

UCC FINANCING STATEMENT

FOLLOW INSTRUCTIONS (front and back) CAREFULLY

2005 000577

STATE OF MISSOURI
LAKE COUNTY
FILED FOR RECORD
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2005 JUN 23 PM 3:35
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MICHAEL A. BROWN
TALLAMER, A. BROWN

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

B. SEND ACKNOWLEDGMENT TO: (Name and Address)

Gershman Investment Corp.
7 North Bemiston
Clayton, MO 63105

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 Horace Mann Associates, L.P.					
OR	1b. INDIVIDUAL'S LAST NAME				
	FIRST NAME	MIDDLE NAME	SUFFIX		
1c. MAILING ADDRESS 1415 Olive Street, Suite 310		CITY St. Louis	STATE MO	POSTAL CODE 63103	COUNTRY USA
1d. TAX ID #: SSN OR EIN 33-1054273	ADD'L INFO RE ORGANIZATION DEBTOR	1e. TYPE OF ORGANIZATION limited partnership	1f. JURISDICTION OF ORGANIZATION Missouri	1g. ORGANIZATIONAL ID #, if any LP0014281 <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	COUNTRY
2d. TAX ID #: SSN OR EIN	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 Gershman Investment Corp.					
OR	3b. INDIVIDUAL'S LAST NAME				
	FIRST NAME	MIDDLE NAME	SUFFIX		
3c. MAILING ADDRESS 7 North Bemiston		CITY Clayton	STATE MO	POSTAL CODE 63105	COUNTRY USA

4. This FINANCING STATEMENT covers the following collateral:

The collateral described on Exhibit "B" attached hereto with respect to the real property described on Exhibit "A" attached hereto.

5. ALTERNATIVE DESIGNATION (if applicable):	LESSEE/LESSOR	CONSIGNEE/CONSIGNOR	BAILEE/BAILOR	SELLER/BUYER	AG. LIEN	NON-UCC FILING
6. <input checked="" 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) (ADDITIONAL FEE) (optional)		All Debtors		Debtor 1	Debtor 2
8. OPTIONAL FILER REFERENCE DATA						

Hold for MERIDIAN TIME
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UCC FINANCING STATEMENT ADDENDUM 2005 000577

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

9a. ORGANIZATION'S NAME
Horace Mann Associates, L.P.

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 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. TAX ID #: SSN OR EIN ADD'L INFO RE ORGANIZATION DEBTOR 11e. TYPE OF ORGANIZATION 11f. JURISDICTION OF ORGANIZATION 11g. ORGANIZATIONAL ID #, if any NONE

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

12a. ORGANIZATION'S NAME
Secretary of Housing and Urban Development of Washington, D.C., their successor and assigns, as their interests may appear

OR

12b. INDIVIDUAL'S LAST NAME FIRST NAME MIDDLE NAME SUFFIX

12c. MAILING ADDRESS CITY STATE POSTAL CODE COUNTRY
Indianapolis HUD Office, 151 N. Delaware St, Suite 1200 Indianapolis IN 46204-2526 USA

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:

16. Additional collateral description:

— See Exhibit A attached hereto

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

Debtor is the RECORD OWNER

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 THE UCC FINANCING STATEMENT

LEGAL DESCRIPTION

The land referred to herein is situated in the County of Lake, State of Indiana, and described as follows:

Blocks 1, 2, 3, 4, 5, and 6 in Horace Mann Subdivision, recorded in Plat Book 96 page 54, in the Office of the Recorder of Lake County, Indiana.

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EXHIBIT "B"
TO THE UCC FINANCING STATEMENT

This Financing Statement covers the following types (or items) of Property, whether now owned or hereafter from time to time acquired by the Debtor, together with all substitutions, replacement, additional, attachments, accessories, accretions, their component parts thereto or thereof, and all other items of like property covering or related to any or all:

DESCRIPTION OF COLLATERAL

All of the accounts, as-extracted collateral, chattel papers, commercial tort claims, goods, investment property, payment intangibles, personalty, and promissory notes, whether now owned or hereafter from time to time acquired by the Debtor, together with all substitutions, replacements, additions, attachments, accessories, accretions, their component parts thereto or thereof, all other items of like property, all contract rights, and proceeds thereof, including cash proceeds, noncash proceeds, and the right to collect such proceeds, covering or relating to any or all thereof, whether now in existence or hereafter arising, and relating to, situated or located on, or used or usable in connection with, the operation of Horace Mann Apartments by Horace Mann Associates, L.P., HUD Project No. 073-35656 (hereinafter referred to as the "Project"), located at 7th Avenue & Washington Streets, Gary, Indiana 46402, which are located in the City of Gary, State of Indiana, more particularly described in Exhibit "A" attached hereto. The accounts, as-extracted collateral, chattel papers, commercial tort claims, goods, investment property, payment intangibles, personalty, and promissory notes include, but are not limited to: deposit accounts; health-care insurance receivables; tangible chattel paper; electronic chattel paper; equipment; fixtures; inventory; general intangibles; software; oil, gas, and other minerals; commodity accounts; commodity contracts; securities; securities accounts; letter-of-credit rights; instruments; machinery; medical equipment and systems; engines; boilers; incinerators; installed building materials; systems and equipment for the purpose of supplying or distributing heating, cooling, electricity, gas, water, air, or light; antennas, cable, wiring, and conduits used to carry electronic signals or in connection with radio, television, computers, computer equipment, medical systems, or security, fire prevention, fire detection, or telephone systems; telephone equipment; elevators and related machinery and equipment; fire detection, prevention, and extinguishing systems and apparatus; security and access control systems and apparatus; plumbing systems; water heaters; ranges, stoves, microwave ovens, refrigerators, dishwashers, garbage disposals, washers, dryers, and other appliances; light fixtures; awnings; storm windows; storm doors; pictures; screens; blinds; shades; curtains; curtain rods; mirrors; cabinets; paneling; rugs; floor coverings; wall coverings; fences; trees; plants; swimming

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pools; tennis courts; playground equipment; exercise equipment; classroom furnishings; classroom equipment; supplies; tools; books; written records; electronic records; tangible and electronically stored personal property; surveys, plans, specifications, and contracts for architectural, engineering, or construction services; choses in action; all governmental permits relating to any activities on the land; cash; cash escrow funds; sinking fund accounts; depreciation reserve fund accounts; mortgage reserve funds accounts; reserve for replacement accounts; bank accounts; residual receipt accounts; contributions; donations; gifts; grants; bequests; endowment funds; revenues; accounts receivable; receipts; proceeds paid or to be paid by an insurer including (but not limited to) any insurer of the project or any collateral covered by this agreement whether or not such insurance was required by HUD or the mortgagee; awards, payments, and compensation made or to be made by any governmental authority; leases; earnings; royalties; supporting obligations; undisbursed proceeds of the capital advance or HUD-insured loan; refunds and rebates (including, but not limited to, refunds and rebates for taxes, insurance, and other charges); tenant security deposits; rents; issues; profits; and income.

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MICHAEL A. PROWN
DEPUTY CLERK