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GARY W. OTT
RECORDER, SALT LAKE COUNTY, UTAH
QUICK DATA SERVICES INC
3200 E 3900 S
SLC UT 84124
BY: ZJM, DEPUTY - WI 9 P.

UCC FINANCING STATEMENT

FOLLOW INSTRUCTIONS (front and back) CAREFULLY

A. NAME & PHONE OF CONTACT AT FILER [optional] Michael J. Czopek 312-701-8553	
B. SEND ACKNOWLEDGMENT TO: (Name and Address) LEXIS NEXIS DOCUMENT SOLUTIONS 801 ADLAI STEVENSON DRIVE SPRINGFIELD, IL 62703-4261	

21-25-127-003

THE ABOVE SPACE IS FOR FILING OFFICE USE ONLY

1. DEBTOR'S EXACT FULL LEGAL NAME - insert only one debtor name (1a or 1b) - do not abbreviate or combine names

1a. ORGANIZATION'S NAME BNY MIDWEST TRUST COMPANY					
OR	1b. INDIVIDUAL'S LAST NAME	FIRST NAME	MIDDLE NAME	SUFFIX	
1c. MAILING ADDRESS 2 NORTH LASALLE STREET		CITY CHICAGO	STATE IL	POSTAL CODE 60602	COUNTRY USA
1d. TAX ID #, SSN OR EIN 36-3800435	ADD'L INFO RE ORGANIZATION DEBTOR	1e. TYPE OF ORGANIZATION TRUST CO.	1f. JURISDICTION OF ORGANIZATION IL	1g. ORGANIZATIONAL ID #, if any IL-5666-385-1	<input type="checkbox"/> NONE

2. ADDITIONAL DEBTOR'S EXACT FULL LEGAL NAME - insert only one debtor name (2a or 2b) - do not abbreviate or combine names

2a. ORGANIZATION'S NAME ALLSTATE REAL ESTATE TRUST					
OR	2b. INDIVIDUAL'S LAST NAME	FIRST NAME	MIDDLE NAME	SUFFIX	
2c. MAILING ADDRESS 3075 SANDERS ROAD		CITY NORTHBROOK	STATE IL	POSTAL CODE 60062	COUNTRY USA
2d. TAX ID #, SSN OR EIN	ADD'L INFO RE ORGANIZATION DEBTOR	2e. TYPE OF ORGANIZATION TRUST	2f. JURISDICTION OF ORGANIZATION IL	2g. ORGANIZATIONAL ID #, if any	<input checked="" type="checkbox"/> NONE

3. SECURED PARTY'S NAME (or NAME of TOTAL ASSIGNEE of ASSIGNOR S/P) - insert only one secured party name (3a or 3b)

3a. ORGANIZATION'S NAME SunTrust Bank, as Agent					
OR	3b. INDIVIDUAL'S LAST NAME	FIRST NAME	MIDDLE NAME	SUFFIX	
3c. MAILING ADDRESS 303 PEACHTREE STREET		CITY ATLANTA	STATE GA	POSTAL CODE 30308	COUNTRY USA

4. This FINANCING STATEMENT covers the following collateral:

The property described on Schedule I attached hereto. Proceeds of the property are also covered.

The property subject to this financing statement includes goods which are or may become fixtures on the real estate described on Exhibit A hereto. This financing statement is to be filed in the real estate records for the land described on Exhibit A.

6 Additional Pages with 2 Addenda.

5. ALTERNATIVE DESIGNATION (if applicable)	LESSEE/LESSOR	CONSIGNEE/CONSIGNOR	BAILEE/BAILOR	SELLER/BUYER	AG. LIEN	NON-UCC FILING
6. <input checked="" type="checkbox"/> This FINANCING STATEMENT is to be filed (for record) (or recorded) in the REAL ESTATE RECORDS. Attach Addendum (if applicable)	7. Check to REQUEST SEARCH REPORT(S) on Debtor(s) (ADDITIONAL FEE) (optional)		All Debtors		Debtor 1	Debtor 2

8. OPTIONAL FILER REFERENCE DATA
UT-Salt Lake County [Midvale] 01930504-8

PK8644 PG2002

UCC FINANCING STATEMENT ADDENDUM

FOLLOW INSTRUCTIONS (front and back) CAREFULLY

9. NAME OF FIRST DEBTOR (1a or 1b) ON RELATED FINANCING STATEMENT

9a. ORGANIZATION'S NAME
BNY MIDWEST TRUST COMPANY

OR

9b. INDIVIDUAL'S LAST NAME FIRST NAME MIDDLE NAME, SUFFIX

10. MISCELLANEOUS:

Debtor, BNY MIDWEST TRUST COMPANY, AS OWNER TRUSTEE (ALLSTATE REAL ESTATE TRUST) 12/28/01 and, as indicated in item 17 below, is a Trustee acting with respect to property held in trust.

THE ABOVE SPACE IS FOR FILING OFFICE USE ONLY

11. ADDITIONAL DEBTOR'S EXACT FULL LEGAL NAME - insert only one name (11a or 11b) - do not abbreviate or combine names

11a. ORGANIZATION'S NAME
ALLSTATE REAL ESTATE TRUST

OR

11b. INDIVIDUAL'S LAST NAME FIRST NAME MIDDLE NAME SUFFIX

11c. MAILING ADDRESS CITY STATE POSTAL CODE COUNTRY
3075 SANDERS ROAD NORTHBROOK IL 60062 USA

11d. TAX ID #, SSN OR EIN ADD'L INFO RE ORGANIZATION DEBTOR 11e. TYPE OF ORGANIZATION 11f. JURISDICTION OF ORGANIZATION 11g. ORGANIZATIONAL ID #, if any
TRUST IL NONE

12. ADDITIONAL SECURED PARTY'S or ASSIGNOR S/P'S NAME - insert only one name (12a or 12b)

12a. ORGANIZATION'S NAME

OR

12b. INDIVIDUAL'S LAST NAME FIRST NAME MIDDLE NAME SUFFIX

12c. MAILING ADDRESS CITY STATE POSTAL CODE COUNTRY

13. This FINANCING STATEMENT covers timber to be cut or as-extracted collateral, or is filed as a fixture filing.

14. Description of real estate:
See Exhibit A attached.

15. Name and address of a RECORD OWNER of above-described real estate (if Debtor does not have a record interest):
BNY MIDWEST TRUST COMPANY, AS OWNER TRUSTEE (ALLSTATE REAL ESTATE TRUST) 12/28/01

16. Additional collateral description:

17. Check only if applicable and check only one box.
 Debtor is a Trust or Trustee acting with respect to property held in trust or Decedent's Estate

18. Check only if applicable and check only one box.
 Debtor is a TRANSMITTING UTILITY
 Filed in connection with a Manufactured-Home Transaction — effective 30 years
 Filed in connection with a Public-Finance Transaction — effective 30 years

BK8644PG2003

UCC FINANCING STATEMENT ADDENDUM

FOLLOW INSTRUCTIONS (front and back) CAREFULLY

9. NAME OF FIRST DEBTOR (1a or 1b) ON RELATED FINANCING STATEMENT

9a. ORGANIZATION'S NAME BNY MIDWEST TRUST COMPANY		
OR	9b. INDIVIDUAL'S LAST NAME	
	FIRST NAME	MIDDLE NAME, SUFFIX

10. MISCELLANEOUS:

Additional Debtor, ALLSTATE REAL ESTATE TRUST is a Trust dated 12/28/01 and, as indicated in item 17 below, is a Trust.

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11. ADDITIONAL DEBTOR'S EXACT FULL LEGAL NAME - insert only one name (11a or 11b) - do not abbreviate or combine names

11a. ORGANIZATION'S NAME						
OR	11b. INDIVIDUAL'S LAST NAME		FIRST NAME	MIDDLE NAME	SUFFIX	
11c. MAILING ADDRESS			CITY	STATE	POSTAL CODE	COUNTRY
11d. TAX ID #: SSN OR EIN	ADD'L INFO RE ORGANIZATION DEBTOR	11e. TYPE OF ORGANIZATION	11f. JURISDICTION OF ORGANIZATION	11g. ORGANIZATIONAL ID #, if any		
					<input type="checkbox"/> NONE	

12. ADDITIONAL SECURED PARTY'S or ASSIGNOR S/P'S NAME - insert only one name (12a or 12b)

12a. ORGANIZATION'S NAME						
OR	12b. INDIVIDUAL'S LAST NAME		FIRST NAME	MIDDLE NAME	SUFFIX	
12c. MAILING ADDRESS			CITY	STATE	POSTAL CODE	COUNTRY

13. This FINANCING STATEMENT covers timber to be cut or as-extracted collateral, or is filed as a fixture filing.

14. Description of real estate:

See Exhibit A attached.

15. Name and address of a RECORD OWNER of above-described real estate (if Debtor does not have a record interest):

BNY MIDWEST TRUST COMPANY, AS OWNER TRUSTEE (ALLSTATE REAL ESTATE TRUST) 12/28/01

16. Additional collateral description:

17. Check only if applicable and check only one box.

Debtor is a Trust or Trustee acting with respect to property held in trust or Decedent's Estate

18. Check only if applicable and check only one box.

- Debtor is a TRANSMITTING UTILITY
- Filed in connection with a Manufactured-Home Transaction — effective 30 years
- Filed in connection with a Public-Finance Transaction — effective 30 years

Names and Addresses of Debtors:

BNY MIDWEST TRUST COMPANY,
not in its individual capacity, but solely as Owner Trustee
under Amended and Restated Trust Agreement (Allstate Real Estate Trust)
dated as of December 28, 2001
2 North LaSalle Street, Suite 1020
Chicago, Illinois 60602
FEIN: 36-3800435

ALLSTATE REAL ESTATE TRUST
under Amended and Restated Trust Agreement
dated as of December 28, 2001
3075 Sanders Road
Northbrook, Illinois 60062

Name and Address of Secured Party:

SUNTRUST BANK, AS AGENT
303 Peachtree Street
Atlanta, Georgia 30308
FEIN: 58-0466330

Schedule I to Uniform Commercial Code Financing Statement

The property subject to this financing statement is described as follows:

(A) the parcel(s) of real property described on Exhibit A (the "Land"); all buildings, structures, Fixtures, Equipment, and other improvements of every kind existing at any time and from time to time on or under the Land, together with any and all appurtenances to such buildings, structures or improvements, including sidewalks, utility pipes, conduits and lines, parking areas and roadways, and including all modifications, alterations, renovations, improvements and other additions to or changes in the Improvements at any time ("Improvements"); all agreements, easements, rights of way or use, rights of ingress or egress, privileges, appurtenances, tenements, hereditaments and other rights and benefits at any time belonging or pertaining to the Land or the Improvements, including, without limitation, the use of any streets, ways, alleys, vaults or strips of land adjoining, abutting, adjacent or contiguous to the Land and all permits, licenses and rights, whether or not of record, appurtenant to the Land ("Appurtenant Rights"; the Land, Improvements, Appurtenant Rights, Fixtures and Equipment being collectively referred to as the "Property");

(B) all the estate, right, title, claim or demand whatsoever of the Debtor, in possession or expectancy, in and to the Property or any part thereof;

(C) all right, title and interest of the Debtor in and to all of the fixtures, furnishings and fittings of every kind and nature whatsoever, and all appurtenances and additions thereto and substitutions or replacements thereof (together with, in each case, attachments, components, parts and accessories) currently owned or subsequently acquired by the Debtor and now or

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subsequently attached to, or contained in or used or usable in any way in connection with any operation or letting of the Property, (all of the foregoing in this paragraph being referred to as the "Fixtures");

(D) all right, title and interest of the Debtor in and to all of the fixtures, chattels, business machines, machinery, apparatus, equipment, furnishings, fittings and all appurtenances and additions thereto and substitutions or replacements thereof (together with, in each case, attachments, components, parts and accessories) currently owned or subsequently acquired by the Debtor and now or subsequently attached to, or contained in the Property, including but without limiting the generality of the foregoing, all screens, awnings, shades, blinds, curtains, draperies, artwork, carpets, rugs, storm doors and windows, furniture and furnishings, heating, electrical, and mechanical equipment, lighting, switchboards, plumbing, ventilating, air conditioning and air-cooling apparatus, refrigerating, and incinerating equipment, escalators, refrigerators, display cases, elevators, loading and unloading equipment and systems, stoves, ranges, laundry equipment, cleaning systems (including window cleaning apparatus), telephones, communication systems (including satellite dishes and antennae), televisions, computers, sprinkler systems and other fire prevention and extinguishing apparatus and materials, security systems, motors, engines, machinery, pipes, pumps, tanks, conduits, appliances, fittings and fixtures of every kind and description excluding, however, in each case Lessee's Property (all of the foregoing in this paragraph being referred to as the "Equipment");

(E) all right, title and interest of the Debtor in and to all substitutes and replacements of, and all additions and improvements to, the Improvements and the Fixtures and Equipment, subsequently acquired by the Debtor or constructed, assembled or placed by the Debtor on the Land, immediately upon such acquisition, release, construction, assembling or placement,

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including, without limitation, any and all building materials whether stored at the Property or offsite, and, in each such case, without any further conveyance, mortgage, assignment or other act by the Debtor;

(F) all right, title and interest of the Debtor in and to all unearned premiums under insurance policies now or subsequently obtained by the Lessee relating to the Property or the Fixtures and the Debtor's interest in and to all proceeds of any such insurance policies (including title insurance policies) including the right to collect and receive such proceeds: and all awards and other compensation, including the interest payable thereon and the right to collect and receive the same, made to the present or any subsequent owner of the Property for the taking by eminent domain, condemnation or otherwise, of all or any part of the Property or any easement or other right therein;

(G) all right, title and interest of the Debtor in and to (i) all consents, licenses, building permits, certificates of occupancy and other governmental approvals relating to construction, completion, occupancy, use or operation of the Property or any part thereof, (ii) the Construction Contracts, (iii) the Construction Agency Agreement, (iv) the Sterling Operative Documents, and (v) all Plans and Specifications relating to the Property;

(H) the Sterling Guaranty Agreement, the Sterling Lease, all Rent (as defined in the Sterling Lease) and all other rents, payments, purchase prices, receipts, revenues, issues and profits payable under the Sterling Lease or pursuant to any other lease with respect to the Property; and

(I) all proceeds, both cash and noncash, of the foregoing;

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Definitions

As used above the term "Construction Contracts" means, with respect to the Property, any construction contract for the construction of improvements to the Property.

As used above the term "Construction Agency Agreement" means the Construction Agency Agreement, dated as of December 28, 2001, between Lessor and Lessee.

As used above the term "Sterling Operative Documents" means the Master Agreement dated as of December 28, 2001 made by the Lessee, and its subsidiaries, the Debtor and SunTrust Bank, as Agent, and the other lenders; along with Sterling Guaranty Agreement, the Sterling Lease, as well as all other supporting documentation.

As used above the term "Plans and Specifications" means the final plans and specifications for the Property, which may be standard forms of buildings of that type, and as such may be amended, supplemented or otherwise modified from time to time.

As used above the term "Sterling Guaranty Agreement" means the Guaranty dated as of December 28, 2001 from Allstate Insurance Company, as guarantor for Sterling Collision Centers, Inc., in favor of Debtor, SunTrust Bank, as Agent, and the other lenders.

As used above the term "Sterling Lease" means that certain Master Lease Agreement dated December 28, 2001 Debtor, as Lessor, and Sterling Collision Centers, as Lessee, and all lease supplements.

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As used above the term "Lessee" means Sterling Collision Centers, Inc.

As used above the term "Lessor" means BNY MIDWEST TRUST COMPANY, not in its individual capacity, but solely as Owner Trustee under Amended and Restated Trust Agreement (Allstate Real Estate Trust) dated as of December 28, 2001.

END OF SCHEDULE I

Exhibit A

Legal Description of the Land

Beginning at the intersection of the center line of a proposed North-South road and the North line of Cottonwood Square Street, said point being South 690.07 feet and West 202.20 feet from the South Quarter Corner of Section 24, Township 2 South, Range 1 West, Salt Lake Base and Meridian, and running thence West 328.69 feet to the East right of way line of I-15 freeway; thence North 2°49' East 11.80 feet; thence North 11°49'20" East 208.51 feet; thence North 15°17'40" East 77.80 feet; thence East 264.87 feet to the center of said proposed road; thence South 290.92 feet to the point of beginning.

Less and excepting therefrom any portion lying within the bounds of 400 West Street as dedicated by Plat recorded April 13, 1977, in Book 77-4 of Plats, at Page 104, as Entry No. 2931249.

ALSO less and excepting therefrom that property conveyed to the Utah Department of Transportation, by Warranty Deed dated November 12, 1996, and recorded November 29, 1996, in Book 7546, at Page 2691, as Entry No. 6517473, described as follows:

A parcel of land in fee for the reconstruction of a freeway known as Project No. 15-7, being part of an entire tract of property situate in the NE 1/4 NW 1/4 of Section 25, T.2 S., R. 1 W., SLB&M. The boundaries of said parcel of land are described as follows:

Beginning at the Southwest corner of said entire tract at a point which is 210.333 meters South and 161.815 meters West from the North Quarter Corner of said Section 25; and running thence North 02°49'00" East 3.597 meters along the existing Easterly right of way and no-access line of I-15 and the Westerly boundary line of said entire tract; thence North 11°49'20" East 63.554 meters along said existing Easterly right of way and no-access line and along said Westerly boundary line; thence North 15°17'40" East 23.713 meters along said existing Easterly right of way and no-access line and along said Westerly boundary line to the Northwest corner of said entire tract; thence East 1.072 meters along the North boundary line of said entire tract; thence South 06°28'03" West 37.888 meters; thence South 04°16'02" West 51.166 meters to the South boundary line of said entire tract; thence West 12.450 meters along said South boundary line to the point of beginning as shown on the official map of said project on file in the office of the Utah Department of Transportation.

Situate in Salt Lake County, State of Utah.

(For reference purposes only: Tax Parcel No. 21-25-127-003)

Together with an Access Easement Agreement among Roger K. Petersen Family Trust, Ray L. Petersen Bypass Trust, and Max S. Petersen Trust; Sterling Collision Centers, Inc.; and BNY Midwest Trust Company.