



UCC FINANCING STATEMENT

State Form 50181 (5-01)

Approved by State Board of Accounts, 2001

STATE OF INDIANA
LAKE COUNTY
FILED FOR RECORD

2005 FEB - 4 PM 3:46

MICHAEL A. BROWN
RECORDER

FOLLOW INSTRUCTIONS (FRONT AND BACK) CAREFULLY. 2005 000104

A. NAME AND PHONE OF CONTACT AT FILER (optional)
JASON P. LUEKING (317) 464-1591

B. SEND ACKNOWLEDGMENT TO: (Name and Address)

BAMBERGER, FOREMAN, OSWALD AND HAHN, LLP
 Attn: Jason P. Lueking
 10 West Market Street, Suite 2950
 Indianapolis, Indiana 46204-2982

see oversize attachments

THE ABOVE SPACE IS FOR FILING OFFICE USE ONLY

1. DEBTOR'S EXACT FULL LEGAL NAME - Insert only one debtor (1a or 1b) - do not abbreviate or combine names

1a. ORGANIZATION'S NAME HAMHIM, LLC						
OR	1b. INDIVIDUAL'S LAST NAME		FIRST NAME	MIDDLE NAME	SUFFIX	
1c. MAILING ADDRESS 1000 E. 80th Place, Suite 700		CITY Merrillville		STATE IN	POSTAL CODE 46410	COUNTRY USA
	ADD'L INFO RE ORGANIZATION DEBTOR	1e. TYPE OF ORGANIZATION Limited Liability C	1f. JURISDICTION OF ORGANIZATION INDIANA	1g. ORGANIZATIONAL ID #, if any 2003072900181 <input type="checkbox"/> NONE		

2. ADDITIONAL DEBTOR'S EXACT FULL LEGAL NAME - Insert only one debtor (2a or 2b) - do not abbreviate or combine names

2a. ORGANIZATION'S NAME						
OR	2b. INDIVIDUAL'S LAST NAME		FIRST NAME	MIDDLE NAME	SUFFIX	
2c. MAILING ADDRESS		CITY		STATE	POSTAL CODE	COUNTRY
	ADD'L INFO RE ORGANIZATION DEBTOR	2e. TYPE OF ORGANIZATION	2f. JURISDICTION OF ORGANIZATION	2g. ORGANIZATIONAL ID #, if any <input type="checkbox"/> NONE		

3. SECURED PARTY'S NAME (or NAME of TOTAL ASSIGNEE of ASSIGNOR S/P) - insert only one secured party name (3a or 3b)

3a. ORGANIZATION'S NAME FIFTH THIRD BANK						
OR	3b. INDIVIDUAL'S LAST NAME		FIRST NAME	MIDDLE NAME	SUFFIX	
3c. MAILING ADDRESS 20 N.W. THIRD STREET		CITY EVANSVILLE		STATE IN	POSTAL CODE 47708	COUNTRY USA

4. This FINANCING STATEMENT covers the following collateral:

[SEE ATTACHED EXHIBIT A]

5. ALTERNATIVE DESIGNATION (if applicable): LESSEE / LESSOR CONSIGNEE / CONSIGNOR BAILEE / BAILOR SELLER / BUYER AG. LIEN NON-UCC FILING

6. This FINANCIAL STATEMENT is to be filed (for record) (or recorded) in the REAL ESTATE RECORDS. Attach Addendum (if applicable)

7. Check to REQUEST SEARCH REPORT(S) on Debtor(s) (ADDITIONAL FEE) (optional) All Debtors Debtor 1 Debtor 2

8. OPTIONAL FILER REFERENCE DATA

EXHIBIT A
(Holiday Inn Express)

COLLATERAL DESCRIPTION

All inventory, equipment, fixtures, accounts, accounts receivable, instruments, documents, chattel paper, contract rights and general intangibles [including but not limited to (to the extent the interests of Debtor in such agreements are assignable) a certain Holiday Inn Express Change of Ownership License Agreement dated February 17, 2004 between Debtor and Holiday Hospitality Franchising, Inc., as the same may be from time to time modified or amended] now owned or hereafter acquired arising out of the real estate more particularly described below with all additions and accessions thereto, replacements and substitutions therefor, products thereof and any and all proceeds therefrom, which proceeds include but are not limited to (i) any and all type of collateral heretofore described and (ii) any and all types of collateral in which a security interest may be perfected by filing in the Office of the Recorder of Lake County, Indiana.

REAL ESTATE LEGAL DESCRIPTION

Parcel 1: Lot 2, 1st Amendment to the Resubdivision of Part of Block "E" and all of Block "G" and Block "H", Lincoln Square, an addition to the Town of Merrillville, as shown in Plat Book 76, page 81, in Lake County, Indiana.

Parcel 2: Together with and subject to a Non-exclusive Access Easement as created under Declaration of Easements With Related Maintenance Obligations dated September 23, 1994, and recorded October 18, 1994, as Document No 94-71700, made by MSW Hotels, L.L.C., an Indiana limited liability company, over the South 25 feet of Lot 1, 1st Amendment of the Resubdivision of Part of Block "E" and part of Block "F" and all of Block "G" and Block "H", Lincoln Square, an addition to the Town of Merrillville, as shown in Plat Book 76, page 81, in Lake County, Indiana.

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