



STATE OF INDIANA
LAKE COUNTY
FILED FOR RECORD

2005 000246

2005 MAR 29 PM 3:46

UCC FINANCING STATEMENT

FOLLOW INSTRUCTIONS (front and back) CAREFULLY

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 enclosure

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				
1c. MAILING ADDRESS 2001 N. Cline Avenue		CITY Griffith	STATE IN	POSTAL CODE 46319	COUNTRY USA
1d. SEE INSTRUCTIONS	ADD'L INFO RE ORGANIZATION DEBTOR	1a. TYPE OF ORGANIZATION Corporation	1f. JURISDICTION OF ORGANIZATION Illinois	1g. ORGANIZATIONAL I.D.#, if any 41225637	<input type="checkbox"/> 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				
2c. MAILING ADDRESS		CITY	STATE	POSTAL CODE	COUNTRY
2d. SEE INSTRUCTIONS	ADD'L INFO RE ORGANIZATION DEBTOR	2a. TYPE OF ORGANIZATION	2f. JURISDICTION OF ORGANIZATION	2g. ORGANIZATIONAL I.D.#, 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 Morgan Stanley Secured Funding, Inc.					
OR	3b. INDIVIDUAL'S LAST NAME				
3c. MAILING ADDRESS 1585 Broadway		CITY New York	STATE NY	POSTAL CODE 10036	COUNTRY

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/BAILOB 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 **145141-4ccou**

STATE OF OHIO
LANE COUNTY
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MICHAEL A. BROWN

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 000215

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

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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MICHAEL S. PROWN
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EXHIBIT B TO FINANCING STATEMENT

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

[Griffith, Lake County, IN]

PARCEL ONE:

Lot 1, in Block 1 of Brant's Business Center Addition to the Town of Griffith as shown in Plat Book 50, Page 61, in the Office of the Recorder of Lake County, Indiana, except that part taken for roadway purposes.

PARCEL TWO:

Lot 3, in Block 2 of Brant's Business Center Addition to the Town of Griffith, as shown in Plat Book 50, Page 61, and as amended by Certificate of Correction recorded January 14, 1980, as Document Number 568717, in the Office of the Recorder of Lake County, Indiana.

PARCEL THREE:

Lots 4 and 5, in Block 2 in Brant's Business Center Addition to the Town of Griffith, as shown in Plat Book 50, page 61, in the Office of the Recorder of Lake County, Indiana.

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