

UNIFORM COMMERCIAL CODE—FINANCING STATEMENT—FORM UCC-2

1. PLEASE TYPE this form. Fold only along perforation for mailing.
2. Remove Secured Party and Debtor copies and send other 3 copies with interleaved carbon paper to the filing officer. Enclose filing fee.
3. 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.

Debtor(s) (Last Name First) and address(es)
Zenith Electronics
Corporation
1000 Milwaukee Avenue
Glenview, IL 60025-2493

Secured Party(ies) and address(es)
Citicorp North America, Inc., as
Agent
399 Park Avenue
6th Floor, Zone 4
New York, NY 10043

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

97929670

Page 1 of 1

4594/0180 26 001 1997-12-10 15:03:06

Cook County Recorder 31.06

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

Collateral description on attachment

ASSIGNEE OF SECURED PARTY

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

3. (If applicable) [The above goods are to become fixtures on...] ~~[To be attached to real estate]~~ | ~~[To be used in connection with real estate]~~
~~[To be used in connection with real estate]~~ | ~~[To be attached to real estate]~~ (Strike what is inapplicable) - (Describe Real Estate)

That certain real property described on Exhibit "B" attached hereto and by reference made a part hereof.

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. ~~X~~ Products of Collateral are also covered.

1 Additional sheets presented.

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

Zenith Electronics Corporation

By: [Signature]
(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 - ALPHABETICAL

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

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

11-2481027

BOX 395

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Property of Cook County Clerk's Office

INSTRUCTIONS:

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

Debtor(s) (Last Name First) and address(es)
Zenith Electronics
Corporation
1000 Milwaukee Avenue
Glenview, IL 60025-2493

Secured Party(ies) and address(es)
Citicorp North America, Inc., as
Agent
399 Park Avenue
6th Floor, Zone 4
New York, NY 10043

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

ASSIGNEE OF SECURED PARTY

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

3. (If applicable) (The above goods are to become fixtures on...) (Type or describe goods to be attached) (Type or describe real estate to which goods are to be attached) (Type or describe goods to be attached) (Strike what is inapplicable) - (Describe Real Estate)

That certain real property described on Exhibit "B" attached hereto and by reference made a part hereof.

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. **X** Products of Collateral are also covered.

1 Additional sheets presented.

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

Zenith Electronics Corporation

By: Wayne M. Leproski
(Signature of Debtor) Wayne M. Leproski

(Signature of Debtor) [Signature] (Secured Party) [Signature]

* Signature of Debtor Required in Most Cases:
Signature of Secured Party in Cases Covered by UCC 9-402 (2).

(1) FILING OFFICER - ALPHABETICAL

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

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

11-2-21K07

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EXHIBIT "A"

All buildings, structures and other improvements, now or at any time situated, placed or constructed upon the real property described in Exhibit B, attached hereto and incorporated herein by reference, together with any greater estate therein as hereafter may be acquired by Debtor (the "Land") (the "Improvements"); all materials, supplies, equipment, apparatus and other items of personal property now owned or hereafter acquired by Debtor and now or hereafter attached to, installed in or used in connection with any of the Improvements or the Land, and water, gas, electrical, storm and sanitary sewer facilities and all other utilities whether or not situated in easements (the "Fixtures"); all right, title and interest of Debtor in and to all goods, accounts, general intangibles, instruments, documents, chattel paper, and all other personal property of any kind or character, including such items of personal property as defined in the UCC, now owned or hereafter acquired by Debtor and now or hereafter affixed to, placed upon, used in connection with, arising from or otherwise related to the Land and Improvements or which may be used in or relating to the planning, development, financing or operation of the Land, including, without limitation, furniture, furnishings, equipment, machinery, money, insurance proceeds, accounts, contract rights, trademarks, goodwill, chattel paper, documents, trade names, licenses and/or franchise agreements, rights of Debtor under leases of Fixtures or other personal property or equipment, inventory, all refundable, returnable or reimbursable fees, deposits or other funds or evidences of credit or indebtedness, deposited by or on behalf of Debtor with any governmental authorities, boards, corporations, providers of utility services, public or private, including specifically, but without limitation, all refundable, returnable or reimbursable tap fees, utility deposits, commitment fees and development costs (the "Personalty"); all reserves, escrows or impounds required under the Loan Agreement and all deposit accounts maintained by Debtor with respect to the Land; all plans, specifications, shop drawings and other technical descriptions prepared for construction, repair or alteration of the Improvements, and all amendments and modifications thereof (the "Plans"); all leases, subleases, licenses, concessions, occupancy agreements or other agreements (written or oral, now or at any time in effect) which grant a possessory interest in, or the right to use, all or any part of the Land, together with all related security and other deposits (the "Leases"); all of the rents, revenues, income, proceeds, profits, security and other types of deposits, and other benefits paid or payable by parties to the Leases other than Debtor for using, leasing, licensing, possessing, operating from, residing in, selling or otherwise enjoying the Land (the "Rents"); all other agreements, such as construction contracts, architects' agreements, engineers' contracts, utility contracts, maintenance agreements, management agreements, service contracts, permits, licenses, certificates and entitlements in any way relating to the development, construction, use, occupancy, operation, maintenance, enjoyment, acquisition or ownership of the Land (the "Property Agreements"); all rights, privileges, tenements, hereditaments, rights-of-way, easements, appendages and appurtenances appertaining to the foregoing, and all right, title and interest, if any, of Debtor in and to any streets, ways, alleys, strips or gores of land adjoining the Land or any part thereof; all accessions, replacements and substitutions for any of the foregoing and all proceeds thereof; all insurance policies, unearned premiums therefor and proceeds from such policies covering any of the above property now or hereafter acquired by Debtor; all mineral, water, oil and gas rights now or hereafter acquired and relating to all or any part of the Land; and all of Debtor's right, title and interest in and to any awards, remunerations, reimbursements, settlements or compensation heretofore made or hereafter to be made by any governmental authority pertaining to the Land, Improvements, Fixtures or Personalty.

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ATTACHMENT TO ILLINOIS UCC-2:
ZENITH ELECTRONICS CORPORATION (DEBTOR)

ITEMS CONTINUED FROM FORM:

1. This financing statement covers the following property:
THIS FIXTURE FILING IS TO BE RECORDED IN THE REAL ESTATE RECORDS.

That certain collateral described on Exhibit "A" attached hereto and
by reference made a part hereof.

SIGNATURES OF PARTIES:

SECURED PARTY(IES):

CITICORP NORTH AMERICA, INC., AS AGENT

By: _____

<NAME OF PERSON EXEC.FIN.STATEMENT FOR S.P>

<TITLE OF PERSON EXEC.FIN.STATEMENT FOR S.P>

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EXHIBIT "B"Legal DescriptionIllinois Property:

2407 W. North Avenue
Melrose Park, Cook County, Illinois

The West 570 feet of that part of the South West fractional quarter, South of the Indian Boundary Line of Section 34, Township 40 North, Range 12, East of the Third Principal Meridian, lying South of the South Easterly right of way line of the Indiana Harbor Belt Railroad Company and North of the North line of right of way of West North Avenue as widened, described as follows:

Beginning at the intersection of the West line of said South West fractional quarter and North line of right of way of West North Avenue, said point being 102.43 feet North of South West corner of said South West fractional quarter; thence North along West line of said South West fractional quarter 1342.37 feet to intersection of said line with South Easterly right of way line of the Indiana Harbor Belt Railroad Company, said point being 342.74 feet South of Indian Boundary Line; thence North Easterly along South Easterly right of way line of said Railroad along a line forming an angle of 136 degrees 30 minutes 52 seconds from South to East to North with West line of said South West fractional quarter 828.28 feet to intersection of said right of way line with East line of West 570 feet of said South West fractional quarter; thence South along a line 570 feet East of and parallel with West line of said South West fractional quarter 1945.14 feet to intersection of said parallel line with North line of right of way of West North Avenue, said point being 102.78 feet North of South line of said South West fractional quarter; thence West along the North right of way line of West North Avenue 570 feet to place of beginning, in Cook County, Illinois.

Permanent Tax Nos. 12-34-300-004; 12-34-304-002

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AND ALSO:

2155 Rose Street
Franklin Park, Cook County, Illinois

THE SOUTH 10 ACRES OF THE NORTH 3/4 OF THE WEST 1/2 OF THE WEST 1/2 OF THE NORTH WEST 1/4 OF SECTION 34, TOWNSHIP 40 NORTH, RANGE 12 (EXCEPT THAT PART THEREOF OF SAID LAND CONVEYED TO INDIANA HARBOR BELT RAILROAD COMPANY BY DEED RECORDED ON JANUARY 7, 1913 AS DOCUMENT 5109250), IN COOK COUNTY, ILLINOIS.

AND ALSO:

1000 Milwaukee Avenue
Glenview, IL 60025

Lot 2 in Zenith's Subdivision of that part of Section 32, Township 42 North, Range 12 east of the Third Principal Meridian, according to the plat thereof recorded December 19, 1990 as Document No. 90615521, lying 40 feet North of the South line of said Section 32, lying East of the East line of the Northern Illinois Toll Highway. Northwestern of the Northwestern line of the Chicago and Northwestern Railway Company Right-Of-Way, Southwesterly of the Southwesterly line of Milwaukee Avenue as established by Documents 13544871, 21412822 and 23335308, and South of Lot 1 in Park Central Subdivision recorded as Document 86017692, excepting therefrom that part more particularly described as follows:

Beginning at the most Northerly corner of Lot 2, said point being on the Southwesterly right-of-way line of Milwaukee Avenue; thence Southeasterly along said Southwesterly line of Milwaukee Avenue, South 37° 44' 17" east, a distance of 180.00 feet to a point of curvature; thence a distance of 62.83 feet along the Arc of a Circle, convex to the northeast, having a radius of 40.00 feet and whose chord of 56.57 feet bears North 82° 44' 28" West to a Point of Tangency;

Thence South 52° 15' 43" West, a distance of 223.54 feet to a point of curvature; thence a distance of 267.04 feet along the Arc of a Circle, convex to the Northwest, having a radius of 170.00 feet and whose chord of 240.42 feet bears South 7° 15' 43" West to a Point of Tangency;

Thence South 37° 44' 17" East, a distance of 105.00 feet to a Point of Curvature; Thence a distance of 477.31 feet along the Arc of a Circle, convex to the Northeast, having a radius of 794.02 feet and whose chord of 470.16 feet bears South 20° 31' 00" East to a Point of Compound Curvature;

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Thence South $86^{\circ} 42' 15''$ West, a distance of 100.00 feet to a Point of Curvature; thence a distance of 117.15 feet along the Arc of a Circle, convex to the Northeast, having a radius of 694.02 feet, and whose chord of 117.01 feet bears North $8^{\circ} 08' 11''$ West to a Point on a Curve; Thence a distance of 229.87 feet along the Arc of a Circle, convex to the Northeast, having a radius of 75.00 feet and whose chord of 149.89 feet bears North $19^{\circ} 09' 59''$ West to a Point on a Curve; Thence a distance of 149.87 feet along the Arc of a Circle, convex to the Northeast, having a radius of 694.02 feet and whose chord of 149.58 feet bears North $31^{\circ} 33' 04''$ west to a Point of Tangency; Thence North $37^{\circ} 44' 17''$ West a distance of 105.00 feet to a Point of Reverse Curvature; Thence a distance of 424.12 feet along the Arc of a Circle, convex to the Northwest, having a radius of 270.00 feet and whose chord of 381.84 feet bears North $7^{\circ} 15' 43''$ east to a Point of Tangency; Thence North $52^{\circ} 15' 43''$ east, a distance of 223.54 feet to a Point of Curvature, thence a distance of 62.83 feet along the Arc of a Circle convex to the Southeast, having a radius 40.00 feet and whose chord of 56.57 feet bears North $7^{\circ} 16' 21''$ East to the Point of Beginning, all in Cook County, Illinois.

Containing 1,734,603.0 square feet or 39.821 acres.

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