

Debtor(s) (Local Name First) and address(es)
ICTAC, Inc.
550 California St., 10th Floor
San Francisco, CA 94104
Please see Attachment "A" for
Additional Addresses

Secured Party (Name) and address(es)
Inter Containers International
Corporation
Two North Riverside Plaza
19th Floor
Chicago, Illinois 60606

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(Date, Time, Number, and Filing Office)
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RECORDED OF DEEDS
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ASSIGNEE OF SECURED PARTY
92636038

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

PLEASE SEE ATTACHMENT "B" FOR COLLATERAL DESCRIPTION.
CERTAIN OF THE ITEMS OF PROPERTY COVERED BY THIS FINANCING
STATEMENT ARE, OR MAY BECOME, FIXTURES TO THE REAL PRO-
PERTY DESCRIBED IN ATTACHMENT "C".

THIS FINANCING STATEMENT CONSTITUTES A FIXTURE FILING AND IS TO BE RECORDED IN THE
REAL ESTATE RECORDS OF THE COOK COUNTY RECORDER. THE OWNER OF RECORD OF THE REAL
PROPERTY DESCRIBED IN ATTACHMENT "C" IS GORDON K. NELSON AND DONALD A. NELSON, AS
TRUSTEES UNDER THE LAST WILL OF ARTHUR E. NELSON, DECEASED.

Products of Collateral are also covered.
 Additional sheets presented.
 Filed with Office of Secretary of State of Illinois.
 Debtor is a transmitting utility as defined in UCC 9-103.

ICTAC, Inc. August, 1992
By: *[Signature]*
Signature of Debtor (Secured Party)*

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

FILING OFFICER--ALPHABETICAL

This form of financing statement is approved by the Secretary of State.

STANDARD FORM - UNIFORM COMMERCIAL CODE - FORM UCC-1 - REV. 1-75

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MAIL TO: Chattel Mortgage, Inc
532 N. Oakwood
Lake Forest IL 60045

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ATTACHMENT "A"
TO
UCC-1 FINANCING STATEMENT

DEBTOR: ICTAC, INC.

SECURED PARTY: ITEL CONTAINERS INTERNATIONAL CORPORATION

Additional Addresses.

1970 Broadway
Oakland, California 94612

400 High Street
Oakland, California 94601

440 High Street
Oakland, California 94601

4601 Malat Street
Oakland, California 94601

1621 East Opp Street
Wilmington, California 90744

3900 & 3905 South Pulaski Road
Chicago, Illinois 60632

3900 West 41st Street
Chicago, Illinois 60632

South Keeler & West 40th Street
Chicago, Illinois 60632

11700 Wallisville Road
Houston, Texas 77013

11800 Wallisville Road
Houston, Texas 77013

11900 Wallisville Road
Houston, Texas 77013

1684 Florida Street
Memphis, Tennessee 38109

1818 South 93rd Street
Seattle, Washington 98108

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ATTACHMENT "B" TO UCC-1 FINANCING STATEMENT

DEBTOR: ICTAC, INC.

SECURED PARTY: ITEL CONTAINERS INTERNATIONAL CORPORATION

Item A Continued: Collateral Description

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All of Debtor's present and hereafter acquired personal property, wherever located, including, but not limited to, (1) accounts, as defined by Section 9106 of the California Uniform Commercial Code (or similar section of any applicable enactment of the Uniform Commercial Code); (2) inventory, as defined by Section 9109(4) of the California Uniform Commercial Code (or similar section of any applicable enactment of the Uniform Commercial Code), including, but not by way of limitation, all raw materials, work in process, finished goods, returned goods and materials and supplies of any nature, kind and description which are or might be used or consumed in Debtor's business or used in connection with the manufacture, packing, shipping, advertising, selling or finishing of such goods, merchandise or such other personal property and all documents of title representing the foregoing; (3) contracts, contract rights, purchase orders, chattel paper, negotiable documents, notes, drafts, documents, instruments, including, but not limited to, checks, deposit accounts, cash, insurance policies of any nature and all credit insurance, guaranties, and other security therefor, as well as all goods returned to or reclaimed by Debtor, (4) furniture and goods, (5) fixtures, as defined by Section 9313(1) of the California Uniform Commercial Code (or similar section of any applicable enactment of the Uniform Commercial Code); (6) equipment, as defined by Section 9109(2) of the California Uniform Commercial Code (or similar section of any applicable enactment of the Uniform Commercial Code), including, without limitation, data processing hardware and software, motor vehicles, aircraft, dies, tools, jigs, and office equipment as well as all of such types of property leased by Debtor and all of Debtor's rights and interest with respect thereto under such leases (including, without limitation, options to purchase), together with all present and future additions and accessions thereto, replacements therefor, component and auxiliary parts and supplies used or to be used in connection therewith, and all substitutes for any of the foregoing, and all manuals, drawings, instructions, warranties and rights with respect thereto; (7) general intangibles, as defined by Section 9106 of the California Uniform Commercial Code (or similar section of any applicable enactment of the Uniform Commercial Code), including, but not by way of limitation, Debtor's name and goodwill, computer programs, disks and tapes, trademarks, trade names, copyrights, patents, patent rights, patent applications, licenses, permits, customer lists, blueprints, drawings, purchase orders, literature,

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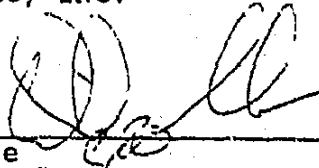
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Attachment "B" to UCC-1 Financing Statement -- Item 1 continued

reports, catalogues, deposit accounts, life insurance and other insurance policies, tax refunds, royalties, commissions and choses in action; (8) all proceeds arising from or in connection with any sale, rental, exchange or other disposal of the foregoing assets, whether voluntary or involuntary, including insurance proceeds for loss due to casualty or any other reason, all accessions and additions thereto, and any replacement of such collateral and the proceeds of such collateral; (9) all products of the foregoing; and (10) all books and records pertaining to all of the foregoing and the equipment containing such books and records.

ICTAC, INC.

By _____
Title _____



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ATTACHMENT "C"
TO
UCC-1 FINANCING STATEMENT

P.I.N. #

DEBTOR: ICTAC, INC.

19-03-201-037

SECURED PARTY: ITEL CONTAINERS INTERNATIONAL CORPORATION

Item 1: Legal Description of Property.

THAT PART OF LOT 'A' IN THE SUBDIVISION OF THE CIRCUIT COURT COMMISSIONER'S PARTITION OF THAT PART OF THE NORTH EAST 1/4 LYING SOUTH OF THE ILLINOIS AND MICHIGAN CANAL RESERVE OF SECTION 3, TOWNSHIP 28 NORTH, RANGE 13 EAST OF THE THIRD PRINCIPAL MERIDIAN, ACCORDING TO THE PLAT OF SAID SUBDIVISION RECORDED IN THE RECORDER'S OFFICE OF COOK COUNTY, ILLINOIS, IN BOOK 59 OF PLATS, PAGE 32, ON SEPTEMBER 5, 1893, AS DOCUMENT 1924571, BOUNDED AND DESCRIBED AS FOLLOWS:

PARCEL 1:

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BEGINNING AT THE INTERSECTION OF THE NORTH LINE OF DISTRICT BOULEVARD (A PRIVATE STREET) AND A STRAIGHT LINE PARALLEL TO AND 1151.05 FEET WEST OF THE WEST LINE OF PULASKI ROAD, FORMERLY CRAWFORD AVENUE; THENCE WEST ALONG THE NORTH LINE OF DISTRICT BOULEVARD, A DISTANCE OF 300 FEET, MORE OR LESS, TO ITS INTERSECTION WITH A STRAIGHT LINE PARALLEL TO AND 1160.93 FEET EAST OF THE NORTH AND SOUTH CENTER LINE OF SECTION 3; THENCE NORTH ALONG LAST DESCRIBED PARALLEL LINE TO ITS INTERSECTION WITH A LINE PARALLEL TO AND 410.21 FEET NORTH OF THE NORTH LINE OF DISTRICT BOULEVARD; THENCE EASTERLY ALONG THE LAST DESCRIBED PARALLEL LINE TO ITS INTERSECTION WITH A STRAIGHT LINE PARALLEL TO AND 1161.43 FEET EAST OF THE NORTH AND SOUTH CENTER LINE OF SECTION 3; THENCE NORTH ALONG THE LAST DESCRIBED PARALLEL LINE, A DISTANCE OF 30 FEET; THENCE NORTHEASTERLY ALONG A CURVED LINE, CONVEX TO THE NORTH WEST, HAVING A RADIUS OF 241 FEET AND BEING TANGENT TO THE LAST DESCRIBED PARALLEL LINE, AN ARC DISTANCE OF 254.12 FEET; THENCE NORTHEASTERLY ALONG A STRAIGHT LINE, A DISTANCE OF 86.0 FEET TO ITS INTERSECTION WITH THE PRESENT SOUTHERLY RIGHT OF WAY LINE OF THE CHICAGO RIVER AND INDIANA RAILROAD COMPANY; THENCE NORTHEASTERLY ALONG THE SOUTHERLY RIGHT OF WAY LINE TO ITS INTERSECTION WITH A STRAIGHT LINE PARALLEL TO AND 1151.05 FEET WEST OF THE WEST LINE OF PULASKI ROAD; THENCE SOUTH ALONG THE LAST DESCRIBED PARALLEL LINE TO THE POINT OF BEGINNING, EXCEPTING THEREFROM ALL THAT PART LYING NORTH OF A STRAIGHT LINE PARALLEL TO AND 515 FEET NORTH OF THE NORTH LINE OF DISTRICT BOULEVARD, THE PREMISES HEREBY CONVEYED CONTAIN 155,238 SQUARE FEET MORE OR LESS, AND

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PARCEL 2:

BEGINNING AT THE INTERSECTION OF THE NORTH LINE OF RE-ESTABLISHED DISTRICT BOULEVARD (A PRIVATE STREET, HEREINAFTER DEFINED) AND THE WEST LINE OF SOUTH KEELER AVENUE (A PRIVATE STREET, HEREINAFTER DEFINED); THENCE WEST ALONG SAID NORTH LINE OF RE-ESTABLISHED DISTRICT BOULEVARD, A DISTANCE OF 324 FEET, MORE OR LESS, TO ITS INTERSECTION WITH A LINE PARALLEL TO AND 1136.93 FEET EAST OF THE NORTH AND SOUTH CENTER LINE OF SAID SECTION 3; THENCE NORTH ALONG LAST DESCRIBED PARALLEL LINE, A DISTANCE OF 715.01 FEET TO ITS INTERSECTION WITH A LINE PARALLEL TO SAID NORTH LINE OF RE-ESTABLISHED DISTRICT BOULEVARD; THENCE EAST ALONG LAST DESCRIBED PARALLEL LINE TO ITS INTERSECTION WITH SAID WEST LINE OF SOUTH KEELER AVENUE; THENCE SOUTH ALONG SAID WEST LINE OF SOUTH KEELER AVENUE, A DISTANCE OF 715 FEET TO THE POINT OF BEGINNING, EXCEPTING THEREFROM A PARCEL OF LAND CONVEYED BY THE FIRST NATIONAL BANK OF CHICAGO, TRUSTEE UNDER THAT CERTAIN TRUST AGREEMENT DATED MARCH 28, 1928, AND KNOWN AS TRUST NUMBER 6558, TO ARTHUR G. LEONARD, FREDERICK H. PRINCE AND JAMES A. MC DONOUGH, TRUSTEES THEN OF CENTRAL MANUFACTURING DISTRICT BY DEED DATED OCTOBER 1, 1938, AND RECORDED IN THE RECORDER'S OFFICE OF COOK COUNTY, ILLINOIS, IN BOOK 35193 OF RECORDS, PAGE 480, AS DOCUMENT 12353953, AND THEREAFTER CONVEYED BY SAID TRUSTEES TO MARVIN N. STONE, BY DEED DATED APRIL 11, 1941, AND RECORDED IN THE RECORDER'S OFFICE OF COOK COUNTY, ILLINOIS IN BOOK 36539 OF RECORDS, AT PAGE 172, ON APRIL 29, 1941 AS DOCUMENT 12670157; SAID PREMISES THEREIN ABOVE CONTAIN 73,163 SQUARE FEET, MORE OR LESS, AND

PARCEL 3:

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BEGINNING AT THE INTERSECTION OF THE WEST LINE OF SOUTH KEELER AVENUE (A PRIVATE STREET) AND THE NORTHERLY BOUNDARY LINE OF THE PREMISES CONVEYED BY THE FIRST NATIONAL BANK OF CHICAGO TO THE THEN TRUSTEES OF THE CENTRAL MANUFACTURING DISTRICT BY DEED DATED JUNE 24, 1948, AND RECORDED IN THE RECORDER'S OFFICE OF COOK COUNTY, ILLINOIS ON JULY 6, 1948 IN BOOK 43509 AT PAGE 77 AS DOCUMENT 14352311; THENCE WEST ALONG SAID NORTHERLY BOUNDARY LINE TO ITS INTERSECTION WITH A LINE PARALLEL TO AND 1136.93 FEET EAST OF SAID NORTH AND SOUTH CENTER LINE OF SAID SECTION 3; THENCE NORTH ALONG LAST DESCRIBED PARALLEL LINE TO ITS INTERSECTION WITH THE SOUTH LINE OF WEST 40TH STREET (A PRIVATE STREET); THENCE EAST ALONG SAID SOUTH LINE OF WEST 40TH STREET TO ITS INTERSECTION WITH AFORESAID WEST LINE OF SOUTH KEELER AVENUE; THENCE SOUTH ALONG SAID WEST LINE OF SOUTH KEELER AVENUE TO THE POINT OF BEGINNING, CONTAINING 100,618 SQUARE FEET, MORE OR LESS.

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ATTACHMENT "C" CONTINUED

THE LEGAL DESCRIPTION SET FORTH HEREINABOVE IS BASED UPON THE FOLLOWING DEFINITIONS:

SOUTH KEELER AVENUE (A PRIVATE STREET) IS DEFINED AS A STRIP OF LAND 66 FEET IN WIDTH LYING IN LOT "A" AND IN LOT "B" OF THE SUBDIVISION RECORDED IN BOOK 59 OF PLATS AT PAGE 32, AS DOCUMENT 1924571, EXTENDING FROM THE NORTH LINE OF WEST 40TH STREET TO A STRAIGHT LINE PARALLEL TO AND 412.59 FEET NORTH OF SAID NORTH LINE OF WEST 40TH STREET, THE WEST LINE OF SAID STRIP IS A STRAIGHT LINE PARALLEL TO AND 1151.05 FEET WEST OF THE WEST LINE OF SOUTH PULASKI ROAD. THE EAST LINE OF SAID STRIP IS A STRAIGHT LINE PARALLEL TO AND 66 FEET EAST OF THE WEST A LINE OF SAID STRIP.

WEST 40TH STREET (A PRIVATE STREET) IS DEFINED AS A STRIP OF LAND 66 FEET IN WIDTH LYING IN LOT "A" AND IN BLOCK "B" OF THE SUBDIVISION RECORDED IN BOOK 59 OF PLATS AT PAGE 32 AS DOCUMENT 1924571 EXTENDING EASTERLY FROM A LINE PARALLEL TO AND 655.93 FEET EAST OF AND PARALLEL TO THE NORTH AND SOUTH CENTER LINE OF SECTION 3, SAID PARALLEL LINE BEING THE EAST LINE OF SOUTH KILDARE BOULEVARD, AT ITS INTERSECTION WITH THE WEST LINE OF SOUTH PULASKI ROAD. THE NORTH LINE OF SAID STRIP IS A LINE PARALLEL TO AND 1086 FEET NORTH OF THE NORTH LINE OF RE-ESTABLISHED DISTRICT BOULEVARD; THE SOUTH LINE OF SAID STRIP OF LAND IS A LINE PARALLEL TO AND 66 FEET SOUTH OF THE NORTH LINE OF SAID STRIP OF LAND.

THE NORTH AND SOUTH CENTER LINE OF SAID SECTION 3 IS HEREIN DEFINED AS A STRAIGHT LINE DRAWN FROM A POINT ON THE NORTH LINE OF SAID SECTION 3 MEASURED 2648.14 FEET WEST FROM THE NORTH EAST CORNER OF SAID SECTION 3 AND MEASURED 2642.54 FEET EAST FROM THE NORTH WEST CORNER OF SAID SECTION 3 TO A POINT ON THE SOUTH LINE OF SAID SECTION 3 MEASURED 2669.37 FEET WEST FROM THE SOUTH EAST CORNER OF SAID SECTION 3 AND MEASURED 2668.04 FEET EAST FROM THE SOUTH EAST CORNER OF SAID SECTION 3.

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THE EAST AND WEST CENTER LINE OF SAID SECTION 3 IS HEREIN DEFINED AS A STRAIGHT LINE DRAWN FROM A POINT ON THE EAST LINE OF SAID SECTION 3 MEASURED 2597.19 FEET SOUTH FROM THE NORTH EAST CORNER OF SAID SECTION 3 AND MEASURED 2669.84 FEET NORTH FROM THE SOUTH EAST CORNER OF SAID SECTION 3, TO A POINT ON THE WEST LINE OF SAID SECTION 3 MEASURED 2598.77 FEET SOUTH FROM THE NORTH WEST CORNER OF SAID SECTION 3 AND MEASURED 2661.19 FEET NORTH FROM THE SOUTH WEST CORNER OF SAID SECTION 3.

THE NORTH LINE OF RE-ESTABLISHED DISTRICT BOULEVARD (A PRIVATE STREET) AND SAID NORTH LINE EXTENDED IS HEREBY DEFINED AS A STRAIGHT LINE DRAWN FROM A POINT IN THE EAST LINE OF SAID SECTION 3, 465.16 FEET NORTH OF THE EAST AND WEST CENTER LINE OF SECTION 3 TO A POINT ON THE NORTH AND SOUTH CENTER LINE OF

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ATTACHMENT "C" CONTINUED

SECTION 3, 464.08 FEET NORTH OF THE SAID EAST AND WEST CENTER LINE. THE SOUTH LINE OF RE-ESTABLISHED DISTRICT BOULEVARD IS 80 FEET SOUTH OF AND PARALLEL TO THE NORTH LINE OF RE-ESTABLISHED DISTRICT BOULEVARD, ALL IN COOK COUNTY, ILLINOIS.

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STATE OF CALIFORNIA)

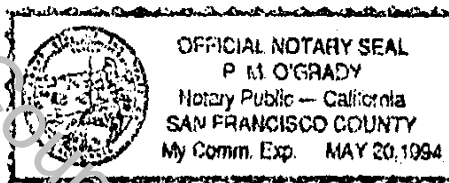
COUNTY OF SAN FRANCISCO)

On August 18, 1997 before me,
P.M. O'GRADY, a Notary Public in and for
said State, personally appeared DAVID LEDMAN

personally known to me (or proved to me on the basis of satisfactory evidence) to be the person(s) whose name(s) is/are subscribed to the within instrument and acknowledged to me that he/she/they executed the same in his/her/their authorized capacity(ies), and that by his/her/their signature(s) on the instrument the person(s), or the entity upon behalf of which the person(s) acted, executed the instrument.

WITNESS my hand and official seal.

P.M. O'Grady
(Signature)



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. DEPT-01 RECORDING \$39.50
. T#8888 TRAN 4014 08/27/92 09:57:00
. #1631 E *-92-636038
. COOK COUNTY RECORDER

16075002

AUG 25 1992

I CERTIFY THAT THIS IS A TRUE & CORRECT COPY OF DOCUMENT #

920114987
Caree Mosley Brown T.M.

REGISTRAR OF TITLES
COOK COUNTY, IL.

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