

\$7,620,000
CITY OF PORTAGE, INDIANA
SPECIAL IMPROVEMENT DISTRICT BONDS
SERIES 2005
(MARINA SHORES PROJECT)

DEVELOPER'S CONTINUING DISCLOSURE STATEMENT

Mr. Keenan Rice
MuniCap, Inc.
6760 Alexander Bell Drive, Ste 220
Columbia, MD 21046

In accordance with the Continuing Information Section of the Limited Offering Memorandum, dated November 1, 2005, the Developer hereby provides the following information as of December 31, 2008. All terms having initial capitalization and not defined herein shall have the meanings set forth in the Limited Offering Memorandum. To the best of the knowledge of the undersigned:

The information provided herein is not intended to supplement the information provided in the Private Placement Memorandum. This report responds to the specific requirements of the continuing disclosure agreement. No representation is made as to the materiality or completeness of the information provided herein or as to whether other relevant information exists with respect to the period covered by this report. Other matters or events may have occurred or become known during or since that period that may be material. All information is provided as of December 31, 2008, unless otherwise stated, and no representation is made that the information contained herein is indicative of information that may pertain since the end of the period covered by this report or in the future.

1. Status of Public Improvements Financed with the Bonds:

Public Improvement	Original Budget	Budget Changes	Revised Budget	Spent to Date	Percent Completed
Land	\$240,876	\$0	\$240,876	\$240,876	100%
Mobilization	\$12,534	\$0	\$12,534	\$12,534	100%
Tree Clearing	\$7,546	\$0	\$7,546	\$7,546	100%
Storm & sanitary sewers	\$1,378,165	\$0	\$1,378,165	\$1,378,165	100%
Entry way excavation	\$13,200	\$0	\$13,200	\$13,200	100%
Excavation	\$28,779	\$0	\$28,779	\$28,779	100%
Architectural & engineering	\$39,766	\$0	\$39,766	\$39,766	100%
Revetment at river	\$78,000	\$0	\$78,000	\$78,000	100%
U.S. Rte 12 improvements	\$115,000	\$0	\$115,000	\$115,000	100%
Landscaping	\$152,391	\$0	\$152,391	\$152,391	100%
Curbs	\$58,231	\$0	\$58,231	\$58,231	100%
Asphalt	\$164,517	\$0	\$164,517	\$164,517	100%
Street Lighting	\$92,273	\$0	\$92,273	\$92,273	100%
Entrance monument	\$60,000	\$0	\$60,000	\$60,000	100%
Fencing	\$115,000	\$0	\$115,000	\$115,000	100%
Pond/stream at harbor	\$65,000	(\$65,000)	\$0	\$0	0%
Marina	\$2,973,684	\$65,000	\$3,038,684	\$3,038,684	100%
Construction Mgt. Fee	\$115,811	\$0	\$115,811	\$115,811	100%
Contingency	\$69,149	\$0	\$69,149	\$69,149	100%
Total:	\$5,779,922	\$0	\$5,779,922	\$5,779,922	100%

2. Status of Unit Construction and Sales

Residential Unit Type	Unit Type	Total Units	Building Permits Issued	Units Constructed
Single Family Lots	Admiral Lots	5	0	0
	Estate Lots	16	1	1
	Cottage Home Lots	40	5	5
Condominiums	Harbor Pointe	64	12	5 Complete; 3 Under Construction
	Bayshore	128	16	8
	Williamsport	176	0	0
Marina	Marina Slips	302	N/A	260
Other	Bulk Property	0	N/A	N/A
Total		731	34	282

3. Status of Homes Closed and Sales Prices:

Unit Type	Number of Homes/Lots Sold	Number of Homes/Lots Closed	Range of Sales Price
Admiral Lots	0	0	\$378,000 - \$399,000
Estate Lots	0	0	\$169,000 - \$275,000
Cottage Home Lots	3	3	\$115,500 - \$202,650
Harbor Pointe	4	4	\$425,000 - \$499,900
Bayshore	3	3	\$199,900 - \$389,900
Williamsport	0	0	TBD
Marina Slips	N/A	N/A	N/A
Total	10	10	\$115,900 - \$499,900

4. Status of Bulk Property Sales:

Description of Bulk Property Sold	Name of Bulk Property Buyer	Total Acres or Sections
N/A	N/A	N/A

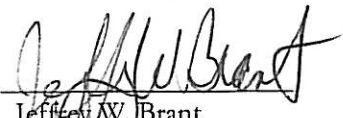
5. Pending Litigation that Adversely Affects the Developer's Ability to Develop the District or Pay Special Assessments: There is no pending litigation.

6. Material Changes in the Structure or Ownership of the Developer: There have been no material changes to the structure or ownership of the developer.

7. Payment of Ad Valorem Taxes, Special Assessments or Government Charge: There has been no failure of the Developer, or any affiliate of the Developer, to pay by the date due general ad valorem property taxes. The fiscal year 2007 special assessments, billed by Porter County on December 12, 2007 and due on January 11, 2008, were paid by the developer on April 7, 2008. A portion of these assessments, equal to \$144,461.95, were transferred to replenish the Reserve Fund and fully fund the reserve requirement in April 2008.
8. Denial or Termination of Credit: There has been no denial or termination of credit, other than as detailed in No. 9 below.
9. Denial or Termination of, or Default under any Line of Credit or Loan: The current vertical construction loan has expired, and the Developer is continuing to negotiate loan terms with current and alternate lenders. The current lender has alleged default on the existing loans, and the Developer continues to negotiate with the current lender for acceptable terms, and also continues its endeavors to finalize alternative financing.
10. Bankruptcy: There has been no occurrence of any event of bankruptcy with respect to the developer, or any affiliate of the developer.
11. Significant Land Use Entitlement Amendments: There have been no significant amendments to land use entitlements that are likely to prevent or delay the development of the district.
12. Governmentally-Imposed Preconditions to Commencement or Continuation of Development: There are no previously undisclosed governmentally-imposed preconditions to commencement or continuation of development on the district that are likely to prevent or delay the development of the district.
13. Legislative, Administrative or Judicial Challenges: There are no previously undisclosed legislative, administrative, or judicial challenges to development of the district or the collection of special assessments.
14. Changes Affecting the Completion of Public Improvements: There are no changes of which the developer is aware, if material, in the alignment, design or likelihood of completion of significant public improvements affecting the district, including major thoroughfares, sewers, water conveyance systems and similar facilities.

DUNE HARBOR, LLC

By: Dune Harbor, LLC

By: 
Jeffrey W. Brant

Title: Manager

Date: January 9, 2009