

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)

LESSEE: Continental Plastic Containers, Inc.
301 Merritt 7 Corporate Park
Norwalk, CT 06856

LESSOR: Mellon Leasing
Division of Mellon Leasing
Corporation - 733 Front Street
San Francisco, CA 94111

07067224

COOK COUNTY RECORDER
DEPT-06 ST OF ILL
TRAN 6343 01/30/97 11:36:00 \$69.50
DR * - 97 - 067224

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

See Annex A to Equipment Schedule No. A-5 attached hereto and made a part hereof, which equipment subject hereto is also more particularly described in the Attachment hereto and made a part hereof.
Lease #00127480, Acct. #90219601

ASSIGNMENT OF SECURED PARTY

FIXTURE FILING for Cook County, IL

2. Products of Collateral are also covered. proceeds of collateral are covered Continental Plastic Containers, Inc.

23 Additional sheets presented.

Filed with Office of Secretary of State of Illinois.
 Debtor is a transmitting utility as defined in UCC 9-105.

By: *[Signature]*
Signature of Debtor (Lessee Secured Party)

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

FILING OFFICER—ALPHABETICAL

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

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COOK COUNTY RECORDER
DEPT-06 ST OF ILL
TRAM 8243 DIVISION 11:30:00
DR * 2-08-2024
COOK COUNTY RECORDER

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ATTACHMENT TO UNIFORM COMMERCIAL CODE FINANCING STATEMENT

1. LESSOR: MELLON US LEASING, A DIVISION OF MELLON LEASING CORPORATION

LESSEE: CONTINENTAL PLASTIC CONTAINERS, INC.

2. DESCRIPTION OF EQUIPMENT:

The equipment leased pursuant to Schedule No. A-3 dated December 17, 1996, between Lessor, as lessor, and Lessee, as lessee, executed pursuant to and incorporating by reference the terms of that certain Master Lease Agreement dated as of May 20, 1994, as amended, between General Electric Capital Corporation, as lessor, and Lessee, as lessee, together with all accessions, substitutions and replacements therefor, and proceeds (including insurance proceeds) thereof (but without power of sale); more fully described on the attached Annex A.

3. LOCATION OF REAL PROPERTY:

Plant #145, 2425 Touhy Avenue and 2727 E. Higgins Road, Elk Grove Village (Cook County), Illinois 60007 PINs: 0835200028 & 0826410003

LEGAL DESCRIPTION

Lots 32 and 33 in Contex Industrial Park, Unit 6, being a Subdivision in Section 26 and 35, Township 41 North, Range 11; East of the Third Principal Meridian, in Cook County, Illinois

4. THIS FILING IS MADE FOR INFORMATIONAL PURPOSES ONLY PURSUANT TO SECTION 9-408 OF THE UNIFORM COMMERCIAL CODE AND IS INTENDED TO REPRESENT A TRUE LEASE.

5. THE EQUIPMENT DESCRIBED HEREIN WAS PURCHASED BY LESSOR FROM LESSEE AS PART OF A SALE-LEASEBACK TRANSACTION.

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ATTACHMENT TO UNIFORM COMMERCIAL CODE FINANCING STATEMENT

1. LESSOR: MELLON US LEASING, A DIVISION OF MELLON LEASING CORPORATION

LESSEE: CONTINENTAL PLASTIC CONTAINERS, INC.

2. DESCRIPTION OF PROPERTY:

The equipment leased pursuant to Schedule No. A-3 dated December 17, 1996, between Lessor, as lessor, and Lessee, as lessee, executed pursuant to and incorporating by reference the terms of that certain Master Lease Agreement dated as of May 20, 1994, as amended, between General Electric Capital Corporation, as lessor, and Lessee, as lessee, together with all accessions, substitutions and replacements therefor, and proceeds (including insurance proceeds) thereof (but without power of sale); more fully described on the attached Annex A.

3. LOCATION OF PROPERTY: Plant #145, 2727 E. Higgins Road, Elk Grove, Cook County, IL 60007.

4. THIS FILING IS MADE FOR INFORMATIONAL PURPOSES ONLY PURSUANT TO SECTION 9-408 OF THE UNIFORM COMMERCIAL CODE AND IS INTENDED TO REPRESENT A TRUE LEASE.

5. THE EQUIPMENT DESCRIBED HEREIN WAS PURCHASED BY LESSOR FROM LESSEE AS PART OF A SALE-LEASEBACK TRANSACTION.

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Continental Plastic Containers, Inc., Plant # 145, 2727 East Higgins Road,
Elk Grove Village, Illinois

APPRAISAL

Effective Date: October 23, 1996

FAIR
MARKET
VALUE

| ITEM # | QTY | DESCRIPTION | FAIR MARKET VALUE |
|--------|-----|--|-------------------|
| 544 | Lot | Line #8, Consisting of: Mueller Model 1164-710 10-Station Blow Mold Machine, S/N 1036 (New 1973), Complete with In-Mold Labeler, NRM Model Pacemaker III 6" Extruder, S/N 18058 (New 1982), 24:1 Ratio, Hunkar Process Controls and 6-Zone Digital Temperature Controller Harnoy Virgin/Regrind Color Blender, Nautica Model DMTP Dehumidifier, S/N 001006 Sterco Temperature Controller, Mueller 8- station Rotary Reamer, S/N 8-2172-42 Obeloir Flash Trimmer, S/N CM-283, Nelmor Model G1820M 20 HP 18" x 30" Grinder, S/N 17832 (New 1982), Overhead Flat Belt Conveyor System, Low-Ratio Re-Entry Conveyor, Hi-Mill Inspection Unit with Ejector AIS Auto Adjust III Leak Detector, Gemini Label Detector with Monitors and Ejector Ouellette Machinery Systems Model BKP-525- 1 Wood Pallet Loading Station, Complete with Signode Model MCD-510-BCU/CF2 Automatic Strapper, S/N 88438, with Strapper Conveyor, Discharge Conveyor, Pallet Turner and Controls, Lantech Model LAN-Wrapper Pallet Wrapper, S/N A-0484 | \$ 700,000.00 |

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| ITEM # | QTY | DESCRIPTION | FAIR MARKET VALUE |
|--------|------|--|-------------------|
| 545 | Lot- | Line #9, Consisting of: Mueller Model 1166-11 14-Station Blow Mold Machine, S/N 3001 (New 1968), Complete with Upper and Lower In-Mold Labelers, NRM Model Pacemaker III 6" Extruder, S/N 17029 (New 1978), with Hunkar Process Controls, 6-Zone Digital Temperature Controller and Hydraulic Screen Changer, Davis Standard 2 1/2" Extruder, S/N K3918, Harnoy Blender, Ratio 18" x 24" Plastic Granulator, S/N 15053, Mueller 8-Station Rotary Reamer, S/N 9-3078-117 Obeloier Flash Trimmer, S/N CM-687, Overhead Flat Belt Type Conveyor, Low-Ratio Re-Entry Conveyor, Randolph Alcoa Model 209-12 Leak Detector, S/N 32-87-209-12 Gemini Label Detector System with Monitor and Ejector, Alpine Escalating Type Accumulator Conveyor, Nerron Model 1-2868 Palletizer, with 38" x 48" Pallet ITW Mima Model Cobra XL Stretch Wrapper, S/N N/A, with 48" Rotary Table, Signode Model MCD710LF Strapper, S/N 89946 | \$ 785,000.00 |
| 546 | Lot- | Line #10, Consisting of: Mueller Model 1166-7 14-Station Rotary Blow Molder, S/N 2-3041, Davis Standard Model 60IN60 Thermatic 6" Extruder, S/N R0614 (New 1995), Complete with Hunkar Process Controls and Novatec Hopper Feed Davis Standard Model DS-15 Extruder, S/N N/A, (2) Sterico Heat Extractors, (2) Mueller 8-Station rotary Reamers, S/Ns 924-84 and 083-3184-171 (New 1983), Complete with Blowers, (2) High Speed Pneumatic Overhead Re-Entry Conveyor, AIS Hi-Mill Detector and Ejector, (2) Alpine Accumulator Conveyor Systems, Koyo Model LWR-200 Labeling Machine, S/N E84184 | 750,000.00 |

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| ITEM # | QTY | DESCRIPTION | FAIR MARKET VALUE |
|--------|------|--|-------------------|
| 547 | Lot- | Mueller Model 1166-7 14-Station Rotary Blow Mold Machine, S/N 3103 (New 1984; Not in Service), Mueller Model 1164-7 Rotary Blow Mold Machine, S/N 1016 (New 1971; Not in Service) | \$ 140,000.00 |
| 548 | Lot- | Business Machines, Including: AT&T Telephone System, Pitney Bowes Copy Machine with Collator, Panafax Model UF-788 Facsimile Machine, Pitney Bowes Model E600 Postage Machine, Pitney Bowes Postage Scale, Paper Shredders, Hewlett-Packard Facsimile Machine, IBM Typewriter, Etc. | 12,500.00 |
| 549 | Lot- | Office Furniture, Including: Receptionist Desk, 4-Drawer File Cabinets, Swivel Type Secretarial Chairs, Office Partition, Bookcases, Pigeon Hole File System, Paper Cutter, Cork Boards, Shelving, Swivel Type Arm Chairs, Tables, Executive Style Double Pedestal Desk, Wood Tables, Executive Style Credenza, Wood Conference Table and Chairs, Grease Boards, Modular Offices, Coat Rack, Television, VCR, Fireproof 4-Door File Cabinet, Folding Leg Tables, Hanging Type Blueprint File, Lateral File Cabinets, File Baskets, Formica Top Conference Room Table, Safe, Refrigerator, Microwave Oven, Coffee Maker, Etc. | 23,000.00 |
| 550 | Lot- | Office Computers, Including: Gateway Model 5-100 Personal Computers, Line Printers, Hewlett Packard LaserJet Printer, Digital Laser Printer, APC Smart-UPS-400, External Modems, Gateway Personal Computers, Epson Laser Printer, Etc. | 25,000.00 |
| 551 | 1- | Atlas Copco Model ZR4 Oil-Free Rotary Screw Type Air Compressor, S/N N/A (20,180 Hours at Time of Inspection) | 5,000.00 |

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|--------|-----|--|-------------------|
| 552 | 1- | Atlas Copco Model ZR4 Oil-Free Rotary Screw Type Air Compressor, S/N N/A (13,924 Hours at Time of Inspection) | \$ 5,000.00 |
| 553 | 1- | Atlas Copco Model ZR-3 Oil-Free Rotary Screw Type Air Compressor, S/N N/A (18,089 Hours at Time of Inspection) | 5,000.00 |
| 554 | 1- | Aladin Hot Spray Wash Unit | 140.00 |
| 555 | 2- | Carrier Model AEC QWC-150-CS-CA Water Chiller, S/Ns 81E017 and N/A, Complete with 100 HP Chiller Pumps | 8,000.00 |
| 556 | 1- | Niagara Cooling Tower, Complete with Worthington Pumps, Drain Valves, Hot Well Pumps, Temperature Controls | 3,000.00 |
| 557 | 1- | LeBlond Regal 15" x 36" Toolroom Lathe, S/N 7C3357 (New 1972), Complete with (12) Spindle Speeds: 45 - 1800 RPM, 1 1/2" Hole Through Spindle, Taper Attachment, Flame Hardened Bed ways, Steady Rest, Removable Chip and Coolant Pan, Jacobs Collet Chuck, 3-Jaw Chuck and Tool Holder | 3,000.00 |
| 558 | 1- | Brown & Sharpe Model 618 Micromaster 6" x 18" Hand Feed Surface Grinder, S/N 520-6180-1850 (New 1964), with 6" x 18" Permanent Magnetic Chuck | 3,250.00 |
| 559 | 1- | Bridgeport Series I 2 HP Variable Speed Vertical Milling Machine, S/N 12BR-226367 (New 1981), Complete with 9" x 42" Work Table, Speeds: 60 - 4200 RPM, Power Feed to Table, Bridgeport 2-Axis Programmable Digital Readout Unit | 5,000.00 |
| 560 | 1- | Bridgeport 6" Swivel Type Machine Vise | 200.00 |
| 561 | 1- | Mfg. Unknown Metal Work Bench, with 6" Swivel Type Bench Vise | 175.00 |
| 562 | 1- | 24" x 36" x 3" Gray Granite Surface Plate | 250.00 |

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|--------|------|--|-------------------|
| 563 | 1- | Beringer Model MINI Hot Wash Station, S/N MJ-263, with Timers, Primary and Secondary Traps | \$ 400.00 |
| 564 | 1- | Empire Model Profinish PF-3648, 36" x 48" Sand Blast Cabinet, S/N 0103, with Stand Alone Dust House Type Filter and Recovery Unit, Roll-In Rotary Table | 1,050.00 |
| 565 | 1- | Contrx Pedestal Type 500 Lb. Jib Hoist, Complete with Yale 1000 Lb. Capacity Electric Hoist | 550.00 |
| 566 | 1- | Vestal 400 Lb. Capacity Fork Lift Extension Boom, S/N H-10952 | 550.00 |
| 567 | 1- | Mfg. Unknown 2-Wheel Hand Cart | 75.00 |
| 568 | 1- | Delta 1/2 HP Double End Pedestal Grinder, S/N 103M08 | 75.00 |
| 569 | 1- | Black & Decker 1/2 HP Double End Pedestal Grinder, S/N N/A | 50.00 |
| 570 | 1- | Floor Type Shop Fan | 100.00 |
| 571 | 1- | Mfg. Unknown Steel Work Bench, Complete with 5" Swivel Type Bench Vise and Roper Whitney Hand Operated Punch | 250.00 |
| 572 | 1- | Dyna-Mite II De-Flashing and De-Burring System | 200.00 |
| 573 | 1- | Samsco Model 400-316 Water Evaporator, S/N 552 | 1,200.00 |
| 574 | Lot- | Assorted Factory Equipment and Supplies Consisting of: Not in Service Machinery, Spare Parts, Pallet Truck, Shelving, Skids, Hand Tools, Pallet Racks, Shop Safety Ladders, Shop Carts, Tool Carts, Industrial Vacuum Cleaners, Storage Cabinets, Etc. | 45,000.00 |

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MARKET
VALUE

| ITEM # | QTY | DESCRIPTION | FAIR MARKET VALUE |
|--------|-----|--|-------------------------|
| 575 | 1- | DoAll Model 1612, 16" Vertical Band Saw, S/N 287-72335 | \$ 1,750.00 |
| 576 | 2- | Bag Type Dust Collectors | 600.00 |
| 577 | 1- | Arrow Model 3550W Refrigerated Air Dryer, S/N LHZZY | 3,000.00 |
| 578 | 1- | Berg Model TTA76-3(25)2(25) Chilling System S/N TT74540396 | 2,750.00 |
| 579 | 1- | Sheldon Model EL-38-P, 10" x 18" Toolroom Lathe, S/N EL27101, Complete with Thread Chasing Dial and 3 Jaw Chuck | 800.00 |
| 580 | 1- | Floor Type Shop Fan | 100.00 |
| 581 | 1- | Mfg. Unknown Wet/Dry Shop Vacuum | 50.00 |
| 582 | 1- | Rockwell 16" Vertical Band Saw, S/N 1281739, Complete with 18" x 19" Tilting Work Table | 600.00 |
| 583 | 1- | Atlas 10" Bench Top Table Saw | 175.00 |
| 584 | 1- | Bridgeport 1 HP Turret Type Vertical Milling Machine, S/N 12BR90026, Complete with 9" x 42" Work Table, (8) Spindle Speeds: 80 - 2720 RPM, Power Feed to Table, Tibon Hard Chrome Ways | 3,250.00 |
| 585 | 1- | 5" Swivel Type Machine Vise | 125.00 |
| 586 | 1- | Walker-Turner Model 1100, 20" Single Spindle Production Type Drill Press, S/N 11- 3684 | 200.00 |
| 587 | 1- | Mfg. Unknown 8" Drill Press Vise | 75.00 |
| 588 | 1- | Cantilever Type Stock Rack | 200.00 |
| 589 | 1- | Miller Model Millermatic 90, 90 AMP CV/DC Arc Welder, S/N KC230589 (New 1992), Complete with Squirt Wire Feed | 350.00 |

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|--------|-----|--|-------------------|
| 590 | 1- | Mfg. Unknown 6"/12" Belt/Disc Sander, S/N N/A | \$ 225.00 |
| 591 | 1- | Johnson Model J, 9" x 18" Horizontal Band Saw, S/N 5413, with Coolant System | 1,100.00 |
| 592 | 1- | HTC Model 4650-G, 50 Ton x 6' Hydraulic Press Brake, S/N 674797 (New 1974), with 5 3/4" Between Housings, Dual Palm Button Control | 9,500.00 |
| 593 | 1- | Peck, Stowe & Wilcox Model 152-K, 16 Ga. X 52" Foot Operated Squaring Shear, S/N 12/75, with 28" Manual Back Gages | 900.00 |
| 594 | 1- | STP (Burghof) Model 30, 15" x 32" Hydraulic Surface Grinder, S/N N/A, Complete with 15 1/2" x 32" Electromagnetic Chuck and Coolant System | 7,000.00 |
| 595 | 1- | K.R. Wilson Model 37GMD-1, 60 Ton H-Frame Hand Operated Shop Press, S/N A-1086 (New 1967) | 800.00 |
| 596 | 1- | Dake Model 4M2 Hand Ratchet Type Arbor Press | 275.00 |
| 597 | 1- | Lincoln Model SAE200, 200 AMP Generator Type Arc Welder, S/N A291123 | 75.00 |
| 598 | 1- | Welders Kit, Hose, Torch and Gage | 75.00 |
| 599 | 1- | Keef Rod Oven | 125.00 |
| 600 | 1- | Steel Work Bench with 5" Swivel Type Vise | 75.00 |
| 601 | 1- | Nordson Model 2302 Hot Glue Unit, S/N AA91G02842 | 200.00 |
| 602 | 1- | Miller DialArc HF-P 250 AMP AC/DC Arc Welder, S/N IB583308, with Miller Radiator Cooling System | 750.00 |
| 603 | 2- | 2-Wheel Hand Carts | 120.00 |

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Eik Grove Village, Illinois

APPRAISAL

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| ITEM # | QTY | DESCRIPTION | FAIR MARKET VALUE |
|--------|------|--|---------------------|
| 604 | 1- | Knack Model Jobmaster 4830 Lock Box Tool Box | \$ 600.00 |
| 605 | 7- | Maple Top Work Benches, Each with 5" Swivel Type Bench Vise | 1,225.00 |
| 606 | 1- | Miller Model LMSW-52, 2.5 KVA Hand Held Rocker Arm Type Spot Welder, S/N KA759765 (New 1990), with Miller Stand and Operator Pedal | 350.00 |
| 607 | 1- | 8' x 8' x 30" Medium Duty Adjustable Height Pallet Rack | 125.00 |
| 608 | Lot- | Hand Tools, Shop Furniture, Electric and Pneumatic Hand Tools, Storage Cabinets, Tool Boxes, Air Hose, Precision Tooling, Rotary Table, Perishable Tooling, Steel Shop Horses, Maintenance Supplies, Light Duty Shelving, Etc. | 5,000.00 .. - |
| 609 | 5- | Large Plastic Resin Storage Silos, 56' x 12' Dia. Each with 180,000 Lb. Capacity | 15,000.00 |
| 610 | 6- | Small Plastic Resin Storage Silos, 30.3' x 12' Dia., Each with 90,000 Lb. Capacity | 9,000.00 |
| 611 | 1- | Lake Balker Finish Baler, S/N W03155, with 29 1/2" x 33 1/2" Chamber Size | 7,500.00 |

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| ITEM # | QTY | DESCRIPTION | FAIR MARKET VALUE |
|----------------------------------|------|--|-------------------|
| <u>OFFICE AREA TRAINING ROOM</u> | | | |
| 612 | 1- | Audio Visual Demonstration Unit, with Sony Trinitron 19" Television, Sony Video Cassette Recorder, RCA Video Recorder and Rolling Equipment Cart | \$ 750.00 |
| 613 | 1- | 3M Overhead Projector | 75.00 |
| 614 | Lot- | (6) Folding Tables and (38) Assorted Chairs | 300.00 |
| 615 | Lot- | Contents of (3) Office Cubicles (Excluding Computers/Computer Equipment) | 500.00 |
| 616 | Lot- | Contents of Office (Excluding Computers/Computer Equipment) | 300.00 |
| 617 | 1- | Pullman Kitchen | 400.00 |
| 618 | Lot- | Conference Room, Including: Table and (12) Chairs, (2) Storage Cabinets | 1,750.00 |
| 619 | 1- | 2-Door Safe | 300.00 |
| 620 | Lot- | Contents of Office (Excluding Computer Equipment) | 200.00 |
| 621 | Lot- | Contents of Office (Excluding Computer Equipment) | 300.00 |
| 622 | Lot- | Contents of Office, Including: Wood Desk, Credenza, End Table, Bookcase, Chairs, Etc. (Excluding Computer Equipment) | 1,250.00 |
| 623 | Lot- | Steel Shelving in Storage Room No. 3, 36" D x 48" W x 82" H | 200.00 |
| 624 | Lot- | Contents of Offices, Including Furniture | 600.00 |
| 625 | 26- | 4-Drawer File Cabinets | 1,430.00 |
| 626 | 2- | 2-Drawer File Cabinets | 100.00 |

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|--------|------|---|-------------------|
| 627 | 1- | 5-Drawer Lateral File | \$ 250.00 |
| 628 | 1- | 3-Drawer File Cabinet | 45.00 |
| 629 | Lot- | Balance of Office Consisting of: Desk, Dividers, Etc. | 750.00 |
| 630 | Lot- | Lunch Room Area Consisting of: Miscellaneous Tables and Chairs | 300.00 |
| 631 | 5- | Gateway 200 PS120 Personal Computer, with Vivitron 15 Monitor | 3,500.00 |
| 632 | 1- | Hewlett-Packard OfficeJet LX Printer/Facsimile Machine | 300.00 |
| 633 | Lot- | Mainframe System, Consisting of: Digital Micro VAX II Main Frame, Telebit 3000 Digital Cartridge Tape Deck, (2) DEC File Servers, 200/MC Units, MicroVAX 2100 Tape Unit, Storage Expansion Unit, (3) Digital LN03 Printers, Digital Lazio Letter Printer, and (7) Mainframe Terminals | 600.00 |
| 634 | 1- | Packard Bell Model LD 386 Personal Computer, with Color Monitor | 250.00 |
| 635 | 1- | Hewlett-Packard LaserJet 4 Laser Printer | 250.00 |
| 636 | 1- | Compaq 150i Personal Computer | 275.00 |
| 637 | 2- | Hewlett-Packard DeskJet 560 C Printer | 600.00 |
| 638 | 4- | Gateway 2000 Model P5-100 Pentium Personal Computer, with Vivitron 15 Color Monitor | 2,800.00 |
| 639 | 1- | Apple Macintosh SE Personal Computer, with ImageWriter II Printer | 200.00 |
| 640 | 1- | Compaq Prolinea 466 Personal Computer, with Gateway 2000 Monitor | 700.00 |

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| ITEM # | QTY | DESCRIPTION | FAIR MARKET VALUE |
|--------|------|--|-------------------|
| 641 | 1- | Compaq 450 Personal Computer, with Color Monitor | \$ 500.00 |
| 642 | 1- | Canon BJ200EX BubbleJet Printer | 175.00 |
| 643 | 1- | Panafax Model UF788 Facsimile Machine | 300.00 |
| 644 | 1 | Hewlett Packard LaserJet 5L Printer | 175.00 |
| 645 | 1- | Panasonic KX-P2624 Printer | 80.00 |
| 646 | 1- | IBM Model 35SX Personal Computer, with Printer | 125.00 |
| 647 | 1- | MacBeth TD902 Densitometer | 275.00 |
| 648 | 1- | TMI Model 51008 Bench Top Compression Tester | 600.00 |
| 649 | 1- | Mettler PC1616 Electronic Scale | 250.00 |
| 650 | 1- | Microview Model X14 Optical Comparator, S/N 4014, with 14" Screen and Micro-Vu MD-1 Digital Readout Unit | 3,000.00 |
| 651 | 1- | Fisher Scientific XD-12K Electronic Scale | 175.00 |
| 652 | 1- | Panametric Magna-Mike Model 8000 Electronic Thickness Gage | 600.00 |
| 653 | 1- | 12' x 18' Granite Surface Plate | 90.00 |
| 654 | 1 | Enercon Industries Corporation Induction Sealer | 700.00 |
| 655 | 1- | Datacolor CS-3 Chroma Sensor Color/Hue Checking Machine | 450.00 |
| 656 | Lot- | Approx. (15) Sets of 6" Dial Verniers and 1" Mikes, (3) Assorted 18" Digital Height Gages | 1,750.00 |
| 657 | 1- | Zebra Technologies Corporation Computer Driven Label Printer, S/N 6009945 | 1,500.00 |

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|--------|------|--|-------------------|
| 658 | 1- | Sample Slicing Machine | \$ 250.00 |
| 659 | Lot- | Miscellaneous Laboratory Furniture | 750.00 |
| 660 | 1- | Mitsubishi Model FGC-25, 5000 Lb. Capacity LPG Fork Lift Truck, S/N 28213, 189" Max. Lift, Triple Mast, Side Shift, Solid Rubber Tires and Overhead Guard | 8,500.00 |
| 661 | 1- | Mitsubishi Model FGC-25, 5000 Lb. Capacity LPG Fork Lift Truck, S/N F82-53904 (New 1990), with Solid Rubber Tires and Overhead Guard | 6,000.00 |
| 662 | 1- | Caterpillar Model T50B, 5000 Lb. Capacity LPG Fork Lift Truck, S/N 87W01137 (New 1990), with Clamp, Solid Rubber Tires and Overhead Guard | 7,000.00 |
| 663 | 1- | Clark Model GCX25 LPG Fork Lift Truck, S/N GX230-0881-7585KOF (New 1990) with Double Fork Lift, Solid Rubber Tires and Overhead Guard | 7,000.00 |
| 664 | 1- | Clark Model GCX25, 5000 Lb. Capacity LPG Fork Lift Truck, S/N GX230-2447-7158KOF (New 1990), with Clamp, Solid Rubber Tires and Overhead Guard | 7,000.00 |
| 665 | 1- | Mitsubishi Model FGC-25, 5000 Lb. Capacity LPG Fork Lift Truck, S/N AF82A-51407 (New 1990), with Clamp, Solid Rubber Tires and Overhead Guard | 7,000.00 |
| 666 | 1- | Clark Model GCX25, 5000 Lb. Capacity LPG Fork Lift Truck, S/N GX230-2446-7158KOF (New 1990), with Clamp, Solid Rubber Tires and Overhead Guard | 7,000.00 |
| 667 | 1- | Clark Model C500-60, LPG Fork Lift Truck, S/N 685-323-4241-879 (New 1982), with Solid Rubber Tires and Overhead Guard | 6,000.00 |

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Continental Plastic Containers Inc. Plant #145, 2727 East Higgins Road,
Elk Grove Village, Illinois

APPRAISAL

Effective Date: October 23, 1996

FAIR
MARKET
VALUE

| ITEM # | QTY | DESCRIPTION | FAIR MARKET VALUE |
|-------------------------|-----|--|-----------------------|
| 668 | 1- | Clark Model C500-40, 4000 Lb. Capacity LPG Fork Lift Truck, S/N 355-14-5085-582 (New 1986), with Mixer/Grinder, Solid Rubber Tires and Overhead Guard | \$ 6,500.00 |
| 669 | 1 | Nissan Model CPFO2A25, 5000 Lb. Capacity Fork Lift Truck, S/N CPFO2-022581 (New 1984), with Solid Rubber Tires and Overhead Guard | 5,750.00 |
| 670 | 1- | A.C. Model FL40-24PS, 4000 Lb. Capacity LPG Fork Lift Truck, S/N 22993000, 169" Max. Lift, Triple Mast, Solid Rubber Tires and Overhead Guard | 4,500.00 |
| <u>LOCATION TOTALS:</u> | | | <u>\$7,435,130.00</u> |

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EXHIBIT A

CONTINENTAL PLASTIC CONTAINERS, INC.
PLANT #145
2727 E. Higgins Road
Elk Grove, Illinois

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ITEM # QTY

DESCRIPTION

| ITEM # | QTY | DESCRIPTION | FAIR MARKET VALUE |
|--------|------|---|-------------------|
| 537 | Lot- | Line #1, Consisting Of: Mueller Model 1166-6, 14-Station Rotary Type (Ferris Wheel) Bottle Blow Molder, S/N 3082 (New 1982), with Hunker Process Control, Pneumatic Ejector and Light Curtain, Safety Screen, Nelmor 18" x 28" Grinder, Sterling 4 1/2" Extruder, S/N 45597, 24:1 Ratio 200 HP DC Motor, Manual Screen Changer, 5-Zone Temperature Controller and Harnoy Vacuum Type Hopper Feed, Davis Standard 2" Extruder, S/N 9422301 Mueller 8-Station Rotary Reamer, S/N 70679127, Overhead Belted Conveyor System, with Low-Ratio Conveyor, Hi-Mill Detector, Flame Treat System, AIS Model Auto Adjust III Leak Detector, Lyle Obesloier Trimmer, Consolidated Model D-4-F Spout Insertor, S/N 6009, with Hoppman Model FP-30RP Centrifugal Feed and Automatic Feed Co. Inclined Conveyorized Hopper Feed Deltor Model 361 Case Erector, S/N GS-11-XXB, Lantech Series V Model Lan-V-wrap Stretch Wrapper, with 48" Rotary Table Nelmor Model G1830M Grinder, S/N 8102-14996, Complete with 20 HP Motor Drive | \$ 525,000.00 |

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APPRAISAL

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FAIR
MARKET
VALUE

| ITEM # | QTY | DESCRIPTION | FAIR MARKET VALUE |
|--------|------|---|-------------------|
| 538 | Lot- | Line #2, Consisting of: Mueller 14-Station Model BBM-1166-13-12 Rotary Type Blow Molder, S/N 3099, Complete with In-Mold Labeler, NRM Model Pacemaker 70, 6" Extruder, S/N 15892 (New 1974), 24:1 Ratio, 6-Zone Hunkar Process Control, Harnoy Virgin/Regrind Color Blending System, S/N HN-816-3, Davis Model 25-1N 25C, 2 1/2" Extruder, S/N K-2168 (New 1987) Davis Standard 3' Extruder, S/N K-9639 (New 1987), Nautica Model DVIP Dehumidifier, S/N 0010021 Sterlco Temperature Controller, Nelmor Model G1830M Grinder, S/N 800514050 (New 1980), with 20 HP Motor Drive, Mueller 8-Station Rotary Reamer, S/N 92683-151 Lyle Flash Trimmer, S/N CM3698-RW Overhead Conveyor System, with Low-Rator Conveyor, Hi-Mill Detector, Inx Vision System Lable Detector, Quartsch Monitor System, Randolph-Alcon Model 209-1Z 12- Station Leak Detector, S/N 2587-209-1Z, Wayne Case Erector, S/N 4892-447, Secur Systems Model SGHP-MOT-2 Case Auto Packer, S/N D2936-1/31/85 and Case Closer 4-Zone Heat Clamp, Cincinnati Millicron Robotic Arm/Pallet Loader, S/N 88053BA52 Lantech Model SVAMP Automatic Rotary Pallet Wrapper, S/N 16836, Pro-Rate and Foremost Blending Feed/Hopper Feed | \$ 825,000.00 |

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FAIR
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VALUE

| ITEM # | QTY | DESCRIPTION | FAIR MARKET VALUE |
|--------|------|--|-------------------|
| 539 | Lot- | Line #3, Consisting of: Mueller Model 1166-6, 14-Station Rotary Type Blow Molder, S/N 3052 (New 1977) Sterling 200 HP, 6" Extruder, S/N 60308 (New 1973), 24:1 Ratio, 5-Zone Hunkar Process Controls, Davis Standard 2" Extruder, S/N H-8130, Harnoy Virgin/Regrind Color Blending System, S/N 2688-2 Nelmor Model G1830M Plastic Granulator, S/N 17288 (New 1982), with 20 HP AC Motor Drive, Mueller 8-Station Rotary Reamer, S/N 73175 (New 1981) Lyle Flash Trimmer, S/N CM-1342 Overhead Belt Type Conveyor System, with Fleetwood Low-Ratio Conveyor, Hi-Mill Detector and Flame Treat System Gemini Label Inspection System, S/N N/A, with Ejector, AIS Auto Adjust II Leak Detector System | \$ 550,000.00 |

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FAIR
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| ITEM # | QTY | DESCRIPTION | FAIR MARKET VALUE |
|--------|------|--|-------------------|
| 540 | Lot- | Line#4, Consisting of: Mueller Model 1164-6 14-Station Rotary Type Blow Mold Machine, S/N 1012 (new 1969), NRM Model Pacemaker 70, 200 HP Extruder, S/N 14129 (New 1971), with 6-Zone Hunkar Process Controller Davis Standard Thematic II 2" Extruder, S/N H8775 (New 1982), Harnoy Virgin/Regrind Color Blender, Sterlco Model T003-A Temperature Controller, S/N Y3781-R1 Sterlco Model GX9210-JX Heat Extractor, S/N 9605525, Mueller 8-Station Rotary Reamer, S/N 6-2480-140, Lyle Flash Trimmer, S/N CM-983, Overhead Belted Conveyor System, Low-Ratio Conveyor Hi-Mill Detector, American Flame Treat System, AIS Model Auto Adjust II Leak Detector, Nelmor Model 1830M Scrap Grinder, S/N 810214995 (New 1980) Bottle Diverter Station, with Grabber Type Conveyor, Height Inspection Station Bulk Palletizing Station, Continental Inspection System Reporter, Ouellette Machinery System Model BKP-525-1 Palletizer, S/N 247, Complete with Signode Model MCD510-CCU-2-CF Power Strapping Pallet Wrapper, S/N 89752 (Machine No. 773), ITW Mima Model Cobra XI Stretch Wrapper, S/N 30630 and Associated Conveyor, ITW Model Cobra XL Stretch Wrapper, S/N 30630 | \$ 700,000.00 |

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| ITEM # | QTY | DESCRIPTION | FAIR MARKET VALUE |
|--------|------|--|-------------------|
| 541 | Lot- | Line #5, Consisting of: Mueller Model 164-5 8-Station Rotary Blow Mold Machine, S/N 1059 (New 1979) NRM Model Pacemaker III 4 1/2" 200 HP Extruder, S/N 5939 (New 1974), 17:24:1, with 6-Zone Temperature Controls, Hunkar Process Controller, Davis Standard 2" Extruder, S/N J-4345 (New 1983), Harnoy Model 4B-UCCR Blender, S/N HN-800 No/mor 18" x 28" 20 HP Grinder, Mueller 8- Station Rotary Reamer, S/N 10-2681-149 Lyle Flash Trimmer, S/N CM-1059, Overhead Belted Conveyor System, Low-Ratio Conveyor, Hi-Mill Inspection Station with Ejector, Flame Treat Station, AIS Auto Adjust III Leak Detector, Styrotech Model ST-2200 Sleeve Labeler, S/N S-10116 (New 1990), Consolidated Model D-4-5 Spout Inserter, S/N 6170, with Hopperman Model FC-50, Centrifugal Hopper, Bulk Hopper Feed and Incline Conveyor, Wayne Case, Former/Partition Inserter, S/N 12534-7055, Infrared Heat Treat Oven with Slat Type Conveyor | \$ 560,000.00 |

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| ITEM # | QTY | DESCRIPTION | FAIR MARKET VALUE |
|--------|------|--|-------------------|
| 542 | Lot- | Line 6, Consisting of: Mueller Model 1164-9 8-Station Rotary Blow Mold Machine, S/N 1965 (New 1982) NRM Model 351928, 6" 200 HP Extruder, S/N N/A (Rebuilt 1985), Complete with Hunkar Process Control and 6-Zone Digital Temperature Controller, (2) Davis Standard 2 1/2" Extruders, S/N N/A, Harnoy Blender Foremost Prorate Color Blanding System with Whitlock Hopper, Nautica Model DVIC Dehumidifier, S/N 033, Mueller 8-Station Rotary Kramer, S/N 6-3081-145, Lyle Oberloier Flash Trimmer, S/N CM-933 Overhead Conveyor System, Starline Low- Rator Conveyor, Hi-Mill Detector and Ejector Randolph Alcoa Model 2091Z Container Leak Tester, S/N 45-88-209-1Z, Gemini Label detector and Ejector with Monitors, Consolidated Model C-4-S Spot Inserter, S/N 6120, with Hopperman centrifugal Feed with Bulk Hopper Feed and Incline Conveyor, Seco System Auto Case Packaging Machine, S/N E-1562 (Rebuilt 1985), Delkor Case Erector, Wayne Partition Inserter, S/N 11330- 7045 | \$ 850,000.00 |

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| ITEM # | QTY | DESCRIPTION | FAIR MARKET VALUE |
|--------|------|---|-------------------|
| 543 | Lot- | Line #7, Consisting of: Mueller Model 1166-7 14-Station Rotary Blow Mold Machine, S/N 3072 (New 1979), Complete with In-Mold Labeler and Pneumatic Ejector, NRM Pacemaker III 6" 200 HP Extruder, S/N 18072 (New 1982), 24:1 Ratio, Hunkar Process Controls and 6-Zone Digital Temperature Controls, Davis Standard 2 1/2" Extruder, S/N K0754 (New 1986) Harvey Blender, S/N 2724-1, Nelmor Model 5846KAN3KN, 16" x 22" Plastic Granulator, S/N 33500-7818, Mueller 8-Station Rotary Reamer, S/N 73178-11, Obeloirer Flash Trimmer, S/N CM-152, Overhead Conveyor Low-Ratio Conveyor, Hot Knife Rotary Trimmer, Hi-Mill Inspection and Ejector Gemini Label Inspection with Ejector and Monitors, Randolph Alcoa Model 200-12, 12- Station Leak Detector, S/N F080-209-12 Delkor Model GSII-A Case Former, S/N 0665R ESP Diverter, S/N 2355 (New 1993) ESP Auto Packer, S/N 2355 (New 1993) Lan-Tech Model LAN-Wrapper Stretch Wrapper, with 48" Rotary Table | \$ 725,000.00 |

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