaware corporation 500 West Monroe Street Suite 1500 Chicago, Illinois 60661
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RECORDED by Filing Officer  
(Date, Time, Number, and Filing Office)  
TRAN 3728 05/22/97 13:24:00  
#5806 # CT # - 97 - 364332  
COOK COUNTY RECORDER

1. This financing statement covers the following type(s) (or items) of property:  
SEE EXHIBIT A ATTACHED HERETO.

2. (Describe Real Estate)  
See Exhibit B attached hereto.

3. (if applicable) The above goods are to become fixtures on [The above timber is standing on ...] [The above minerals or the like (including oil and gas) or accounts will be financed at the wellhead or minehead of the well or mine located on ...] (Strike what is inapplicable) (Describe Real Estate)

and this financing statement is to be filed in the real estate records. (if the debtor does not have an interest of record)  
The name of a record owner is

4.  Products of Collateral are also covered.

ASSIGNEE OF SECURED PARTY

05064332

Additional sheets presented.  Cook  
Filed with Recorder's Office of \_\_\_\_\_ County, Illinois.

SEE SCHEDULE 1 ATTACHED HERETO

By: \_\_\_\_\_  
Signature of (Debtor) (Secured Party)\*

\*Signature of Debtor Required in Most Cases;  
Signature of Secured Party in Cases Covered By UCC 9-402 (2).

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## EXHIBIT A TO UCC FINANCING STATEMENT

Debtor: Arlington Heights Housing Partners Limited Partnership  
440 Science Drive  
Madison, Wisconsin 53711

Secured Party: Heller Financial, Inc.  
500 West Monroe Street, 15th Floor **97364332**  
Chicago, Illinois 60661

This financing statement covers all of Debtor's right, title and interest in the following items of property with respect to, located on or used or useful in connection with the "Property" (as defined below), whether now owned or hereafter acquired (all being collectively referred to as the "Collateral"):

A. The premises legally described in Exhibit B hereto and located in the Village of Arlington Heights, Cook County, Illinois, together with all tenements, easements, hereditaments, and appurtenances now and/or at any time or times hereafter upon, belonging or otherwise appertaining to or situated on said real estate, including all minerals, oil, gas and other commercially valuable substances which may be in, under or produced from any part of said real estate, all development rights and credits, air rights, water, water rights (whether riparian, appropriative or otherwise, and whether or not appurtenant) and water stock, and all heretofore or hereafter acquired roads, alleys, streets, passages and other publicways abutting said real estate, whether before or after vacation thereof (hereinafter referred to as the "Land").

B. The following (collectively, the "Improvements"): all buildings, improvements and fixtures of every kind or nature situated on the Land (including, without limitation, "Fixtures" as defined below); to the extent not owned by tenants of the Property, all machinery, appliances, equipment (including, without limitation, "Equipment" as defined below), furniture and all other personal property of every kind or nature located in or on, or attached to, or used or to be used in connection with, the Land, buildings, structures, improvements or fixtures; all building materials and goods procured for use or in connection with the foregoing; and all additions, substitutions and replacements to any of the foregoing.

C. To the extent assignable, all plans, specifications, architectural renderings, drawings, soil test reports, other reports of examination or analysis of the Land or the Improvements.

D. All easements, rights-of-way, water courses, water rights, air rights and appurtenances in any way belonging, relating or appertaining to any of the Land or Improvements, or which hereafter shall in any way belong, relate or be appurtenant thereto ("Appurtenances").

E. All agreements affecting the use, enjoyment or occupancy of the Land and/or Improvements now or hereafter entered into (the "Leases") and all rents, income,

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receipts, prepayments, termination payments, royalties, profits, issues and revenues from the Land and/or Improvements from time to time accruing under the Leases (the "Rents").

F. All claims, demands, judgments, insurance proceeds, tax refunds, rights of action, awards of damages, compensation, and settlements hereafter made resulting from or relating to (i) the taking of the Land or the Improvements or any part thereof under the power of eminent domain, (ii) any damage (whether caused by such taking, by casualty or otherwise) to the Land, Improvements or Appurtenances or any part thereof, or (iii) the ownership or operation of the Property.

G. To the extent assignable, all management contracts, permits, certificates, licenses, approvals, contracts, entitlements and authorizations, however characterized, issued or in any way furnished for the acquisition, construction, development, operation and use of the Land, Improvements and/or Leases, including building permits, environmental certificates, licenses, certificates of operation, warranties and guaranties.

H. All accounts (including, without limitation, "Accounts" as defined below), contract rights, general intangibles (including, without limitation, "General Intangibles" as defined below), chattel paper, documents (including, without limitation, "Documents" as defined below), instruments (including, without limitation, "Instruments" as defined below), inventory (including, without limitation, "Inventory" as defined below), goods, equipment (including "Equipment" as defined below) and all books and records relating to the foregoing.

I. All cash deposited therein from time to time and other monies and property of Debtor in the possession or under the control of Secured Party, including, without limitation, deposits for the payment of real estate taxes.

J. All "Revenues" (as defined below), and all instruments, chattel paper and documents evidencing the same, all deposits which the same may be deposited, all rights to receive the same (including general intangibles and contract rights), howsoever denominated, whether now existing or hereafter arising, and however evidenced or acquired, or in which Debtor now has or hereafter acquires any rights.

K. All deposit accounts of Debtor maintained with any bank or other financial institution.

L. All books, records, ledger cards, payment records, cabinets, files, correspondence, computer programs, tapes, disks and related data processing software that at any time evidence or contain information relating to any of the property described in clauses A-K above or are otherwise necessary or helpful in the collection thereof or realization thereon.

M. The beneficial interest and power of direction under trust agreement dated June 1, 1985 with American National Bank and Trust Company of Chicago, as trustee, and known as Trust No. 64424.

N. Any and all after-acquired right, title or interest of Debtor in and to any property of the types described in the preceding clauses.

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N. All "Proceeds" (as defined below), products, replacements, additions, substitutions, renewals and accessions of and to the Property or any other property of the type described in clauses A-N above.

For the purpose of the foregoing, the following terms shall be defined as follows:

"Accounts" means all "accounts" (as defined in the UCC) now owned or hereafter created or acquired by Debtor, including, without limitation, all of the following now owned or hereafter created or acquired by Debtor: (a) accounts receivable, contract rights, book debts, notes, drafts, chattel paper and other obligations or indebtedness owing to Debtor arising from the sale, lease or exchange of goods or other property and/or the performance of services; (b) Debtor's rights in, to and under all purchase orders for goods, services or other property; (c) Debtor's rights to any goods, services or other property represented by any of the foregoing (including returned or repossessed goods and unpaid sellers' rights of rescission, replevin, reclamation and rights to stoppage in transit); (d) monies due to or to become due to Debtor under all contracts for the sale, lease or exchange of goods or other property and/or the performance of services (whether or not yet earned by performance on the part of Debtor); (e) uncertificated securities; and (f) Proceeds of any of the foregoing and all collateral security and guaranties of any kind given by any person with respect to any of the foregoing.

"Bonds" means \$14,100,000 Variable Rate Demand Multifamily Housing Refunding Revenue Bonds (Dunton Tower Apartments Project) Series 1997 of the Village of Arlington Heights, Illinois.

"Documents" means all "documents" (as defined in the UCC) or other receipts covering, evidencing or representing goods now owned or hereafter acquired by Debtor.

"Equipment" means all "equipment" (as defined in the UCC) now owned or hereafter acquired by Debtor, including, without limitation, all machinery, motor vehicles, trucks, trailers, vessels, aircraft and rolling stock and all parts thereof and all additions and accessions thereto and replacements therefor.

"Fixtures" means all of the following now owned or hereafter acquired by Debtor: plant fixtures; business fixtures; other fixtures and storage facilities, wherever located; and all additions and accessions thereto and replacements therefor.

"General Intangibles" means all "general intangibles" (as defined in the UCC) now owned or hereafter acquired by Debtor, including, without limitation, all right, title and interest of Debtor in and to: (a) all agreements, leases, licenses and contracts to which Debtor is or may become a party with respect to the Property; (b) all obligations or indebtedness owing to Debtor (other than Accounts) from whatever source arising; (c) all tax refunds; (d) project revenue; and (e) all copyrights, patents and trademarks, including the name "Dunton Tower Apartments."

"Instruments" means all "instruments," "chattel paper" or "letters of credit" (each as defined in the UCC), including, but not limited to, bonds, promissory notes, drafts, bills of exchange and trade acceptances, now owned or hereafter acquired by Debtor.

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"Inventory" means all "inventory" (as defined in the UCC), now owned or hereafter acquired by Debtor, wherever located, including, without limitation, finished goods, raw materials, work in process and other materials and supplies (including packaging and shipping materials) used or consumed in the manufacture or production thereof and goods which are returned to or repossessed by Debtor.

"Proceeds" means all proceeds of, and all other profits, rentals or receipts, in whatever form, arising from the collection, sale, lease, exchange, assignment, licensing or other disposition of, or realization upon, any Collateral, including, without limitation, all claims of Debtor against third parties for loss of, damage to or destruction of, or for proceeds payable under, or unearned premiums with respect to, policies of insurance with respect to any Collateral, and any condemnation or requisition payments with respect to any Collateral, in each case whether now existing or hereafter arising.

"Property" means collectively all of the following: the Land, the Improvements and the Appurtenances.

"Revenues" means all revenues, rents, receipts, income, proceeds, interest income on security deposits, tax escrows (the trustee interest escrow, capital reserves, and any other income collected from any source arising from or in connection with the Property.

"UCC" means the Uniform Commercial Code as in effect on the date hereof in the State of Illinois, provided that if by reason of mandatory provisions of law, the perfection or the effect of perfection or non-perfection of the security interest granted to Secured Party hereunder in any Collateral or the availability of any remedy hereunder is governed by the Uniform Commercial Code as in effect on or after the date hereof in any other jurisdiction, "UCC" means the Uniform Commercial Code as in effect in such other jurisdiction for purposes of the provisions hereof relating to such perfection or effect of perfection or non-perfection or availability of such remedy.

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## EXHIBIT B TO UCC FINANCING STATEMENT

Debtor: Arlington Heights Housing Partners Limited Partnership  
440 Science Drive  
Madison, Wisconsin 53711

Secured Party: Heller Financial, Inc.  
500 West Monroe Street, 15th Floor  
Chicago, Illinois 60661

### LEGAL DESCRIPTION

#### PARCEL 1:

LOTS 4 AND 5 IN BLOCK 26, AND LOTS 5, 6, 7 AND 8 IN BLOCK 31, TOGETHER WITH THE NORTH 1/2 OF VACATED ROBINSON STREET, LYING SOUTH OF AND ADJOINING SAID LOT 4 IN BLOCK 26 AND ALL THAT PART OF VACATED ROBINSON STREET, LYING SOUTH OF AND ADJOINING, SAID LOT 5 IN BLOCK 26 AND LYING NORTH OF, AND ADJOINING, SAID LOT 8 IN BLOCK 31 AS SHOWN ON THE "MAP OF THE TOWN OF DUNTON, COOK COUNTY" BEING A SUBDIVISION OF THE WEST 1/2 OF THE SOUTHWEST 1/4 OF SECTION 29, TOWNSHIP 42 NORTH, RANGE 11, EAST OF THE THIRD PRINCIPAL MERIDIAN, IN COOK COUNTY, ILLINOIS, RECORDED DECEMBER 8, 1854 AS DOCUMENT NO. 55328 IN THE RECORDERS OFFICE OF COOK COUNTY, ILLINOIS AND RE-RECORDED MARCH 4, 1886 AS DOCUMENT NO. 695762 IN THE RECORDERS OFFICE OF COOK COUNTY, ILLINOIS.

#### PARCEL 2:

EASEMENT APPURTENANT TO AND FOR THE BENEFIT OF PARCEL 1 AS CREATED BY AMENDED AND RESTATED DECLARATION AND AGREEMENT OF PARKING GARAGE EASEMENT DATED AS OF May 19, 1997 AND RECORDED                     , 1997, AS DOCUMENT 97 AMONG AMERICAN NATIONAL BANK AND TRUST COMPANY OF CHICAGO, A NATIONAL BANKING ASSOCIATION, AS TRUSTEE UNDER TRUST AGREEMENT DATED JUNE 1, 1985 KNOWN AS TRUST NUMBER 64424, THE VILLAGE OF ARLINGTON HEIGHTS, ET AL., FOR:

(i) REASONABLE INGRESS AND EGRESS FROM AND TO PUBLIC STREETS TO AND FROM THE GARAGE FACILITY AND FOR VEHICULAR TRAVEL AND FOR PARKING OVER AND UPON THE GARAGE FACILITY FOR MOTOR VEHICLES FOR WHICH A PARKING PERMIT HAS BEEN ISSUED;

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(ii) INGRESS, EGRESS AND TRAVEL OVER AND ACROSS THE GARAGE FACILITY AND THE GARAGE SITE FOR GRANTEE, OCCUPANTS, AND PARKING PERMIT HOLDERS AND THEIR RESPECTIVE INVITEES, LICENSEES, AND GUESTS;

(iii) CONNECTION (AND RECONNECTION AS MAY BE REQUIRED) OF THE SKY BRIDGE (OR ANY REPLACEMENT THEREOF) TO THE GARAGE FACILITY IN ANY REASONABLE LOCATION, AS DETERMINED BY GRANTEE IN ITS SOLE DISCRETION, AND ADEQUATE INGRESS AND EGRESS TO THE SKY BRIDGE FOR GRANTEE, OCCUPANTS AND THEIR RESPECTIVE INVITEES, LICENSEES, AND GUESTS OVER, ACROSS AND UPON THE GARAGE SITE AND THE GARAGE BUILDING;

(iv) THE USE OF THE SKY BRIDGE SITE FOR THE PURPOSE OF CONSTRUCTION, OPERATION, AND MAINTENANCE OF THE SKY BRIDGE BY THE GRANTEE, INCLUDING, BUT NOT LIMITED TO, THE INSTALLATION, OPERATION AND MAINTENANCE OF HVAC AND UTILITY SYSTEMS SERVING THE SKY BRIDGE;

(v) REASONABLY ADEQUATE ACCESS FOR THE GARAGE FACILITY AND GARAGE SITE FOR PURPOSES OF MAINTAINING, SERVING, REPLACING, AND/OR REPAIRING THE GARAGE FACILITY AND THE SKY BRIDGE AND FOR PERFORMING ANY OBLIGATION OF GRANTOR THAT GRANTEE HAS THE RIGHT TO PERFORM; AND

(vi) FOR THE ENCROACHMENT OF THE SKY BRIDGE ONTO OR OVER "VAIL STREET" AND THE GARAGE SITE

OVER THE FOLLOWING DESCRIBED LAND:

GARAGE SITE:

LOTS 5, 6, 7, 8, 9, AND THE NORTH 5 FEET OF LOT 10 AND THE NORTH 5 FEET OF LOT 11, AND ALL OF LOTS 12, 13, 14, 15, AND 16 IN SIEBURG'S SUBDIVISION OF BLOCK 25 (EXCEPT THE EAST 1/2 OF LOTS 1 AND 2) AND ALSO THE NORTH 1/2 OF BLOCK 32 AND SO MUCH OF ROBINSON STREET AS LIES BETWEEN SAID BLOCKS 25 AND 32 IN THE TOWN OF DUNTON IN THE WEST 1/2 OF THE SOUTHWEST 1/4 OF SECTION 29, TOWNSHIP 42 NORTH, RANGE 11, EAST OF THE THIRD PRINCIPAL MERIDIAN, IN COOK COUNTY, ILLINOIS.

SKY BRIDGE SITE:

THAT PART OF BLOCKS 31 AND 32 AND OF VAIL STREET LYING ADJACENT THERETO, ALL IN THE TOWN OF DUNTON, BEING A SUBDIVISION OF THE WEST HALF OF THE SOUTHWEST QUARTER OF SECTION 29, TOWNSHIP 42 NORTH, RANGE 11, EAST OF THE THIRD PRINCIPAL MERIDIAN, ACCORDING TO THE PLAT THEREOF RECORDED DECEMBER 8, 1854, AS DOCUMENT NUMBER 55328 AND RE-RECORDED MARCH 4, 1886, AS DOCUMENT NUMBER 695762 IN THE RECORDER'S OFFICE OF COOK COUNTY, ILLINOIS FURTHER DESCRIBED AS FOLLOWS:

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COMMENCING AT THE SOUTHWEST CORNER OF SAID BLOCK 31, THENCE NORTH 00 DEGREES 14 MINUTES 05 SECONDS WEST ALONG THE EAST LINE OF SAID VAIL STREET FOR 201.94 FEET TO THE POINT OF BEGINNING; THENCE SOUTH 82 DEGREES 06 MINUTES 00 SECONDS EAST FOR 5.05 FEET TO A LINE THAT IS 5.00 FEET EAST OF AND PARALLEL TO THE EAST LINE OF VAIL STREET; THENCE NORTH 00 DEGREES 14 MINUTES 05 SECONDS WEST PARALLEL TO THE EAST LINE OF VAIL STREET FOR 14.14 FEET; THENCE NORTH 82 DEGREES 06 MINUTES 00 SECONDS WEST FOR 82.83 FEET TO A LINE 11.00 FEET WEST OF AND PARALLEL TO THE WEST LINE OF VAIL STREET; THENCE SOUTH 00 DEGREES 14 MINUTES 05 SECONDS EAST PARALLEL TO THE WEST LINE OF VAIL STREET FOR 14.14 FEET; THENCE SOUTH 82 DEGREES 06 MINUTES 00 SECONDS EAST FOR 77.78 FEET TO THE POINT OF BEGINNING; THE BOTTOM PLANE OF THE VERTICAL SPACE OF THE SKY BRIDGE SHALL BE (BASED ON VILLAGE OF ARLINGTON HEIGHTS BENCHMARK NO. 32903) FROM AN ELEVATION OF 704.57 FEET ON THE EAST LINE OF SAID PARCEL, TO AN ELEVATION OF 704.68 FEET ON THE WEST LINE OF SAID PARCEL; AND THE TOP PLANE OF THE VERTICAL SPACE OF THE SKY BRIDGE SHALL BE 13.00 FEET ABOVE SAID ELEVATIONS CITED FOR THE BOTTOM PLANE, IN COOK COUNTY, ILLINOIS.

■ DOCUMENT # CH0001A (38206-00622-3) 269834 7, DATE 05-14-97, TIME 10:40 ■

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DEBTOR:

ARLINGTON HEIGHTS HOUSING  
PARTNERS LIMITED PARTNERSHIP,  
a Wisconsin limited partnership  
440 Science Drive  
Madison, Wisconsin 53711

SECURED PARTY:

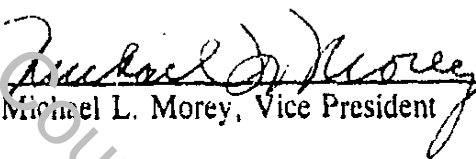
HELLER FINANCIAL, INC.,  
a Delaware corporation  
500 West Monroe Street  
Suite 1500  
Chicago, Illinois 60661

## SCHEDULE I

**ARLINGTON HEIGHTS HOUSING PARTNERS  
LIMITED PARTNERSHIP, a Wisconsin  
limited partnership**

By: **Madison Real Estate Limited Partnership,  
a Colorado limited partnership,  
its general partner**

By: **Madison Investment Properties Corporation,  
a Wisconsin corporation, its general partner**

By:   
Michael L. Morey, Vice President

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