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EXHIBIT A  
TO  
UNIFORM COMMERCIAL CODE FINANCING STATEMENTS

DESCRIPTION OF COLLATERAL

Debtor: Morrison Knudsen Corporation,  
an Ohio corporation

Secured Party: Mellon Bank, N.A., as Collateral Agent for the banks and other financial institutions, as their interests may appear from time to time (the "Lenders"), that are, from time to time, parties to the Credit Agreement, as from time to time in effect, among Morrison Knudsen Corporation, a Delaware corporation, Morrison Knudsen Corporation, an Ohio corporation, the "Co-Agents", the "Administrative Agent", and the Lenders

All of the Debtor's now existing and hereafter arising interest in the following collateral:

A. All accounts as such term is defined in the Uniform Commercial Code including, without limitation, accounts receivable, other receivables, book debts and other forms of obligations (other than forms of obligations evidenced by chattel paper, documents or instruments) now owned or hereafter received or acquired by or belonging or owing to Debtor, whether arising out of goods sold or services rendered by Debtor or from any other transaction, including, without limitation,

(1) All rights in, to and under all purchase orders or receipts now owned or hereafter acquired by Debtor for goods or services;

(2) All rights to any goods represented by any of the foregoing (including, without limitation, an unpaid seller's rights of rescission, replevin, reclamation and stoppage in transit and rights to returned, reclaimed or repossessed goods);

(3) All monies due or to become due under all purchase orders and contracts for the sale of goods or the performance of services or both by Debtor or in connection with any other transaction (whether or not yet earned by performance on the part of Debtor) now or hereafter in existence, including, without limitation, the right to receive the proceeds of said purchase orders and contracts; and

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(4) All collateral security and guaranties of any kind, now or hereafter in existence, given by any person or entity with respect to any of the foregoing;

B. All chattel paper as defined in the Uniform Commercial Code;

C. All contracts, undertakings, or agreements (other than rights evidenced by chattel paper, documents or instruments) in or under which Debtor may now or hereafter have any right, title or interest, including, without limitation, any agreement relating to the terms of payment or the terms of performance of any account of Debtor;

D. All documents as defined in the Uniform Commercial Code, including, without limitation, all bills of lading, dock warrants, dock receipts, warehouse receipts, or other documents of title;

E. All equipment as defined in the Uniform Commercial Code, including, without limitation, all machinery, equipment, furnishings, vehicles and computers and other electronic data-processing and other office equipment, and any and all additions, substitutions and replacements of any of the foregoing, together with all attachments, components, parts, equipment, and accessories installed on or affixed to any of the foregoing;

F. All fixtures as defined in the Uniform Commercial Code, including, without limitation, all of the fixtures, systems, machinery, apparatus, equipment and fittings of every kind and nature whatsoever and all appurtenances and additions thereto and substitutions therefor or replacements thereof, now or hereafter attached or affixed to or constituting a part of, or located in or upon, real property wherever located (including, without limitation, all heating, electrical, mechanical, lighting, lifting, plumbing, ventilating, air-conditioning and air cooling, refrigerating, incinerating and power, loading and unloading, signs, escalators, elevators, boilers, communication, switchboards, sprinkler and other fire prevention and extinguishing fixtures, systems, machinery, apparatus and equipment, and all engines, motors, dynamos, machinery, pipes, pumps, tanks, conduits and ducts constituting a part of any of the foregoing, together with all extensions, improvements, betterments, renewals, substitutes, and replacements of, and all additions and appurtenances to any of the foregoing property);

G. All general intangibles as defined in the Uniform Commercial Code, including, without limitation, all right, title and interest which Debtor may now or hereafter have in or under any contracts, customer lists, trademarks, patents, service marks, trade names, business names, corporate names, trade styles, logos and other source or business identifiers, and all

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applications therefor and reissues, extensions or renewals thereof, rights in intellectual property, interests in and rights to distributions from partnerships, joint ventures and other business associations, licenses, permits, copyrights, trade secrets, proprietary or confidential information, inventions (whether or not patented or patentable), technical information, procedures, designs, knowledge, know-how, software, data bases, data, skill, expertise, experience, processes, models, drawings, materials and records, goodwill (including, without limitation, the goodwill associated with any trademark, trademark registration or trademark licensed under any trademark license), all rights and claims in or under insurance policies (including, without limitation, insurance for fire, damage, loss, and casualty, whether covering personal property, real property, tangible rights or intangible rights, all liability, life, key person, and business interruption insurance, and all unearned premiums), uncertificated securities, choses in action, deposit accounts and other bank accounts, rights to receive tax refunds, and other payments and rights of indemnification;

H. All instruments as defined in the Uniform Commercial Code, including, without limitation, all certificated and uncertificated securities, all certificates of deposit, and all notes and other evidences of indebtedness, other than instruments that constitute, or are a part of a group of writings that constitute, chattel paper;

I. All inventory as defined in the Uniform Commercial Code, including, without limitation, all inventory, merchandise, goods and other personal property which are held by or on behalf of Debtor for sale or lease or are furnished or are to be furnished under a contract of service or which constitute raw materials, work in process or materials used or consumed or to be used or consumed in Debtor's business or in the processing, production, packaging, promotion, delivery or shipping of the same, including, without limitation, other supplies, and all finished goods, and goods held by Debtor on a consignment basis;

J. All leasehold interests in real property now owned or hereafter acquired by Debtor as lessees or sublessors;

K. All money, cash or cash equivalents of Debtor;

L. All books and records (including, without limitation, customer lists, credit files, computer programs, printouts, and other computer materials and records) of Debtor pertaining to any of the foregoing;

M. All other goods and personal property of Debtor, whether tangible or intangible and whether now or hereafter owned or existing, leased, consigned by or to, or acquired by Debtor, and wherever located; and

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N. To the extent not otherwise included, all proceeds of the foregoing, in any form (including, without limitation, any insurance proceeds, and all claims by Debtor against third parties for loss or damage to, or destruction of, or otherwise relating to any or all of the foregoing) and all accessions to, substitutions and replacements for, and rents, profits and products of, each of the foregoing.

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## EXHIBIT B

### Description of Real Property

FIN 25-11-306-037

#### PARCEL 1:

THE SOUTH 925.46 FEET OF THAT PART OF THE SOUTHWEST 1/4 OF SECTION 11, TOWNSHIP 37 NORTH, RANGE 14, EAST OF THE THIRD PRINCIPAL MERIDIAN, LYING WEST OF THE WESTERLY RIGHT OF WAY LINE OF THE PULLMAN RAILROAD (EXCEPT THEREFROM THE WEST 666.93 FEET AND ALSO EXCEPT THEREFROM THE SOUTH 47 FEET) AND EXCEPT THE NORTH 15 FEET OF THE SOUTH 925.46 FEET OF THE EAST 165 FEET OF THE WEST 1636.93 FEET OF THE SOUTHWEST 1/4 OF SECTION 11, TOWNSHIP 37 NORTH, RANGE 14 EAST OF THE THIRD PRINCIPAL MERIDIAN IN COOK COUNTY, ILLINOIS.

#### PARCEL 2:

THAT PART OF THE SOUTHWEST 1/4 OF SECTION 11, TOWNSHIP 37 NORTH, RANGE 14 EAST OF THE THIRD PRINCIPAL MERIDIAN, BOUNDED BY THE FOLLOWING DESCRIBED LINE: COMMENCING AT A POINT OF 666.93 FEET EAST AND 925.46 FEET NORTH OF THE SOUTHWEST CORNER OF THE SOUTHWEST 1/4 OF SAID SECTION 11, SAID POINT BEING ALSO THE NORTHWEST CORNER OF A TRACT OF LAND CONVEYED TO THE DEFENSE PLANT CORPORATION BY DEED DATED JUNE 16, 1941 AND RECORDED JUNE 17, 1941 AS DOCUMENT NUMBER 12704008 IN BOOK 36734, PAGE 248 THEREOF; THENCE NORTH A DISTANCE OF 100 FEET; THENCE EAST ALONG A LINE PARALLEL TO AND 100 FEET NORTHERLY OF THE NORTH LINE OF THE PREMISES CONVEYED TO THE DEFENSE PLANT CORPORATION BY THE DEED RECORDED AS DOCUMENT NUMBER 12704008 AFORESAID A DISTANCE OF 295 FEET TO A POINT; THENCE SOUTH A DISTANCE OF 100 FEET TO THE NORTH LINE OF THE PREMISES CONVEYED TO THE DEFENSE PLANT CORPORATION AS AFORESAID; THENCE WEST 295 FEET TO THE PLAT OF BEGINNING, ALL IN COOK COUNTY, ILLINOIS.

#### PARCEL 3:

A TRACT OF LAND LOCATED IN THE SOUTHWEST 1/4 OF SECTION 11, TOWNSHIP 37 NORTH, RANGE 14 EAST OF THE THIRD PRINCIPAL MERIDIAN, BOUNDED BY A LINE AS FOLLOWS: COMMENCING AT A POINT ON THE SOUTH LINE OF SAID SECTION 666.93 FEET EAST OF THE SOUTHWEST CORNER OF SAID SECTION 11, SAID POINT BEING ALSO THE POINT OF INTERSECTION OF AN EXTENSION OF THE WEST LINE OF A TRACT OF LAND IN SAID SECTION CONVEYED TO DEFENSE PLANT CORPORATION, BY DEED BEARING DATE OF JUNE 16, 1941 AND RECORDED ON JUNE 17, 1941 IN THE OFFICE OF THE RECORDER OF DEEDS IN COOK COUNTY, ILLINOIS AS DOCUMENT NUMBER 12704008 IN BOOK 36734, AT PAGE 248 THEREOF; THENCE NORTH ALONG THE SAID EXTENSION OF THE WEST LINE OF SAID TRACT SO CONVEYED AND CONTINUING ALONG SAID WEST LINE, A DISTANCE OF 1025.46 FEET TO A POINT; THENCE WEST ALONG A LINE PARALLEL TO THE SOUTH LINE OF SAID SECTION, A DISTANCE OF 50 FEET TO A POINT; THENCE SOUTH ALONG A LINE PARALLEL TO THE WEST LINE OF SAID TRACT SO CONVEYED, A DISTANCE OF 1025.46 FEET TO A POINT ON THE SOUTH LINE OF SAID

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SECTION, WHICH IS 616.93 FEET EAST OF THE SOUTHWEST CORNER OF SAID SECTION; THENCE EAST ALONG THE SOUTH LINE OF SAID SECTION TO THE PLACE OF BEGINNING (EXCEPT THE SOUTH 47 FEET TAKEN, USED OR OCCUPIED AS A PUBLIC STREET) ALL LOCATED IN THE CITY OF CHICAGO, COOK COUNTY, ILLINOIS.

## PARCEL 4:

THE NORTH 15 FEET OF THE SOUTH 940.46 FEET OF THE EAST 165 FEET OF THE WEST 1126.93 FEET OF THE SOUTHWEST 1/4 OF SECTION 11, TOWNSHIP 37 NORTH, RANGE 14 EAST OF THE THIRD PRINCIPAL MERIDIAN IN COOK COUNTY, ILLINOIS.

## PARCEL 5:

THAT PART OF THE SOUTHWEST 1/4 OF SECTION 11, TOWNSHIP 37 NORTH, RANGE 14 EAST OF THE THIRD PRINCIPAL MERIDIAN, BOUNDED AND DESCRIBED AS FOLLOWS: COMMENCING AT THE POINT OF INTERSECTION OF A LINE 925.46 FEET NORTH OF (AT RIGHT ANGLE MEASUREMENT) AND PARALLEL WITH THE SOUTH LINE OF SAID SOUTHWEST 1/4 WITH THE WESTERLY RIGHT OF WAY LINE OF THE PULLMAN RAILROAD COMPANY (SAID WESTERLY LINE LYING 35 FEET WESTERLY OF AND PARALLEL WITH THE CENTERLINE OF AN EXISTING SINGLE TRACT IN SAID RIGHT OF WAY); THENCE WEST IN SAID LINE 925.46 FEET NORTH OF SAID SOUTH LINE FOR A DISTANCE OF 70.74 FEET TO THE POINT OF BEGINNING OF THE TRACT TO BE DESCRIBED TO WIT: THENCE NORTH 46 DEGREES 17 MINUTES 39 SECONDS EAST 51.03 FEET TO A POINT IN THE SOUTHWESTERLY LINE OF HIGHWAY RIGHT OF WAY (SAID SOUTHWESTERLY LINE BEING DRAWN FROM A POINT 1470.0 FEET SOUTH OF AND 317.0 FEET WEST OF THE NORTHEAST CORNER OF SAID SOUTHWEST 1/4 AS MEASURED ON THE EAST LINE THEREOF AND ON A LINE AT RIGHT ANGLES THERETO) TO THE POINT OF INTERSECTION OF A LINE 30 FEET WESTERLY OF AND PARALLEL WITH THE WESTERLY RIGHT OF WAY OF THE PULLMAN RAILROAD AFORESAID WITH A LINE 950.00 FEET NORTH OF (AT RIGHT ANGLES MEASUREMENT) AND PARALLEL WITH THE SOUTH LINE OF SAID SOUTHWEST 1/4; THENCE SOUTH 45 DEGREES 20 MINUTES 21 SECONDS EAST IN SAID SOUTHWEST RIGHT OF WAY LINE 15.25 FEET TO SAID POINT OF INTERSECTION 950 FEET NORTH AND 30 FEET WESTERLY OF SAID RAILROAD; THENCE SOUTH 19 DEGREES 44 MINUTES 54 SECONDS WEST 26.07 FEET TO A POINT IN SAID LINE 925.46 FEET NORTH OF AND PARALLEL WITH SAID SOUTH LINE WHICH IS 38.93 FEET EAST OF THE POINT OF BEGINNING; THENCE WEST IN SAID PARALLEL LINE 38.93 FEET TO THE POINT OF BEGINNING IN COOK COUNTY, ILLINOIS.

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