

UNIFORM COMMERCIAL CODE — FINANCING STATEMENT — FORM UCC-1

This FINANCING STATEMENT is presented for filing pursuant to the Nevada Uniform Commercial Code

COUNTY

IMPORTANT: Read instructions on back before filling out form.

Receipt No. _____

1. DEBTOR(ONE NAME ONLY) <input type="checkbox"/> LEGAL BUSINESS NAME Caliente Associates, a Nevada limited partnership <input type="checkbox"/> INDIVIDUAL (LAST NAME FIRST)		1A. SOCIAL SECURITY OR FEDERAL TAX NO.	
1B. MAILING ADDRESS 380 Linden Street		1C. CITY, STATE Reno, NV	1D. ZIP CODE 89502
1E. RESIDENCE ADDRESS		1F. CITY, STATE	1H. ZIP CODE
2. ADDITIONAL DEBTOR (IF ANY)(ONE NAME ONLY) <input type="checkbox"/> LEGAL BUSINESS NAME <input type="checkbox"/> INDIVIDUAL (LAST NAME FIRST)		2A. SOCIAL SECURITY OR FEDERAL TAX NO.	
2B. MAILING ADDRESS		2C. CITY, STATE	2D. ZIP CODE
2E. RESIDENCE ADDRESS		2F. CITY, STATE	2H. ZIP CODE
<input type="checkbox"/> ADDITIONAL DEBTOR(S) ON ATTACHED SHEET			
3. SECURED PARTY NAME Highland Mortgage Company and/or Secretary of Housing and Urban Development ALIMA MAILING ADDRESS P. O. Box 55465 CITY Birmingham STATE AL ZIP CODE 35255		3A. SOCIAL SECURITY NO. FEDERAL TAX NO. OR BANK TRANSIT AND A.B.A. NO.	
3. ASSIGNEE OF SECURED PARTY (IF ANY) NAME MAILING ADDRESS CITY STATE ZIP CODE		3A. SOCIAL SECURITY NO. FEDERAL TAX NO. OR BANK TRANSIT AND A.B.A. NO.	

4. This FINANCING STATEMENT covers the following types or items of property (if crops or timber, include description of real property on which growing or to be growing and name of record owner of such real estate; if fixtures, include description of real property to which affixed or to be affixed and name of record owner of such real estate; if oil, gas or minerals, include description of real property from which to be extracted).

See Exhibit A and Exhibit B attached hereto and made a part hereof.

5A. _____ SIGNATURE OF RECORD OWNER
5B. _____ MAXIMUM AMOUNT OF DEBT(LESS TO BE SECURED AT ANY ONE TIME (OPTIONAL))
5C. _____ (TYPE) RECORD OWNER OF REAL PROPERTY

7. Check if Applicable <input type="checkbox"/>	A. <input checked="" type="checkbox"/> Proceeds of collateral are also covered. NRS 104.5308	B. <input checked="" type="checkbox"/> Products of collateral are also covered. NRS 104.9402	C. <input type="checkbox"/> Proceeds of above described original collateral in which a security interest was perfected (Debtor's Signature Not Required). NRS 104.9402	D. <input type="checkbox"/> Collateral was brought into this State subject to security interest in another jurisdiction (Debtor's Signature Not Required). NRS 104.9402
8. Check if Applicable <input type="checkbox"/>	<input type="checkbox"/> DEBTOR IS A "TRANSMITTING UTILITY" IN ACCORDANCE WITH NRS 704.205 AND NRS 104.9403.			

9. (Date) June 25, 2001 **MC**
CALIENTE ASSOCIATES, a Nevada limited partnership
By Robert F. Nielsen, General Partner (TITLE)
TYPE NAME(S)
By MARY ANNE COITMEYER (TITLE)
WESTERN REGION DIRECTOR
TYPE NAME(S)

11. This Space for Use of Filing Officer (Date, Time, File Number and Filing Officer)
NO. 116534
FILED AND RECORDED AT REQUEST OF
FIRST AMERICAN TITLE
JUNE 27, 2001
AT 40 MINUTES PAST 12 O'CLOCK
PM IN BOOK 156 OF OFFICIAL
RECORDS PAGE 96 LINCOLN
COUNTY, NEVADA.
Julie Bouchie
COURT RECORDER
BOOK 156 PAGE 96
WHITE—Alphabetical; PINK—Acknowledgment;
GREEN—Secured Party; BLUE—Debit.

10. Return Copy to:
NAME Robin H. Harbin, Esq.
ADDRESS P. O. Box 55465
CITY, STATE Birmingham, AL 35255
AND ZIP
Trust Account Number (If Applicable)

EXHIBIT A

**LEGAL DESCRIPTION
CALIENTE RENAISSANCE APARTMENTS
HUD Project No. 125-35161**

**LOTS TWO (2) AND THREE (3) IN BLOCK FORTY-SIX (46) OF
NORTHSIDE ADDITION IN THE CITY OF CALIENTE,
LINCOLN COUNTY, NEVADA**

EXHIBIT B

All of the goods, equipment, furnishings, furniture, fixtures, chattels and articles of personal property including, without limitation, all building materials and supplies, furnaces, boilers, oil burners, refrigeration, air-conditioning and sprinkler systems, awnings, screens, window shades, motors, dynamos, incinerators, plants and shrubbery, and all other equipment, machinery, appliances and fittings and fixtures, whether personal property, inventory or fixtures, 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 insurance and condemnation proceeds, all inventories, all accounts, including but not limited to the following: Reserve for Replacements, Surplus Cash, special funds, ground rents, taxes, water rents, assessments, fire and other hazard insurance premiums, accounts receivable, operating revenue, initial operating escrow and escrow for latent defects and all income, rents, profits, charges, accounts and contract rights covering or related 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 FHA Project No. 125-35161 (hereinafter referred to as the "Project"), located at 150 Minnie Street, City of Caliente, Lincoln County, Nevada.