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BOOK 2003 PAGE 2570

2003 MAY -2 PM 3: 56

NICKI UTSLER
RECORDER
MADISON COUNTY, IOWA

COMPUTER
RECORDED
COMPARED

REC \$ 20⁰⁰
AUD \$ 1⁰⁰
R.M.F. \$ 1⁰⁰

UCC FINANCING STATEMENT

FOLLOW INSTRUCTIONS (front and back) CAREFULLY

A. NAME & PHONE OF CONTACT AT FILER [optional]
Q. Gwynn Lam (248) 203-0748

B. SEND ACKNOWLEDGMENT TO: (Name and Address)

LexisNexis Document Solutions
P.O. Box 2969
Springfield, IL 62708

LL

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
OHI (IOWA), Inc.

OR

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

1c. MAILING ADDRESS CITY STATE POSTAL CODE COUNTRY
3737 Woodland Avenue, Suite 200 West Des Moines IA 50266 USA

1d. SEE INSTRUCTIONS ADD'L INFO RE ORGANIZATION DEBTOR 1e. TYPE OF ORGANIZATION 1f. JURISDICTION OF ORGANIZATION 1g. ORGANIZATIONAL ID #, if any
Corporation Iowa 210690 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 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
Omega Healthcare Investors, Inc.

OR

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

3c. MAILING ADDRESS CITY STATE POSTAL CODE COUNTRY
9690 Deereco Road, Suite 100 Timonium MD 21093

4. This FINANCING STATEMENT covers the following collateral:
See attached Exhibit "A" for description of Collateral.

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

1769155-17T

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		
OR OHI (IOWA), Inc.		
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. <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					
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 attached Exhibit "B"

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
DESCRIPTION OF COLLATERAL

All equipment and fixtures located on the real estate described on the Legal Description attached hereto as Exhibit "B" (the "Real Estate") including all machinery, furniture and furnishings, together with all accessions, parts, attachments, accessories, tools and dies, or appurtenances thereto, or appertaining, attached, kept, used or intended for use in connection therewith, and all substitutions, improvements and replacements thereof and additions thereto, and now owned or hereafter acquired by Debtor;

and

All building materials, goods and personal property now owned or hereafter acquired by Borrower located on or away from the Real Estate, to be used in connection with the improvements to be constructed on or beneath the Real Estate, and if located at the Real Estate, which is not affixed or incorporated into the Real Estate;

and

All machinery, apparatus, equipment, fittings, fixtures and articles of personal property of every kind and nature whatsoever, other than consumable goods, now or hereafter located in or upon the Real Estate or any part thereof, and used or usable in connection with any present or future operation of said Real Estate and now owned or hereafter owned by Debtor, including by way of description but without limiting the generality of the foregoing, all heating, lighting, incinerating, and power equipment, engines, pipes, pumps, tanks, motors, conduits, switchboards, plumbing apparatus, electrical apparatus (including, but not limited to all electrical transformers, switches, switch boxes, equipment boxes, cabinets, all whether used in the operation of the Real Estate or any business operated within or upon the Real Estate) lifting, cleaning, fire-prevention, fire-extinguishing, refrigerating, ventilating and communications apparatus, air-cooling, and air-conditions apparatus, shades, awnings, screens, storm doors and windows, stoves, wall beds, refrigerators, attached cabinets, partitions, ovens, ranges, disposals, dishwashers, washing machines, dryers, carpeting, plants and shrubbery, ground maintenance equipment, ducts and compressors;

and

All right, title and interest, if any, of the Debtor to plans and specifications, architectural renderings, drawings, licenses, governmental permits and approvals, soil test reports, environmental reports, proposals or other material now or hereafter existing in any way relating to the Real Estate;

and

All licenses or permits in possession of Debtor in connection with the development and establishment of the project to be developed upon the Real Estate;

and

All of Debtor's rights in all trademarks, tradenames, logos and other materials used to identify or advertise the project to be developed upon the Real Estate;

and

All rights of the Debtor under any purchase agreements, land contracts and option agreements executed with respect to the Real Estate and the proceeds thereof, including all deposits and down payments, and all leases, rents, security deposits, revenue, income and profits arising out of or in connection with the Real Estate;

and

All accounts, documents, chattel paper, instruments, contract rights and general intangibles, including any rights to any tax refunds from any governmental authority;

and

All proceeds, and proceeds of hazard insurance and eminent domain or condemnation awards of all of the foregoing described properties or interest in properties, including all products of, and accessions to, such properties or interests in properties.

EXHIBIT B

LEGAL DESCRIPTION

Earlham Manor Care Center, Inc.

Lots 3 and 4, Block 8, Christopher Wilson's Addition to the Town of Earlham, Madison County, Iowa.

Commonly known as: 575 NW 3rd Street
