

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)
Fluid Power Industries, Inc
511 Glenn Avenue
Wheeling, Illinois 60090 60091

Secured Party (Name) and address(es)
NBB Bank, N.A.
8001 Lincoln Avenue
5th Floor
Skokie, Illinois 60077

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

All of Debtor's now owned and existing or hereafter acquired property, including all accounts, general intangibles, documents, instruments,

~~(If collateral is crops, the above described crops are growing on or to be grown on
(Describe Real Estate)~~

chattel paper, inventory, equipment and fixtures and all other property described on Exhibit A attached hereto.

ASSIGNEE OF SECURED PARTY

3. (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) or 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. See Exhibit B for the name of the record owner of the real estate.

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

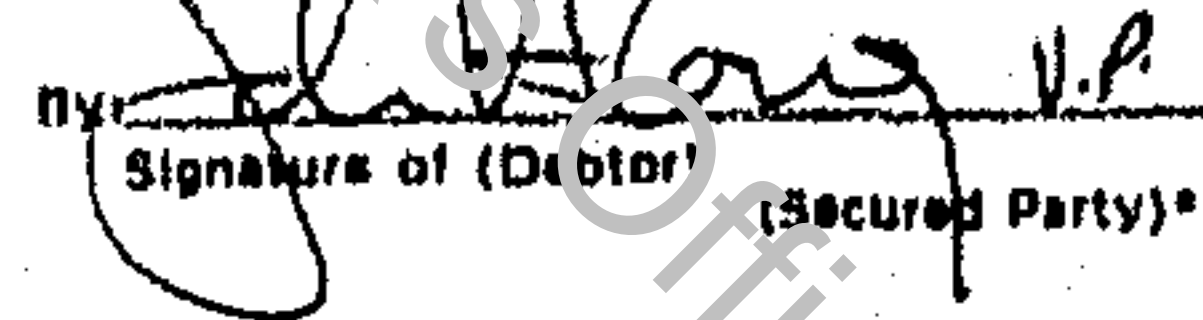
THIS IS A FIXTURE FILING AND IS TO BE FILED IN THE REAL ESTATE RECORDS OF COOK COUNTY, ILLINOIS

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4. Products of Collateral are also covered.

3 X Additional sheets presented.
X Filed with Recorder's Office of Cook County, Illinois.

Fluid Power Industries, Inc.


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 COPY-ALPHABETICAL

STANDARD FORM—UNIFORM COMMERCIAL CODE—FORM UCC-2—REV. 4-73

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

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[Handwritten signature]

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EXHIBIT A
TO UCC FINANCING STATEMENT
NAMING FLUID POWER INDUSTRIES, INC. AS DEBTOR
AND NBD BANK, N.A. AS SECURED PARTY 92815632

This financing statement includes all of Debtor's right title and interest in and to the following types (or items) of property, whether now or hereafter existing and wherever located:

(a) all of Debtor's accounts and other rights of Debtor to payments for goods sold or leased or for services rendered, which are not evidenced by instruments or chattel paper, and whether or not they have been earned by performance, and all proceeds of the foregoing, as well as all security which Debtor has for any of the foregoing, and all of Debtor's rights to any goods or other property sold or leased which may be represented by any of the foregoing, including rights to stoppage in transit, replevin and reclamation (the "Receivables");

(b) all of Debtor's general intangibles (including state and federal tax refunds and related claims, pension refunds, all patents, trademarks, service marks, copyrights, licenses, trade-names, tradestyles, trade secrets and all applications and royalties pertaining to any of the foregoing, all goodwill, registrations, franchises, customer lists, operational manuals, product formulae, blueprints, permits and operating rights and authorities, and all of Debtor's interest in and to any lease of real or personal property, whether as lessor or lessee, including any option to purchase thereunder), chattel paper, documents, documents of title, securities, instruments, contract rights, choses in action, deposits, deposit accounts, monies, brokerage accounts and all contents thereof, and all proceeds of the foregoing, including proceeds of any applicable insurance and fidelity or other bonds, as well as all security which Debtor has for any of the foregoing (the "Intangibles");

(c) all goods intended for sale or lease by Debtor, or to be furnished by Debtor under contracts of sale or service, all raw materials, goods in process, finished goods, materials and supplies of every nature used or useable in connection with the manufacture, packing, shipping, advertising, selling, leasing or furnishing of such goods, including such raw materials, goods in process, finished goods, materials and supplies which are in transit to Debtor, all documents evidencing or representing the same, all substitutions and replacements therefor and additions and accessions thereto, and all products and proceeds of any of the foregoing, including proceeds of any applicable insurance and fidelity or other bonds ("Inventory"). Secured Party's security interest in Inventory will continue through all stages of manufacture and will, without further act, attach to raw materials, to goods in process, to the finished goods, to the Receivables or other proceeds resulting from the sale or other disposition of

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IN SENATE
JANUARY 11, 1900
REPORT OF THE
COMMISSIONERS OF THE LAND OFFICE
IN RESPONSE TO A RESOLUTION PASSED BY THE SENATE
MAY 1, 1899

Property of Cook County Clerk's Office

THE LAND OFFICE HAS THE HONOR TO ACKNOWLEDGE THE RECEIPT OF THE ABOVE REPORT AND TO STATE THAT THE SAME HAS BEEN FILED FOR THE INFORMATION OF THE SENATE AND THE HOUSE OF REPRESENTATIVES.

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Inventory, to all such Inventory as may be returned to Debtor by its customers, and all proceeds of insurance arising from loss or damage to any Inventory;

(d) all of Debtor's now or hereafter owned, and wherever located, books of accounts, ledgers, computer software, computer printouts and other computerized records and cabinets in which there are reflected or maintained the Receivables or Intangibles in which Secured Party has a security interest, or which relate to any other security Secured Party may hold from Debtor and all supporting evidence and documents relating to such security in the form of written applications, credit information, account cards, payment records, correspondence, delivery and installation certificates, invoice copies, delivery receipts, notes and other evidences of indebtedness, insurance certificates and the like; and

(e) all equipment, fixtures, chattels, machinery, furniture, vehicles and like personal property owned by Debtor, now or in the future, bought for or used by Debtor in Debtor's business, or in which Debtor obtains rights of any kind, including rights under any lease, whether a true lease or a lease intended as security, and wherever such collateral is located, including all such collateral located, affixed or to be affixed to real property owned or leased by Debtor, and all accessories, machinery parts and appurtenances attached, kept, used or intended for use in connection with any of the foregoing, all related apparatus, tools, supplies, materials, blue prints and plans and all additions and accessions to any of the foregoing and all products and proceeds of any of the foregoing, including proceeds of any applicable insurance and fidelity or other bonds.

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IN WITNESS WHEREOF, I have hereunto set my hand and the seal of the County of Cook, Illinois, this _____ day of _____, 20____.

Clerk of Cook County, Illinois

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**EXHIBIT B
TO UCC FINANCING STATEMENT
NAMING FLUID POWER INDUSTRIES, INC. AS DEBTOR
AND NBD BANK, N.A. AS SECURED PARTY**

Name of Record Owner: Fluid Power Industries, Inc.

Legal Description:

PARCEL 1:

Lots 1, 2, and 3 in Block 5 in Amerline Subdivision of part of the East 1/2 of the Southwest 1/4 of Section 11, Township 42 North, Range 11 East of the Third Principal Meridian, in Cook County, Illinois.

PIN 03-11-303-026

PARCEL 2:

Lots 39 and 40 in Palwaukee Business Center Unit Two, being a Subdivision in the Southeast 1/4 of Section 11, Township 41 North, Range 11 East of the Third Principal Meridian, in Cook County, Illinois.

PIN

PARCEL 3:

Lots 67 and 68 in Palwaukee Business Center Unit Three, being a Subdivision in the Southeast 1/4 of Section 11, Township 41 North, Range 11 East of the Third Principal Meridian, according to Plat recorded September 11, 1986 as Document Number 86408080, in Cook County, Illinois.

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DEPT-01 RECORDING
TRAN 0034 11/02/92 14:51:00
#9142 # E # 92-815632
COOK COUNTY RECORDER