

81-9400N-10

THIS STATEMENT is presented to THE FILING OFFICER for filing pursuant to the Uniform Commercial Code.

Debtor(s) (last name, first name and address(es))  
**PARIBAS PROPERTIES, INC.**  
787 Seventh Avenue, 30th Floor  
New York, New York 10019  
Attn: President  
Federal Tax I.D. Number  
74-1953834

Secured Party(ies) and address(es)  
**ANQUE PARTBAS AS AGENT**  
1200 Smith Street, Suite 3100  
Houston, Texas 77002  
Attn: Christopher S. Goodhart  
Vice-President

5720210

RECORDING \$29.00  
140003  
#0688 LRB #97-284910  
HUMAN 7815 04/24/97 12102100  
COOK COUNTY RECORDER

This Statement refers to original Financing Statement No. **96-893931**  
Date filed: **November 22**, 19 **96** Filed with **Cook County**

- A.  CONTINUATION.....The original financing statement between the foregoing Debtor and Secured Party, bearing the file number shown above, is still effective.
- B.  PARTIAL RELEASE...From the collateral described in the financing statement bearing the file number shown above, the Secured Party releases the property indicated below.
- C.  ASSIGNMENT.....The Secured Party certifies that the Secured Party has assigned to the Assignee whose name and address is shown below, the property indicated below, the financing statement bearing the file number shown above in the property indicated below. *See attached*
- D.  TERMINATION.....The Secured Party certifies that the Secured Party no longer claims a security interest under the foregoing statement bearing the file number shown above.
- E.  AMENDMENT.....The financing statement bearing the above file number is amended:  
 To show the Secured Party's new address as indicated below;  
 To show the Debtor's new address as indicated below;  
 As set forth below.

See attached

847279-7 \*Additional debtor See attached (Secured Party)

Dated: \_\_\_\_\_, 19\_\_\_\_ (Signature of Debtor, if required) By: \_\_\_\_\_ (Signature of Secured Party)

This form of Financing Statement is approved by the Secretary of State.

25507310

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PLEASE RETURN TO:  
CT Corporation System  
Attn: Lisette Fernandez  
49 Stevenson St. Ste. 300  
San Francisco, CA 94105  
(800) 874-8820

Property of Cook County Clerk's Office

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## UCC-3 FINANCING STATEMENT CHANGE - PARTIAL ASSIGNMENT (Second Security Agreement)

THIS UCC-3 FINANCING STATEMENT CHANGE - PARTIAL ASSIGNMENT IS PRESENTED TO A FILING OFFICER FOR FILING PURSUANT TO THE UNIFORM COMMERCIAL CODE.

DEBTORS' NAMES  
AND ADDRESSES:

PARIBAS PROPERTIES, INC.  
787 Seventh Avenue, 30th Floor  
New York, New York 10019  
Attn: President  
Federal Tax I.D. Number 74-1953834

MAIL-WELL I CORPORATION  
23 Inverness Way East  
Englewood, Colorado 80112  
Attn: President  
Federal Tax I.D. Number 84-1250534

SECURED PARTY'S NAME  
AND ADDRESS:

BANQUE PARIBAS, AS AGENT \*  
1200 Smith Street, Suite 3100  
Houston, Texas 77002  
Attn: Christopher S. Goodwin, Vice-President

97284310

FOR FILING OFFICER:

COOK COUNTY CLERK, ILLINOIS

FINANCING STATEMENT NO.: #96-893931

ORIGINAL FILE DATE:

November 22, 1996

PLEASE RETURN TO:  
CI Corporation System  
Attn: Lissette Fernandez  
49 Stevenson St. Ste. 300  
San Francisco, CA 94105  
(800) 874-8820

- \* for itself and Financing Lenders which are now or hereafter parties to that certain Security Agreement (Second and Subordinated Security Interest) dated November 15, 1996, among Paribas Properties, Inc. and Mail-Well I Corporation, as Debtors, and Banque Paribas, as Agent for the benefit of the "Financing Lenders" therein described, as the Secured Party, as the same may be amended, modified, supplemented, renewed, extended, restated or replaced from time to time (the "Second Security Agreement"). The "Financing Lenders" which are parties to the Second Security Agreement are listed on Schedule 1 attached hereto. The security interest herein described is subordinate and inferior to the security interest granted by Debtors pursuant to the provisions of that certain Security Agreement (First and Prior Security Interest) dated November 15, 1996, among Debtors and Banque Paribas, as Agent for the benefit of the "Equity Lenders", therein described.

847279-7

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## PARTIAL ASSIGNMENT:


Banque Paribas' rights and interests as a Financing Lender under this Financing Statement have been partially assigned to the Assignees whose names and addresses are as follows:

1. CERES FINANCE LTD.  
c/o Chancellor Senior Secured Management, Inc.  
1166 Avenue of the Americas  
New York, New York 10036  
Attention: Mr. Christopher E. Jansen
2. STRATA FUNDING LTD.  
c/o Chancellor Senior Secured Management, Inc.  
1166 Avenue of the Americas  
New York, New York 10036  
Attention: Mr. Christopher E. Jansen

Attached hereto as Schedule I is the a needed list of the "Financing Lenders" for whom Banque Paribas, in its capacity as agent, is acting as Agent under this Financing Statement.

## SECURED PARTY:

BANQUE PARIBAS, As Agent

By:   
Name: Christopher S. Goodwin  
Title: Vice President

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## Schedule 1 (Financing Lenders)

Banque Paribas  
Arab Banking Corporation (B.S.C.)  
Bank of America Illinois  
The Bank of Nova Scotia  
The Boatmen's National Bank of St. Louis  
The CIT Group/Business Credit, Inc.  
Credir Lyonnais New York Branch  
The Fuji Bank, Limited  
The Long-Term Credit Bank of Japan, Limited, New York Branch  
National Bank of Canada  
NationsBank of Texas, N.A.  
Societe Generale, Southwest Agency  
Texas Commerce Bank National Association  
Ceres Finance Ltd.  
Strata Funding Ltd

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