



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 14 AM 9:45

MICHAEL J. BROWN
RECORDER

2005 000121

FOLLOW INSTRUCTIONS (FRONT AND BACK) CAREFULLY

A. NAME AND PHONE OF CONTACT AT FILER (optional) Nan O'Neil (317) 684-5179
B. SEND ACKNOWLEDGMENT TO: (Name and Address) Michael J. Schneider, Esq. Bose McKinney & Evans LLP 2700 First Indiana Plaza 135 Pennsylvania Street Indianapolis, IN 46204 <i>see attachments</i>

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				
OR				
1b. INDIVIDUAL'S LAST NAME Bergstrom	FIRST NAME Ronald	MIDDLE NAME P.	SUFFIX	
1c. MAILING ADDRESS 5970 West 250th Avenue	CITY Lowell	STATE IN	POSTAL CODE 46345	COUNTRY USA
<input type="checkbox"/> ADD'L INFO RE ORGANIZATION DEBTOR	1e. TYPE OF ORGANIZATION	1f. JURISDICTION OF ORGANIZATION	1g. ORGANIZATIONAL ID #, if any <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
<input type="checkbox"/> 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				
OR				
3b. INDIVIDUAL'S LAST NAME Rainsberger	FIRST NAME Robert	MIDDLE NAME E.	SUFFIX	
3c. MAILING ADDRESS 9089 Arbour Walk Drive	CITY Frankfort	STATE IL	POSTAL CODE 60423	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 Affidavitum (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

Lake County 10091/8

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Exhibit A

2005 000121

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Debtor: Ronald P. Bergstrom

MICHAEL A. BROWN
RECORDER

Secured Parties: Robert E. Rainsberger
Robert E. Rainsberger Revocable Trust dated May 16, 2001

All of the Debtor's right, title and interest in and to the following (collectively, the "**Collateral**"):

(i) One Thousand (1000) shares of no par value common stock of Apple Valley Utilities, Inc., an Indiana corporation (the "**Corporation**"), represented by Certificate No. 3 (the "**Pledged Stock**"), and all of the Debtor's rights, title and interest as the sole beneficiary of Trust No. 47 created under that certain Land Trust Agreement dated October 25, 1978, the current Trustee of which is Bank One Trust Company, N.A. ("**Land Trust No. 47**") (the "**Pledged Trust Interest**");

(ii) any and all cash, securities, and other property which the Debtor shall receive or may or shall become entitled to receive for any reason whatsoever with respect to, in substitution for, or in exchange for, any or all of the Pledged Stock or Pledged Trust Interest, including, without limitation, any cash, securities and other property payable or distributable by reason of any cash dividend, stock dividend, stock redemption, or stock split or as a result of any amendment of the Articles of Incorporation, merger, consolidation, purchase or sale of assets, dissolution, or plan of arrangement, compromise or reorganization of the Corporation;

(iii) all rights incident to the ownership of any of the property described in clauses (i) or (ii) above, including, without limitation, voting, conversion and registration rights and rights of recovery for violations of applicable securities laws; and

(iv) the proceeds of the sale or exchange, redemption or exercise of any of the property described in clauses (i) or (ii) above or any dividend, interest payment or other distributions of cash or property in respect thereof.

UCC FINANCING STATEMENT ADDENDUM

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 REGISTERED

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9. NAME OF FIRST DEBTOR (1a or 1b) ON RELATED FINANCING STATEMENT **2005 000121**

9a. ORGANIZATION'S NAME		
OR	9b. INDIVIDUAL'S LAST NAME	FIRST NAME
	Bergstrom	Ronald
		MIDDLE NAME, SUFFIX
		P.

10. MISCELLANEOUS

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11. ADDITIONAL DEBTOR'S EXACT FULL LEGAL NAME - Insert only one debtor (11a or 11b) - do not abbreviate or combine names

11a. ORGANIZATION'S NAME			
OR	11b. INDIVIDUAL'S LAST NAME	FIRST NAME	MIDDLE NAME
			SUFFIX
11c. MAILING ADDRESS		CITY	STATE
			POSTAL CODE
			COUNTRY
ADDL INFO RE ORGANIZATION DEBTOR	11e. TYPE OF ORGANIZATION	11f. JURISDICTION OF ORGANIZATION	11g. ORGANIZATIONAL ID #, if any
			<input type="checkbox"/> NONE

12. ADDITIONAL SECURED PARTY'S or ASSIGNOR S/P'S NAME - Insert only one secured party name (12a or 12b)

12a. ORGANIZATION'S NAME			
Robert E. Rainsberger Revocable Trust dated May 16, 2001			
OR	12b. INDIVIDUAL'S LAST NAME	FIRST NAME	MIDDLE NAME
			SUFFIX
12c. MAILING ADDRESS		CITY	STATE
9089 Arbour Walk Drive		Frankfort	IL
			POSTAL CODE
			COUNTRY
			USA

13. This FINANCING STATEMENT covers timber to be cut
 as-extracted collateral, or as a fixture filing.

14. Description of real estate:

See attached Exhibit B.

16. Additional collateral description:

15. Name and address of a RECORD OWNER of above-described real estate
 (if Debtor does not have a record interest):

17. Check only if applicable and check only one box.
 Debtor is a Trust or Trustee acting with respect to property held in trust or Decedent's Estate

18. Check only if applicable and check only one box.
 Debtor is a TRANSMITTING UTILITY
 Filed in connection with a Manufactured-Home Transaction - effective 30 years
 Filed in connection with a Public-Finance Transaction - effective 30 years

EXHIBIT "B"

Excepting part of the South Half of the Southwest Quarter of said Section 23, more particularly described as follows (Well Site No. 1): Commencing at the Southwest Corner of said Section 23; Thence: N 00° 58' 38" W along the West Line of said Section 23, a distance of 968.00 feet; Thence: N 89° 01' 22" E a distance of 20.00 feet to the point of beginning; Thence: N 00° 58' 38" W a distance of 80.00 feet; Thence: N 89° 01' 22" E a distance of 80.00 feet; Thence: S 00° 58' 38" E a distance of 80.00 feet; Thence: S 89° 01' 22" W a distance of 80.00 feet to the point of beginning;

Also excepting part of the South Half of the Southwest Quarter of said Section 23, more particularly described as follows (WWTP Site):

Commencing at the Southwest Corner of said Section 23; Thence: N 00° 58' 38" W along the West Line of said Section 23, a distance of 322.12 feet; Thence: N 89° 56' 47" E a distance of 415.00 feet to the point of beginning; Thence: N 00° 58' 38" W a distance of 300.00 feet; Thence: N 89° 56' 47" E a distance of 252.09 feet; Thence: S 00° 58' 38" W a distance of 300.00 feet; Thence: S 89° 56' 47" W a distance of 241.86 feet to the point of beginning; Containing 66.928 Acres, more or less. The following legal descriptions are for four (4) easements for the above described parcel:

RECORDED
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