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STATEMENT is presented to a filing officer for filing pursuant to the Uniform Commercial Code (the Code) and address(es) of the Secured Party(ies) and address(es) of the Assignee(s) of Secured Party and Assignee(s).

1. Debtor (Name, Address, City, State, Zip) and address(es) of the Assignee(s) of Secured Party and Assignee(s):
 Associates by its Partner, HPI Illinois, Inc. 1787 Sentry Parkway West Building 16/Suite 200 Northbrook, IL 60062-3334

2. Secured Party(ies) and address(es):
 General Electric Capital Corporation
 1787 Sentry Parkway West Building 16/Suite 200 Northbrook, IL 60062-3334

3. Assignee(s) of Secured Party and Assignee(s):

4. Description of Collateral (or items) of property:
 (1) Northern Telecom Meridian Telecommunication System APT 61C as more fully described on Schedule 1 attached hereto and made a part hereof. Debtor hereby gives, sets over, assigns, transfers, and grants to GECC a security interest in all of borrowers' right, title and interest of whatever kind or description (including contract rights and general intangibles) in and to the Lease, the purchase Agreement, and the equipment.

5. THIS IS A FIXTURE FILING

6. This statement is filed without the debtor's signature to perfect a security interest in collateral (check or).
 7. This statement is filed in another jurisdiction when it was brought into this state.
 8. Products of Collateral are also covered Products of Collateral are also covered .

9. BY ITS GENERAL PARTNER
The President

10. Filed on: 1998-04-02
 11. Filed in: Cook County

12. Signature(s) of Secured Party:
Clark County

13. Signature(s) of Secured Party:
[Signature]

14. GENERAL ELECTRIC CAPITAL CORPORATION

15. UCC FORM - FORM UCC-1.

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1. Debtor(s) (Last Name First) and address(es)

HPI O'Hare Associates by its
General Partner, HPI Illinois, Inc.
6600 North Mannheim Road
Rosemont, IL 60018
Tax ID/Social Security No. 31-3266334

2. Secured Party(ies) and address(es)

General Electric Capital
Corporation
1787 Sentry Parkway West
Building 16/Suite 200
Chicago, IL 60654
Tax ID/Social Security No. 9422

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

98261591

1998-04-02 11:51:36

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

One (1) Northern Telecom Meridian Telecommunication System Model APT 61C as more fully described on Schedule 1 attached hereto and made a part hereof. Debtor hereby gives, sets over, assigns, transfers, and grants to GECC a security interest in all of borrowers' right, title and interest of whatever kind or description (including contract rights and general intangibles) in and to the Lease, the purchase Agreement, and the equipment.

5. Assignee(s) of Secured Party and Address(es)

THIS IS A FIXTURE FILING

4072945-001

This statement is filed without the debtor's signature to perfect a security interest in collateral. (check if yes)

Filed with:

already subject to a security interest in another jurisdiction when it was brought into this state.

which is proceeds of the original collateral described above in which a security interest was perfected.

Cook County Recorder

Check if covered. Proceeds of Collateral are also covered. Products of Collateral are also covered. No. of additional Sheets presented: 6

HPI O'HARE ASSOCIATES BY ITS GENERAL PARTNER
HPI ILLINOIS, INC.

GENERAL ELECTRIC CAPITAL CORPORATION

By: *Patrick Murphy* Vice President

By: *[Signature]*

Signature(s) of Debtor(s)

Signature(s) of Secured Party(ies)

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SCHEDULE 1

CUSTOMER:

SER #: 2367

RENAISSANCE HOTEL - CHICAGO
O'HAIR

QTY	ITEM	MATERIAL		LABOR	
		EA	EXT	EA	EXT
>PBX/MDF Equipment:					
1	SY1016A OPTION 61C SYSTEM P	10,133.96	10,133.96	6,215.89	6,215.89
7	NT8D21AB RINGING GENERATOR A	717.82	5,024.76		
6	NT8D49AA COLUMN SPACER KIT (147.79	886.72		
2	AS1081A PEDESTAL/TOP CAP PA	2,955.74	5,911.48		
1	NT6D5304 GROUND BAR/LRE-SMAL	401.14	401.14		
3	NT8D63AA OVERHEAD CABLE TRAY	236.46	709.38		
1	NT8D46AU SYS MONITOR TO UPS (53.20	53.20		
2	AS7200 DUAL PORT DTI/PRI P	5,066.98	10,133.97	258.99	517.99
1	AS1051 4 PORT SLD ASSEMBLY	1,308.97	1,308.97		
1	NT6D80AB MULTI-PURPOSE SERIA	1,900.12	1,900.12		
74	NT8D09AK ANALOG MESSAGE UNIT	1,477.87	109,362.39		
10	NT8D14BB UNIVERSAL TRUNK CAR	1,520.09	15,200.95		
2	NT8D16AB DIGITONE RECEIVER (1,055.62	2,111.24		
8	NT8D02EA DIGITAL LINE CARD	1,477.87	11,822.96		
2	NT9D19AA 68040/48MB CALL PRO	4,222.49	8,444.97		
1	NT8D93AJ 2 PORT SDI I/O TO D	35.47	35.47		
6	NT8D93AW 2 PORT SDI I/O TO D	51.20	319.22		
2	NT8D95AW SDI I/O TO DTE/DCE	65.03	130.05		
1	NT8D73AD INTER-CABINET NETWO	100.50	100.50		
2	NTCG03AD DDP TO CLOCK CONTRO	35.47	70.94		
2	NTCG03AB DDP TO CLOCK CONTRO	29.56	59.11		
2	NT8D91AD NETWORK TO CONTROLL	32.51	65.01		
3	NT8D91AF NETWORK TO CONTROLL	35.47	106.41		
1	NT8D91AJ NETWORK TO CONTROLL	38.42	38.42		
1	NT8D91AG NETWORK TO CONTROLL	38.42	38.42		
3	NTND27AB MSDL TO I/O PANEL C	88.67	266.02		
6	AS1054A INTELL PERIPH EQUIP	5,066.98	30,401.90		
2	NT9D18AA MODULE SIDE COVER	73.90	147.80		
3	NT8D04BA SUPERLOOP NETWORK C	1,477.87	4,433.61		
2	AS1052 2 PORT SDI PADDLE B	717.82	1,435.65		
1	AMP/Mex Select/Solutions Dis	(50,961.04)	(50,961.04)		
3	Total Columns Wired			310.79	932.38
7	Total Modules Wired			51.80	362.59
1	MAT Comm Srvc/Traffic/Call T			207.20	207.20
1	MAT Station Admin Setup			621.59	621.59
1	Sentry 2000 Labor			155.40	155.40
1	MAINTENANCE ADMIN TABLE 4802	138.32	138.32	51.80	51.80
2	WYSE 55 MAINTENENCE CRT	530.50	1,061.01	51.80	103.60
3	OKI ML320 TURBO MAINT PRINTR	478.63	1,435.88	51.80	155.40
3	OKI SERIAL BOARD W/BUFFER	107.56	322.67		
5	RS232 M/M 10ft CABLE	5.91	29.56		
1	FWR FAIL XFER-w/AC XFMR	495.05	495.05	51.80	51.80

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Chicago, IL 60603

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SCHEDULE 1

CUSTOMER:

SER #: 2367

RENAISSANCE HOTEL - CHICAGO
O'HARE

QTY	ITEM	MATERIAL		LABOR	
		EA	EXT	EA	EXT
2	Female Amphenol-15' (for PFT)	8.01	16.02	25.90	51.80
1	2554 STD WALL SET (PFT)	29.48	29.48	15.54	15.54
80	Pwrvr Trk Protectr UP2B-235F	11.79	943.51		
4	Powervar Grnd Bar MGB-1/SGL1	5.63	22.54		
3	Powervar T1 Trunk Protector	52.96	158.87		
1	Pwrvr Pwr Condntr ABC600-11W	295.57	295.57		
1	POWER STRIP	51.51	51.51		
1	TAYLOR 5460MDV/MAX THERMOMTR				
3	Digital Link DL551A T1 CSU	519.80	1,559.41	51.80	155.40
3	Digital Lnk Xfrmt for DL551A	92.82	278.47		
3	Digital Link Cabl for DL551A	49.51	148.52		
36	X-CONNECT WIRE, 1PR, 10/00' ROLL	13.10	471.75		
1412	X-CONNECT WIRE LABOR			3.63	5,119.81
112	PBX/MDF TERMINATION CBL-50'	19.07	2,136.29	51.80	5,801.48
1	AT&T 110 MDF	1,747.24	1,747.24	414.39	414.39
2	FREE STANDING MDF	1,419.63	2,839.26	414.39	828.78
1	MDF PLYWOOD BACKBOARD	29.12	29.12		
120	GROUND/PWR CABLE (ft)	1.46	174.72		
1	*Premium Time Included				
MH >					\$184,478.45
Lbr >					\$21,762.81
Tot >					\$206,241.26
50261051					
<p>>Tel Sets/Consoles:</p>					
12	NT2K08GA M2008 STD BUS TEL,	103.45	1,241.34	25.90	310.79
70	NT2K08XE M2008 STD BUS TEL W	206.90	14,483.13	25.90	1,812.96
20	NT2K08GL M2008HF STANDARD BU	230.55	4,610.95	25.90	517.99
10	NT2K16KE M2616 PERF-PLUS TEL	310.35	3,103.47	25.90	258.99
112	AS1182 PREPRINTED FEATURE				
3	NT6G00AF M2250 ATTENDANT CON	2,009.90	6,029.71	51.80	155.40
1	AS1013 SPECIAL CONSOLE/LIN	2,111.24	2,111.24	51.80	51.80
1446	CUSTOMER PROVIDED ANALOG SET			5.18	7,490.13
15	SL TELEPHONE USER GUIDE(100)	8.74	131.04		
12	HEADSET H41-M10	165.55	1,986.61	15.54	186.48
4	A0378020 RJ11/PJ327 ADPTR	11.82	47.29		
MH >					\$33,744.79
Lbr >					\$10,784.54
Tot >					\$44,529.33
<p>>Wiring:</p>					
1	TRAINING ROOM SET-UP	145.60	145.60	310.79	310.79
1558	VERIFY PRE-EXISTING CPE RUN			5.18	8,070.27
1	RE-BUILD PRE-EXISTING MDF			4,143.91	4,143.91

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SCHEDULE 1

CUSTOMER:

SER #: 2367

RENAISSANCE HOTEL-CHICAGO
O'HARE

QTY	ITEM	MATERIAL		LABOR	
		EA	EXT	EA	EXT
50	RJ11 BLOCK SURFACE	1.51	75.71	5.18	258.99
50	RJ11 FLUSH MOUNT	2.59	129.59	5.18	258.99
10	WALL JACK 4C STEEL	4.00	40.04	10.36	103.60
20	RJ11 DUPLEX BLOCK SURFACE	3.65	73.09	5.18	103.60
20	RJ11 DUPLEX FLUSH MOUNT	2.18	43.68	5.18	103.60
5	CMP L3 4PR/24GA ADMIN RUN	40.62	203.12	155.40	776.98
MU >	CMP L5 4PR/24GA DATA TERM RU	495.05		414.39	
Lbr >	CMP 25PR/24GA CONSOLE RUN	65.52		103.60	
Tot >	SHORT HAUL MODEL	145.60		51.80	
1		16,408.92	16,408.92		
MU >		\$23,089.47			
Lbr >		\$18,481.86			
Tot >		\$41,571.33			

>Software:

12	SW0000H MERIDIAN 1 RELEASE	2,533.49	30,401.90		
1	SW0028A RTU/FAST TDS				
10	SW0033A RTU/ATTENDANT OVERF	116.67	1,266.75		
1	SW0031A RTU/HOSPITALITY SCR				
10	SW0062A RTU/HOSPITALITY VOI	633.37	6,333.73		
10	SW0060A RTU/BASIC HOSPITALI	105.56	1,055.62		
10	SW0061B ADVANCED HOSPITALIT	337.80	3,377.99		
1	SW0221C ACD/MESSAGE PROCESS	844.50	844.50		
1	SW0224A RTU/ENHANCED CALL C	950.06	950.06		
1	NTZK63CA MAT 5 END USER COMM	517.26	517.26		
1	NTZK64AA MAT 5 STATION ADMIN	384.25	384.25	582.39	582.39
1	BARS/NARS Labor			362.99	363.99
MU >		\$45,132.05			
Lbr >		\$946.38			
Tot >		\$46,078.43			

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>UPS 2 Hrs

2	APC UPS	4,969.43	9,938.86	51.80	103.60
2	APC UPS Battery Pack	1,333.72	2,667.45	25.90	51.80
1	(requirements: 2.0 hr.,				
MU >		\$12,606.30			
Lbr >		\$155.40			
Tot >		\$12,761.70			

>Meridian Mail/VISIT:

12	Meridian Mail Ports Labor			12.95	155.40
8	AS1082 MERIDIAN MOD TELEPH				
7	NTSF88AA MMAIL 11 VOICE MESS	21.84	152.88		

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SCHEDULE 1

CUSTOMER:

SER #: 2367

RENAISSANCE HOTEL CHICAGO
O'HARE

QTY	ITEM	MATERIAL		LABOR	
		EA	EXT	EA	EXT
1	SW7049 MM EXP STORAGE SW L	4,433.61	4,433.61		
1	SW7054 MM EXP STORAGE SW L	4,433.61	4,433.61		
1	SY7020A MM EC OPT 4-24 PORT	6,502.63	6,502.63		
1	SW7000G MERIDIAN MAIL RELEA	1,182.30	1,182.30		
1	SW7004A HOSPITALITY VOICE S	1,300.53	1,300.53		
1	AS7010 MM MODULAR HVS PACK	472.92	472.92		
1	SW7024 RTU/MM DUAL LANGUAG				
1	SW7023 RTU/MM ADDITIONAL L	354.69	354.69		
1	AS7091 VP8 CARD - FLEXIBLE	1,773.44	1,773.44		
1	AS7090 VP4 CARD - FLEXIBLE	1,182.30	1,182.30		
12	SW7063 MM FULL SERV PER PO	1,773.44	21,281.33		
1	AS7013 MM SINGLE TERMINAL	768.49	768.49		

Mtl > \$43,833.72
Lbr > \$155.40
Tot > \$43,994.12

>Training/Database Collecti

80	User Training Class(10/Class			36.40	2,911.94
1	Meridian Mail Admin Training			72.80	72.80
1	MISC STA REVIEW/DATA BASE			3,166.73	3,166.73

Mtl >
Lbr > \$6,151.47
Tot > \$6,151.47

>Data Base Programming:

1500	PBX Data Base Input			2.44	3,658.12
500	Voice Mail Data Base Input			1.46	727.99

Mtl >
Lbr > \$4,386.11
Tot > \$4,386.11

>Normal Scope Sub:

1	LABOR			59,998.91	59,998.91
1	LEVEL 5 CABLING	5,282.57	5,282.57	21,503.61	21,503.61

Mtl > \$5,282.57
Lbr > \$81,502.52
Tot > \$86,785.09

>Mer. MAX, CCR, Link, IVR:

1	NT1R03EV STRAIGHT THROUGH CA	177.34	177.34		
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\$177.34

\$177.34

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WILLIAMS COMMUNICATIONS GROUP

SHT 5

5/30/97

SCHEDULE 1

CUSTOMER:

SER #: 2367

RENAISSANCE HOTEL CHICAGO
O'HANE

QTY	ITEM	MATERIAL		LABOR	
		EA	EXT	EA	EXT
>Miscellaneous 2:					
1	Interali MMU2-64RAB 6CH,120S	3,072.22	3,072.22	103.60	103.60
Att >		\$3,072.22			
br >		\$103.60			
Tot >		\$3,175.82			

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EXHIBIT A

That part of the East half of the Southeast Quarter of Section 32, Township 41 North, Range 12, East of the Third Principal Meridian, described as follows: Beginning at a point in the North line of said Southeast Quarter, 198.84 feet East, as measured along said North line of the Northwest corner of said East half of the Southeast Quarter; thence Southeasterly along a line that intersects the East line of said Southeast Quarter at a point 608.50 feet South of the East Quarter corner of said Section for a distance of 177.8 feet; thence Southeasterly along a line forming an angle of 84° 24' 44" to the right of the prolongation of the last described course for a distance of 736.19 feet to the center of Willow Creek; thence Northwesterly along the center of said creek 315.91 feet to the West line of the East half of the Southeast Quarter of Section 32 aforesaid; thence North along said West line 517.89 feet to the North line of the Southeast Quarter of Section 32 aforesaid; thence East along said North line 198.84 feet to the Point of Beginning, in Cook County, Illinois;

ALSO

That part of the East half of the Northeast Quarter of Section 32, Township 41 North, Range 12, East of the Third Principal Meridian, lying southeasterly of the Southeasterly line of Northern Illinois Toll Highway, in Cook County, Illinois;

AND ALSO

That part of the East 223.25 feet (measured at right angles to the West line) of the West 446.43 feet (measured at right angles to the West line) of that part of the East half of the Southeast Quarter of Section 32, Township 41 North, Range 12, East of the Third Principal Meridian, lying North of the North line of Higgins Road as per Document #1977192, South of the center line of Willow Creek, being more particularly described as follows: Commencing at a point in the East line of said West 446.43 feet which is 451.13 feet South of the North line of the East half of the Southeast Quarter of said Section 32, said point being center of Willow Creek; thence South along said East line of said West 446.43 feet a distance of 340.23 feet to the center of Higgins Road; thence Northwesterly along said center line of road 231 feet to the West line of said East 223.25 feet; thence North along said line 198.84 feet to center of Willow Creek; thence South 43° 59' 50" East 19.26 feet along center of said creek; thence South 67° 21' East 223.97 feet along center of said creek to the Point of Beginning, (except that part lying South of the North line of Higgins Road as per Document #1977192) in Cook County, Illinois.

Subscribed

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