

**STANDARD FORM  
UNIFORM COMMERCIAL CODE - FINANCING STATEMENT - FORM UCC-1** 08176094

**INSTRUCTIONS:**

- PLEASE TYPE this form. Fold only along perforation for mailing.
- Remove Secured Party and Debtor copies and send other 3 copies 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 1/2" X 8" or 8" X 10". Only one copy of such additional sheets need be presented to the filing officer with a set of three copies of the financing statement. Long schedules of collateral and schedules of mortgages, if any, should be presented in convenient for the secured party. Indicate the number of additional sheets attached.
- If collateral is crops or goods which are or are to become fixtures, describe generally the real estate and give name of record owner.
- When a copy of the security agreement is used as a financing statement, it is requested that it be accompanied by a completed but unsigned set of these forms, without extra fee.
- At the time of original filing, filing officer should return third copy as an acknowledgement. At a later time, secured party may use third copy as a Termination Statement.

553-0002 5010 Page 1 of 5  
1998-12-28 10:26:38  
Cook County Recorder 29.50

This **FINANCING STATEMENT** is presented to a filing officer for filing pursuant to the Uniform Commercial Code:

3. Maturity date (if any):

1. Debtor(s) (Last Name First) and address(es)  
**Envirotest Illinois, Inc.**  
c/o Environmental Systems Products, Inc.  
7 Kripes Road  
East Granby, Connecticut 06026

2. Secured Party(ies) and address(es)  
**Credit Suisse First Boston, as  
Collateral Agent  
11 Madison Avenue  
New York, New York 10010**

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



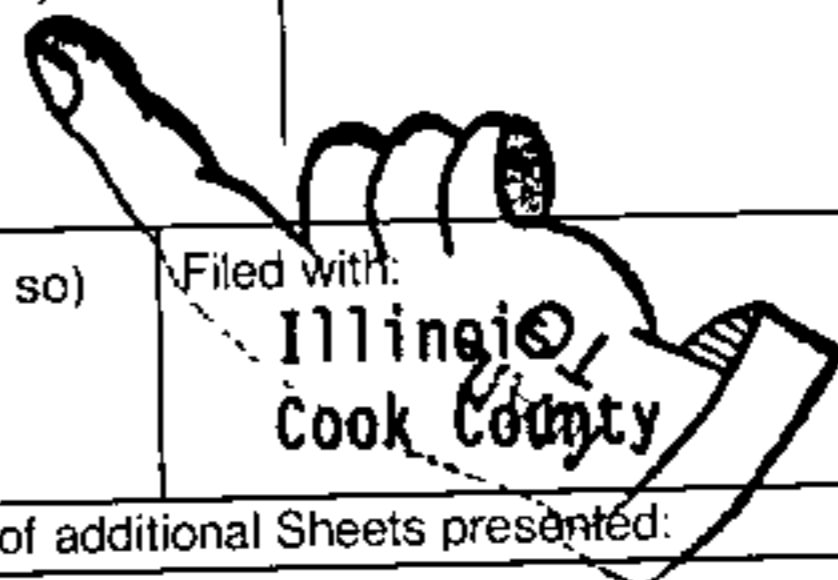
4. This financing statement covers the following types (or items) of property:

A description of the real property is set forth on Exhibit A attached hereto, and the debtor is the record owner of the real property. See Exhibit B attached hereto for a description of the collateral.

5. Assignee(s) of Secured Party and Address(es)

This financing statement should be indexed in the real estate records.

**The Chattel Mortgage  
Reporter, Inc.  
300 W. Washington St. #808  
Chicago, IL 60606**



Filed with:

**Illinois  
Cook County**

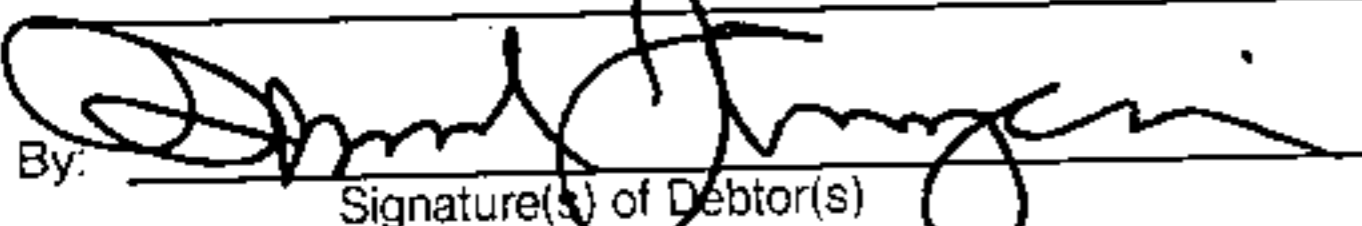
This statement is filed without the debtor's signature to perfect a security interest in collateral. (check  if so)

already subject to a security interest in another jurisdiction when it was brought into this state.

which is proceeds of the original collateral described above in which a security interest was perfected:

Check  if covered:  Proceeds of Collateral are also covered.  Products of Collateral are also covered. No. of additional Sheets presented:

**Envirotest Illinois, Inc.**

By:   
Signature(s) of Debtor(s)

**Treasurer  
& Secretary**  
Title

By: \_\_\_\_\_  
Signature(s) of Secured Party(ies)

Title

(1) Filing Officer Copy - Alphabetical

STANDARD FORM - FORM UCC-1.

**UNOFFICIAL COPY**

## EXHIBIT A

Bedford Park  
Bedford Park, IL

THE EAST 215 FEET (AS MEASURED ON THE NORTH LINE THEREOF) OF LOT 5 AND THE WEST 125 FEET (AS MEASURED ON THE NORTH LINE THEREOF) OF LOT 4, AND ALSO THAT PART OF LOT 4 LYING SOUTHWESTERLY OF A LINE DRAWN FROM A POINT ON THE SOUTH LINE THEREOF 204.0 FEET EAST OF THE SOUTH WEST CORNER OF SAID LOT 4 TO A POINT ON THE THE EAST LINE OF THE WEST 125 FEET, AFORESAID 21.0 FEET NORTH OF THE SOUTH LINE OF SAID LOT 4, ALL IN CENTRAL "70", A SUBDIVISION IN THE SOUTH 1/2 OF SECTION 21, TOWNSHIP 38 NORTH, RANGE 13 EAST OF THE THIRD PRINCIPAL MERIDIAN, IN COOK COUNTY, ILLINOIS.

5231 West 70th Place  
Bedford Park (Cook) IL  
PIN# 19-21-302-014-0000

IL

EXHIBIT B TO UCC-1

**DEBTOR:** Envirotest Illinois, Inc.  
c/o Environmental Systems Products, Inc.  
7 Kripes Road  
East Granby, Connecticut 06026

**SECURED PARTY:** Credit Suisse First Boston, as Collateral Agent  
11 Madison Avenue  
New York, New York 10010-3629

The name of the record owner of the real estate described on Exhibit A attached hereto is Envirotest Illinois Inc., a Delaware corporation.

The collateral covered by the UCC-1 Financing Statement to which this Exhibit B is attached consists of all of the Debtor's estate, right, title and interest now owned or hereafter acquired in, to and under any and all the property (collectively, the "Collateral") described in the following paragraphs:

- (1) the real properties described on Exhibit A attached hereto, together with any greater estate therein as hereafter may be acquired by Debtor (the "Land");
- (2) all improvements now owned or hereafter acquired by Debtor, now or at any time situated, placed or constructed upon the Land (the "Improvements") (all such right, title and interest of Debtor in and to the Land together with the Improvements located thereon and such other property with respect thereto described in the foregoing paragraphs is herein called the "Property");
- (3) all materials, supplies, equipment, apparatus and other items of personal property now owned or hereafter acquired by Debtor and now or hereafter attached to, installed in or used in connection with any of the Improvements or the Land, and water, gas, electrical, telephone, storm and sanitary sewer facilities and all other utilities now owned or hereafter acquired by Debtor, whether or not situated in easements (the "Fixtures");
- (4) all goods, accounts, general intangibles, instruments, documents, chattel paper and all other personal property of any kind or character, including such

items of personal property as defined in the UCC (as hereinafter defined), now owned or hereafter acquired by Debtor and now or hereafter affixed to, placed upon, used in connection with, arising from or otherwise related to the Property (the "Personalty");

(5) all reserves, escrows or impounds required under the Credit Agreement (as hereinafter defined) and all deposit accounts maintained by Debtor with respect to the Collateral;

(6) all leases, licenses, concessions, occupancy agreements or other agreements (written or oral, now or at any time in effect) which grant to any Person (as hereinafter defined) a possessory interest in, or the right to use, all or any part of the Property, together with all related security and other deposits (collectively, the "Leases");

(7) all rents, revenues, royalties, income, proceeds, profits, security and other types of deposits, and other benefits paid or payable by parties to the Leases for using, leasing, licensing, possessing, operating from, residing in, selling or otherwise enjoying the Property (collectively, the "Rents");

(8) all other agreements, such as construction contracts, architects' agreements, engineers' contracts, utility contracts, maintenance agreements, management agreements, service contracts, listing agreements, guaranties, warranties, permits, licenses, certificates and entitlements in any way relating to the construction, use, occupancy, operation, maintenance, enjoyment or ownership of the Property;

(9) all rights, privileges, tenements, hereditaments, rights-of-way, easements, appendages and appurtenances appertaining to the foregoing;

(10) all property tax refunds;

(11) all accessions, replacements and substitutions for any of the foregoing and all proceeds thereof;

(12) all insurance policies, unearned premiums therefor and proceeds from such policies covering any the above property now or hereafter acquired by Debtor; and

(13) any awards, damages, remunerations, reimbursements, settlements or compensation hereafter to be made by any governmental authority pertaining to any Land, Improvements, Fixtures or Personalty.

# UNOFFICIAL COPY

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As used herein, the following capitalized terms have the following meanings:

"Credit Agreement": means that certain Credit Agreement, dated of even date herewith, by and among Environmental Systems Products Holdings Inc., a Delaware corporation, as borrower, EnviroSystems Corp., a Delaware corporation, the lenders listed on the signature pages thereof, Secured Party, as administrative agent and collateral agent, DLJ Capital Funding, Inc., as syndication agent, and Secured Party and Donaldson, Lufkin & Jenrette Securities Corporation, as arrangers

"Person": means and includes natural persons, corporations, limited partnerships, limited liability companies, general partnerships, joint stock companies, joint ventures, associations, companies, trusts, banks, trust companies, land trusts, business trusts or other organizations, whether or not legal entities, and governments and agencies and political subdivisions thereof and any other entities of whatever nature.

"UCC": means the Uniform Commercial Code of the state in which the Property is located.