

MENT is presented to a filing officer for filing pursuant to the Uniform Commercial Code.

1 Debtor (First) and Address(es)  
Southdown, Inc. (cont'd)  
Street, Suite 2400  
TX 77002

2 Secured Party(ies) and Address(es)  
Wells Fargo Bank, N.A., as  
representative (cont'd)  
420 Montgomery Street, 4th Fl.  
San Francisco, CA 94163

3 For Filing Officer  
(Date, Time, Number, and Filing Office)

*Handwritten initials and date: 10/7/97*

9333508

FILED  
'93 NOV 29 PM 2 37  
NANCY PENCE, RECORDER  
CLARK COUNTY  
SPRINGFIELD, OH

This financing statement covers the following types (or items) of property:  
This is a fixture filing to be recorded in the real estate records. This fixture filing covers existing and after-acquired fixtures. See attached continuation sheets and Exhibit A thereto for further description of the property covered hereby, for a description of the land on which the fixtures are, or are to be, located, and the name of a record owner of such land.

5. Assignee(s) of Secured Party and Address(es)

9700003736  
Filed for Record in  
CLARK COUNTY, OH  
NANCY PENCE  
On 10-07-1997 At 02:47 pm.  
TER .00

**TERMINATED**

Check  if covered:  Products of Collateral are also covered

No. of additional sheets presented: 7

**REAL ESTATE**

Recorded with Clark County Recorder

(USE WHICHEVER SIGNATURE LINE IS APPLICABLE)

Wells Fargo Bank, N.A., as representative

Southdown, Inc.

BY: *Thomas E. Dama, Assist. Treas.*  
Signature(s) of Debtor(s)

BY: *[Signature]*  
Signature(s) of Secured Party(ies)

FILING OFFICER COPY—ALPHABETICAL

This form of financing statement is approved by the Secretary of State

Revised, Eff. 1/1/79

STANDARD FORM —  
UNIFORM COMMERCIAL CODE — UCC-1

EXHIBIT D

UNITED STATES DISTRICT COURT  
SOUTHERN DISTRICT OF OHIO  
WESTERN DIVISION

**IN RE:**  
**SOUTHDOWN, INC., LITIGATION,**

Case No. C-3-93-270

Judge Walter Herbert Rice

**AFFIDAVIT OF SUSAN M. LANNING**

I, Susan M. Lanning, having been duly sworn, do state the following:

1. I am the legal intern of the Shostak Law Office in Athens, Ohio.
2. On February 10, 1998, I called the Ohio Secretary of State, Corporations Divisions.
3. The operator, Teresa K., gave me information for two companies.
4. I was told that Dirtvest, Ltd., was a limited liability company from Dayton, established on August 8, 1997, and set to expire on December 21, 2030.
5. I was told the agent of Dirtvest, Ltd., is Jacob Myers, who address is 18 West

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**Shostak Law Office**  
14 North Court Street  
Suite 301  
Athens, Ohio 45701-2429  
(740) 593-5828 Fax (740) 594-6446  
E-Mail: Internet:102250,3154@compuserve.com

First Street, Suite 200, Dayton, Ohio 45402.

6. I was told Dirtvest's, Ltd.'s charter number is 605686.

7. I was told that Kohnen, Associates, Inc., is a corporation from Dayton, Ohio.

8. I was told Kohnen, Associates, Inc., was incorporated on December 21, 1982.

9. I was told the agent for Kohnen, Associates, Inc., is Anthony Kohnen, at 3261

Ridgeview Avenue, Dayton, Ohio 45409.

10. I ordered copies of the Articles of Incorporation for Kohnen, Associates, Inc., and Dirtvest, Ltd.

11. I was told the articles would take between ten business days and three weeks to arrive.

12. On February 19, 1998, I called the Secretary of State's office, Corporations Division.

13. I asked for the corporate information concerning 444-Sandhill, Inc.

14. I was told that 444-Sandhill, Inc., is an Ohio corporation in good standing.

15. I was told 444-Sandhill, Inc.'s charter number is 992435.

16. I was told 444-Sandhill, Inc., was incorporated on September 26, 1997.

17. I was told the agent and sole incorporator is Adam J. Biehl of 18 West First Street, Suite 200, Dayton, Ohio 45402.

18. I ordered a copy of the Articles of Incorporation for 444-Sandhill, Inc., and