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MORTGAGE AMENDMENT

MORTGAGE AMENDMENT, dated as of April 1, 1986, by and between MANUFACTURERS HANOVER TRUST COMPANY, as assignee of the Original Lender (as hereinafter defined) and as Agent (the "Agent") for the banks (the "Banks") parties to the Agreement referred to below, and BRINTEC SYSTEMS CORPORATION, a Delaware corporation (the "Company");

RECITALS

1. The Company, Brintec Corporation, a Delaware corporation (the "Parent"), Manufacturers Hanover Commercial Corporation, a New York corporation (the "Original Lender"), Manufacturers Hanover Trust Company and certain other participants (the "Participants") were parties to a Loan Agreement, dated as of November 21, 1983 (as amended, the "Existing Loan Agreement"), pursuant to which the Company executed and delivered to the Original Lender a Mortgage, dated as of November 21, 1983 (as amended, the "Guarantee").

2. The Mortgage was recorded on December 3, 1983 among the Land Records of Cook County, Illinois as instrument number 26887181.

3. The Existing Loan Agreement was amended and restated in its entirety by the Amended and Restated Credit Agreement, dated as of April 1, 1986, among the Company, the Parent, the Agent and the Banks (the "Agreement"), and in connection with the Agreement, the Original Lender assigned to the Agent all its rights, title and interest in and to, among other things, the Mortgage.

4. The Company and the Agent desire to amend certain terms and provisions of the Mortgage to render them consistent with the terms of the Agreement.

NOW, THEREFORE, the Agent, as assignee of the Original Lender, and each Guarantor, for good and sufficient consideration hereby acknowledged, hereby agree as follows:

1. Amendment of Clauses (i), (ii), (iii) and (iv). Clauses (i), (ii), (iii) and (iv) appearing on pages 3 and 4 of the Mortgage, are hereby amended to read in their entirety as follows:

Property address
1334 N. Kostner Ave.
Chicago IL

PTNs 16-03-106-002
16-03-105-022
16-03-106-018

Box 15 L Fitch STOTTI 69W

TTI 184450 570

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"(i) the prompt payment of all indebtedness (the "Indebtedness") now existing or hereafter arising under or out of a certain Amended and Restated Loan Agreement, dated as of April 1, 1986, between the Company, the Agent and the Banks (as it may from time to time be amended or modified, herein referred to as the "Loan Agreement"), in accordance with the terms, covenants and conditions of said Loan Agreement and any instrument or document evidencing said indebtedness, including, without limitation, indebtedness evidenced by the promissory notes dated April 1, 1986 issued by the Mortgagor in the aggregate principal amount of \$55,000,000 and bearing interest at the rate specified in the Loan Agreement;

(ii) Mortgagor's performance of and compliance with all of the terms, covenants and warranties contained herein and Mortgagor's performance of and compliance with all of the terms, covenants and warranties contained in the Loan Agreement and Mortgagor's performance of and compliance with all of the terms, covenants and conditions contained in any other instrument or in documents executed in connection with the Loan Agreement; and

(iii) the prompt payment of all other sums secured by this Mortgage as provided herein."

2. Except as herein amended, the terms and provisions of each Guarantee are ratified and confirmed.

BRINTEC SYSTEMS
CORPORATION

By: *[Signature]*

Title: VP

MANUFACTURERS HANOVER TRUST
COMPANY, as Agent

By: *[Signature]*

Title: AVP

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STATE OF NEW YORK)
:
COUNTY OF NEW YORK) SS.:

The foregoing instrument was acknowledged before me the 11th day of April, 1986, by Leslie K. Breitland of Brintec Systems Corporation, a Delaware corporation, on behalf of said corporation.

By: Kathleen Green
Title:

KATHLEEN GREEN
Notary Public in and for the State of New York
Commission Expires March 31, 1987

STATE OF NEW YORK)
:
COUNTY OF NEW YORK) SS.:

The foregoing instrument was acknowledged before me the 11th day of April, 1986, by June C. George of Manufacturers Hanover Trust Company, a New York Banking corporation, on behalf of said corporation.

By: Kathleen Green
Title:

KATHLEEN GREEN
Notary Public in and for the State of New York
Commission Expires March 31, 1987

Record and Return to:

Simpson Thacher & Bartlett
270 Park Avenue
New York, New York 10017

Attention: Sarah Russell Beers

This document was prepared by
Roger Brejcha
200 E. Randolph
Chicago IL 60601

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