

RECORDER'S OFFICE

STATE OF ILLINOIS
UNIFORM COMMERCIAL CODE - FINANCING STATEMENT - FORM UCC-2

UNIFORM COMMERCIAL CODE
MODERN LAW FORMS
ILLINOIS EDITION
(1995) 640 1000

INSTRUCTIONS:

- PLEASE TYPE this form. Fold only along perforation for mailing.
- Remove Secured Party and Debtor copies and send other 3 copies with interleaved carbon paper to the filing officer. Enclose filing fee.
- If the space provided for any item(s) on the form is inadequate the item(s) should be continued on additional sheets. Preferably 5" x 8" or 8" x 11". Only one copy of such additional sheets need be presented to the filing officer with a set of three copies of the financing statement. Any schedules of collateral, indentures, etc., may be on any size paper that is convenient for the Secured Party.

04084173

This STATEMENT is presented to a filing officer for filing pursuant to the Uniform Commercial Code.

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

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

Secured Party(ies) and address(es)

Washington Forge, Incorporated
5215 Old Orchard Road
Suite 500
Skokie, IL 60077

Barclays Business Credit, Inc.
200 West Madison Street
Chicago, IL 60606

RECORDED - TRIM 12/30/94 11143100
COOK COUNTY RECORDER

1. This financing statement covers the following types (or items) of property: All of Debtor's now owned and existing and hereafter acquired accounts, inventory, equipment, fixtures, chattel paper, general intangibles, instruments, documents and

ASSIGNEE OF SECURED PARTY

2. ~~Collateral is a real estate. The above described property is growing or to be grown on~~
(Describe Real Estate)

other personal property, wherever located, including without limitation, the property described on Exhibit A hereto, together with the proceeds thereof.

2. (If applicable) The above goods are to become fixtures on ~~the above timber is standing on~~ ~~the above minerals or the like (including oil and gas)~~ ~~accounts will be financed at the wellhead or minehead of the well or mine located on~~ (Strike what is inapplicable) (Describe Real Estate)

The above property is or may become fixtures on the real estate described on Exhibit B attached hereto.

and this financing statement is to be filed in the real estate records, if the debtor does not have an interest therein.
The name of a record owner is

SEE EXHIBIT B ATTACHED HERETO

RECORDED - TRIM 12/30/94 11143100
COOK COUNTY RECORDER

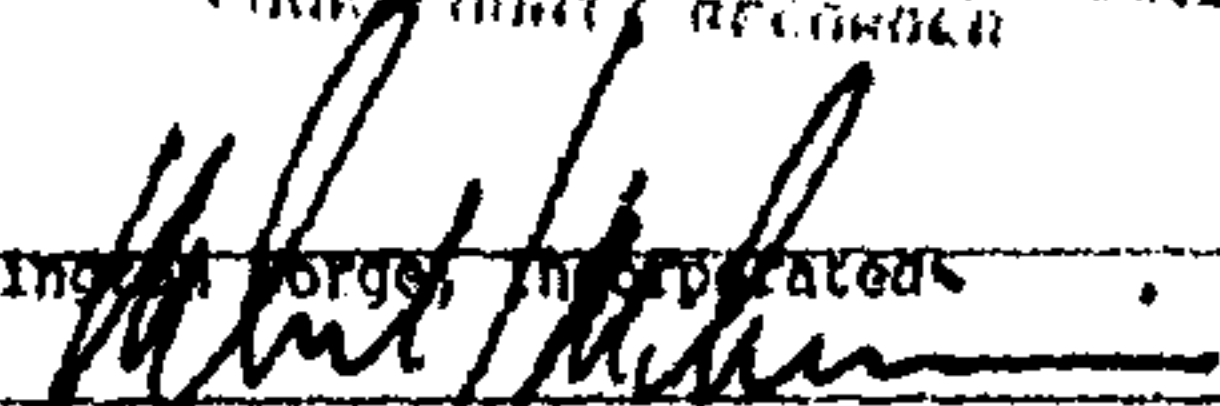
4. Products of Collateral are also covered.

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4 pages
Additional sheets presented.

X Filed with Recorder's Office of COOK County, Illinois.

Washington Forge, Incorporated

By: 
Signature of (Debtor) (Secured Party)*

*Signature of Debtor Required in Most Cases;
Signature of Secured Party in Cases Covered By UCC 9-402 (2).

(1) FILING OFFICER - ALPHABETICAL

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**EXHIBIT A
TO UCC FINANCING STATEMENT
SHOWING WASHINGTON FORGE, INCORPORATED
AS DEBTOR AND
BARCLAYS BUSINESS CREDIT, INC.
AS SECURED PARTY**

01001173

This financing statement covers all property, and any interest in any kind of property or asset, whether real, personal or mixed, or tangible or intangible ("Property"), of Debtor, whether now owned or existing or hereafter created, acquired or arising and wheresoever located, including the following:

(a) All accounts, contract rights, chattel paper, instruments and documents (the "Accounts");

(b) All inventory, including but not limited to (i) all goods intended for sale or lease by Debtor, or for display or demonstration; (ii) all work in process; (iii) all raw materials and other materials and supplies of every nature and description used or which might be used in connection with the manufacture, printing, packing, shipping, advertising, selling, leasing or furnishing of such goods or otherwise used or consumed in Debtor's business; and (iv) all documents evidencing, and general intangibles relating to, any of the foregoing ("Inventory");

(c) All machinery, apparatus, equipment, fittings, furniture, fixtures, motor vehicles and other tangible personal Property (other than Inventory) of every kind and description used in Debtor's operations or owned by Debtor or in which Debtor has an interest, and all parts, accessories and special tools and all increases and accessions thereto and substitutions and replacements therefor;

(d) All general intangibles and other personal property of Debtor (including things in action) other than goods, Accounts, chattel paper, documents, instruments and money, whether now owned or hereafter created or acquired by Debtor;

(e) All monies and other Property of any kind now or at any time or times hereafter in the possession or under the control of Secured Party or a bailee or affiliate of Secured Party;

(f) All accessions to, substitutions for and all replacements, products and cash and non-cash proceeds of (a) through (e) above, including, without limitation, proceeds of and unearned premiums with respect to insurance policies insuring any of the Property of Debtor; and

(g) All books and records (including, without limitation, customer lists, credit files, computer programs, print-outs and other computer materials and records) of Debtor pertaining to any of (a) through (f) above.

RETURN TO:
LEXIS Document Services
135 South LaSalle, Suite 1162
Chicago, IL 60603

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EXHIBIT B
TO UCC FINANCING STATEMENT SHOWING
WASHINGTON FORGE, INCORPORATED AS DEBTOR AND
BARCLAYS BUSINESS CREDIT, INC. AS SECURED PARTY

NAME OF RECORD OWNER: Old Orchard Office Venture, an Illinois General Partner

P.I. N. - 10 09-309-034

LEGAL DESCRIPTION:

PARCEL 1:

A PORTION OF LOTS AND VACATED LOTS AND ALLEYS IN BLOCKS 3 AND 4 AND OF VACATED TERMINAL AVENUE AND OF IARAMIE AVENUE, DARTMOUTH PLACE AND GRANT AVENUE (ALL STREETS VACATED IN PART) ALL IN SKOKIE RAPID TRANSIT PARK 1ST ADDITION, BEING A SUBDIVISION OF THAT PART OF THE NORTH EAST 1/4 OF THE SOUTH WEST 1/4 (EXCEPT THE SOUTH 40 FEET OF THE NORTH 70 FEET THEREOF) OF SECTION 9, TOWNSHIP 41 NORTH, RANGE 13 EAST OF THE THIRD PRINCIPAL MERIDIAN, LYING EAST OF THE EASTERLY LINE OF THE RIGHT OF WAY OF THE CHICAGO, NORTH SHORE AND MILWAUKEE RAILROAD, DESCRIBED AS FOLLOWS: BEGINNING AT THE INTERSECTION OF THE SOUTH LINE OF VACATED COLFAX STREET EXTENDED WESTERLY AND THE WESTERLY LINE OF VACATED TERMINAL AVENUE; THENCE EAST ALONG THE SOUTH LINE OF VACATED COLFAX STREET, AND ITS EXTENSION WEST AND EAST 809.64 FEET TO THE NORTH WEST CORNER OF LOT 40 IN BLOCK 3 IN THE RESUBDIVISION OF LOTS 11 TO 25 BOTH INCLUSIVE IN BLOCK 2; ALSO LOTS 21 TO 43 BOTH INCLUSIVE IN BLOCK 3 IN SKOKIE RAPID TRANSIT PARK SUBDIVISION, BEING A SUBDIVISION OF THE WEST 1/2 OF THE NORTH WEST 1/4 OF THE SOUTH EAST 1/4 (EXCEPT THE SOUTH 30 FEET OF THE NORTH 60 FEET THEREOF) OF SAID SECTION 9; THENCE SOUTHWESTERLY 382.12 FEET TO THE NORTH WEST CORNER OF LOT 1 IN BLOCK 4 (VACATED IN PART) IN SAID SKOKIE RAPID TRANSIT PARK 1ST ADDITION; THENCE SOUTH ALONG THE EAST LINE OF VACATED ALLEY 47.18 FEET TO THE SOUTH LINE OF SAID VACATED ALLEY; THENCE WEST ALONG THE SOUTH LINE OF SAID VACATED ALLEY 16.0 FEET TO A POINT WHICH IS 77.0 FEET NORTH OF THE SOUTH EAST CORNER OF LOT 25 IN SAID BLOCK 4; THENCE SOUTHWESTERLY 91.12 FEET TO A POINT IN THE SOUTH LINE OF LOT 24 IN SAID BLOCK 4 WHICH IS 18.50 FEET WEST OF THE SOUTH EAST CORNER OF SAID LOT 24; THENCE SOUTH PARALLEL WITH THE EAST LINE OF SAID LOT 24 EXTENDED SOUTH (SAID LINE BEING ALSO THE EAST LINE OF VACATED ALLEY) A DISTANCE OF 16.0 FEET TO THE SOUTH LINE OF AFORESAID VACATED ALLEY; THENCE WEST ALONG THE SOUTH LINE OF SAID VACATED ALLEY 15.02 FEET TO THE POINT OF BEGINNING IN A STRAIGHT LINE WHICH IS DRAWN FROM THE SOUTH EAST CORNER OF LOT 16 IN BLOCK 4 TO THE POINT IN THE SOUTH LINE OF SAID LOT 24, 18.50 FEET WEST OF THE SOUTH EAST CORNER THEREOF; THENCE SOUTHWESTERLY ALONG SAID LINE 170.48 FEET TO THE SAID SOUTH EAST CORNER OF LOT 16; THENCE SOUTHWESTERLY 73.01 FEET TO THE INTERSECTION OF THE WESTERLY LINE OF VACATED TERMINAL AVENUE WITH THE SOUTH LINE OF THE NORTHEAST 1/4 OF THE SOUTH WEST 1/4 OF SECTION 9; THENCE NORTHERLY ALONG SAID WESTERLY LINE OF VACATED TERMINAL AVENUE, 646.49 FEET TO THE POINT OF BEGINNING, (EXCEPT THAT PART OF SAID PREMISES, LYING EAST OF THE WEST LINE OF THE SOUTH EAST 1/4 OF SAID SECTION 9) IN COOK COUNTY, ILLINOIS

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PARCEL 2:

EASEMENTS APPURTENANT TO PARCEL 1 AS SET FORTH BY EASEMENTS DATED MAY 17, 1974 AND RECORDED MAY 23, 1974 AS DOCUMENT NO. 22726688 FOR INGRESS AND EGRESS OVER AND UNDER AND ACROSS ALL THAT PART OF LOT "A" TO BOTTHOF'S CONSOLIDATION OF CERTAIN LOTS, VACATED STREETS, AND ALLEYS IN SKOKIE RAPID TRANSIT PARK AND THE 1ST ADDITION THERETO BEING SUBDIVISIONS IN THE NORTH WEST 1/4 OF THE SOUTH EAST 1/4 AND THE NORTH EAST 1/4 OF THE SOUTH WEST 1/4 OF SECTION 9, TOWNSHIP 41 NORTH, RANGE 13 EAST OF THE THIRD PRINCIPAL MERIDIAN, LYING WEST OF A LINE DESCRIBED AS FOLLOWS: BEGINNING AT A POINT OF THE SOUTH LINE OF SAID LOT "A"; 33.0 FEET EAST OF THE SOUTH WEST CORNER THEREOF; THENCE NORTH ALONG A LINE 33.0 FEET EAST OF AND PARALLEL WITH THE WEST LINE OF SAID LOT "A" TO A POINT 156.0 FEET SOUTH OF THE SOUTH RIGHT OF WAY LINE OF OLD ORCHARD ROAD (BEING ALSO THE NORTH LINE OF LOT "A" AFORESAID) THENCE NORTHEASTERLY

ALONG A STRAIGHT LINE TO A POINT 40.0 FEET EAST OF THE WEST LINE OF LOT "A" AFORESAID AND 90.0 FEET SOUTH OF THE SOUTH LINE OF OLD ORCHARD ROAD AFORESAID (BEING ALSO THE NORTH LINE OF SAID LOT "A"); THENCE NORTH ALONG A LINE 40.0 FEET EAST OF AND PARALLEL WITH THE WEST LINE OF SAID LOT "A" TO A POINT IN SAID SOUTH LINE OF OLD ORCHARD ROAD (REFERRED TO IN SAID GRANT AS EASEMENT PREMISES NO. "1"), IN COOK COUNTY, ILLINOIS

PARCEL 3:

EASEMENTS APPURTENANT TO PARCEL 1, AS SET FORTH IN INSTRUMENT DATED MAY 17, 1974 AND RECORDED MAY 23, 1974 AS DOCUMENT NO. 22726688 FOR CONSTRUCTION, MAINTENANCE AND USE OF CURBS, SIDEWALKS AND UTILITY OVER, UNDER AND ACROSS THAT PART OF LOT "A" IN BOTTHOF'S CONSOLIDATION OF CERTAIN LOTS, VACATED STREETS AND ALLEYS IN SKOKIE RAPID TRANSIT PARK IN THE 1ST ADDITION THERETO BEING SUBDIVISION IN THE NORTH WEST 1/4 OF THE SOUTH EAST 1/4 AND THE NORTH EAST 1/4 OF THE SOUTH WEST 1/4 OF SECTION 9, TOWNSHIP 41 NORTH, RANGE 13 EAST OF THE THIRD PRINCIPAL MERIDIAN, LYING WEST OF A LINE DESCRIBED AS FOLLOWS: BEGINNING AT A POINT ON THE SOUTH LINE OF SAID LOT "A", 43.0 FEET EAST OF AND PARALLEL WITH THE WEST LINE OF SAID LOT "A" TO A POINT 156.0 FEET SOUTH OF THE SOUTH RIGHT OF WAY LINE OF OLD ORCHARD ROAD, (BEING ALSO THE NORTH LINE OF LOT "A" AFORESAID); THENCE NORTH ALONG A STRAIGHT LINE TO A POINT 43.0 FEET EAST OF THE WEST LINE OF LOT "A" AFORESAID AND 90.0 FEET SOUTH OF THE SOUTH LINE OF OLD ORCHARD ROAD AFORESAID (BEING ALSO THE NORTH LINE OF SAID LOT "A"); THENCE NORTH ALONG A LINE 43.0 FEET EAST OF AND PARALLEL WITH THE WEST LINE OF SAID LOT "A" TO A POINT IN SAID SOUTH LINE OF OLD ORCHARD ROAD (REFERRED TO IN SAID GRANT AS EASEMENT PREMISES NO. 2) IN COOK COUNTY, ILLINOIS

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PARCEL 4:

EASEMENTS APPURTENANT TO PARCEL 1 AS SET FORTH IN INSTRUMENT DATED MAY 17, 1974 AND RECORDED MAY 23, 1974 AS DOCUMENT NO. 22726688 FOR CONSTRUCTION, MAINTENANCE AND USE OF SANITARY AND STORM SEWER PIPES AND LINES OVER, UNDER AND ACROSS THAT PART OF LOT "A" IN BOTTHOF'S CONSOLIDATION OF CERTAIN LOTS, VACATED STREETS AND ALLEYS IN SKOKIE RAPID TRANSIT PARK IN THE 1ST ADDITION THERETO BEING A SUBDIVISION IN THE NORTH WEST 1/4 OF THE SOUTH EAST 1/4 AND THE NORTH EAST 1/4 OF THE SOUTH WEST 1/4 OF SECTION 9, TOWNSHIP 41 NORTH, RANGE 13 EAST OF THE THIRD PRINCIPAL MERIDIAN DESCRIBED AS FOLLOWS: BEGINNING AT A POINT ON THE SOUTH LINE OF SAID LOT "A" 33.0 FEET WEST OF THE SOUTH EAST CORNER OF SAID LOT "A"; THENCE NORTHEASTERLY ALONG A LINE FORMING AN ANGLE OF 60 DEGREES (MEASURED FROM EAST TO NORTH) WITH SAID SOUTH LINE OF LOT "A" A DISTANCE OF 45.0 FEET; THENCE NORTHWESTERLY AT RIGHT ANGLES, TO SAID LAST DESCRIBED LINE, A DISTANCE OF 15.0 FEET; THENCE SOUTHWESTERLY AT RIGHT ANGLES TO SAID LAST DESCRIBED LINE TO A POINT ON THE AFORESAID SOUTH LINE OF LOT "A"; THENCE EAST ALONG SAID SOUTH LINE OF LOT "A" TO A POINT OF BEGINNING (REFERRED TO IN SAID GRANT AS "EASEMENT" PREMISES NO. 3) IN COOK COUNTY, ILLINOIS

PARCEL 5:

EASEMENTS APPURTENANT TO PARCEL 1 AS SET FORTH IN INSTRUMENT DATED JUNE 1, 1974 AND RECORDED JUNE 14, 1974 AS DOCUMENT NO. 22751843 FOR CONSTRUCTION AND MAINTENANCE AND USE OF CURBS, SIDEWALKS AND UTILITY OVER AND ACROSS THE EASTERLY 10 FEET OF THE FOLLOWING DESCRIBED PROPERTY: THE WEST 8 FEET OF LOT 14, LOTS 15 TO 33, THE WEST 8 FEET OF LOT 34 IN VACATED BLOCK 1 AND THE WEST 8 FEET OF LOTS 15, 16 TO 28 AND THE WEST 8 FEET OF LOT 29 IN VACATED BLOCK 2, TOGETHER WITH THE VACATED ALLEYS AND VACATED COLFAX, COLFAX PLACE, AND TERMINAL AVENUE, ADJOINING SAID LOTS IN VACATED SKOKIE

RAPID TRANSIT PARK 1ST ADDITION, A SUBDIVISION OF THAT PART OF THE NORTH EAST 1/4 OF THE SOUTH WEST 1/4 (EXCEPT THE SOUTH 10.0 FEET OF THE NORTH 70.0 FEET THEREOF) OF SECTION 9, TOWNSHIP 41 NORTH, RANGE 13 EAST OF THE THIRD PRINCIPAL MERIDIAN LYING EAST OF THE EASTERLY RIGHT OF WAY LINE OF THE CHICAGO, NORTH SHORE AND MILWAUKEE RAILROAD IN THE VILLAGE OF SKOKIE ALL IN COOK COUNTY, ILLINOIS.

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