



STATE OF ILLINOIS
LAKE COUNTY
FILED FOR RECORD

4

UCC FINANCING STATEMENT

2005 000333

FOLLOW INSTRUCTIONS (front and back) CAREFULLY

2005 APR 20 AM 10:48

A. NAME & PHONE OF CONTACT AT FILER (optional)

B. SEND ACKNOWLEDGMENT TO: (Name and Address)

JOAN T. BERG
SCHAIN, BURNEY, ROSS & CITRON, LTD.
222 NORTH LASALLE STREET
SUITE 1910
CHICAGO, ILLINOIS, 60601

see onsize attachments

MICHAEL J. BROWN
REC'D

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 BRIAR COVE DEVELOPMENT LLC				
OR	1b. INDIVIDUAL'S LAST NAME			
	FIRST NAME	MIDDLE NAME	SUFFIX	
1c. MAILING ADDRESS 8051 WICKER AVENUE,, SUITE A		CITY SAINT JOHN	STATE IN	POSTAL CODE 46373
1d. SEE INSTRUCTIONS		ADD'L INFO RE ORGANIZATION DEBTOR	1e. TYPE OF ORGANIZATION LLC	1f. JURISDICTION OF ORGANIZATION INDIANA
			1g. ORGANIZATIONAL ID #, if any 2002061400024	<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			
	FIRST NAME	MIDDLE NAME	SUFFIX	
2c. MAILING ADDRESS		CITY	STATE	POSTAL CODE
2d. SEE INSTRUCTIONS		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 MB FINANCIAL BANK, N.A.				
OR	3b. INDIVIDUAL'S LAST NAME			
	FIRST NAME	MIDDLE NAME	SUFFIX	
3c. MAILING ADDRESS 16255 SOUTH HARLEM AVENUE		CITY TINLEY PARK	STATE IL	POSTAL CODE 60477

4. This FINANCING STATEMENT covers the following collateral:

SEE EXHIBITS "A" AND "B" ATTACHED HERETO AND INCORPORATED HEREIN

5. ALTERNATIVE DESIGNATION [if applicable]:	<input type="checkbox"/> LESSEE/LESSOR	<input type="checkbox"/> CONSIGNEE/CONSIGNOR	<input type="checkbox"/> BAILEE/BAIOLR	<input type="checkbox"/> SELLER/BUYER	<input type="checkbox"/> AG. LIEN	<input type="checkbox"/> NON-UCC FILING
6. <input type="checkbox"/> 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) [OPTIONAL FEE]		<input type="checkbox"/> All Debtors	<input type="checkbox"/> Debtor 1	<input type="checkbox"/> Debtor 2	
8. OPTIONAL FILER REFERENCE DATA						

STATE OF INDIANA
LAKE COUNTY
FILED FOR RECORD
EXHIBIT A TO UCC-1 FINANCING STATEMENT

To be filed with the Lake County of State of Indiana
2005 000333 2005 APR 29 10:48

Debtor

Briar Cove Development LLC
8051 Wicker Avenue- Suite A
Saint John, Indiana 46373

MICHAEL A. BROWN
Secured Party

MB Financial Bank, N.A.
16255 South Harlem Avenue
Tinley Park, Illinois 60477

LEGAL DESCRIPTION
EXHIBIT "A"

PARCEL 1: THE EASTERLY 50.00 FEET OF LOT 7 BY PARALLEL LINES AS MEASURED BY PERPENDICULAR MEASURE FROM THE EASTERLY LINE THEREOF; LOTS 13 AND 14; THE SOUTH ½ OF LOT 69; LOTS 82 TO 84, BOTH INCLUSIVE; THE EASTERLY 52.50 FEET BY PARALLEL LINES AS MEASURED ALONG THE NORTHERLY LINE THEREOF, OF LOT 90; AND OUTLOT A, IN BRIAR COVE SUBDIVISION PHASE 1, AN ADDITION TO THE TOWN OF SCHERERVILLE, AS PER PLAT THEREOF, RECORDED IN PLAT BOOK 92, PAGE 79, IN THE OFFICE OF THE RECORDER OF LAKE COUNTY, INDIANA.

PARCEL 2: THE NORTH 54 FEET OF LOT 1 BY PARALLEL LINES AS MEASURED ALONG THE WEST LINE THEREOF; PART OF LOT 55, EXCEPT THE FOLLOWING DESCRIBED LAND: BEGINNING AT THE SOUTHERLYMOST CORNER OF SAID LOT 55; THENCE NORTH 42 DEGREES 38 MINUTES 27 SECONDS WEST, ALONG THE SOUTHWESTERLY LINE OF SAID LOT 55, A DISTANCE OF 98.11 FEET; THENCE NORTH 45 DEGREES 30 MINUTES 39 SECONDS EAST, 209.87 FEET TO A POINT ON THE CURVED NORTHEASTERLY LINE OF SAID LOT 55; THENCE SOUTHEASTERLY ALONG SAID CURVED NORTHEASTERLY LOT LINE, 53.61 FEET TO THE EASTERLYMOST CORNER OF SAID LOT 55; THENCE SOUTH 33 DEGREES 55 MINUTES 09 SECONDS WEST, ALONG THE EASTERLY LINE OF SAID LOT 44, A DISTANCE OF 222.98 FEET TO THE POINT OF BEGINNING. THE SOUTH ½ OF LOT 64 AND OUTLOT B IN BRIAR COVE SUBDIVISION PHASE 2, AN ADDITION TO THE TOWN OF SCHERERVILLE, AS PER PLAT THEREOF, RECORDED IN PLAT BOOK 92, PAGE 80, IN THE OFFICE OF THE RECORDER OF LAKE COUNTY, INDIANA.

PARCEL 3: THE NORTH 59 FEET OF LOT 127, THE NORTH ½ OF LOT 128 AND OUTLOT E IN BRIAR COVE SUBDIVISION PHASE 3, AN ADDITION TO THE TOWN OF DYER, AS PER PLAT THEREOF, RECORDED IN PLAT BOOK 95, PAGE 35, IN THE OFFICE OF THE RECORDER OF LAKE COUNTY, INDIANA.

PARCEL 4: LOT 15, PART OF LOT 99, EXCEPTING THAT PART OF SAID LOT WHICH IS DESCRIBED AS FOLLOWS: COMMENCING AT THE NORTHWESTERLY CORNER OF SAID LOT 99; THENCE NORTH 58 DEGREES 57 MINUTES 58 SECONDS EAST, ALONG THE NORTHERLY LINE OF SAID LOT 99, A DISTANCE OF 51.49 FEET TO THE TRUE POINT OF BEGINNING; THENCE SOUTH 30 DEGREES 23 MINUTES 57 SECONDS EAST, A DISTANCE OF 125.48 FEET TO A POINT ON THE CURVED SOUTHERLY LINE OF SAID LOT 99; THENCE NORTHEASTERLY ALONG SAID CURVED SOUTHERLY LINE, AN ARC DISTANCE OF 390 FEET TO A POINT OF REVERSE CURVE; THENCE NORTHEASTERLY, ALONG SAID SOUTHERLY LINE, AN ARC DISTANCE OF 13.05 FEET TO THE SOUTHEASTERLY CORNER OF SAID LOT 99; THENCE NORTH 31 DEGREES 01 MINUTES 39 SECONDS WEST, ALONG THE EASTERLY LOT LINE, A DISTANCE OF 125.00 FEET TO THE NORTHEASTERLY CORNER OF SAID LOT 99; THENCE SOUTHWESTERLY, ALONG THE CURVED NORTHERLY LOT LINE, AN ARC DISTANCE OF 15.88 FEET; THENCE SOUTH 58 DEGREES 57 MINUTES 58 SECONDS WEST, ALONG THE NORTHERLY LOT LINE, A DISTANCE OF 35.58 FEET TO THE POINT OF BEGINNING; THE NORTHERLY 55 FEET OF LOT 105 AS MEASURED BY PARALLEL LINES AT RIGHT ANGLES; LOTS 106 AND 107 AND THE EASTERLY 53 FEET OF LOT 110 ALL IN BRIAR COVE SUBDIVISION PHASE 4, IN THE TOWN OF SCHERERVILLE, AS PER PLAT THEREOF, RECORDED IN PLAT BOOK 95, PAGE 4, IN THE OFFICE OF THE RECORDER OF LAKE COUNTY, INDIANA.

PARCEL 5: ALL OF BRIAR COVE SUBDIVISION PHASE 5, AN ADDITION TO THE TOWN OF SCHERERVILLE, AS PER PLAT THEREOF, RECORDED IN PLAT BOOK 96, PAGE 49, IN THE OFFICE OF THE RECORDER OF LAKE COUNTY, INDIANA.

PARCEL 6: THAT PART OF THE NORTH ½ OF SECTION 8, TOWNSHIP 35 NORTH, RANGE 9 WEST OF THE 2ND PRINCIPAL MERIDIAN, IN THE TOWN OF SCHERERVILLE, LAKE COUNTY, INDIANA, LYING NORTH OF THE NORTHERLY RIGHT OF WAY OF THE JOLIET AND NORTHERN INDIANA RAILROAD, NOW KNOWN AS THE MICHIGAN CENTRAL RAILROAD, EXCEPT THAT PART PLATTED AS BRIAR COVE SUBDIVISION PHASE 1, 2, 3, 4 AND 5 AS RECORDED IN PLAT BOOK 92, PAGE 79, PLAT BOOK 92, PAGE 80, PLAT BOOK 95, PAGE 35, PLAT BOOK 95, PAGE 4 AND PLAT BOOK 96, PAGE 49.

KEY NOS. 13-753-1, 13, 14, 15, 26, 22, 47, 48, 49, 50, 51, 52 and 53
13-753-67
13-754-1, 26 and 44
13-754-59
14-100-15
13-3-1

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EXHIBIT "B"

DESCRIPTION OF COLLATERAL

All machinery, fixtures, furniture, heating and air-conditioning equipment, electrical equipment and other articles, equipment, personal property and fixtures of every kind and nature and all building materials (whether or not affixed) and all replacements and renewals of all or any of the foregoing, now or hereafter owned by Debtor and located at or used or useful in connection with the operation of the real estate described in Exhibit "A" hereto (the "Real Estate"), or used or useful in connection with the renting or maintenance of the Real Estate or intended to be incorporated in the improvements upon the Real Estate, but excepting tenants' trade fixtures, furnishings, and possessions. All "Collateral" as defined in the security agreement contained in the Mortgage, Assignment of Leases and Rents and Security Agreement dated December 20, 2002, from **BRIAR COVE DEVELOPMENT LLC** and encumbering the Real Estate to **MB FINANCIAL BANK, N.A.**

Any and all revenues, receivables, income and accounts now owned or at any time acquired and arising from, out of or in connection with the Real Estate and the businesses and operations conducted on the Real Estate.

Any and all goods, tangible and intangible, personal property of any kind, nature or description (including without limitation, any and all accounts, contract rights, franchises, licenses, permits, documents, instruments and general intangibles) of Debtor, whether now owned or hereafter acquired, or in which Debtor now has or shall hereafter acquire any right, title or interest whatsoever (whether by bill of sale, lease, conditional sales contract, or other title retention document or otherwise), and any and all replacements and substitutions thereof or therefor, arising from or out of the Real Estate.

Any monies on deposit for the payment of real estate taxes or special assessments against the Real Estate, or for the payment of premiums on policies of fire or other hazard insurance covering the collateral described herein or the Real Estate and all proceeds of any award or claims for damages for any of the collateral described herein or the Real Estate taken or damaged under the power of eminent domain, by condemnation or due to casualty loss, and all rents, issues and profits of and from the Real Estate.

Any and all additions and accessories to all of the foregoing and any and all proceeds, renewals, replacements and substitutions of all of the foregoing.

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MARSH & BROWN
RECORDS

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