

(1) All of the following described real estate, and all of Debtor's estate, title and interest therein, whether now owned or hereafter acquired, situated, lying and being in the County of Cook, State of Illinois, and legally described on Exhibit "B" attached hereto and made a part hereof (the "Land"), together with all buildings, improvements, 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 and all heretofore or hereafter roads, alleys, streets and other public ways abutting said real estate, whether before or after vacation thereof (hereinafter collectively with the Land referred to as the "Premises"); (ii) all present and future rents, issues, profits and proceeds under present or future leases (which are pledged primarily and on a parity with said Premises and not secondarily), (hereinafter referred to as the "Rents") of or from the Premises, the "Leases" and/or the "Equipment" (both of which terms are hereinafter defined), however occurring, existing, created or arising; (iii) all present and future leases, agreements, tenancies, licenses and franchises (hereinafter referred to as the "Leases"), of or from the Premises and/or the Equipment or in any way, manner or respect required, existing, used or usable in connection with the Premises and/or the Equipment or the management, maintenance, operation or business thereof, and all deposits of money as advance rent or for security under any or all of the Leases and all guarantees of leases, performance thereunder, including, without limitation the "Land Leases" (as that term is hereinafter defined); (iv) all present and future judgments, awards of damages and settlements made as a result or in lieu of any taking of the Premises, the Equipment and/or the Leases, or any part thereof, under the power of eminent domain, or for any damage (whether caused by such taking or otherwise) (hereinafter referred to as the "Damages"); (v) all apparatus, machinery, equipment, fixtures and articles of personal property of any and every kind and nature whatsoever now owned or hereafter acquired by the Debtor, and used, attached to,

This financing statement covers the following items or types of property:

Debtor: Michael Reese Health Plan, Inc.
 3055 S. Cottage Grove Avenue
 Chicago, Illinois 60616

Secured Party: American National Bank and Trust Company of Chicago
 33 N. LaSalle Street
 Chicago, Illinois 60690

EXHIBIT A

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Property of Cook County Clerk's Office

BY: 

Michael Reese Health Plan, Inc.

installed or located in or on the Premises, or required for use in or on or in connection with the Premises or the management, maintenance, operation or business thereof and all replacements thereof and accessions thereto (hereinafter referred to as the "Equipment"), to the extent owned by Debtor including, but not limited to, any such item of Equipment now or at any time or times hereafter situated on the Premises and used to supply or otherwise deliver heat, gas, air conditioning, water, light, electricity, power, plumbing, refrigeration, sprinkling, ventilation, mobility, communication, incineration, recreation and all other related or other such services (all of the immediately above mentioned items of Equipment being deemed to be a part of the Premises, whether physically attached hereto or not), but not including any items of personalty owned by tenants or persons other than the Debtor; (vi) all present and future insurance policies in force or effect insuring the Premises, the Rents, the Leases or the Equipment, and (vii) all proceeds of each and all of the foregoing.

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PARCEL 2: EASEMENT FOR THE BENEFIT OF PARCEL 1 AS CREATED BY LEASE, A MEMORANDUM OF WHICH HAS BEEN RECORDED DECEMBER 22, 1982 FOR RECORD AND EGRESS AND FOR PARKING OVER THE FOLLOWING DESCRIBED LANDS: THAT PART OF THE NORTH EAST FRACTIONAL 1/4 OF SECTION 27, TOWNSHIP 39 NORTH, RANGE 14 EAST OF THE THIRD PRINCIPAL MERIDIAN, BOUNDED AND DESCRIBED AS FOLLOWS: BEGINNING AT A POINT OF INTERSECTION WITH THE SOUTH LINE OF SAID FRACTIONAL 1/4 AND THE WESTERLY LINE OF LOT 1 IN CHICAGO LAND CLEARANCE COMMISSION NO. 2 BEING A CONSOLIDATION OF LOTS AND PARTS OF LOTS AND VACATED STREETS AND ALLEYS IN THE SOUTH EAST FRACTIONAL 1/4 OF SAID SECTION 27; THENCE NORTHWESTERLY ALONG THE NORTHWESTERLY EXTENSION OF THE WESTERLY LINE OF SAID LOT 1, A DISTANCE OF 10.91 FEET TO A POINT 8.79 FEET NORTH OF THE SOUTH LINE OF SAID NORTH EAST FRACTIONAL 1/4; THENCE NORTH ALONG A LINE 33 FEET EAST OF AND PARALLEL WITH THE WEST LINE OF SAID NORTH EAST FRACTIONAL 1/4 BEING THE EAST LINE OF SOUTH DR. MARTIN LUTHER KING JR. DRIVE, A DISTANCE OF 189.38 FEET; THENCE EAST ALONG A LINE 199.2 FEET NORTH OF AND PARALLEL WITH THE SOUTH LINE OF SAID FRACTIONAL 1/4, A DISTANCE OF 275 FEET; THENCE SOUTH ALONG A LINE 275 FEET EAST OF AND PARALLEL WITH THE EAST LINE OF SAID SOUTH DR. MARTIN LUTHER KING JR. DRIVE, A DISTANCE OF 200.0 FEET TO A POINT 199.2 FEET NORTH OF THE SOUTH LINE OF SAID FRACTIONAL 1/4; THENCE WEST ALONG A LINE 199.2 FEET NORTH OF AND PARALLEL WITH THE SOUTH LINE OF SAID FRACTIONAL 1/4, A DISTANCE OF 275 FEET TO THE POINT OF BEGINNING, IN COOK COUNTY, ILLINOIS

PARCEL 1: THAT PART OF THE NORTH EAST FRACTIONAL 1/4 OF SECTION 27, TOWNSHIP 39 NORTH, RANGE 14 EAST OF THE THIRD PRINCIPAL MERIDIAN, BOUNDED AND DESCRIBED AS FOLLOWS: BEGINNING AT A POINT OF INTERSECTION 199.2 FEET NORTH OF THE SOUTH LINE OF SAID FRACTIONAL 1/4 AND THE WESTERLY LINE OF LOT 1 IN THE CHICAGO LAND CLEARANCE COMMISSION NO. 2, BEING A CONSOLIDATION OF LOTS AND PARTS OF LOTS AND VACATED STREETS AND ALLEYS IN THE SOUTH EAST FRACTIONAL 1/4 OF SAID SECTION 27; THENCE NORTH ALONG A LINE 33 FEET EAST OF AND PARALLEL WITH THE WEST LINE OF SAID NORTH EAST FRACTIONAL 1/4 BEING THE EAST LINE OF SOUTH DR. MARTIN LUTHER KING JR. DRIVE, A DISTANCE OF 200.0 FEET; THENCE EAST ALONG A LINE 175 FEET SOUTH OF AND PARALLEL WITH THE NORTH LINE OF THE SOUTH EAST FRACTIONAL 1/4, A DISTANCE OF 275 FEET; THENCE SOUTH ALONG A LINE 275 FEET EAST OF AND PARALLEL WITH THE EAST LINE OF SAID SOUTH DR. MARTIN LUTHER KING JR. DRIVE, A DISTANCE OF 200.0 FEET TO A POINT 199.2 FEET NORTH OF THE SOUTH LINE OF SAID FRACTIONAL 1/4; THENCE WEST ALONG A LINE 199.2 FEET NORTH OF AND PARALLEL WITH THE SOUTH LINE OF SAID FRACTIONAL 1/4, A DISTANCE OF 275 FEET TO THE POINT OF BEGINNING, IN COOK COUNTY, ILLINOIS

LEASEHOLD INTEREST CREATED BY: MICHAEL REESE HOSPITAL AND MEDICAL CENTER, AN ILLINOIS NOT FOR PROFIT CORPORATION, AS LESSOR, AND MICHAEL REESE HEALTH PLAN, INC., AN ILLINOIS VOLUNTARY HEALTH SERVICES PLANS ACT CORPORATION, AS LESSEE, DATED MAY 18, 1982, A MEMORANDUM OF WHICH LEASE WAS RECORDED DECEMBER 22, 1982 AS DOCUMENT 26 445 960 WHICH LEASE DEMISES THE LAND FOR A TERM OF YEARS BEGINNING ON DECEMBER 22, 1982 AND ENDING ON THE LAST DATE OF THE 15TH FULL LEASE YEAR (DEFINED IN SAID LEASE) SUBSEQUENT TO THE COMMENCEMENT DATE.

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THAT PART OF THE NORTH EAST FRACTIONAL 1/4 OF SECTION 27, TOWNSHIP 39 NORTH, RANGE 14 EAST OF THE THIRD PRINCIPAL MERIDIAN, BOUNDED AND BEGINNING AT A POINT OF INTERSECTION WITH THE SOUTH LINE OF SAID FRACTIONAL 1/4 AND THE WESTERLY LINE OF LOT 1 IN CHICAGO LAND CLEARANCE COMMISSION NO. 2, BEING A CONSOLIDATION OF LOTS AND PARTS OF LOTS AND VACATED STREETS AND ALLEYS IN THE SOUTH EAST FRACTIONAL 1/4 OF SAID SECTION 27; THENCE EAST ALONG THE SOUTH LINE OF SAID NORTH EAST FRACTIONAL 1/4, A DISTANCE OF 255.16 FEET; THENCE NORTHEASTERLY A DISTANCE OF 71.59 FEET TO A POINT 308 FEET EAST OF AND PARALLEL WITH THE WEST LINE OF SAID NORTH EAST FRACTIONAL 1/4 BEING 33 FEET WEST OF

LEASEHOLD INTEREST CREATED BY:
MICHAEL REESE HOSPITAL AND MEDICAL CENTER, AN ILLINOIS NOT FOR PROFIT CORPORATION, AS LESSOR, AND MICHAEL REESE HEALTH PLAN, INC., AN ILLINOIS VOLUNTARY HEALTH SERVICES PLANS ACT CORPORATION, AS LESSEE, DATED DECEMBER 27, 1985, A MEMORANDUM OF WHICH LEASE WAS RECORDED DECEMBER 27, 1985 AS DOCUMENT 85 340 489 WHICH LEASE DEMISES THE LAND FOR A TERM EXPIRING DECEMBER 31, 1997.

4. Lake Shore II

LOT 29 AND THE NORTH 15 FEET OF LOT 30 IN ARNOLD BROTHERS' SUBDIVISION OF BLOCK 3 IN THE SUBDIVISION OF LOTS 4, 6 AND LOT C IN THE SUBDIVISION OF LOT 5, ALL IN THE COUNTY CLERK'S DIVISION OF THE WEST 1/2 OF THE SOUTH WEST 1/4 OF SECTION 25, TOWNSHIP 40 NORTH, RANGE 13 EAST OF THE THIRD PRINCIPAL MERIDIAN, IN COOK COUNTY, ILLINOIS.

PARCEL 2:

LOTS 27 AND 28 IN ARNOLD BROTHERS' SUBDIVISION OF BLOCK 3 IN THE SUBDIVISION OF LOTS 4 AND 6 AND OF LOT C IN THE SUBDIVISION OF LOT 5, ALL IN COUNTY CLERK'S DIVISION OF PART OF THE WEST 1/2 OF THE SOUTH WEST 1/4 OF SECTION 25, TOWNSHIP 40 NORTH, RANGE 13 EAST OF THE THIRD PRINCIPAL MERIDIAN, IN COOK COUNTY, ILLINOIS;

3. Local Square

LOTS 25 THROUGH 29, INCLUSIVE, (EXCEPT OF A PORTION OF LOT 22 DEDICATED FOR PUBLIC ALLEY) IN BLOCK 2 IN JOHN JENSEN AND SONS' BEVERLY HIGHLANDS, BEING A SUBDIVISION OF THE SOUTH 9.25 ACRES OF THE SOUTH WEST 1/4 OF THE SOUTH WEST 1/4 OF THE NORTH WEST 1/4 OF SECTION 7, TOWNSHIP 37 NORTH, RANGE 14 EAST OF THE THIRD PRINCIPAL MERIDIAN, IN COOK COUNTY, ILLINOIS.

2. Southwest Regional

SOUTH LINE OF SAID NORTH EAST FRACTIONAL 1/4, A DISTANCE 255.16 FEET TO THE POINT OF BEGINNING, IN COOK COUNTY, ILLINOIS

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13-25-320-001-000 and 13-25-320-002-000, located at South East corner of Kedzie and Linden, Chicago, Illinois

Logan Square:

Southwest Regional: 25-07-116-022-000 through 25-07-116-036-000, located on East Side of Western Avenue, approximately 232 feet North of West 99th Street

17-27-203-014-000, adjacent to property commonly known as 2545 South King Drive, Chicago, Illinois, West of I.C. Railroad

Lake Shore II:

17-28-203-014-000 commonly known as 2545 South King Drive, Chicago, Illinois

Lake Shore I:

The PIN numbers are:

THE EAST LINE OF SOUTH DR. MARTIN LUTHER KING JR. DRIVE TO A POINT OF BEGINNING; THENCE NORTH ALONG A LINE 275 FEET EAST OF AND PARALLEL WITH THE EAST LINE OF SAID DR. MARTIN LUTHER KING JR. DRIVE, A DISTANCE OF 504.00 FEET; TO THE NORTH LINE OF SAID SOUTH 8.70 CHAINS; THENCE EAST ALONG THE NORTH LINE OF SAID SOUTH 8.70 CHAINS A DISTANCE OF 321.62 FEET; THENCE SOUTHEASTERLY ALONG THE SOUTHWESTERLY LINE OF THE ILLINOIS CENTRAL GULF RAILROAD, A DISTANCE OF 170.00 FEET; THENCE WEST ALONG A LINE PARALLEL WITH THE NORTH LINE OF SAID SOUTH 8.70 CHAINS A DISTANCE OF 195.19 FEET; THENCE SOUTH ALONG A LINE PARALLEL WITH THE EAST LINE OF SAID DR. MARTIN LUTHER KING JR. DRIVE, A DISTANCE OF 341.09 FEET; THENCE WEST ALONG A LINE PARALLEL TO THE NORTH LINE OF SAID SOUTH 8.70 CHAINS A DISTANCE OF 175.00 FEET TO THE POINT OF BEGINNING.

INSTRUCTIONS

1. PLEASE TYPE this form, fold only along perforation for mailing.
2. Remove secured party and debtor copies and send other 3 copies with interloaned carbon paper to the filing office. (Include filing fee, if the space provided for any item(s) on this form is inadequate (the fee(s) should be continued on additional sheets, preferably 8 1/2 x 11 or 8 1/2 x 10). Only one copy of such additional sheets need be presented to the filing office with a set of three copies of the financing statement. Long schedules of collateral, indentures, etc., may be on any size paper that is convenient for the secured party.

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THIS STATEMENT IS PRESENTED TO A FILING OFFICE FOR FILING PURSUANT TO THE UNIFORM COMMERCIAL CODE.

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

Debtor(s) Last Name First and address(es)

Michael Reese Health Plan, Inc.

2545 South Dr. Martin

LaSalle King Drive

Chicago, IL 60616

Secured Party(ies) and address(es)

American National Bank & Trust

Company of Chicago

33 North LaSalle Street

Chicago, IL 60690

Industrial Bank of Japan

245 LaSalle Avenue, New York 10169

For Collateral Description, see Exhibit A attached

1. This financing statement covers the following types of property: Real Estate

2. (If collateral is crops) The above described crops are growing in and to be grown on

ASSIGNER OF SECURED PARTY

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3. (If applicable) The above goods are to become fixtures on the premises and fixtures on the premises and are to be treated as real estate. (Describe real estate)

For Legal Description, see Exhibit B attached hereto and made a part hereof.

4. (If products of collateral are also covered, 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

Additional sheets provided. Filed with Recorder's Office of Cook County, Illinois.

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Signature of (Debtor) (Secured Party)

Michael Reese Health Plan, Inc.

Signature of (Debtor) (Secured Party) in Most Cases (Signature of Secured Party in Cases Covered by UCC § 9-403 (2)).

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This form of financing statement is approved by the Secretary of State.

STANDARD FORM-UNIFORM COMMERCIAL CODE FORM UCC-2-REV. 4-73

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COOK COUNTY CLERK

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