

FIXTURE/CC: COOK, IL

This STATEMENT is presented to a filing officer for filing pursuant to the Uniform Commercial Code.
Debtor(s) (Last Name First) and address(es)
TACO TWINS, INC.

Secured Party(ies) and address(es)
TACO BELL CORP.

98230811

1998-03-25 12:30:49
Cook County Recorder 37.50

155 NORTH FINGSTEN ROAD, #115
DEERFIELD, IL 60015

17901 VON KARLIAN
IRVINE, CA 92714

ASSIGNEE OF SECURED PARTY
Citicorp North America, Inc.,
as Investor Agent
2600 Michelson Drive
12th Floor
Irvine, CA 92612

1. This financing statement covers the following types (or items) of property

All assets of every type and description as more fully described on Schedule A and Annex I attached hereto and made a part hereof. This is a fixture filing to be filed in the real estate records of Cook County.

0090573001839000

Property of Cook County Clerk's Office

Filed With: 10857466
COOK

2. Products of Collateral are also covered

9

Additional sheets presented.

Filed with Office of Secretary of State of Illinois.

Debtor is a transmitting utility as defined in UCC 9-105.

Referral Agency
Data File Services, Inc.
P.O. Box 275
Van Nuys, CA 91408-0275

TACO TWINS, INC.

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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SCHEDULE "A" TO THE UCC FINANCING STATEMENT

98230811

Debtor hereby grants to Secured Party and its successors and assigns a security interest in all of Debtor's right, title and interest in the following, whether now owned or hereafter acquired and now or hereafter existing and wherever located, in each case to the extent the following are used or useful in the operation of a Site or Sites (collectively, the "Site"), arise out of the operation of a Site or otherwise relate to a Site (the "Collateral"). The locations of the Site are more particularly described in the attached Annex I;

(i) All equipment in all of its forms, including but not limited to all ovens, freezers, refrigerators, cooking equipment and other machinery, computer hardware and software, vehicles, furniture, fixtures, office and record keeping equipment, parts and all other tangible personal property and all leases and licenses with respect thereto;

(ii) All inventory, goods, merchandise and other personal property held for sale or used by the Debtor in operating any Site, all raw materials and ingredients and materials and supplies of any kind, nature or description;

(iii) Each and every account, contract right, chattel paper, instrument, deposit account, general intangible (not including any tradename, trademark or servicemark of Taco Bell, PepsiCo, Inc. or any Affiliate of either or any rights of the Debtor under the Franchise Agreements), and other obligation of any kind, whether or not arising out of a sale, lease or other disposition of goods or other property, out of a rendering of services, out of a loan, out of the overpayment of taxes or other liabilities or otherwise arising under any contract or agreement, whether or not already earned by performance, and howsoever evidenced, together with all of the rights and interest (including all liens and security interests) which Debtor may at any time have by law or agreement against any account debtor or other obligor thereunder or against any of the property of such account debtor or other obligor;

(iv) All goodwill excluding any tradename, trademark or servicemark of Taco Bell, PepsiCo, Inc. or any Affiliate of either or any rights of the Debtor under the Franchise Agreements;

(v) All certificates of title and documents;

(vi) All other personal property of Debtor of every kind and description which is now or hereafter comes into the possession of Lender, including but not limited to property delivered to any Lender for safekeeping, or for collection or exchange, and all dividends and distributions on and other rights in connection with such property;

(vii) All property described on Annex I hereto under the heading "Additional Collateral"; and

(viii) All books and records, computer programs, tapes, discs, "software" and other like records and information, evidencing or relating to any Collateral or any other like records and information relating to any of the foregoing Collateral;

together with all parts, accessories, repairs, improvements and accessions thereto and replacements and substitutions thereof, all proceeds (including, but not limited to, insurance proceeds), products and issue therefrom now or hereafter at any time made or acquired and all books and records with respect thereto and all equipment containing such books and records.

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ANNEX I

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Additional Collateral, if any: N/A

Site Addresses:

831 Rand Road, Arlington Heights, IL (#1423); P.I.N.: 03-20-200-007
321 North West Highway, Palatine, IL (#2131); P.I.N.: 03-14-101-009/03-14-101-027
1530 Algonquin Road, Arlington Heights, IL (#2189); P.I.N.: 02-33-100-015
971 West Roselle Road, Schaumburg, IL (#2682); P.I.N.: 07-27-400-032
945 Elmhurst Road, Des Plaines, IL (#2907); P.I.N.: 08-24-100-015
601 Meacham Road, El Grove Village, IL (#3156); P.I.N.: 07-25-310-083
1404 Busse Road, El Grove Village, IL (#3613); P.I.N.: 08-34-201-019
650 Mall Drive, Schaumburg, IL (#16334); P.I.N.: 07-13-400-032

(PROPERTY DESCRIPTIONS ATTACHED)

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EXHIBIT "A"

DESCRIPTION OF PROPERTY

98230811

SITE #2131 -- 321 NORTH WEST HIGHWAY, PALATINE, IL:

LOTS 5, 6 AND 7 IN BLOCK 1 IN JOHNSON AND WEBER'S PALATINE RIDGE, IN THE EAST 1/2 OF THE SOUTHWEST 1/4 OF SECTION 14, TOWNSHIP 42 NORTH, RANGE 10, EAST OF THE THIRD PRINCIPAL MERIDIAN, IN COOK COUNTY, ILLINOIS, ACCORDING TO THE PLAT THEREOF RECORDED APRIL 29, 1926, AS DOCUMENT NO. 9257784.

Record Owner: Twins International, L.L.C.

SITE #2189 -- 1530 ALGONQUIN ROAD, ARLINGTON HEIGHTS, IL:

LOT 2 IN THE RESUBDIVISION OF < L 34 IN CHANTECLAIRE SUBDIVISION IN THE SOUTHEAST 1/4 OF SECTION 8, TOWNSHIP 41 NORTH, RANGE 11, EAST OF THE THIRD PRINCIPAL MERIDIAN, IN COOK COUNTY, ILLINOIS, IN COOK COUNTY, ILLINOIS, ACCORDING TO THE PLAT THEREOF RECORDED SEPTEMBER 1, 1983, AS DOCUMENT NUMBER 26759365 (EXCEPT THAT PART DESCRIBED AS FOLLOWS::

BEGINNING AT THE NORTHEAST CORNER OF LOT 35 OF CHANTECLAIRE SUBDIVISION, THENCE NORTHERLY 69 DEGREES 36 MINUTES 00 SECONDS WEST ALONG THE NORTH LINE OF SAID LOT 35, A DISTANCE OF 155.16 FEET THENCE NORTH 0 DEGREES 0 MINUTES 00 SECONDS EAST ALONG THE WEST LINE OF LOT 34 A DISTANCE OF 49.11 FEET THENCE SOUTH 69 DEGREES 36 MINUTES 00 SECONDS EAST AND PARALLEL WITH THE NORTH LINE OF LOT 34 A DISTANCE OF 155.16 FEET THENCE SOUTHERLY 0 DEGREES 00 MINUTES 00 SECONDS A DISTANCE OF 49.11 FEET TO THE POINT OF BEGINNING, IN COOK COUNTY, ILLINOIS)

Record Owner: Twins International, L.L.C.

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EXHIBIT "A"

DESCRIPTION OF PROPERTY

98230911

(CONT.)

SITE #2682 -- 951 WEST ROSELLE ROAD, SCHAUMBURG, IL:

PARCEL I:

LOT 2 IN KINGSPOUT PLAZA, A SUBDIVISION OF PART OF THE SOUTHEAST 1/4 OF SECTION 27, TOWNSHIP 41 NORTH, RANGE 10, EAST OF THE THIRD PRINCIPAL MERIDIAN, IN THE VILLAGE OF SCHAUMBURG, COOK COUNTY, ILLINOIS.

PARCEL II:

EASEMENT FOR INGRESS AND EGRESS AS CONTAINED IN GRANT OF RECIPROCAL EASEMENTS DATED APRIL 15, 1985 AND RECORDED APRIL 19, 1985 AS DOCUMENT 27,517,912 AND MADE BY AND BETWEEN LABALLE NATIONAL BANK, A NATIONAL BANKING ASSOCIATION, AS TRUSTEE UNDER TRUST AGREEMENT DATED SEPTEMBER 17, 1975 AND KNOWN AS TRUST NUMBER 49574 AND TACO BELL, A CORPORATION OF CALIFORNIA.

COMMON ADDRESS: 951 S. ROSELLE ROAD, SCHAUMBURG, ILLINOIS

PERMANENT INDEX NUMBER: 07-27-400-032

Record Owner: Twins International, L.L.C.

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11/10/2011

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EXHIBIT "A"

DESCRIPTION OF PROPERTY

(CONT.)

982310811

THAT PART OF THE WEST 1/2 OF THE NORTHWEST 1/4 (EXCEPT THE SOUTH 34 ACRES THEREOF) OF SECTION 24, TOWNSHIP 41 NORTH, RANGE 11, EAST OF THE THIRD PRINCIPAL MERIDIAN, DESCRIBED AS FOLLOWS:

COMMENCING AT THE NORTHWEST CORNER OF THE NORTHWEST 1/4 OF SAID SECTION 24, THENCE SOUTHWARD ALONG THE WEST LINE OF THE NORTHWEST 1/4 OF SAID SECTION 24, SOUTH 01 DEGREES 28 MINUTES 48 SECONDS EAST, A DISTANCE OF 996.43 FEET TO THE POINT OF BEGINNING; THENCE CONTINUING SOUTHWARD ALONG THE WEST-LINE SOUTH 01 DEGREES 28 MINUTES 48 SECONDS EAST, A DISTANCE OF 140.0 FEET; THENCE 89 DEGREES 30 MINUTES 00 SECONDS EAST, A DISTANCE OF 234.73 FEET; THENCE NORTH 01 DEGREES 28 MINUTES 00 SECONDS WEST, A DISTANCE OF 140.0 FEET; THENCE SOUTH 89 DEGREES 30 MINUTES 00 SECONDS WEST, A DISTANCE OF 234.88 FEET TO THAT POINT OF BEGINNING, ALL IN COOK COUNTY, ILLINOIS (EXCEPT THAT PART OF THE PREMISES IN QUESTION FALLING IN ELMHURST ROAD) IN COOK COUNTY, ILLINOIS.

SITE #2907 -- 945 ELMHURST ROAD, DES PLAINES, IL:

Record Owner: Twins International, L.L.C.

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EXHIBIT "A"

DESCRIPTION OF PROPERTY

98230811

(CONT.)

SITE #16334 -- 650 MALL DRIVE, SCHAUMBURG, IL:

ALL THAT PART OF THE SOUTH 1/2 OF SECTION 13, TOWNSHIP 41 NORTH, RANGE 10, EAST OF THE THIRD PRINCIPAL MERIDIAN, DESCRIBED AS FOLLOWS:

COMMENCING AT THE POINT OF INTERSECTION OF THE SOUTH LINE OF WOODFIELD ROAD AS DEDICATED PER DOCUMENT NUMBER 20,944,554 WITH THE WEST LINE OF THE EAST 37 LINKS (24.42 FEET) OF THE SOUTHWEST 1/4 OF SAID SECTION; THENCE SOUTH 0 DEGREES 29 MINUTES 34 SECONDS WEST ALONG SAID WEST LINE, 874.164 FEET TO THE POINT OF BEGINNING OF THE HEREIN DESCRIBED PARCEL OF LAND; THENCE NORTH 89 DEGREES 55 MINUTES 06 SECONDS EAST ALONG A LINE DRAWN PERPENDICULARLY TO THE WEST LINE OF MALL DRIVE, AS DEDICATED PER DOCUMENT NUMBER 21,076,004, A DISTANCE OF 401.406 FEET TO THE POINT OF INTERSECTION WITH SAID WEST LINE OF MALL DRIVE; THENCE SOUTH 0 DEGREES 04 MINUTES 54 SECONDS EAST ALONG SAID WEST LINE OF MALL DRIVE, 118.334 FEET TO A POINT 644.173 FEET (AS MEASURED ALONG SAID WEST LINE) NORTH OF THE NORTHEASTERLY LINE OF HIGGINS ROAD, AS MONUMENTED AND OCCUPIED IN THE WEST 1/2 OF THE SOUTHEAST 1/4 OF SAID SECTION; THENCE SOUTH 59 DEGREES 55 MINUTES 06 SECONDS WEST, 402.592 FEET TO THE WEST LINE OF THE AFORESAID EAST 37 LINKS OF THE SOUTHWEST 1/4 OF SAID SECTION; THENCE NORTH 0 DEGREES 29 MINUTES 34 SECONDS EAST ALONG SAID WEST LINE, 118.34 FEET TO THE HEREINABOVE DESIGNATED POINT OF BEGINNING, ALL IN COOK COUNTY, ILLINOIS.

Record Owner: Twins International, L.L.C.

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EXHIBIT "A"

831 Rand Road
Arlington Heights, IL
SITE #1423

98230811

Record Owner: ESSER FAMILY LIMITED PARTNERSHIP

Legal Description:

THE WEST 90.00 FEET OF THE EAST 521.20 FEET, EXCEPT THE NORTH 158.00 FEET THEREOF, AS MEASURED ON THE NORTH AND WEST LINES THEREOF OF THAT PART OF THE WEST 1/4 OF THE NORTHEAST 1/4 LYING NORTHEASTERLY OF THE NORTHEASTERLY LINE OF RAND ROAD OF SECTION 20, TOWNSHIP 42 NORTH, RANGE 11, EAST OF THE THIRD PRINCIPAL MERIDIAN, IN COOK COUNTY, ILLINOIS.

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601 MEACHAM ROAD
EL GROVE VILLAGE, IL
STORE #3156

98230811

LOT 2 IN STRAWBERRY HILL PLAZA RESUBDIVISION OF LOT 18 IN ROUNDTREE COMMONS, A
SUBDIVISION IN SECTION 25, TOWNSHIP 41 NORTH, RANGE 10 EAST OF THE THIRD
PRINCIPAL MERIDIAN, IN COOK COUNTY, ILLINOIS.

COMMON ADDRESS: 601 MEACHAM ROAD, ELK GROVE VILLAGE, ILLINOIS

PERMANENT INDEX NUMBER: 07-25-310-081

Record Owner: LASALLE NATIONAL BANK

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11-11-11

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EXHIBIT "A"

SITE #3613

98230811

Legal Description:

PARCEL I:

LOT 2 IN TACO BELL RESUBDIVISION, BEING A RESUBDIVISION OF SECTION 34, TOWNSHIP 41 NORTH, RANGE 11, EAST OF THE THIRD PRINCIPAL MERIDIAN, IN COOK COUNTY, ILLINOIS.

PARCEL II:

EASEMENT FOR THE BENEFIT OF PARCEL I FOR INGRESS AND EGRESS AS CREATED BY EASEMENT AND LICENSE AGREEMENT DATED APRIL 30, 1987 AND RECORDED MAY 8, 1987 AS DOCUMENT 87,250,925 AND AMENDED BY FIRST AMENDMENT RECORDED NOVEMBER 15, 1988 AS DOCUMENT 88,526,155 MADE BY BOULEVARD BANK NATIONAL ASSOCIATION, AS TRUSTEE UNDER TRUST AGREEMENT DATED OCTOBER 10, 1986 AND KNOWN AS TRUST NUMBER 8365 AND BETWEEN MCDONALD'S CORPORATION OVER THE FOLLOWING DESCRIBED PROPERTY:

THE EAST 193.53 FEET (AS MEASURED ALONG THE EAST LINE) OF LOT 285 IN CENTEX INDUSTRIAL PARK UNIT 155, BEING A SUBDIVISION OF THE EAST 1/2 OF THE NORTHEAST 1/4 OF SECTION 34, TOWNSHIP 41 NORTH, RANGE 11, EAST OF THE THIRD PRINCIPAL MERIDIAN, IN COOK COUNTY, ILLINOIS.

COMMON ADDRESS: 1404 BUSSE ROAD, ELK GROVE VILLAGE, ILLINOIS

PERMANENT INDEX NUMBER: 08-34-201-019

Record Owner: CENTERPOINTE PROPERTIES CORPORATION, A MARYLAND CORPORATION