Uniform Commercial Code - Financing Statement - Form UCC-1 Register of Deeds 1. Type form. 2. If space is inadequate continue on additional sheet. 3. Enclose filling fee. of Douglas County 4. Filings in the Secretary of State's Office must contain either the debtor's federal employer identification number or social security number. "When the debtor is a sole proprietor, only the debtor's social security number is authorized to be filed". Prepaid account number lividual, last name first) and address: 1. Debtor WHNML-S Real Estate Limited Partnership c/o Whitehall V-S Real Estate Limited Partnership 85 Broad Street New York, New York 10004 Chief Financial Officer FEIN 75-2699788 or SSN or SSN FEIN For filing officer 2. Secured Party and address (there may be more than one): (Type information inside gray area) United States Fidelity and Guaranty Company c/o USF&G Real Estate Division 6225 Smith Avenue Mailstop LB 0301 1997 AUG 19 AM 1: 32 Baltimore, Maryland 21209 Attn: GMH/Whitehall Student Housing Portfolio REGISTER OF DEFINA 3. Assignee and address if applicable 4. Mark, if applicable: [X] Products of collateral are also covered [ ] The debtor is a transmitting utility 5. (a) This financing statement covers the following types (or items) of property: (Describe) See Schedule A attached hereto and incorporated herein by reference. (b) If collateral is crops, the above described crops are growing or are to be grown on: (Describe real estate) See Exhibit A attached hereto and incorporated herein by reference. Name of record owner: WHNML-S Real Estate Limited Partnership 6. If filing without debtor signature items a, b, c or d must be marked: a. [ ] Collateral already subject to a security interest in another jurisdiction when it was brought into this state, or when the debtor's

- location is changed to this state.
- ] Collateral is proceeds of the original collateral in which a security interest was perfected
- ] Collateral as to which the filing has lapsed.
- d. [ ] The filing covers collateral acquired after a change of name identity or corporate structure of debtor

WHNML-S GEN-PAR, INC., its general partner

Signature of Debtor

Signature of Secured Party (or assignee)

Signature of Debtor

Signature of Secured Party (or assignee)

Form UCC-1 Form approved by Kansas Secretary of State