

6648

FILED NO. _____

BOOK 2003 PAGE 6648

2003 NOV -4 AM 11:53

UCC FINANCING STATEMENT AMENDMENT

FOLLOW INSTRUCTIONS (front and back) CAREFULLY

A. NAME & PHONE OF CONTACT AT FILER [optional]
Jonathan G. Gordon, Esq.

B. SEND ACKNOWLEDGMENT TO: (Name and Address)

**Dykema Gossett PLLC
 39577 Woodward Avenue, Suite 300
 Bloomfield Hills, Michigan 48304**

MICKI UTSLER
RECORDER
MADISON COUNTY, IOWA

REC \$ 15.00
AUD \$ 1.00
R.M.F. \$ 5.00

COMPUTER	<input checked="" type="checkbox"/>
RECORDED	<input checked="" type="checkbox"/>
COMPARED	<input checked="" type="checkbox"/>

THE ABOVE SPACE IS FOR FILING OFFICE USE ONLY

1a. INITIAL FINANCING STATEMENT FILE #
Madison County Recorder, Book 2003, Page 2570

1b. This FINANCING STATEMENT AMENDMENT is to be filed [for record] (or recorded) in the REAL ESTATE RECORDS.

2. **TERMINATION:** Effectiveness of the Financing Statement identified above is terminated with respect to security interest(s) of the Secured Party authorizing this Termination Statement.

3. **CONTINUATION:** Effectiveness of the Financing Statement identified above with respect to security interest(s) of the Secured Party authorizing this Continuation Statement is continued for the additional period provided by applicable law.

4. **ASSIGNMENT** (full or partial): Give name of assignee in item 7a or 7b and address of assignee in item 7c; and also give name of assignor in item 9.

5. **AMENDMENT (PARTY INFORMATION):** This Amendment affects Debtor or Secured Party of record. Check only one of these two boxes.
 Also check one of the following three boxes and provide appropriate information in items 6 and/or 7.
 CHANGE name and/or address: Please refer to the detailed instructions in regards to changing the name/address of a party. **DELETE** name: Give record name to be deleted in item 6a or 6b. **ADD** name: Complete item 7a or 7b, and also item 7c; also complete items 7e-7g (if applicable).

6. CURRENT RECORD INFORMATION:

6a. ORGANIZATION'S NAME

OR

6b. INDIVIDUAL'S LAST NAME	FIRST NAME	MIDDLE NAME	SUFFIX
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7. CHANGED (NEW) OR ADDED INFORMATION:

7a. ORGANIZATION'S NAME

OR

7b. INDIVIDUAL'S LAST NAME	FIRST NAME	MIDDLE NAME	SUFFIX
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7c. MAILING ADDRESS	CITY	STATE	POSTAL CODE	COUNTRY
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7d. SEE INSTRUCTIONS	ADD'L INFO RE ORGANIZATION DEBTOR	7e. TYPE OF ORGANIZATION	7f. JURISDICTION OF ORGANIZATION	7g. ORGANIZATIONAL ID #, if any	<input type="checkbox"/> NONE
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8. AMENDMENT (COLLATERAL CHANGE): check only one box.

Describe collateral deleted or added, or give entire restated collateral description, or describe collateral assigned.

9. NAME OF SECURED PARTY OF RECORD AUTHORIZING THIS AMENDMENT (name of assignor, if this is an Assignment). If this is an Amendment authorized by a Debtor which adds collateral or adds the authorizing Debtor, or if this is a Termination authorized by a Debtor, check here and enter name of DEBTOR authorizing this Amendment.

9a. ORGANIZATION'S NAME
Omega Healthcare Investors, Inc.

OR

9b. INDIVIDUAL'S LAST NAME	FIRST NAME	MIDDLE NAME	SUFFIX
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10. OPTIONAL FILER REFERENCE DATA

073995-0276

FILING OFFICE COPY — UCC FINANCING STATEMENT AMENDMENT (FORM UCC3) (REV. 05/22/02)

✓ Mike McLaughlin
245 NW Poplar Ave, Earlham

UCC FINANCING STATEMENT AMENDMENT ADDENDUM

FOLLOW INSTRUCTIONS (front and back) CAREFULLY

11. INITIAL FINANCING STATEMENT FILE # (same as item 1a on Amendment form)
Madison County Recorder, Book 2003. Page 2570

12. NAME OF PARTY AUTHORIZING THIS AMENDMENT (same as item 9 on Amendment form)

12a. ORGANIZATION'S NAME		
Omega Healthcare Investors, Inc.		
OR		
12b. INDIVIDUAL'S LAST NAME	FIRST NAME	MIDDLE NAME, SUFFIX

13. Use this space for additional information

**Debtor's Name & Address as appears on
UCC Financing Statement**

OHI(IOWA), Inc.
3737 Woodland Avenue, Suite 200
West Des Moines, Ia. 50266 USA

THE ABOVE SPACE IS FOR FILING OFFICE USE ONLY

Exhibit A & B attached

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