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FIXTURE FILING

STATE OF ILLINOIS UNIFORM COMMERCIAL CODE - FINANCING STATEMENT - FORM UCC-2

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 5" x 8" or 8" 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, indentures, etc., may be on any size paper that is convenient for the Secured Party.

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) and address(es)
Randolph Pickle Corporation
4401 W. 44th Place
Chicago, Illinois 60632

Secured Party(ies) and address(es)
American National Bank and Trust
Company of Chicago
33 North LaSalle Street
Chicago, Illinois 60690
Attn: Jeffrey S. Pfeiffer

95129658

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

See Attached Schedule of Collateral.

ASSIGNEE OF SECURED PARTY
DEPT OF RECORDING \$83.50
746666 TRAN 7099 02/24/95 12:15:00
16287 # LC *-95-129658
COOK COUNTY RECORDER

2. (If collateral is crops) The above described crops are growing or are to be grown on: (Describe Real Estate)
Not Applicable.

3. (If applicable) The above goods are to become fixtures on [The above timber is standing on] [The above minerals or the lease including oil and gas] accounts will be financed at the wellhead or minhead of the well or mine located on [] (Strike what is inapplicable) (Describe Real Estate)
Exhibit A Attached.
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

4. Products of Collateral are also covered.

Additional sheets presented

XX Filed with Recorder's Office of Cook County, Illinois.

By:

Randolph Pickle Corporation

By:

Title:

Signature of (Debtor)

(Secured Party)*

FILING OFFICER COPY — ALPHABETICAL

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

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2/8/95

SCHEDULE OF COLLATERAL
(Company as Debtor)

1. All the rents, avails, issues and profits now due or which may hereafter become due under or by virtue of any lease, either oral or written, or any letting of or any agreement for the use or occupancy of any part of the real estate described Exhibit B attached hereto, which may have been heretofore or may be hereafter made or agreed to; all such leases and agreements referred to above; and any and all guarantees of the lessee's obligations under any of such leases and subleases and agreements.

2. All items of furniture, furnishings, equipment and personal property used or useful in the operation of the real estate described in Exhibit B attached hereto, excluding, however, such property owned by tenants of the said real estate, and all building materials located on the said real estate, and all renewals, substitutions and replacements for any or all of the foregoing, and all proceeds therefrom.

3. All right, title and interest in and to all present and future plans and specifications relating to improvements to be constructed on the real estate described in Exhibit B attached hereto.

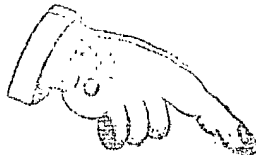
4. All right, title and interest in and to all present and future applications, permits, licenses and approvals between the Debtor and others, or given or to be given to the Debtor by appropriate governmental authorities, relating to improvements to be constructed on the real estate described in Exhibit B attached hereto.

5. All right, title and interest in, to and under all present and future architectural and construction contracts relating to improvements to be constructed on the real estate described in Exhibit B attached hereto.

6. All of the equipment which has been or will hereinafter be acquired as part of the manufacturing facility located on the real estate described in Exhibit B attached hereto, including, without limitation, the equipment described in Exhibit C attached hereto which equipment from time to time may be located at the real estate described in Exhibit B attached hereto.

7. All of the Debtor's rights and remedies under or with respect to that certain Agreement to Purchase Industrial Building dated January 31, 1992, and a certain Reinstatement and First Amendment to Purchase and Sale Agreement dated May 26, 1992, pertaining the real estate described in Exhibit B attached hereto, including, without limitation, the Debtor's rights and remedies with respect to any and all representations, warranties and covenants made by any party therein favor of the Debtor with respect thereto and any and all indemnities arising in favor of the Debtor therefrom.

Some or all of the above-described property may be or become fixtures to the real estate described in Exhibit B attached hereto.



RETURN TO:
LEXIS Document Services
135 S. LaSalle, Ste 2054
Chicago, IL 60603

95140658

2/22/95

EXHIBIT B

LEGAL DESCRIPTION OF PROJECT

PARCEL 1:

THAT PART OF LOT "B" IN THE CIRCUIT COURT PARTITION OF THE SOUTH 1/2 AND THAT PART OF THE NORTHWEST 1/4 LYING SOUTH OF THE ILLINOIS AND MICHIGAN CANAL RESERVE, OF SECTION 3, TOWNSHIP 38 NORTH, RANGE 13 EAST OF THE THIRD PRINCIPAL MERIDIAN, IN COOK COUNTY, ILLINOIS, ACCORDING TO THE PLAT OF SAID CIRCUIT COURT PARTITION RECORDED IN THE OFFICE OF THE RECORDER OF COOK COUNTY, ILLINOIS ON APRIL 29, 1897 AS DOCUMENT 2530529, IN BOOK 67 OF PLATS, PAGE 44 BOUNDED AND DESCRIBED AS FOLLOWS:

BEGINNING AT THE POINT OF INTERSECTION OF A LINE WHICH IS 727.19 FEET SOUTH FROM AND PARALLEL WITH THE EAST AND WEST CENTER LINE, HEREINAFTER DEFINED, OF SAID SECTION 3, WITH A LINE WHICH IS 60.03 FEET EAST FROM AND PARALLEL WITH THE NORTH AND SOUTH CENTER LINE, HEREINAFTER DEFINED, OF SAID SECTION 3, AND RUNNING THENCE SOUTH ALONG SAID LAST DESCRIBED PARALLEL LINE A DISTANCE OF 208.13 FEET TO ITS INTERSECTION WITH A LINE WHICH IS 935.32 FEET SOUTH FROM AND PARALLEL WITH SAID EAST AND WEST CENTER LINE OF SECTION 3, THENCE WEST ALONG THE LAST DESCRIBED PARALLEL LINE A DISTANCE OF 60.03 FEET TO ITS INTERSECTION WITH THE SAID NORTH AND SOUTH CENTER LINE, HEREINAFTER DEFINED, THENCE NORTH ALONG SAID NORTH AND SOUTH CENTER LINE TO ITS INTERSECTION WITH A LINE WHICH IS 915.32 FEET SOUTH FROM AND PARALLEL WITH SAID EAST AND WEST CENTER LINE OF SECTION 3; THENCE WEST ALONG THE LAST DESCRIBED PARALLEL LINE TO A POINT WHICH IS 550.57 FEET WEST FROM SAID NORTH AND SOUTH CENTER LINE OF SECTION 3; THENCE WESTERLY ALONG THE ARC OF A CIRCLE, CONVEX TO THE SOUTH AND HAVING A RADIUS OF 308.12 FEET, A DISTANCE OF 112.23 FEET TO A POINT WHICH IS 895.10 FEET SOUTH FROM SAID EAST AND WEST CENTER LINE AND 660.21 FEET WEST FROM SAID NORTH AND SOUTH CENTER LINE OF SECTION 3; THENCE NORTHWESTERLY ALONG THE ARC OF A CIRCLE, CONVEX TO THE SOUTHWEST AND HAVING A RADIUS OF 892.31 FEET, TO A POINT WHICH IS 870.60 FEET SOUTH FROM SAID EAST AND WEST CENTER LINE AND 718.07 FEET WEST FROM SAID NORTH AND SOUTH CENTER LINE OF SECTION 3; THENCE NORTH ALONG A LINE WHICH IS PARALLEL WITH SAID NORTH AND SOUTH CENTER LINE OF SECTION 3, A DISTANCE OF 141.41 FEET TO ITS INTERSECTION WITH SAID LINE WHICH IS 727.19 FEET SOUTH FROM AND PARALLEL WITH SAID EAST AND WEST CENTER LINE OF SECTION 3, AND THENCE EAST ALONG THE LAST DESCRIBED PARALLEL LINE A DISTANCE OF 778.10 FEET TO THE POINT OF BEGINNING

THE FOREGOING DESCRIPTION IS BASED UPON THE FOLLOWING DEFINITIONS:

THE NORTH AND SOUTH CENTER LINE OF SAID SECTION 3 IS DEFINED AS A STRAIGHT LINE DRAWN FROM A POINT ON THE NORTH LINE OF SAID SECTION 3, MEASURED 2648.11 FEET FROM THE NORTHEAST CORNER OF SAID SECTION 3, AND MEASURED 2642.84 FEET EAST FROM THE NORTHWEST CORNER OF SAID SECTION 3, TO A POINT ON THE SOUTH LINE OF SAID SECTION 3, MEASURED 2669.37 FEET WEST FROM THE SOUTHWEST CORNER OF SAID SECTION 3, AND MEASURED 2668.04 FEET EAST FROM THE SOUTHWEST CORNER OF SAID SECTION 3. THE EAST AND WEST CENTER LINE OF SAID SECTION 3 IS DEFINED AS A STRAIGHT LINE DRAWN FROM A POINT ON THE EAST LINE OF SAID SECTION 3, MEASURED 2597.19 FEET SOUTH FROM THE NORTHEAST CORNER OF SAID SECTION 3, AND MEASURED 2669.84 FEET NORTH FROM THE SOUTHWEST CORNER OF SAID SECTION 3, TO A POINT ON WEST LINE OF SAID SECTION 3, MEASURED 2598.77 FEET SOUTH FROM THE NORTHWEST CORNER OF SAID SECTION 3 AND MEASURED 2661.19 FEET NORTH FROM THE SOUTHWEST CORNER OF SAID

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SECTION 3;

PARCEL 2:

THAT PART OF LOT "B" IN THE CIRCUIT COURT PARTITION OF THE SOUTH 1/2, AND THAT PART OF THE NORTHWEST 1/4 LYING SOUTH OF THE ILLINOIS AND MICHIGAN CANAL RESERVE OF SECTION 3, TOWNSHIP 38 NORTH, RANGE 13, EAST OF THE THIRD PRINCIPAL MERIDIAN, IN COOK COUNTY, ILLINOIS, ACCORDING TO THE PLAT OF SAID CIRCUIT COURT PARTITION RECORDED IN THE OFFICE OF THE RECORDER OF COOK COUNTY, ILLINOIS, ON APRIL 29, 1897 AS DOCUMENT 2530529 IN BOOK 67 OF PLATS, PAGE 44, BOUNDED AND DESCRIBED AS FOLLOWS:

BEGINNING AT THE POINT OF INTERSECTION OF A LINE WHICH IS 7.43 FEET EAST FROM AND PARALLEL WITH THE NORTH AND SOUTH CENTER LINE, HERENAFTER DEFINED OF SAID SECTION 3, WITH A LINE WHICH IS 687.19 FEET SOUTH FROM AND PARALLEL WITH THE EAST AND WEST CENTER LINE HERENAFTER DEFINED OF SAID SECTION 3, AND RUNNING THENCE WEST ALONG THE LAST DESCRIBED PARALLEL LINE, A DISTANCE OF 731.50 FEET TO AN INTERSECTION WITH A LINE IS 724.07 FEET WEST FROM AND PARALLEL WITH SAID NORTH AND SOUTH CENTER LINE OF SECTION 3; THENCE NORTH ALONG SAID LAST DESCRIBED PARALLEL LINE, A DISTANCE OF 17.88 FEET; THENCE EAST ALONG A STRAIGHT LINE, A DISTANCE OF 731.50 FEET TO A POINT ON SAID FIRST HERIN DESCRIBED PARALLEL LINE WHICH IS 17.95 FEET NORTH FROM THE POINT OF BEGINNING; AND THENCE SOUTH ALONG SAID FIRST HERIN DESCRIBED PARALLEL LINE SAID DISTANCE OF 17.95 FEET TO THE POINT OF BEGINNING, IN COOK COUNTY, ILLINOIS

THE FOREGOING DESCRIPTION IS BASED UPON THE FOLLOWING DEFINITIONS:

THE NORTH AND SOUTH CENTER LINE OF SAID SECTION 3 IS HERIN 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 2642.84 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 WEST CORNER OF SAID SECTION 3.

THE EAST AND WEST CENTER LINE OF SAID SECTION 3 IS HERIN 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, IN COOK COUNTY, ILLINOIS;

PARCEL 3:

ALL THAT PART OF 40 FOOT PRIVATE STREET KNOWN AS WEST 44TH PLACE DESCRIBED AS FOLLOWS::

THAT PART OF LOT "B" IN THE CIRCUIT COURT PARTITION OF THE SOUTH 1/2 AND THAT PART OF THE NORTHWEST 1/4 LYING SOUTH OF THE ILLINOIS AND MICHIGAN CANAL RESERVE, OF SECTION 3, TOWNSHIP 38 NORTH, RANGE 13, EAST OF THE THIRD PRINCIPAL MERIDIAN, IN COOK COUNTY, ILLINOIS, ACCORDING TO THE PLAT THEREOF RECORDED SAID CIRCUIT COURT PARTITION RECORDED IN THE OFFICE OF THE RECORDER OF COOK COUNTY, ILLINOIS ON APRIL 29, 1897 AS DOCUMENT 2530529, IN BOOK 67 OF PLATS, PAGE 44 BOUNDED AND DESCRIBED AS FOLLOWS:: THE SOUTH 40 FEET OF THE NORTH 727.19 FEET OF THE SOUTH 1/2 OF SECTION 3 WHICH LIES EAST

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OF A LINE 718.07 FEET WEST FROM AND PARALLEL WITH THE NORTH AND SOUTH CENTER LINE OF SECTION 3 AND LYING WEST OF A LINE 60.03 FEET EAST FROM AND PARALLEL WITH THE NORTH AND SOUTH CENTER LINE OF SECTION 3.

PCL 3B: EASEMENT FOR INGRESS AND EGRESS OVER, UPON, ACROSS AND ALONG ALL THAT PART OF 40 FOOT PRIVATE STREET KNOWN AS WEST 44TH PLACE RECORDED SEPTEMBER 18, 1967 AS DOCUMENT 20263540 DESCRIBED AS FOLLOWS::

THAT PART OF LOT 'B' IN THE CIRCUIT COURT PARTITION OF THE SOUTH 1/2 AND THAT PART OF THE NORTHWEST 1/4 LYING SOUTH OF THE ILLINOIS AND MICHIGAN CANAL RESERVE, OF SECTION 3, TOWNSHIP 38 NORTH, RANGE 13 EAST OF THE THIRD PRINCIPAL MERIDIAN, IN COOK COUNTY, ILLINOIS, ACCORDING TO THE PLAT THEREOF RECORDED SAID CIRCUIT COURT PARTITION RECORDED IN THE OFFICE OF THE RECORDER OF COOK COUNTY, ILLINOIS ON APRIL 29, 1897 AS DOCUMENT 2530529, IN BOOK 67 OF PLATS, PAGE 44 BOUNDED AND DESCRIBED AS FOLLOWS:: BEGINNING AT A POINT OF INTERSECTION OF A LINE WHICH IS 687.19 FEET SOUTH FROM AND PARALLEL WITH THE EAST AND WEST CENTER LINE OF SECTION 3 WITH A LINE WHICH IS 310.15 FEET EAST FROM AND PARALLEL WITH THE NORTH AND SOUTH CENTER LINE OF SECTION 3 AND RUNNING THENCE SOUTH ALONG LAST DESCRIBED PARALLEL LINES A DISTANCE OF 40 FEET TO ITS INTERSECTION WITH A LINE WHICH IS 727.19 FEET SOUTH FROM AND PARALLEL WITH SAID EAST AND WEST CENTER LINE OF SECTION 3, THENCE WEST ALONG LAST DESCRIBED PARALLEL LINE A DISTANCE OF 250.12 FEET TO AN INTERSECTION WITH A LINE WHICH IS 60.03 FEET EAST FROM AND PARALLEL WITH SAID NORTH AND SOUTH CENTER LINE OF SECTION 3, THENCE NORTH ALONG LAST DESCRIBED PARALLEL LINE A DISTANCE OF 40 FEET IN ITS INTERSECTION WITH SAID LINE WHICH IS 727.19 FEET SOUTH FROM AND PARALLEL WITH SAID EAST AND WEST CENTER LINE OF SECTION 3, THENCE EAST ALONG SAID LAST DESCRIBED PARALLEL LINE A DISTANCE OF 250.12 FEET TO THE POINT OF BEGINNING;

PARCEL 3C: EASEMENT FOR INGRESS AND EGRESS OVER, UPON, ACROSS AND ALONG ALL THAT PART OF 40 FOOT PRIVATE STREET KNOWN AS WEST 44TH PLACE RECORDED SEPTEMBER 18, 1967 AS DOCUMENT 20263539 AND RE-RECORDED AS DOCUMENT 20273958 DESCRIBED AS FOLLOWS::

THAT PART OF LOT 'B' IN THE CIRCUIT COURT PARTITION OF THE SOUTH 1/2 AND THAT PART OF THE NORTHWEST 1/4 LYING SOUTH OF THE ILLINOIS AND MICHIGAN CANAL RESERVE, OF SECTION 3, TOWNSHIP 38 NORTH, RANGE 13 EAST OF THE THIRD PRINCIPAL MERIDIAN, IN COOK COUNTY, ILLINOIS, ACCORDING TO THE PLAT THEREOF RECORDED SAID CIRCUIT COURT PARTITION RECORDED IN THE OFFICE OF THE RECORDER OF COOK COUNTY, ILLINOIS ON APRIL 29, 1897 AS DOCUMENT 2530529, IN BOOK 67 OF PLATS, PAGE 44 BOUNDED AND DESCRIBED AS FOLLOWS:: BEGINNING AT THE POINT OF INTERSECTION OF THE WEST LINE OF SOUTH KILDARE BOULEVARD, A PRIVATE STREET, WITH A LINE 687.19 FEET SOUTH FROM AND PARALLEL WITH THE EAST AND WEST CENTER LINE OF SAID SECTION 3 AND RUNNING THENCE SOUTH ALONG SAID WEST LINE OF SOUTH KILDARE BOULEVARD 40 FEET TO ITS INTERSECTION WITH A LINE WHICH IS 727.19 FEET SOUTH FROM AND PARALLEL WITH SAID EAST AND WEST CENTER LINE OF SAID SECTION 3, THENCE WEST ALONG LAST DESCRIBED PARALLEL LINE 265.78 FEET TO ITS INTERSECTION WITH A LINE 310.15 FEET EAST FROM AND PARALLEL WITH THE NORTH AND SOUTH CENTER LINE OF SAID SECTION 3, THENCE NORTH ALONG LAST DESCRIBED PARALLEL LINE 40 FEET TO ITS INTERSECTION WITH SAID LINE WHICH IS 687.19 FEET SOUTH FROM AND PARALLEL WITH SAID EAST AND WEST CENTER LINE OF SAID SECTION 3, THENCE EAST ALONG SAID PARALLEL LINE 265.78 FEET TO THE POB

Permanent Tax Index Numbers: 19-03-400-133, 135, 141, 142, 144, 145, 167, 169, 171, 172, 173

Property Address: 4401 West 44th Place, Chicago, Illinois

95123653

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EXHIBIT C

SCHEDULE OF EQUIPMENT

Pickle Diameter Grader
Tote Box Dumper

Property of Cook County Clerk's Office

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