

PREPARED BY:

Karen Lennon
Somercor 504, Inc.
Two East 8th Street
Chicago, IL 60605



WHEN RECORDED, RETURN TO:

Karen Lennon
Somercor 504, Inc.
Two East 8th Street
Chicago, IL 60605



LEAVE BLANK ABOVE THIS LINE FOR RECORDERS USE ONLY

MEMORANDUM OF COLLATERAL ASSIGNMENT AND REASSIGNMENT OF LEASE AND RENTS

This Memorandum of Collateral Assignment and Reassignment of Lease and Rents is made 1/6/
~~2000~~ by and among GOODE INDUSTRIES, INC. D/B/A M. COOPER SUPPLY COMPANY ("SBC"),
GOODE REALTY & LEASING, LLC ("Borrower"), and SOMERCOR 504, INC., an Illinois corporation
("Lender").

WITNESSETH:

1. SBC has obtained the benefit of a certain loan from Lender to Borrower, and in connection with such loan has agreed to deliver a guaranty secured by a certain Collateral Assignment of Lease covering the premises described on Exhibit A attached to and made a part of this Memorandum.
2. Lender has reassigned its interest in the Lease to the United States Small Business Administration ("SBA"), 500 W. Madison, Suite 1250, Chicago, IL 60661 as security for the guaranty by the SBA of a certain debenture to be issued and sold on behalf of the Lender.
3. This Memorandum is executed and recorded solely for the purpose of giving notice of the existence of the Collateral Assignment of Lease and Rents and the reassignment to the SBA and shall not supersede or in any way modify the terms of the Collateral Assignment of Lease and Rents or the instrument of reassignment.

IN WITNESS WHEREOF, the parties hereto have caused this Memorandum of Collateral Assignment and Reassignment of Lease and Rents to be executed as of the date first above written.

LENDER:
SOMERCOR 504, INC.

By: Brian K. Comiskey
Brian K. Comiskey
Vice President

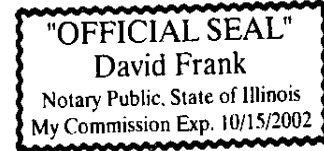
SBC:
GOODE INDUSTRIES, INC.
D/B/A M. COOPER SUPPLY COMPANY

By: Dennis L. Goode
Dennis L. Goode
President

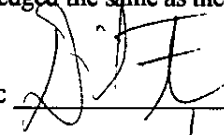
BORROWER:
GOODE REALTY & LEASING, LLC

By: Dennis L. Goode
Dennis L. Goode, Member

STATE OF ILLINOIS)
) SS
COUNTY OF COOK)

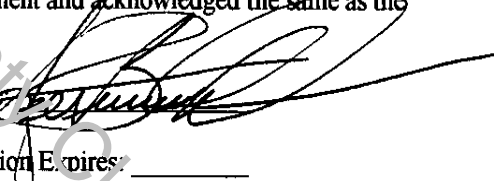


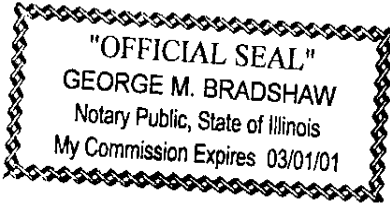
Personally came before me this 6th day of January, 2000, the above named Brian K. Comiskey known to me to be the Vice President of SomerCor 504, Inc. and known to me to be the officer of said Corporation who executed the foregoing instrument and acknowledged the same as the deed of said Corporation.

Notary Public 
My Commission Expires: 10/15/02

STATE OF ILLINOIS)
) SS
COUNTY OF DeKalb)

Personally came before me this 6th day of January, 2000, the above named Dennis L. Goode known to me to be the President of GOODE INDUSTRIES, INC. D/B/A M. COOPER SUPPLY COMPANY and also a Member of GOODE REALTY & LEASING, LLC and known to me to be the officer of said Corporation/Company who executed the foregoing instrument and acknowledged the same as the deed of said Corporation/Company.

Notary Public 
My Commission Expires: _____



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EXHIBIT A- LEGAL DESCRIPTION

5. THE LAND REFERRED TO IN THIS POLICY IS DESCRIBED AS FOLLOWS:

PARCEL 1:

THE SOUTH 200 FEET OF LOT 113 IN CATALINA'S COMMERCIAL AND INDUSTRIAL SUBDIVISION OF LOTS 3 AND 6 IN SILVER LAKE GARDENS UNIT #7, A SUBDIVISION OF PART OF THE WEST 1/4 OF SECTION 18, TOWNSHIP 36 NORTH, RANGE 13, EAST OF THE THIRD PRINCIPAL MERIDIAN, IN COOK COUNTY, ILLINOIS.

PARCEL 2:

LOT 113 (EXCEPT THE SOUTH 200 FEET AND EXCEPT THE NORTH 280 FEET) IN CATALINA'S COMMERCIAL AND INDUSTRIAL SUBDIVISION OF LOTS 3 AND 6 IN SILVER LAKE GARDENS UNIT NO. 7, A SUBDIVISION OF PART OF THE WEST 1/4 OF SECTION 18, TOWNSHIP 36 NORTH, RANGE 13 EAST OF THE THIRD PRINCIPAL MERIDIAN ACCORDING TO THE PLAT THEREOF RECORDED NOVEMBER 2, 1973 AS DOCUMENT 22532993 IN COOK COUNTY, ILLINOIS

Common Address: 15657 S. 70th Court
Orland Park; IL 60452

PIN #: Parcel 1: 28-18-310-005-0000
Parcel 2: 28-18-310-012-0000

Cook County Clerk's Office