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Eugene "Gene" Moore Fee: \$34.00
Cook County Recorder of Deeds
Date: 12/29/2003 01:33 PM Pg: 1 of 6

UCC FINANCING STATEMENT

FOLLOW INSTRUCTIONS (front and back) CAREFULLY

A. NAME & PHONE OF CONTACT AT FILER (optional)

B. SEND ACKNOWLEDGMENT TO: (Name and Address)

DAVID J. FISCHER
WILDMAN HARROLD ALLEN & DIXON LLP
225 WEST WACKER DRIVE
CHICAGO, ILLINOIS 60606

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
DIEMASTERS MANUFACTURING, INC.

OR

1b. INDIVIDUAL'S LAST NAME FIRST NAME MIDDLE NAME SUFFIX

1c. MAILING ADDRESS CITY STATE POSTAL CODE COUNTRY
2100 TOUHY AVENUE ELK GROVE VILLAGE IL 60007

1d. TAX ID # SSN OR EIN ADD'L INFO RE ORGANIZATION DEBTOR 1e. TYPE OF ORGANIZATION CORPORATION 1f. JURISDICTION OF ORGANIZATION ILLINOIS 1g. ORGANIZATIONAL ID #, if any 5544-136-7 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

OR

2b. INDIVIDUAL'S LAST NAME FIRST NAME MIDDLE NAME SUFFIX

2c. MAILING ADDRESS CITY STATE POSTAL CODE COUNTRY

2d. TAX ID # SSN OR EIN ADD'L INFO RE ORGANIZATION DEBTOR 2e. TYPE OF ORGANIZATION 2f. JURISDICTION OF ORGANIZATION 2g. ORGANIZATIONAL ID #, if any 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
MERCHANTS AND MANUFACTURERS BANK

OR

3b. INDIVIDUAL'S LAST NAME FIRST NAME MIDDLE NAME SUFFIX

3c. MAILING ADDRESS CITY STATE POSTAL CODE COUNTRY
801 SOUTH BRIGGS STREET JOLIET IL 60433

4. This FINANCING STATEMENT covers the following collateral:

SEE ITEMS OF COLLATERAL SET FORTH ON EXHIBIT A ATTACHED HERETO AND MADE A PART HEREOF.

5. ALTERNATIVE DESIGNATION (if applicable): LESSEE/LESSOR CONSIGNEE/CONSIGNOR BAILEE/BAILOR SELLER/BUYER AG. LIEN NON-UCC FILING

6. This FINANCING STATEMENT is to be filed (or recorded) in the REAL ESTATE RECORDS. Attach Addendum (if applicable) 7. Check to REQUEST SEARCH REPORT(S) on Debtor(s) (OPTIONAL) (ADDITIONAL FEE) All Debtors Debtor 1 Debtor 2

8. OPTIONAL FILER REFERENCE DATA

8168970652A2

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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		
DIEMASTERS MANUFACTURING, INC.		
OR	9b. INDIVIDUAL'S LAST NAME	FIRST NAME
		MIDDLE NAME, SUFFIX

10. MISCELLANEOUS:

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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 B

16. Additional collateral description:

SEE EXHIBIT A

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

FUNDAMENTALS, L.L.C.
2100 TOUHY AVENUE
ELK GROVE VILLAGE, IL 60007

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

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EXHIBIT A TO UCC FINANCING STATEMENT

All of Debtor's right, title and interest in and to the following, whether now existing or hereafter arising or acquired, together with all proceeds and products therefrom and wherever located:

- (a) all property of, or for the account of, the Debtor now or later coming into the possession, control or custody of, or in transit to, the Secured Party or any agent or bailee for the Secured Party or any parent, affiliate or subsidiary of the Secured Party or any participant with the Secured Party in those certain loans to the Debtor (whether for safekeeping, deposit, collection, custody, pledge, transmission or otherwise), including all earnings, dividends, interest, or other rights in connection therewith and the products and proceeds therefrom, including the proceeds of insurance thereon; and
- (b) All of the Debtor's:
- (i) Accounts;
 - (ii) Chattel Paper;
 - (iii) Commercial Tort Claims;
 - (iv) Computer Hardware and Software and all rights with respect thereto, including, without limitation, any and all licenses, options, warranties, service contracts, program services, test rights, maintenance rights, support rights, improvement rights, renewal rights and indemnifications, and any substitutions, replacements, additions or model conversions of any of the foregoing;
 - (v) Deposit Accounts;
 - (vi) Documents;
 - (vii) Equipment, Furniture and Fixtures, together with all accessions, additions, attachments, improvements, substitutions and replacements thereto;
 - (viii) General Intangibles;
 - (ix) Instruments;
 - (x) Inventory together with all accessories, additions, substitutions or replacement thereof including returned goods;

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- (xi) Investment Property (including, without limitation, Commodity Accounts, Commodity Contracts, Securities (whether Certificated Securities or Uncertificated Securities), Security Entitlements and Securities Accounts);
- (xii) Letter-of-Credit Rights and letters of credit (as such term is defined in Article 5 of the UCC);
- (xiii) money (of every jurisdiction whatsoever);
- (xiv) trucks, trailers and vehicles (collectively with other property normally maintained in more than one location and rolling stock called "Mobile Goods");
- (xv) franchises, tax refund claims, guarantee claims, security interests and rights to indemnification;
- (xvi) to the extent not included in the foregoing, all books, records, writings, databases, information in whatever form and other property relating to, used or useful in connection with, evidencing, embodying, incorporating or referring to, any of the foregoing;
- (xvii) all Proceeds, products, offspring, rents, issues, profits and, distributions on, rights arising out of, returns of and from, and any and all claims and/or insurance payments arising out of the loss, nonconformity, or interference with the use of, defects or infringements of rights in, or damage to, any of the foregoing; and
- (xviii) other personal property of any kind or description to the extent not included in the foregoing.

The terms Account, Account Debtors, Certificated Security, Chattel Paper, Commercial Tort Claim, Commodity Account, Commodity Contract, Deposit Account, Document, Equipment, Farm Products, Fixture, General Intangibles, Goods, Instrument, Inventory, Investment Property, Proceeds, Security, Securities Account, Security Entitlement and Uncertificated Security shall have the respective meanings assigned to those terms in the Uniform Commercial Code as in effect in the State of Illinois, as the same may be amended from time to time.

For purposes of this Financing Statement, the following definition shall apply:

"Computer Hardware and Software" means (i) all computer and other electronic data processing hardware, whether now or subsequently owned, licensed or leased by the Debtors, including, without limitation, all integrated computer systems, central processing units, memory units, display terminals, printers, features, computer elements, card readers, tape drives, hard and soft disk drives, cables, electrical supply hardware, generators, power equalizers, accessories and all peripheral devices and other related computer hardware; (ii) all software programs, whether now or subsequently owned, licensed or leased by the Debtors, designed for use on the computers and electronic data processing hardware described in clause (i) above, including, without limitation, all operating system software, utilities and application programs in any form (source code

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and object code in magnetic tape, disk or hard copy format or any other listings whatsoever); (iii) all firmware associated therewith, whether now or subsequently owned, licensed or leased by the Debtors; and (iv) all documentation for such hardware, software and firmware described in the preceding clauses (i), (ii) and (iii), whether now or hereafter owned, licensed or leased by the Debtors, including, without limitation, flow charts, logic diagrams, manuals, specifications, training materials, charts and pseudo codes.

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EXHIBIT B

LEGAL DESCRIPTION

LOT 54 (EXCEPT THE EAST 66.69 FEET THEREOF) ALL OF LOTS 55, 56, 57 AND 58 IN CENTREX INDUSTRIAL PARK UNIT 9, BEING A SUBDIVISION IN SECTION 26, TOWNSHIP 41 NORTH, RANGE 11, EAST OF THE THIRD PRINCIPAL MERIDIAN IN COOK COUNTY, ILLINOIS.

PIN Nos.

08-26-304-011-0000

08-26-304-012-0000

08-26-304-015-0000

08-26-304-016-0000

08-26-304-017-0000