

UCC FINANCING STATEMENT

FOLLOW INSTRUCTIONS (front and back) CAREFULLY

A. NAME & PHONE OF CONTACT AT FILER (optional)	
Lisa B. Genden, Paralegal	
B. SEND ACKNOWLEDGMENT TO: (Name and Address)	
CORPORATION SERVICE COMPANY UCC FILINGS DEPT. P.O. BOX 1110 ALBANY, NY 12201-1110	



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6/4/2002 Page 1 of 8 3:40PM

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				
First Horizon Group Limited Partnership				
OR				
1b. INDIVIDUAL'S LAST NAME		FIRST NAME	MIDDLE NAME	SUFFIX
1c. MAILING ADDRESS		CITY	STATE	POSTAL CODE COUNTRY
5000 Hakes Drive		Muskegon	MI	49441 USA
1d. TAX ID #: SSN OR EIN	ADD'L INFO RE ORGANIZATION DEBTOR	1e. TYPE OF ORGANIZATION	1f. JURISDICTION OF ORGANIZATION	1g. ORGANIZATIONAL ID #, if any
38-327-8112		limited partnership	Delaware	☐ 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
				☐ 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				
LASALLE BANK NATIONAL ASSOCIATION, formerly known as LASALLE NATIONAL BANK, as Trustee for the registered holders of Nomura Asset Securitization Corporation Commercial Mortgage Pass-Through Certificates Series 1996-MDV				
OR				
3b. INDIVIDUAL'S LAST NAME		FIRST NAME	MIDDLE NAME	SUFFIX
3c. MAILING ADDRESS		CITY	STATE	POSTAL CODE COUNTRY
135 South LaSalle Street		Chicago	IL	60603 USA

4. This FINANCING STATEMENT covers the following collateral:

See Exhibit A attached hereto and incorporated herein.

Tax Parcel Number: 340407-1-002-0500/P24042, 340407-1-002-0609/P24043

Lots 1-3, City of Burlington Short Plat
No. 1-92;
7-34-4

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							
MDV / LNB #3-02 (189098.1.49) Skagit County, WA							

EXHIBIT A

TO

UCC FINANCING STATEMENT

Debtor

First Horizon Group Limited
Partnership
5000 Hakes Drive
Muskegon, Michigan 49441

Secured Party

LaSalle Bank National Association
135 South LaSalle Street
Chicago, IL 60603

This financing statement covers the following types of property located in and used or usable in connection with the real property described in Schedule I attached hereto (the "Land") and the Improvements thereon (together with the Land, the "Facility");

- (a) All Improvements;
- (b) All Equipment;
- (c) All Appurtenant Rights;
- (d) All Rents, Leases and security deposits under the Leases;
- (e) All Accounts, General Intangibles (to the full extent assignable), Instruments, Inventory, Money and (to the full extent assignable) Permits; and
- (f) All Proceeds.

The foregoing is collectively referred to as the "Collateral".

Certain Defined Terms. For all purposes of this Exhibit B the following capitalized terms shall have the following meaning:

"Accounts" means any of the Debtor's rights to payment for goods sold or leased or for services rendered arising from the operation of the Facility and not evidenced by an Instrument, including, without limitation, all accounts and accounts receivable arising from the operation of the Facility, now existing or hereafter coming into existence, and all Proceeds thereof received from the sale, exchange, transfer, collection or other disposition or substitution thereof. In addition to the foregoing, the term "Accounts" shall include the meaning such term has in the Uniform Commercial Code.



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Skagit County Auditor

"Appurtenant Rights" means all of the Debtor's rights, now or hereafter acquired, in all easements, rights-of-way, strips and gores of land, vaults, streets, ways, alleys, passages, sewer rights, waters, water courses, water rights, air rights, development rights and powers, all minerals, flowers, shrubs, crops, trees, timber and other emblements now or hereafter appurtenant to, or used in connection with, or located on, under or above the Land and the Improvements or any part or parcel thereof, and all ground leases, estates, rights, titles, interests, privileges, liberties, tenements, hereditaments and appurtenances, reversions, and remainders whatsoever, in any way belonging, relating or appertaining to the Land and the Improvements or any part thereof.

"Equipment" means all fixtures, appliances, machinery, furniture, furnishings, decorations, tools and supplies now owned or hereafter acquired by the Debtor and located upon the Land or the Improvements and used in connection with the present or future operation and occupancy of the Land and the Improvements, including, but not limited to, all beds, linen, radios, televisions, carpeting, telephones, cash registers, computers, lamps, glassware, hotel, restaurant and kitchen equipment, any building equipment, including, but not limited to, all heating, lighting, incinerating, waste removal and power equipment, engines, pipes, tanks, motors, conduits, switchboards, security and alarm systems, plumbing, lifting, cleaning, fire prevention, fire extinguishing, refrigeration, ventilating and communications apparatus, air cooling and air conditioning apparatus, escalators, elevators, ducts and compressors, materials and supplies, and all other machinery, apparatus, equipment, fixtures and fittings now owned or hereafter acquired by the Debtor, any portion thereof or any appurtenances thereto, together with all additions, replacements, parts, fittings, accessions, attachments, accessories, modifications and alterations of any of the foregoing, located upon the Land or the Improvements and used in connection with the present or future operation and occupancy of the Land and the Improvements, provided, however, that, with respect to any items which are leased and not owned by the Debtor, the Equipment shall include the leasehold interest only of the Debtor, together with any options to purchase any of said items and any additional or greater rights with respect to such items which the Debtor may hereafter acquire.

"General Intangibles" means all intangible personal property of the Debtor arising out of or directly relating to the Facility (other than Accounts, Rents, Instruments, Inventory, Money and Permits), including, without limitation, all items described in and covered by that certain Assignment of Management Agreement and Agreements Affecting Real Estate dated as of February 27, 1996 by Debtor, as assignor, to Secured Party, as assignee, and all other things in action, settlements, judgments, contract rights, rights to performance (including, without limitation, rights under warranties), refunds of real estate taxes and assessments and other rights to payment of Money,



copyrights, trademarks and patents now existing or hereafter in existence. In addition to the foregoing, the term "General Intangibles" shall include the meaning such term has in the Uniform Commercial Code.

"Improvements" means all improvements owned by the Debtor and now or hereafter situated, placed or constructed upon the Land, including all buildings, structures and improvements of every nature whatsoever now or hereafter situated, placed or constructed upon the Land, including, but not limited to, any and all shopping centers, power plants, garages, warehouses, utility sheds, workrooms, sidewalks, parking areas, drives, retaining walls, fences, gates, grating, terracing and other improvements and appurtenances thereto, and any and all additions, alterations and betterments now or hereafter situated, placed or constructed upon the Land or any part thereof, and to the extent of the Debtor's interest therein, all gas and electric fixtures, radiators, heaters, engines and machinery, boilers, ranges, elevators and motors, plumbing and heating fixtures, carpeting and other floor coverings, water heaters, awnings and storm sashes, and cleaning apparatus which are or shall be attached to the Land or said buildings, structures or improvements.

"Instruments" means all instruments, chattel paper, documents or other writing obtained by the Debtor from or in connection with the operation of the Facility evidencing a right to the payment of Money, including, without limitation, all notes, drafts, acceptances, documents of title, and policies and certificates of insurance, including, but not limited to, liability, hazard, rental and credit insurance, guarantees and securities, now or hereafter received by the Debtor or in which the Debtor has or acquires an interest pertaining to the foregoing. In addition to the foregoing, "Instruments" shall include the meaning such term has in the Uniform Commercial Code.

"Inventory" means all goods now owned or hereafter acquired by the Debtor intended for sale or lease, or to be furnished under contracts of service by the Debtor in connection with the Facility, including, without limitation, all inventories of food, beverages and other comestibles held by the Debtor for sale or use at or from the Facility, and all other such goods, wares, merchandise and materials and supplies of every nature held by the Debtor for sale to or for consumption by tenants or guests of the Facility and others, and all such other goods returned to or repossessed by the Debtor. In addition to the foregoing, the term "Inventory" shall include the meaning such term has in the Uniform Commercial Code.

"Leases" means all leases and other agreements or arrangements with or assumed by Debtor as landlord affecting the use or occupancy of all or any portion of the Facility now in effect or hereafter entered into (including, without limitation, lettings, subleases, licenses, concessions, tenancies and other occupancy agreements with or assumed by Debtor as landlord



covering or encumbering all or any portion of the Facility), together with any guarantees, supplements, amendments, modifications, extensions and renewals of the same, and all additional remainders, reversions and other rights and estates appurtenant thereto.

"Permits" means, with respect to the Facility, all licenses, permits, allocations, authorizations, approvals and certificates obtained by or in the name of, or assigned to, the Debtor and used in connection with the ownership, operation, use or occupancy of the Facility, including, without limitation, building permits, business licenses, state health department licenses, food service licenses, liquor licenses, licenses to conduct business and all such other permits, licenses and rights, obtained by or in the name of, or assigned to, the Debtor from any governmental authority or private person concerning ownership, operation, use or occupancy of the Facility.

"Proceeds" means all of the Debtor's rights, now or hereafter acquired, in all proceeds, Rents, profits, products, Accounts, chattel paper, deposit accounts, Instruments, Equipment, Inventory, consumer goods, farm products, documents, General Intangibles and other proceeds whether cash or non-cash, movable or immovable, tangible or intangible (including insurance proceeds and condemnation proceeds) from the Collateral, including, without limitation, those from the sale, exchange, transfer, collection, loss, damage, disposition, substitution or replacement of any of the Collateral and all income, gain, credit, distributions and similar items from or with respect to the Collateral. In addition to the foregoing, "Proceeds" shall also include the meaning as such term has in the Uniform Commercial Code.

"Rents" means all rents (whether denoted as base rent, advance rent, minimum rent, percentage rent, additional rent, reimbursements or otherwise), issues, income, royalties, profits, revenues, proceeds, bonuses, deposits (whether denoted as security deposits or otherwise), termination fees, rejection damages, buy-out fees and any other fees made or to be made in lieu of rent to the Debtor, any award made hereafter to the Debtor in any court proceeding involving any tenant, lessee, licensee or concessionaire under any of the Leases in any bankruptcy, insolvency or reorganization proceedings in any state or federal court, and all other payments, rights and benefits of whatever nature from time to time due to the Debtor under the Leases, including, without limitation, (i) rights to payment earned under the Leases and (ii) all other income, consideration, issues, accounts, profits or benefits of any nature arising from the possession, use and operation of the Facility.



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"Uniform Commercial Code" means the Uniform Commercial Code, as adopted by the State or States where the land is located.



SCHEDULE 1 LEGAL DESCRIPTION

WASHINGTON

PARCEL A:

Lots 1, 2, and 3, CITY OF BURLINGTON SHORT PLAT NO. 1-92 as approved July 18, 1989, and recorded July 27, 1992, in Volume 10 of Short Plats, page 105, under Auditor's File No. 9207270058, records of Skagit County, Washington; being a portion of the Northeast Quarter of the Northeast Quarter of Section 7, Township 34 North, Range 4 East of the Willamette Meridian.

PARCEL B:

Parcel B, CITY OF BURLINGTON SHORT PLAT NO. B-1-92 as approved June 2, 1992, and recorded June 11, 1992, in Volume 10 of Short Plats, pages 88 and 89, under Auditor's File No. 9206110001, records of Skagit County, Washington; being a portion of the Northeast Quarter of the Northeast Quarter of Section 7, Township 34 North, Range 4 East of the Willamette Meridian.

PARCEL C:

Parcel A, CITY OF BURLINGTON SHORT PLAT NO. B-1-92 as approved June 2, 1992, and recorded June 11, 1992, in Volume 10 of Short Plats, pages 88 and 89, under Auditor's File No. 9206110001, records of Skagit County, Washington; being a portion of the Northeast Quarter of the Northeast Quarter of Section 7, Township 34 North, Range 4 East of the Willamette Meridian.

PARCEL D:

An easement for drainage, as acquired by document recorded under Auditor's File No. 8811230046, records of Skagit County, Washington, over and across the following described property:

The West 20 feet of Lot 3, CITY OF BURLINGTON SHORT PLAT NO. 37-76 as approved August 2, 1976, and recorded August 5, 1976, in Volume 1 of Short Plats, page 156, under Auditor's File No. 840316, records of Skagit County, Washington; being a portion of the Southeast Quarter of the Southeast Quarter of Section 6, Township 34 North, Range 4 East of the Willamette Meridian.

PARCEL E:

An easement acquired by instruments recorded November 23, 1988, under Auditor's File No. 8811230048, records of Skagit County, Washington, for ingress, egress, and utilities, over, under, and across a 36.00-foot strip of land lying 18.00 feet each side of the following described centerline:

Commencing at the Northeast corner of Section 7, Township 34 North, Range 4 East of the Willamette Meridian;
thence South 01°34'38" East, along the East line of said Section 7 a distance of 13.73 feet;
thence South 86°59'04" West, 40.01 feet to the true point of beginning;
thence continuing South 86°59'04" West, 56.99 feet to the beginning of a curve to the left having a radius of 170.00 feet;
thence Southwesterly along said curve through a central angle of 66°32'00", an arc distance of 197.41 feet;
thence South 20°27'04" West, 124.00 feet to the beginning of a curve to the right, having a radius of 273.00 feet;
thence Southwesterly along said curve through a central angle of 71°07'06", an arc distance of 338.86 feet;
thence North 88°25'50" West, 150.00 feet to the terminus point of said centerline. (Said easement being appurtenant to Parcels B and C).



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PARCEL F:

An easement for ingress, egress, and utilities over, under, and across that area delineated as "Access and Utility Easement" on the Easterly portion of Parcel B of City of Burlington Short Plat No. B-1-92 as approved June 2, 1992, and recorded June 11, 1992, in Volume 10 of Short Plats, pages 88 and 89, under Auditor's File No. 9206110001, records of Skagit County, Washington. (Said easement is appurtenant to Parcel C).

ALL situated in Skagit County, Washington.

