

UCC FINANCING STATEMENT

FOLLOW INSTRUCTIONS (front and back) CAREFULLY

STATE OF INDIANA
LAKE COUNTY
FILED FOR RECORD

2005 OCT 18 AM 10:26

MICHAEL A. BROWN
RECORDER

A. NAME & PHONE OF CONTACT AT FILER [optional]
 Laura Combs 816/531-6300

B. SEND ACKNOWLEDGMENT TO: (Name and Address)

RETURN TO: SMI/Wesley Hess
 P.O. Box 540817 IN / Secretary of State
 Houston, TX 77254-0817 187_2401

3 8 2 2 6 5 6 3 - F S 1

see on size attachments

2005 000916

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
 HARBOR MEADOWS LIMITED PARTNERSHIP

OR
 1b. INDIVIDUAL'S LAST NAME

1c. MAILING ADDRESS
 c/o Redevelopment Services Corp., P.O. BOX 53332

CITY: CHICAGO STATE: IL POSTAL CODE: 60653 COUNTRY: USA

1d. SEE INSTRUCTIONS ADD'L INFO RE ORGANIZATION DEBTOR 1e. TYPE OF ORGANIZATION limited partnership 1f. JURISDICTION OF ORGANIZATION INDIANA 1g. ORGANIZATIONAL ID #, if any 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 2e. TYPE OF ORGANIZATION 2f. JURISDICTION OF ORGANIZATION 2g. ORGANIZATIONAL ID #, 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
 MIDLAND LOAN SERVICES, INC.

OR
 3b. INDIVIDUAL'S LAST NAME

3c. MAILING ADDRESS
 10851 MASTIN, SUITE 400

CITY: OVERLAND PARK STATE: KS POSTAL CODE: 66210 COUNTRY: USA

4. This FINANCING STATEMENT covers the following collateral:

The collateral encumbered by this financing statement is described on Schedule 1 attached hereto and made a part hereof and affects the real property described on Exhibit B. This financing statement is assigned in full simultaneously herewith.

HUD PROJECT NO. 073-35533

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

MLS #03-0226563 (Harbor Meadows LP) GNMA portfolio IN SOS

FILING OFFICE COPY — UCC FINANCING STATEMENT (FORM UCC1) (REV. 05/22/02) International Association of Commercial Administrators (IACA)

w/act

STATE OF INDIANA
LAKE COUNTY
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UCC FINANCING STATEMENT ADDENDUM

FOLLOW INSTRUCTIONS (front and back) CAREFULLY

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

2005 000916

9a. ORGANIZATION'S NAME			
HARBOR MEADOWS LIMITED PARTNERSHIP			
OR	9b. INDIVIDUAL'S LAST NAME	FIRST NAME	MIDDLE NAME, SUFFIX

10. MISCELLANEOUS:

GNMA portfolio
03-0226563

HUD PROJECT NO. 073-35533

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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. <u>SEE INSTRUCTIONS</u>	ADD'L 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 name (12a or 12b)

12a. ORGANIZATION'S NAME					
TRI ACCEPTANCE CORPORATION					
OR	12b. INDIVIDUAL'S LAST NAME	FIRST NAME	MIDDLE NAME	SUFFIX	
12c. MAILING ADDRESS		CITY	STATE	POSTAL CODE	COUNTRY
100 PINE STREET, 16TH FLOOR		SAN FRANCISCO	CA	94111-5102	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:

See Exhibit A attached hereto

16. Additional collateral description:

See Schedule 1 attached hereto

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

STATE OF INDIANA
LAKE COUNTY
FILED FOR RECORD
EXHIBIT A
LEGAL DESCRIPTION
Harbor Meadows Apartments
HUD Project No. 073-35533

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PARCEL 1: LOTS 18 TO 24, BOTH INCLUSIVE, AND THE NORTHWESTERLY 35 FEET OF LOT 17 IN BLOCK 28 IN INDIANA HARBOR, IN THE CITY OF EAST CHICAGO, AS PER PLAT THEREOF, RECORDED IN PLOT BOOK 5 PAGE 9 IN THE OFFICE OF THE RECORDER OF LAKE COUNTY, INDIANA, AND THE VACATED NORTHEASTERLY 5 FEET OF BLOCK AVENUE ADJOINING SAID LOTS 18 TO 24, BOTH INCLUSIVE, AND ADJOINING SAID NORTHWESTERLY 35 FEET OF LOT 17; SAID TRACT BEING ALSO DESCRIBED AS : BEGINNING AT THE NORTHERNMOST CORNER OF LOT 24 IN BLOCK 28 IN INDIANA HARBOR, AS SHOWN IN PLAT BOOK 5 PAGE 9, IN THE OFFICE OF THE RECORDER OF LAKE COUNTY, INDIANA, THENCE SOUTHEASTERLY ALONG THE NORTHEASTERLY LINE OF SAID BLOCK 28 A DISTANCE OF 385 FEET TO THE NORTHEASTERLY CORNER OF THE NORTHWESTERLY 35 FEET OF LOT 17 IN SAID BLOCK 28; THENCE SOUTHWESTERLY ALONG THE SOUTHEASTERLY LINE OF SAID NORTHWESTERLY 35 FEET (AND THE EXTENSION OF SAID SOUTHEASTERLY LINE). 95 FEET TO A POINT ON THE SOUTHWESTERLY LINE OF THE VACATED NORTHEASTERLY EXTENSION OF THE NORTHWESTERLY LINE OF SAID LOT 24; THENCE NORTHEASTERLY ALONG SAID NORTHWESTERLY LINE (AND THE EXTENSION THEREOF), TO THE POINT OF BEGINNING.

PARCEL 2: LOTS 2 TO 23, BOTH INCLUSIVE, IN BLOCK 36 IN INDIANA HARBOR, IN THE CITY OF EAST CHICAGO, AS PER PLAT THEREOF, RECORDED IN PLAT BOOK 5 PAGE 9, IN THE OFFICE OF THE RECORDER OF LAKE COUNTY, INDIANA, AND THE VACATED SOUTHWESTERLY 5 FEET OF BLOCK AVENUE ADJOINING LOTS 2 TO 12, BOTH INCLUSIVE, IN SAID BLOCK 36 AND THE VACATED NORTHEASTERLY 5 FEET OF PENNSYLVANIA AVENUE ADJOINING LOTS 13 TO 23, BOTH INCLUSIVE, IN SAID BLOCK 36; SAID TRACT BEING ALSO DESCRIBED AS: BEGINNING AT THE INTERSECTION OF THE NORTHWESTERLY LINE (EXTENDED NORTHEASTERLY) OF LOT 12 IN BLOCK 36 IN INDIANA HARBOR, AS SHOWN IN PLAT BOOK 5 PAGE 9, IN THE OFFICE OF THE RECORDER OF LAKE COUNTY, INDIANA, WITH THE NORTHEASTERLY LINE OF THE VACATED SOUTHWESTERLY 5 FEET OF BLOCK AVENUE; THENCE SOUTHEASTERLY ALONG THE NORTHEASTERLY LINE OF THE VACATED SOUTHWESTERLY 5 FEET OF BLOCK AVENUE 550 FEET TO A POINT ON THE SOUTHEASTERLY LINE (EXTENDED NORTHEASTERLY) OF LOT 2 IN SAID BLOCK 36; THENCE SOUTHWESTERLY ALONG THE SOUTHEASTERLY LINE OF LOTS 2 AND 23 IN SAID BLOCK 36 (AND ALONG THE EXTENSIONS OF SAID LINE) 173.18 FEET, MORE OR LESS, TO A POINT ON THE SOUTHWESTERLY LINE OF THE VACATED NORTHEASTERLY 5 FEET OF PENNSYLVANIA AVENUE 550 FEET TO A POINT ON THE NORTHWESTERLY LINE (EXTENDED SOUTHWESTERLY) OF LOT 13

MLS# 03-0226563
Harbor Meadows, LP

IN SAID BLOCK 36; THENCE NORTHEASTERLY ALONG THE NORTHWESTERLY LINE OF LOTS 12 AND 13 (AND ALONG THE EXTENSIONS OF SAID LINE) 172.94 FEET TO THE POINT OF BEGINNING.

PARCEL 3: LOTS 22 TO 25, BOTH INCLUSIVE, IN BLOCK 43 IN INDIANA HARBOR, IN THE CITY OF EAST CHICAGO, AS PER PLAT THEREOF, RECORDED IN PLAT BOOK 5 PAGE 9, IN THE OFFICE OF THE RECORDER OF LAKE COUNTY, INDIANA, AND THE VACATED SOUTHWESTERLY 5 FEET OF PENNSYLVANIA AVANUE ADJOINING SAID LOTS 22 TO 25, BOTH INCLUSIVE; SAID TRACT BEING ALSO DESCRIBED AS : BEGINNING AT THE WESTERNMOST CORNER OF LOT 25 IN BLOCK 43 IN INDIANA HARBOR, AS SHOWN IN PLAT BOOK 5 PAGE 9, IN THE OFFICE OF THE RECORDER OF LAKE COUNTY, INDIANA; THENCE NORTHEASTERLY ALONG THE NORTHWESTERLY LINE OF SAID LOT 25 (AND THE EXTENSION THEREOF) TO A POINT ON THE NORTHEASTERLY LINE OF THE VACATED SOUTHWESTERLY 5 FEET OF PENNSYLVANIA AVENUE; THENCE SOUTHEASTERLY ALONG THE NORTHEASTERLY LINE OF THE VACATED SOUTHWESTERLY 5 FEET OF PENNSYLVANIA AVENUE 200 FEET TO A POINT ON THE SOUTHEASTERLY LINE (EXTENDED NORTHEASTERL) OF LOT 22 IN SAID BLOCK 43; THENCE SOUTHWESTERLY ALONG THE SOUTHEASTERLY LINE OF SAID LOT 22 (AND THE EXTENSION THEREOF) TO THE SOUTHERNMOST CORNER OF SAID LOT 22; THENCE NORTHWESTERLY ALONG THE SOUTHWESTERLY LINE OF SAID BLOCK 43 A DISTANCE OF 200 FEET TO THE POINT OF THE BEGINNING.

PARCEL 4: LOTS 14 TO 19, BOTH INCLUSIVE, IN BLOCK 43 IN INDIANA HARBOR, IN THE CITY OF EAST CHICAGO, AS PER PLAT THEREOF, RECORDED IN PLAT BOOK 5 PAGE 9, IN THE OFFICE OF THE RECORDER OF LAKE COUNTY, INDIANA, AND THE VACATED SOUTHWESTERLY 5 FEET OF PENNSYLVANIA AVENUE ADJOINING SAID LOTS 14 TO 19, BOTH INCLUSIVE; SAID TRACT BEING ALSO DESCRIBED AS : BEGINNING AT THE WESTERNMOST CORNER OF LOT 19 IN BOCK 43 IN INDIANA HARBOR, AS SHOWN IN PLAT BOOK 5 PAGE 9, IN THE OFFICE OF THE RECORDER OF LAKE COUNTY, INDIANA; THENCE NORTHEASTERLY ALONG THE NORTHWESTERLY LINE OF SAID LOT 19 (AND THE EXTENSION THEREOF) TO A POINT ON THE NORTHEASTERLY LINE OF THE VACATED SOUTHWESTERLY 5 FEET OF PENNSYLVANIA 300 FEET TO A POINT ON THE SOUTHEASTERLY LINE (EXTENDED NORTHEASTERLY) OF LOT 14 IN SAID BLOCK 43; THENCE SOUTHWESTERLY ALONG TE SOUTHEASTERLY LINE OF SAID LOT 14 (AND THE EXTENSION THEREOF) OF THE SOUTHERNMOST CORNER OF SAID LOT 14; THENCE NORTHWESTERLY ALONG THE SOUTHWESTERLY LINE OF SAID BLOCK 43 A DISTANCE OF 300 FEET TO THE POINT OF BEGINNING.

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