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BUSINESS FORMS

14214 INDIANA AVENUE
CHICAGO, ILLINOIS 60627

TEL. (312) 841 3280

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 office. 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" x 10". Only one copy of such additional sheet need be presented to the filing office 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 office for filing pursuant to the Uniform Commercial Code

For Filing Officer (Date, Time, Number, and Filing Office)

Debtor(s) (Last Name) and address(es)
DuPage National Bank, as national banking association, not personally but solely as Trustee under Trust Agreement dated 12/04/89 and known as Trust No. 1560

Secured Party(ies) and address(es)
Southland Life Insurance Company
c/o Ing Investment Center
300 Galleria Parkway, #1200
Atlanta, Georgia 30339

01/24/91 RECORDING \$33.50
TRAN 2764 06/14/96 13:44:00
2028 2 4 11 2 76 4 56864
COOK COUNTY RECORDER

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

See Attached Exhibit

ASSIGNEE OF SECURED PARTY

96456864

2. (If collateral is crops) The above described crops are growing or are to be grown on: (Describe Real Estate)

96058075 WCB (3)

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) accounts will be financed at the wellhead or minehead of the well or mine located on . . .] (Strike what is inapplicable) (Describe 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

4. Products of Collateral are also covered.

Additional sheets presented
 Filed with Recorder's Office of COOK County, Illinois.

DuPage National Bank, as assignee
By: [Signature] ATO
Signature of Debtor

By: _____
(Secured Party)*

*Signature of Debtor Required in Most Cases;
Signature of Secured Party in Cases Covered By UCC 9-402 (7)

FILING OFFICER COPY-ALPHABETICAL

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

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EXHIBIT A TO UCC FINANCING STATEMENT

A. All building materials, fittings, appliances, furniture, furnishings, carpeting, supplies, motor vehicles and all other personal property and all replacements of any of the foregoing, now or at any time hereafter affixed, attached, incorporated or intended to be incorporated in, placed upon or used in any way in connection with Mortgaged Premises, regardless of whether situated in or upon the real estate conveyed by mortgage which real estate is legally described on Exhibit "B" attached hereto and made a part hereof ("Mortgaged Premises") to secure a certain indebtedness due and owing to Secured Party in the principal amount of Three Million Three Hundred Thousand and 00/100 Dollars (\$3,300,000.00) or in the possession of any third party for purposes of the manufacture, storage, fabrication or transportation thereof, or otherwise, and now owned or hereafter owned by Debtor or in which Debtor now has or may hereafter have any interest, including, without limitation, goods which are now or shall become fixtures and all proceeds of all of the foregoing and all of the rights, titles and interests of Debtor in the good-will relating thereto and in the trade names, trade-marks, service marks and registrations thereof and in all of the good-will of the business symbolized thereby and used in connection with the operation of Mortgaged Premises (collectively "Goods");

B. All of Debtor's right, title and interest in and to:

(1) all income, rents, issues and profits arising by reason of the operation of Mortgaged Premises (collectively "Rents");

(2) all of Debtor's right, title and interest, as lessee or vendee, in and to lease agreements or conditional sales contracts relative to Goods (collectively "Contracts");

(3) lease agreements identified on Exhibit "B" attached hereto and made a part hereof, together with all lease agreements hereafter executed which affect Mortgaged Premises;

(4) all of Debtor's right, title and interest, as landlord, lessor, concessionaire or similar party with the right to receive payments on account of the relevant instrument, in and to any and all other lease agreements, rental agreements and other contracts or instruments now or at any time hereafter affecting Mortgaged Premises or relating to the use or construction thereof;

(5) all "Proceeds" and "Awards" (as such terms are defined in Mortgage);

(6) to all licenses, permits, authorizations and agreements necessary and required for the operation of Mortgaged Premises;

(7) the "building name" applicable to Mortgaged Premises; and

(8) any and all sums at any time on deposit for the benefit of or held by Secured Party (whether deposited by or on behalf of the Debtor or others) and any personal property included in the granting clauses of the Mortgage, which may not be deemed to be affixed to Mortgage Premises or may not constitute a "fixture" (within the meaning of Section 9-313 of the Uniform Commercial Code) and all replacements thereof, substitutions therefor, additions thereto and the proceeds thereof.

FBS00A
[Handwritten signature]

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EXHIBIT "B" TO UCC FINANCING STATEMENT

LEGAL DESCRIPTION

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LEGAL DESCRIPTION

Commitment No.: 96050025

THE SOUTH 400 FEET OF BLOCK 3 (EXCEPT THE WEST 495 FEET THEREOF AND EXCEPT THE EAST 15.25 FEET THEREOF) IN HERZOG'S FIRST INDUSTRIAL SUBDIVISION OF PART OF THE EAST 1/2 OF SECTION 10, TOWNSHIP 42 NORTH, RANGE 11 EAST OF THE THIRD PRINCIPAL MERIDIAN, AND PART OF THE WEST 1/2 OF SECTION 11, TOWNSHIP 42 NORTH, RANGE 11 EAST OF THE THIRD PRINCIPAL MERIDIAN, ACCORDING TO THE PLAT THEREOF REGISTERED IN THE OFFICE OF THE REGISTRAR OF TITLES OF COOK COUNTY, ILLINOIS, ON DECEMBER 13, 1955 AS DOCUMENT LR 1639763 AND CERTIFICATE OF CORRECTION THEREOF REGISTERED DECEMBER 14, 1956 AS DOCUMENT LR 1713481.

PIN: 03-10-400-007

ADDRESS: 600-666 WHEELING RD
WHEELING IL.

Prepared by: Stephen H. Molato, Esq.
& Mail to: Hinshaw: Gilbertson
222 N. La Salle St.
Suite 300
Chicago, IL 60601

96050025

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EXHIBIT "C"
TO UCC FINANCING STATEMENT

LEASE AGREEMENTS

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159-2-10

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JUN-95									
WHEELING PLAZA 500-606 S. WHEELING ROAD WHEELING, ILLINOIS									
PROJECTED NET RENT ROLL									
UNIT	TENANT	SQUARE FOOTAGE	ANNUAL RENT	MONTHLY RENT	NET RENT P.S.F.	LEASE COMMENCEMENT	LEASE EXPIRATION	RENEWAL OPTION	
609	Paper Unlimited	6,353				10-Jan-92	31-Jan-97	NONE	
602	D & M Fasteners, Inc.	6,353				10-Jan-92	31-Mar-95	YES - Right of First Opportunity	
603 & 605	Chun Yu works Unifac, Inc.	12,052				1-Jul-95	30-Jun-99	NONE	
610	National School Services, Inc.	4,700				1-Oct-89	30-Apr-95	NONE	
612	Clocks, LTD.	5,150				15-Mar-92	31-Mar-98	YES - 1-2 year @ \$5.47/\$3.51	
614	Floralstar Enterprises	5,150				1-Sep-92	31-Aug-98	NONE	
616	Superior Printed Enterprises	4,700				1-Jun-95	31-May-00	YES - 1-3 year @ Market	
618	Action Building Maintenance	4,190				1-May-95	Mo-10-Mo.	NONE	
620	City Supply, Inc.	2,275				1-Nov-88	31-Oct-93	NONE	
622	Lake Cook Distributors, Inc.	2,275				1-May-96	30-Apr-97	NONE	
624	Carl Saelle Corporation	2,472				1-Apr-92	31-Mar-97	NONE	
626	Central Machine, Inc.	2,500				1-Mar-95	31-Jan-97	NONE	
630	Superior Printed Circuit, Inc.	3,312				1-Jun-95	31-May-00	YES - 1-3 year @ Market	
632	Krzyzstof Marchniak	3,312				10-Jan-95	31-Oct-98	NONE	
634	Tres Jett Design, Inc.	3,312				1-Feb-90	30-Nov-96	NONE	
636	Century Rain Aid	3,312				1-Feb-95	31-Jan-99	YES - 1-2 year @ Market	
638	VanMeter Graphx, Inc.	3,312				1-Dec-95	30-Nov-96	NONE	
640	AEW North America, LTD.	4,307				1-Sep-86	31-Aug-96	NONE	
642	Optima Imaging, Inc.	4,307				1-Jan-95	31-Dec-98	NONE	
848	Designer Golf	5,605				20-Apr-93	14-Jan-98	NONE	
850	Midwest Hardwood Products, Inc.	5,650				1-Mar-95	28-Feb-99	NONE	
652	Piedmont Aviation Supply Corporation	5,905				1-May-92	30-Apr-97	NONE	
654	Distinctive Foods, Inc.	6,955				15-Dec-94	31-Dec-98	YES - 1-3 year @ \$3.57	
655	Reynolds Metal Company	7,952				1-Feb-87	31-Jan-97	NONE	
656	Telephone Products, Inc.	6,855				1-Oct-94	30-Sep-97	YES - 1-2 year @ \$3.77/\$4.07	
662	Superior Printed Circuit, Inc.	5,872				1-Jun-95	31-May-00	YES - 1-3 year @ Market	
664	K L H Printing Corporation	3,312				22-Apr-96	31-Mar-99	NONE	
666	Advance Microdocuments	3,312				1-Jan-92	31-Dec-96	NONE	
TOTALS:		134,675							
Denotes average rent P.S.F.									
COMMENTS:									
1.) Projected lease renewal in February, 1997 at the same rental rate.									
2.) Month-to-Month lease at \$3.69 Net P.S.F.									
3.) Projected lease renewal in May, 1997 at the same rental rate.									
4.) Projected lease renewal in April, 1997 at the same rental rate.									
5.) Projected lease renewal in February, 1997 at the same rental rate.									
6.) Projected lease renewal in December, 1996 at \$4.00 Net P.S.F.									
7.) Projected lease renewal in December, 1996 at the same rental rate.									
8.) Projected lease renewal in September, 1996 at \$4.00 Net P.S.F.									
9.) Projected lease renewal in February, 1997 at \$4.00 Net P.S.F.									
10.) Projected lease renewal in January, 1997 at the same rental rate.									
11.) Projected lease renewal in January, 1997 at the same rental rate.									

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