

UNIFORM COMMERCIAL CODE OFFICIAL COPY - FORM UCC-1

REGISTRATION
Registered, Inc.
6141 W 97 ST
MAYWOOD, ILL 60454
(708) 421-1111

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 6 x 8 or 8 1/2 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, inventories, etc., may be on any size paper that is convenient for the secured party. Indicate the number of additional sheets attached.
- If collateral is crops or goods which are or are to be grown, 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 unassigned set of three forms, with an extra fee.
- At the time of original filing, filing officer should return third copy as an acknowledgment. At a later time, secured party may date and sign termination legend and use third copy as a Termination Statement.

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)
Houston Foods Co.
3501 Mt. Prospect Road
Franklin Park, Illinois 60131
94384135

2. Secured Party(ies) and address(es)
Banque Nationale de Paris,
New York Branch, as Agent
499 Park Avenue
7th Floor
New York, New York 10022

For Filing Officer (Date, Time, Number, and Filing Office)
DEPT-01 RECORDING \$39.50
T80012 TRAN 9858 04/28/94 13:54:00
\$6460 \$ SK #--94-384135
COOK COUNTY RECORDER

Tax ID/Social Security No. 36-3946535

Tax ID/Social Security No. 941-677765

4. This financing statement covers the following type(s) (or items) of property:
THIS FINANCING STATEMENT IS TO BE FILED (FOR RECORD) IN THE REAL ESTATE RECORDS.
All of the Debtor's right, title and interest in and to the following collateral, whether now owned or hereafter acquired: all equipment, fixtures, inventory, goods, agreements, cash, accounts, general intangibles, contract rights, receivables, documents, chattel paper, instruments, deposit accounts, investments, shares of capital stock, debt and other obligations of any kind, and all proceeds and products of any and all of the foregoing, all as more fully described in Exhibit A attached hereto and made a part hereof. Portions of the Debtor's collateral may be located at, but not limited to the following locations: 1010 Jesse Street, Bensenville, Illinois 60106.
~~XXXXXXXX~~ The record owner of the real estate is described on exhibit B attached hereto and made a part hereof.
PIN No.: ~~XXXXXXXXXXXXXXXXXXXXXXXXXXXX~~ 12-19-100-089 - Volume No.: 64; and 12-19-100-95.

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

- 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

Filed with
Cook County, Illinois

Check if covered Proceeds of Collateral are also covered Products of Collateral are also covered. No. of additional Sheets presented 8

Houston Foods Co.
By: [Signature]
Signature(s) of Debtor(s)
CFO: President

Banque Nationale de Paris, New York Branch, as Agent
By: [Signature]
Signature(s) of Secured Party(ies)

(1) Filing Officer Copy - Alphabetical

STANDARD FORM - FORM UCC-1.

BY: *[Handwritten initials]*

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EXHIBIT A
TO
UNIFORM COMMERCIAL CODE FINANCING STATEMENT

Debtor:

Houston Foods Co.

Fed. Tax ID No. 36-394635

Secured Party:

Banque Nationale de Paris,
New York Branch, as Agent

Fed. Tax ID No. 941-677765

The Debtor hereby assigns and pledges to the Agent (as defined below) for its benefit and the ratable benefit of the Lenders (as defined below), and hereby grants to the Agent for its benefit and the ratable benefit of the Lenders, under the Credit Agreement between HFC Acquisition Sub II, Inc., the banks parties thereto (the "Lenders") and Banque Nationale de Paris, New York Branch, as agent for the Lenders (the "Agent"), in the following (collectively, the "Collateral"):

(a) all of the Debtor's right, title and interest, whether now owned or hereafter acquired, in and to all equipment in all of its forms, wherever located, now or hereafter existing (including, but not limited to, all computers, office and other machinery, furniture, tools, spare parts and all parts thereof, and operating supplies therefor), all fixtures and all parts thereof and all accessions thereto (any and all such equipment, fixtures, parts and accessions being the "Equipment");

(b) all of the Debtor's right, title and interest, whether now owned or hereafter acquired, in and to all inventory in all of its forms, wherever located, now or hereafter existing (including, but not limited to all (i) baskets, boards, ceramics, woodenware, boxes, popcorn tins, popcorn, hams, sausages, cheeses, jellies, cookies, hard candies, coffees, teas and all raw materials and work in process therefor, finished goods thereof and materials used or consumed in the manufacture or production thereof, (ii) goods in which the Debtor has an interest in mass or a joint or other interest or right of any kind (including, without limitation, goods in which the Debtor has an interest or right as consignee) and

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Relya-See Services
1524 Central Ave.
P.O. Box 5167
Albany, N.Y. 12205-067

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Debtor:

Houston Foods Co.

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(iii) goods that are returned to or repossessed by the Debtor), and all accessions thereto and products thereof and documents therefor (any and all such inventory, accessions, products and documents being the "Inventory");

(c) all of the Debtor's right, title and interest, whether now owned or hereafter acquired, in and to all accounts, contract rights, chattel paper, instruments, deposit accounts, general intangibles and other obligations of any kind, now or hereafter existing, whether or not arising out of or in connection with the sale or lease of goods or the rendering of services, and all rights now or hereafter existing in and to all security agreements, leases and other contracts securing or otherwise relating to any such accounts, contract rights, chattel paper, instruments, deposit accounts, general intangibles or obligations (any and all such accounts, contract rights, chattel paper, instruments, deposit accounts, general intangibles and obligations, to the extent not referred to in clause (d), (e) or (f) below, being the "Receivables", and any and all such leases, security agreements and other contracts being the "Related Contracts");

(d) all of the following (collectively, the "Security Collateral");

(i) the pledged shares listed on Part A of Schedule I hereto and the certificates representing the pledged shares, and all dividends, cash, instruments and other property from time to time received, receivable or otherwise distributed in respect of or in exchange for any or all of the pledged shares;

(ii) the pledged indebtedness listed on Part B of Schedule I hereto and the instruments evidencing the pledged indebtedness, and all interest, cash, instruments and other property from time to time received, receivable or otherwise distributed in respect of or in exchange for any or all of the pledged indebtedness;

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Debtor:

Houston Foods Co.

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(iii) all additional shares of stock from time to time acquired by the Debtor in any manner and the certificates representing such additional shares, and all dividends, cash, instruments and other property from time to time received, receivable or otherwise distributed in respect of or in exchange for any or all of such shares; and

(iv) all additional indebtedness from time to time owed to the Debtor in any manner and the instruments evidencing such indebtedness, and all interest, cash, instruments and other property from time to time received, receivable or otherwise distributed in respect of or in exchange for any or all of such indebtedness;

(e) all of the Debtor's right, title and interest in and to each of the agreements listed on Schedule II hereto and each Secured Hedge Agreement to which the Debtor is now or may hereafter become a party, in each case as such agreements may be amended, supplemented or otherwise modified from time to time (collectively, the "Assigned Agreements"), including, without limitation, (i) all rights of the Debtor to receive moneys due and to become due under or pursuant to the Assigned Agreements, (ii) all rights of the Debtor to receive proceeds of any insurance, indemnity, warranty or guaranty with respect to the Assigned Agreements or any documents, instruments or opinions delivered pursuant thereto, (iii) all claims of the Debtor for damages arising out of or for breach of or default under the Assigned Agreements, (iv) any right of the Debtor to terminate the Assigned Agreements, to perform thereunder and to compel performance, and otherwise exercise all remedies thereunder and (v) all rights of the Debtor in and to all mortgages, security agreements, leases and other contracts securing or otherwise relating to the Assigned Agreements (all such Collateral being the "Agreement Collateral");

(f) all of the following (collectively, the "Account Collateral");

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(i) all deposit accounts of the Debtor, all funds held therein and all certificates and instruments, if any, from time to time representing or evidencing such deposit accounts;

(ii) all notes, certificates of deposit, deposit accounts, checks and other instruments from time to time hereafter delivered to or otherwise possessed by the Agent for or on behalf of the Debtor in substitution for or in addition to any or all of the then existing Account Collateral; and

(iii) all interest, dividends, cash, instruments and other property from time to time received, receivable or otherwise distributed in respect of or in exchange for any or all of the then existing Account Collateral; and

(g) all proceeds of any and all of the foregoing Collateral (including, without limitation, proceeds that constitute property of the types described in clauses (a) through (f) above) and, to the extent not otherwise included, all (i) payments under insurance (whether or not the Agent is the loss payee thereof) or any indemnity, warranty or guaranty, payable by reason of loss or damage to or otherwise with respect to any of the foregoing Collateral and (ii) cash.

Without limiting the foregoing description, the grant by the Debtor of the security interest in and to certain Collateral is subject to the terms of the Intercreditor Agreement dated as of April 26, 1994 among the Debtor, the Agent and LaSalle National Bank, in its capacity as lender under a loan and security agreement dated as of April 26, 1994.

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SCHEDULE I TO EXHIBIT A TO UNIFORM COMMERCIAL CODE FINANCING STATEMENT

Percentage of Outstanding Equity

PART I

Number of Shares

Stock Certificate Holdings Par Value

Class of Stock

None.

Issuer

Plender

Original Principal Amount

PART B

Final Maturity

Certificate Maturity

None.

Description of Indebtedness

Issuer of Indebtedness

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SCHEDULE II TO
EXHIBIT A TO
UNIFORM COMMERCIAL CODE FINANCING STATEMENT

ASSIGNED AGREEMENTS

None.

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8864T/104

EXHIBIT B
TO
UNIFORM COMMERCIAL CODE FINANCING STATEMENT

Debtor

Houston Foods Co.

Fed. Tax ID No. 36-3946535

Secured Party:

Banque Nationale de Paris,
New York Branch, as Agent

Fed. Tax ID No. 941-677765

BENSENVILLE LEASE, 1010-1050 Sesame Street, Bensenville,
Illinois:

A. LEGAL DESCRIPTION OF REAL ESTATE:

1. Parcel 1:

Lot 1 in Hawthorn Center for Industry, being a subdivision of part of the Northwest Quarter of Section 19, Township 40 North, Range 12 East of the Third Principal Meridian, according to the plat thereof recorded April 11, 1974 as Document Number 22682660, in Cook County, Illinois.

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Fed. Tax ID No. 941-677765

2. Parcel 2:

Non-exclusive Easements for the benefit of Parcel 1, as created by Maintenance Agreement and Grant of Easements dated December 21, 1978 recorded December 26, 1978 as Document Number 24778114, over, across and upon Lot 5 in Hawthorn Center for Industry, being a subdivision of part of the Northwest Quarter of Section 19, Township 40 North, Range 12 East of the Third Principal Meridian, according to the plat thereof recorded April 17, 1974 as Document Number 22682660, all in Cook County, Illinois.

B. P.I.N. No.:

1. Parcel 1: 12-19-100-089 - Volume No.: 64
2. Parcel 2: 12-19-100-093

C. THE RECORD OWNER OF THE PROPERTY IS:

American National Bank and Trust Company of Chicago, as Trustee under Trust Agreement dated May 22, 1991 and known as trust no. 113913-07.

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