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STATE OF ILLINOIS

UNIFORM COMMERCIAL CODE-FINANCING STATEMENT - FORM UCC-2



98897450

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) Netcom Properties Inc. 599 S. Wheeling Road Wheeling, IL 60090	Secured Party(ies) and address(es) NationsCredit Commercial Corporation, as Agent 187 Danbury Road Wilton, CT 06897	98897450 2172/0018 21 001 Page 1 of 7 1998-10-06 16:25:08
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1. This financing statement covers the following types (or items) of property:
All of Debtor's now owned or hereafter acquired or arising accounts, inventory, general intangibles, documents, instruments, equipment, investment property, all bank accounts of Debtor, all books and records of Debtor, all insurance policies of Debtor and all other personal property of Debtor, including without limitation, the property described on Exhibit A hereto, wheresoever located, together with proceeds thereof. The above property is or may become fixtures on the (See Attached)

ASSIGNEE OF SECURED PARTY 33.50

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 ~~(The above timber standing on...)~~ ~~(The above minerals or the like (including oil and gas) accounts will be financed at the wellhead or mouth of the well or mine located on...)~~ (Strike what is inapplicable) (Describe Real Estate) See Exhibit B.
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 See Exhibit B.

4. Products of Collateral are also covered.

Additional sheets presented _____ File with Recorder's Office of <u>IL-Cook</u> County, Illinois	Netcom Properties Inc. By: <i>[Signature]</i> Signature of (Debtor) (Secured Party)*
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FILING OFFICER COPY - ALPHABETICAL

Rev. 3/75

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

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

Cook County Clerk's Office

Additional Collateral Information

real estate described on Exhibit B attached hereto. See Exhibit B for the name of the record owner of the real estate described on Exhibit B.

[Handwritten Signature]
Property of Cook County Clerk's Office

EXHIBIT A TO UCC FINANCING STATEMENT

Secured Party: NationsCredit Commercial Corporation, as Agent
187 Danbury Road
Wilton, CT 06897

Debtor: Netcom Properties Inc.
599 S. Wheeling Road
Wheeling, IL 60090

The Financing Statement covers all of the following property of Debtor, whether now owned or hereafter acquired or arising and regardless of where located (all collectively referred to as the "Collateral"):

- (1) Accounts;
- (2) Inventory;
- (3) General intangibles;
- (4) Documents;
- (5) Instruments;
- (6) Equipment;
- (7) Investment Property;
- (8) All bank accounts, lockbox accounts and deposit accounts of Debtor maintained with any bank or financial institution and funds on deposit therein and other monies and property of any kind of Debtor in the possession or under the control of the Secured Party;
- (9) All books and records (including customer lists, credit files, computer programs, printouts and other computer materials and records) of Debtor pertaining to any of the Collateral;
- (10) All insurance policies of Debtor; and
- (11) All Proceeds of all or any of the Collateral described in Clauses 1 through 10 hereof.

As used in this Financing Statement, the following terms shall have the following meanings:

"Accounts" means all "accounts" (as defined in the UCC) now owned or hereafter acquired by Debtor, and shall also mean and include all accounts receivable, contract rights, book debts, notes, drafts and other obligations or indebtedness owing to Debtor arising from the sale, lease or exchange of goods or other property by it and/or the performance of services by it (including any such obligation which might be characterized as an account, contract right or general intangible under the Uniform Commercial Code in effect in any jurisdiction) and all of Debtor's rights in, to and under all purchase orders for goods, services or other property, and all of Debtor's rights to any goods, services or other property represented by any of the foregoing (including returned or repossessed goods

and unpaid sellers' rights of rescission, replevin, reclamation and rights to stoppage in transit) and all monies due to or to become due to Debtor under all contracts for the sale, lease or exchange of goods or other property and/or the performance of services by it (whether or not yet earned by performance on the part of Debtor), in each case whether now in existence or hereafter arising or acquired including, without limitation, the right to receive the proceeds of said purchase orders and contracts and all collateral security and guarantees of any kind given by any Person with respect to any of the foregoing.

"Documents" means all "documents" (as defined in the UCC) or other receipts covering, evidencing or representing goods, now owned or hereafter acquired by Debtor.

"Equipment" means all "equipment" (as defined in the UCC) now owned or hereafter acquired by Debtor, including without limitation all motor vehicles, trucks, trailers, railcars and barges.

"ERISA Group" means Debtor, any Subsidiary and all members of a controlled group of corporations and all trades or businesses (whether or not incorporated) under common control which together with Debtor or any Subsidiary are treated as a single employer under Section 414 of the Internal Revenue Code of 1986, as amended from time to time.

"General Intangibles" means all "general intangibles" (as defined in the UCC) now owned or hereafter acquired by Debtor, including (i) all obligations or indebtedness owing to Debtor (other than Accounts) from whatever source arising, (ii) all patents, patent licenses, trademarks, trademark licenses, rights in intellectual property, goodwill, trade names, service marks, trade secrets, copyrights, permits and licenses, (iii) all rights or claims in respect of refunds for taxes paid and (iv) all rights in respect of any pension plan or similar arrangement maintained for employees of any member of the ERISA Group.

"Instruments" means all "instruments", "chattel paper" or "letters of credit" (each as defined in the UCC), including those evidencing, representing, arising from or existing in respect of, relating to, securing or otherwise supporting the payment of, any of the Accounts, including (but not limited to) promissory notes, drafts, bills of exchange and trade acceptances, now owned or hereafter acquired by Debtor.

"Inventory" means all "inventory" (as defined in the UCC), now owned or hereafter acquired by Debtor, wherever located, and shall also mean and include all raw materials and other materials and supplies, work-in-process and finished goods and any products made or processed therefrom and all substances, if any, commingled therewith or added thereto.

"Investment Property" means all "investment property" (as defined in the UCC) now owned or hereafter acquired by Debtor including, without limitation, all securities (certificated and uncertificated), securities accounts, securities entitlements, commodity contracts and commodity accounts (as each such term is defined in the UCC).

"Person" means any natural person, corporation, limited partnership, general partnership, joint stock company, joint venture, association, company, trust, bank, trust company, land trust, business trust, or other organization, whether or not a legal entity, and government agency or political subdivision thereof.

"Proceeds" means all proceeds of, and all other profits, products, rents or receipts, in whatever form, arising from the collection, sale, lease, exchange, assignment, licensing or other disposition of, or other realization upon, collateral, including all claims of Debtor against third parties for loss of, damage to or destruction of, or for proceeds payable under, or unearned premiums with respect to, policies of insurance in respect of, any collateral, and any condemnation or requisition payments with respect to any collateral, in each case whether now existing or hereafter arising.

"Subsidiary" means any corporation or other entity of which securities or other ownership interests having ordinary voting power to elect a majority of the board of directors or other persons performing similar functions are at the time directly or indirectly owned by Debtor.

"UCC" means the Uniform Commercial Code as in effect on the date hereof in the State of New York; *provided* that if by reason of mandatory provisions of law, the perfection or the effect of perfection or non-perfection of the security interest in any Collateral is governed by the Uniform Commercial Code as in effect in a jurisdiction other than New York, "UCC" means the Uniform Commercial Code as in effect in such other jurisdiction for purposes of the provisions hereof relating to such perfection or effect of perfection or non-perfection.

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EXHIBIT B TO UCC FINANCING STATEMENT

Secured Party: NationsCredit Commercial Corporation, as Agent
187 Danbury Road
Wilton, CT 06897

Debtor: Netcom Properties, Inc.
599 S. Wheeling Road
Wheeling, IL 60090

Name of Record Owner: Netcom Properties, Inc.

Legal Description:

LOT 7 (EXCEPT THE WEST 15.25 FEET THEREOF) AND ALL OF LOT 8 IN BLOCK 1 IN HERZOG'S 1ST 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 NUMBER LR.1639763 AND CERTIFICATE OF CORRECTION THEREOF REGISTERED DECEMBER 14, 1956 AS DOCUMENT NUMBER LR.1713481. IN COOK COUNTY, ILLINOIS.

PIN 03-11-300-004-000
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EAXXQN LEGAL INFORMATION SERVICES, INC.
MYERS BUILDING, SUITE 805
ONE WEST OLD STATE CAPITOL PLAZA
SPRINGFIELD, ILLINOIS 62701

Clerk's Office