

UCC FINANCING STATEMENT
 FOLLOW INSTRUCTIONS (front and back) CAREFULLY

2005 000171

STATE OF INDIANA
 LAKE COUNTY
 FILED FOR RECORD

2005 MAR -4 AM 11:45

MICHAEL A. BROWN
 RECORDER

A. NAME & PHONE OF CONTACT AT FILER [optional]

B. SEND ACKNOWLEDGMENT TO: (Name and Address)

Attn: Matt Kim-Miller
 Paul, Hastings, Janofsky & Walker
 659 Town Center Drive, 17th Fl.
 Costa Mesa, CA 92626

See inside attachments

THE ABOVE SPACE IS FOR FILING OFFICE USE ONLY

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

1a. ORGANIZATION'S NAME
Bulkmatic Transport Company

OR

1b. INDIVIDUAL'S LAST NAME FIRST NAME MIDDLE NAME SUFFIX

1c. MAILING ADDRESS CITY STATE POSTAL CODE COUNTRY
2001 N. Cline Avenue Griffith IN 46319 USA

1d. SEE INSTRUCTIONS ADD'L INFO RE ORGANIZATION DEBTOR 1e. TYPE OF ORGANIZATION 1f. JURISDICTION OF ORGANIZATION 1g. ORGANIZATIONAL I.D.#, if any

Corporation Illinois 41225637 None

2. ADDITIONAL DEBTOR'S EXACT FULL LEGAL NAME - insert only one debtor name (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

2d. SEE INSTRUCTIONS ADD'L INFO RE ORGANIZATION DEBTOR 2e. TYPE OF ORGANIZATION 2f. JURISDICTION OF ORGANIZATION 2g. ORGANIZATIONAL I.D.#, if any

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
Morgan Stanley Secured Funding, Inc.

OR

3b. INDIVIDUAL'S LAST NAME FIRST NAME MIDDLE NAME SUFFIX

3c. MAILING ADDRESS CITY STATE POSTAL CODE COUNTRY
1585 Broadway New York NY 10036

4. This FINANCING STATEMENT covers the following collateral:
See Exhibit A attached hereto and incorporated herein by reference

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

6. This FINANCING 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
Lake County, IN

ce 5/28/05

STATE OF IOWA
LAKE COUNTY
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RICHARD A. BROWN
RECORDER

UCC FINANCING STATEMENT ADDENDUM
FOLLOW INSTRUCTIONS (front and back) CAREFULLY

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

9a. ORGANIZATION'S NAME			
Bulkmatic Transport Company			
OR	9b. INDIVIDUAL'S LAST NAME	FIRST NAME	MIDDLE NAME, SUFFIX

10. MISCELLANEOUS

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11. ADDITIONAL DEBTOR'S EXACT FULL LEGAL NAME -- insert only one debtor name (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
11d. SEE INSTRUCTIONS	ADD'L INFO RE ORGANIZATION DEBTOR	11e. TYPE OF ORGANIZATION	11f. JURISDICTION OF ORGANIZATION	11g. ORGANIZATIONAL I.D.#, if any. <input type="checkbox"/> None	

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

12a. ORGANIZATION'S NAME					
OR	12b. INDIVIDUAL'S LAST NAME	FIRST NAME	MIDDLE NAME	SUFFIX	
12c. MAILING ADDRESS		CITY	STATE	POSTAL CODE	COUNTRY

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

14. Description of real estate:
See Exhibit B attached hereto and incorporated herein by this reference.

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

16. Additional collateral description:

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 A TO FINANCING STATEMENT

2005 000171

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Debtor:

BULKMATIC TRANSPORT COMPANY
2001 N. Cline Avenue
Griffith, IN 46319

Secured Party:

MORGAN STANLEY
SECURED FUNDING, INC.
as Lender and Agent for Lenders
1585 Broadway
New York, NY 10036

MICHAEL A. BROWN
RECORDER

Collateral Description:

Debtor grants to Secured Party a Uniform Commercial Code security interest in all of Debtor's right, title and interest in and to the following property, whether such property or interest therein is now owned or existing or hereafter acquired or arising (collectively, the "Property") located on the property legally described on **Exhibit B** attached hereto and incorporated herein by this reference (the "Premises"):

1. all rents, issues, profits, royalties and income with respect to the said Premises and improvements and other benefits derived therefrom, subject to the right, power and authority given to Debtor to collect and apply same; and
2. all right, title and interest of Debtor in and to all leases or subleases covering the said Premises and improvements or any portion thereof now or hereafter existing or entered into, including without limitation all cash or security deposits, advance rentals, and deposits or payments of similar nature; and
3. all privileges, reservations, allowances, hereditaments and appurtenances belonging or pertaining to the said Premises and improvements and all rights and estates in reversion or remainder and all other interests, estates or other claims, both in law and in equity, which Debtor now has or may hereafter acquire in the said Premises and improvements; and
4. all easements, rights-of-way and rights used in connection with the said Premises and improvements or as a means of ingress and egress thereto, and all tenements, hereditaments and appurtenances thereof and thereto, and all water rights and shares of stock evidencing the same; and
5. all right, title and interest of Debtor, now owned or hereafter acquired, in and to any land lying within the right-of-way of any street, open or proposed, adjoining the said Premises and improvements, and any and all sidewalks, alleys and strips and gores of land adjacent to or used in connection with the said Premises and improvements; and
6. any and all buildings and improvements now or hereafter erected on the said Premises, including, but not limited to, all the fixtures, attachments, appliances, equipment, machinery, and other articles attached to said buildings and improvements; and
7. all materials intended for construction, reconstruction, alteration and repairs of the said Premises and improvements, all of which materials shall be deemed to be included within the

said Premises and improvements immediately upon the delivery thereof to the said Premises;
and

8. all fixtures now or hereafter owned by Debtor and attached to or contained in and used in connection with the said Premises and improvements, including, but not limited to, all machinery, motors, elevators, fittings, radiators, awnings, shades, screens, and all plumbing, heating, lighting, ventilating, refrigerating, incinerating, air conditioning and sprinkler equipment and fixtures and appurtenances thereto; and all items of furniture, furnishings, equipment and personal property owned by Debtor and used or useful in the operation of the said Premises and improvements; and all renewals, substitutions and replacements for any or all of the foregoing, and all proceeds therefrom, whether or not the same are or shall be attached to the said Premises and improvements in any manner; it being mutually agreed, intended and declared that all the aforesaid property owned by Debtor and placed by it on and in the said Premises and improvements shall, so far as permitted by law, be deemed to form a part and parcel of the Premises; and
9. all the estate, interest, right, title, other claim or demand, including claims or demands with respect to any proceeds of insurance related thereto, which Debtor now has or may hereafter acquire in the said Premises and improvements or personal property and any and all awards made for the taking by eminent domain, or by any proceeding or purchase in lieu thereof, of the whole or any part of the said Premises and improvements or personal property, including without limitation any awards resulting from a change of grade of streets and awards for severance damages.

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STATE OF MICHIGAN
LAKE COUNTY
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EXHIBIT B TO FINANCING STATEMENT

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Debtor:

BULKMATIC TRANSPORT COMPANY
2001 N. Cline Avenue
Griffith, IN 46319

Secured Party:

MORGAN STANLEY
SECURED FUNDING, INC.
as Lender and Agent for Lenders
1585 Broadway
New York, NY 10036

[Hammond, Lake County, IN]

Parcel 1: Part of Section 13, Township 37 North, Range 10 West of the 2nd P.M., being a tract of land more specifically described as follows: Commencing at a point on the North line of said Section at its inter-section with the Northwestern line of the right of way of the Indiana Harbor Belt Railroad and running thence a generally Westerly direction along the North line of said Section 324.85 feet to a point; thence in a generally Southwesterly direction along a line parallel to the Westerly line of Sheffield Avenue to a point where the said parallel line intersects the Northwestern line of the right of way of the Indiana Harbor Railroad; thence in a generally Northeasterly direction along the Northwestern line of the right of way line of the Indiana Harbor Belt Railroad to the place of beginning, in the City of Hammond, Lake County, Indiana.

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LAKE COUNTY
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Parcel 2: Part of the Southeast Quarter of the Southeast Quarter of Section 12, Township 37 North, Range 10 West of the 2nd P.M., described as: Commencing at a point in the Westerly line of Sheffield Avenue which point is 387.84 feet South as measured along the said Westerly line of Sheffield Avenue from its intersection with the North line of the Southeast Quarter of the Southeast Quarter of said Section 12; thence Westerly at right angles to the said Sheffield Avenue a distance of 390.24 feet thence Southerly on a line 390.24 feet distance and parallel to the Westerly line of Sheffield Avenue to the South line of said 12, thence Easterly along said South line to a point where the same intersects with the Westerly line of Sheffield Avenue; thence Northerly along the Westerly line of Sheffield Avenue to the place of beginning, excepting therefrom a 66 foot wide strip across the Southeast corner of this parcel. Conveyed by Caroline M. Forsyth and husband to the Chicago, Hammond and Western Railway company by deed dated January 11, 1898 and recorded January 18, 1898 in Deed Record 83 page 341; and conveyed by said Caroline M. Forsyth and husband to Hammond and Blue Island Railway Company by Warranty Deed dated February 29, 1896 and recorded February 29, 1896 in Deed Record 77, page 268, in the City of Hammond, Lake County, Indiana, also excepting therefrom the following:

Part of the Southeast Quarter of the Southeast Quarter of Section 12, Township 37 North, Range 10 West of the Second P.M., described as: Commencing at a point on the Westerly line of Sheffield Avenue, which point is 387.84 feet South as measured along the said Westerly line of Sheffield Avenue from its intersection with the North line of the Southeast Quarter of the Southeast Quarter of Section 12; thence Westerly at right angles to the said Sheffield Avenue a distance of 390.24 feet; thence Southerly on a line 390.24 feet distant and parallel to the Westerly line of Sheffield Avenue a distance of 300 feet; thence Easterly at right angles to the

said Sheffield Avenue a distance of 390.24 feet to the Westerly line of the said Sheffield Avenue; thence Northerly along the Westerly line of Sheffield Avenue to the point of beginning.

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STATE OF ILLINOIS
LAKE COUNTY
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