This STATEMENT is presented to a filing officer for	or filing pursuant to the Uniform Somm	Number, and Filing Office)
Debtor(s) (Last Name) and address(es) Commonwealth Apartments c/o Katz Brothers Management 3175 Commercial Boulevard Northbrook, Illinois 60062	Reilly Mortgage Group, Inc. 2000 Corporate Ridge Suite 925 McLean, Virginia 22102	lress(es)
1. This financing statement covers the follow See Exhibit B attached hereto and		ASSIGNEE OF SECURED PARTY Federal Home Loan Mortgage Corporation 8200 Jones Branch Road McLean, Virginia 22102
-gas) accounts will be financed at the wellhead of a See Exhibit A attached hereto and	xtures on {The above timber is stunding minchead-of the well or mine located as made a part hereof.	cribe Real Estate) growj-fThe above minerals or the tike (including off and including off and in
Additional sheets presented Filed with Recorder's Office of Cook 97-003	By: See	Rider 1 attached hereto Signature of (Debtor) Rider 2 attached hereto (Secured Party)*
FILING OFFICER COPY - ALPHAÉ	114 1176 1 4:	ature of Debtor Required in Most Cases; ature of Secured Party in Cases Covered By UCC §9-402 (2).

For Filing Officer (Date, Time,

Loan No. 002723166

RIDER 1

TO

UCC FINANCING STATEMENT

BORROWER:

DOOP OF COMMONWEALTH APARTMENTS,

an Illinois limited partnership

Katz Bros. Development Corp. II, an Illinois corporation, its general partner

By:

Clart's Office

DC: #98114 v. (23P#01!.WPD)

99312469

Loan No. 002723166

RIDER 2

TO

UCC FINANCING STATEMENT

SECURED PARTY:

REILLY MORTGAGE GROUP, INC.,

a District of Columbia corporation

By: YVV Tan MWW/YM

DC: #98115 v. (23PF01!.WPD)

DOOD THE

99012409

Clorts Office

EXHIBIT A

LEGA

FOR COMMONWEA.

3, SPAFFORD AND COLEHOUR'S SUBD.
IGHTWOOD A SUBDIVISION OF THE SOU.
ITH, RANGE 14 EAST OF THE THIRD PRINCIS.

19-28-310-00 LOT 62 IN ANDREWS, SPAFFORD AND COLEHOUR'S SUBDIVISION OF BLOCKS 1 AND 2 IN OUTLOT "A" IN WRIGHTWOOD A SUBDIVISION OF THE SOUTHWEST 1/4 OF SECTION 28, TOWNSHIP 40 NORTH, RANGE 14 EAST OF THE THIRD PRINCIPAL MERIDIAN, IN COOK COUNTY, ILLINOIS.

Loan No. 002723166

Exhibit B to Financing Statements

All of Debtor's present and future right, title and interest in and to all of the following:

- All of the following which are used now or in the future in connection with the (1) ownership, management or operation of the real property described in Exhibit A an i/cr the improvements on such real property (the "Property"): machinery, equir ment, engines, boilers, incinerators, installed building materials; systems and equipment for the purpose of supplying or distributing heating, cooling, electricity, gas, water, ar or light; antennas, cable, wiring and conduits used in connection with radio, television, security, fire prevention, or fire detection or otherwise used to carry electronic signals, elephone systems and equipment; elevators and related machinery and equipment; fire detect on, prevention and extinguishing systems and apparatus; security and access control systems and apparatus; plumbing systems; water heaters, ranges, stoves, microwave ovens, refrigerators, dishwashers, garbage disposers, washers, dryers and other appliances; light fixtures, awnings, storm windows and storm doors; pictures, screens, blinds, shades, curtains and curtain rods; mirrors; cabinets, paneling, rugs and floor and wall coverings; fences, trees and plants; swimming pools; and exercise equipment (any of the foregoing that are so attached to the Property as to constitute fixtures under applicable law are referred to below as the "Fixtures");
- All furniture, furnishings, equipment, machinery, building materials, appliances, goods, supplies, tools, books, records (whether in written or electronic form), computer equipment (hardware and software) and other tangible personal property (other than Fixtures) which are used now or in the future in connection with the ownership, management or operation of the Property or are located on the Property, and any operating agreements relating to the Property, and any surveys, plans and specifications and contracts for architectural, engineering and construction services relating to the Property and all other intangible property and rights relating to the operation of, or used in connection with, the Property, including all governmental permits relating to any activities on the Property (the "Personalty");

EXHIBIT B TO FINANCING STATEMENTS (FREDDIE MAC) XBMUFR02.WP

PAGE 1



- All current and future rights, including air rights, development rights, zoning rights and other similar rights or interests, easements, tenements, rights-of-way, strips and gores of land, streets, alleys, roads, sewer rights, waters, watercourses, and appurtenances related to or benefiting the Property, and all rights-of-way, streets, alleys and roads which may have been or may in the future be vacated;
- (4) All proceeds paid or to be paid by any insurer of the Property, the Fixtures, the Personalty or any other item listed in this Exhibit B;
- (5) All awards, payments and other compensation made or to be made by any municipal, state or federal authority with respect to the Property, the Fixtures, the Personalty or any other item listed in this Exhibit B, including any awards or settlements resulting from condemnation proceedings or the total or partial taking of the Property, the Fixtures, the Personalty or any other item listed in this Exhibit B under the power of eminent domain or otherwise and including any conveyance in lieu thereof;
- (6) All contracts, options and other agreements for the sale of the Property, the Fixtures, the Personalty or any other item listed in this Exhibit B entered into by Debtor now or in the future, including cash or securities deposited to secure performance by parties of their obligations;
- All present and future leases, subleases, licenses, concessions or grants or other possessory interests now or hereafter 11 force, whether oral or written, covering or affecting the Property, or any portion of the Property (including proprietary leases or occupancy agreements if Debtor is a cooperative housing corporation), and all modifications, extensions or renewals (the "Leases").
- All earnings, royalties, accounts receivable (including accounts receivable for all rents, revenues and other income of the Property, including parking fees, charges for food, health care and other services), issues and profits from the Property, or any other item listed in this Exhibit B, and all undisbursed proceeds of the loan secured by the security interests to which this financing statement relates and if Debtor is a cooperative housing corporation, maintenance charges or assessments poyable by shareholders or residents;
- (9) All refunds (other than real property tax refunds applicable to periods before the real property tax year in which the loan secured by the security interests to which this

EXHIBIT B TO FINANCING STATEMENTS (FREDDIE MAC) XBMUFR02.WP

PAGE 2

financing statement relates was made) or rebates of (a) water and sewer charges, (b) premiums for fire and other hazard insurance, rent loss insurance and any other insurance required by Secured Party, (c) taxes, assessments, vault rentals, and (d) other charges or expenses required by Secured Party to protect the Property, to prevent the imposition of liens on the Property, or otherwise to protect Secured Party's interests (collectively, the "Impositions") by any municipal, state or federal authority or insurance company;

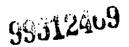
- All tenant security deposits which have not been forfeited by any tenant under any (10)Lease:
- An names under or by which the Property or any part of it may be operated or (11)known, and all trademarks, trade names, and goodwill relating to any of the Property or any part of it; and
- All proceeds from the conversion, voluntary or involuntary, of any of the above into (12)cc.
 Ams, a

 Columnia Clark's Office cash or liquidated claims, and the right to collect such proceeds.

DC: #98117 v. (23PH01!.WPD)

EXHIBIT B TO FINANCING STATEMENTS (FREDDIE MAC) XBMUFR02.WP

PAGE 3



WHEN RECORDED RETURN TO:

Robert B. Joselow Pepper Hamilton LLP **Hamilton Square** Property of Cook County Clark's Office 600 Fourteenth Street, NW