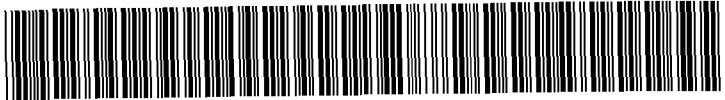


UCC 2010109263



NOV 18 2010 13:00 P 7

Fee amount: 12.50
FB: 53-30460
COMP: MB

Received - DIANE L. BATTIATO
Register of Deeds, Douglas County, NE
11/18/2010 13:00:06.00



2010109263

THE ABOVE SPACE IS RESERVED FOR THE REGISTER OF DEEDS RECORDING INFORMATION

DEATH CERTIFICATE COVER SHEET

LEGAL DESCRIPTION

LOT(S):

BLOCK:

ADDITION:

UCC COVER SHEET

UCC (NEW, CONTINUATION, ASSIGNMENT, AMENDMENT, CORRECTION)

RELEASE OF UCC

TERMINATION OF UCC

ATTACHMENTS - QTY.

UCC FINANCING STATEMENT

FD FOLLOW INSTRUCTIONS (front and back) CAREFULLY

A. NAME & PHONE OF CONTACT AT FILER (optional)
Rick Sherman (314) 889-0670

B. SEND ACKNOWLEDGMENT TO: (Name and Address)

**Rick Sherman, General Counsel
 Gershman Investment Corp.
 7 North Bemiston
 Clayton, MO 63105**

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
1001 APARTMENTS, LLC

OR
 1b. INDIVIDUAL'S LAST NAME FIRST NAME MIDDLE NAME SUFFIX

1c. MAILING ADDRESS CITY STATE POSTAL CODE COUNTRY
10840 Old Mill Road, #100 Omaha NE 68154 USA

1d. TAX ID #: SSN OR EIN ADDL. INFO RE ORGANIZATION DEBTOR 1e. TYPE OF ORGANIZATION 1f. JURISDICTION OF ORGANIZATION 1g. ORGANIZATIONAL ID #, if any
limited liability company Nebraska 10132875 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 ADDL. 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
GERSHMAN INVESTMENT CORP.

OR
 3b. INDIVIDUAL'S LAST NAME FIRST NAME MIDDLE NAME SUFFIX

3c. MAILING ADDRESS CITY STATE POSTAL CODE COUNTRY
7 North Bemiston Clayton MO 63105 USA

4. This FINANCING STATEMENT covers the following collateral:

The collateral described on Exhibit "B" attached hereto with respect to the real property described on Exhibit "A" attached hereto.

5. ALTERNATIVE DESIGNATION (if applicable) LESSOR/LESSOR OR CONSIGNEE/CONSIGNEOR BAILEE/BAILOER BELLER/BUYER AS LIEN NON-UCC FILING

6. THIS FINANCING STATEMENT is to be filed (or recorded) (or recorded) in the REAL ESTATE RECORDS. All in Missouri. Is application for optional filing? YES NO 7. Check to REQUEST SEARCH REPORT(S) on Debtor(s) All Debtor Debtor 1 Debtor 2

8. OPTIONAL FILER REFERENCE DATA

UCC FINANCING STATEMENT ADDENDUM

FOLLOW INSTRUCTIONS (front and back) CAREFULLY

9. NAME OF FIRST DEBTOR (1a or 1b) ON RELATED FINANCING STATEMENT

9a. ORGANIZATION'S NAME
1001 APARTMENTS, LLC

OR

9b. INDIVIDUAL'S LAST NAME: FIRST NAME: MIDDLE NAME, SUFFIX:

10. MISCELLANEOUS:

THE ABOVE SPACE IS FOR FILING OFFICE USE ONLY

11. ADDITIONAL DEBTOR'S EXACT FULL LEGAL NAME - insert only gov name (11a or 11b) - do not abbreviate or combine names

11a. ORGANIZATION'S NAME

OR

11b. INDIVIDUAL'S LAST NAME: FIRST NAME: MIDDLE NAME: SUFFIX:

11c. MAILING ADDRESS: CITY: STATE: POSTAL CODE: COUNTRY:

11d. TAX ID # - SSN OR EIN: ADDL INFO RE ORGANIZATION DEBTOR: 11e. TYPE OF ORGANIZATION: 11f. JURISDICTION OF ORGANIZATION: 11g. ORGANIZATIONAL ID #, if any: NONE

12. ADDITIONAL SECURED PARTY'S ASSIGNOR S/P'S NAME - insert only gov name (12a or 12b)

12a. ORGANIZATION'S NAME
Secretary of Housing and Urban Development of Washington, D.C., their successors and assigns, as their interests may appear

OR

12b. INDIVIDUAL'S LAST NAME: FIRST NAME: MIDDLE NAME: SUFFIX:

12c. MAILING ADDRESS: **Omaha Field Office**
1616 Capitol Avenue, Suite 329 CITY: **OMAHA** STATE: **NE** POSTAL CODE: **68102-4908** COUNTRY: **USA**

13. This FINANCING STATEMENT covers timber to be cut or as-extracted collateral, or is filed as a fixture filing.

14. Description of real estate:

15. Additional collateral description:

15. Name and address of a RECORD OWNER of above-described real estate (if Debtor does not have a record interest):

See Exhibit A attached hereto

Debtor is the RECORD OWNER

17. Check gov if applicable and check only one box.
 Debtor is a Trust or Trustee acting with respect to property held in trust or Decedent's Estate.

18. Check gov if applicable and check only one box.
 Debtor is a TRANSMITTING UTILITY
 Filed in connection with a Manufactured-Home Transaction --- effective 30 years
 Filed in connection with a Public-Finance Transaction --- effective 30 years

EXHIBIT "A"
TO THE UCC FINANCING STATEMENT

LEGAL DESCRIPTION

The land referred to herein is situated in the City of Omaha, County of Douglas, State of Nebraska, and described as follows:

Part of the South Half of Lot 2, Pierson's Subdivision of the Southwest Quarter and the West Half of the Southeast Quarter of Section 15, Township 15 North, Range 12 East of the 6th P.M., in the City of Omaha, Douglas County, Nebraska, more particularly described as follows:

Beginning at a point on the North line of the South Half of said Lot 2, said point being 50 feet East of the centerline of 90th Street; thence East along the North line of the South Half of said Lot 2 a distance of 607.0 feet; thence South along the East line of said lot 2 a distance of 95.0 feet; thence West parallel to the South line of said Lot 2 a distance of 55.0 feet; thence North making an interior angle of 90° a distance of 18.0 feet; thence West parallel to the South line of said Lot 2 a distance of 75.0 feet; thence South making an interior angle of 270°, a distance of 83.0 feet; thence West parallel to the South line of said Lot 2 a distance of 477.0 feet to the East right-of-way line of 90th Street; thence North along the East right-of-way line of 90th Street a distance of 160.0 feet to the Point of Beginning;

AND

Part of the South Half of Lot 2, Pierson's Subdivision of the South Half of the Southwest Quarter and West Half of the Southeast Quarter of Section 15, Township 15 North, Range 12 East of the 6th P.M., in the City of Omaha, Douglas County, Nebraska, more particularly described as follows:

Beginning at a point on the South line of said Lot 2, said point being 50 feet East of the centerline of 90th Street; thence North along the East right-of-way line of 90th Street, a distance of 157.5 feet; thence East parallel to the South line of said Lot 2, a distance of 477.00 feet; thence North making an interior angle of 270° a distance of 83.0 feet; thence East parallel to the South line of said Lot 2, a distance of 75.0 feet; thence South making an interior angle of 90°, a distance of 18.0 feet; thence East parallel to the South line of said Lot 2, a distance of 55.0 feet to the East line of said Lot 2; thence South along the East line of said Lot 2 a distance of 222.5 feet; thence West along the South line of said Lot 2 a distance of 607.0 feet to the Point of Beginning;

EXCEPT FOR

That portion deeded to the State of Nebraska in Warranty Deed filed August 19, 1981 in Book 1674 at Page 442 of the Deed Records of Douglas County, Nebraska; described as follows:

A tract of land located in the South Half of Lot 2, Pierson's Subdivision of the South Half of the Southwest Quarter and the West Half of the Southeast Quarter of Section 15, Township 15 North, Range 12 East of the 6th P.M., Douglas County, Nebraska, described as follows:

Beginning at a point on the North line of said South Half of Lot 2, said point being 50.0 feet East of the centerline of 90th Street; thence Southerly a distance of 317.60 feet along the Easterly 90th Street right-of-way line to the Southwest corner of the property owned by the Grantor; thence Easterly deflecting 90°00' left, a distance of 8.00 feet along the South line of said Lot 2; thence Northerly deflecting 90°00' left, a distance of 317.60 feet to a point on the North line of said South Half of Lot 2; thence Westerly deflecting 90°00' left, a distance of 8.00 feet along said line to the Point of Beginning.

EXHIBIT "B"
TO THE UCC FINANCING STATEMENT

This Financing Statement covers the following types (or items) of Property, whether now owned or hereafter from time to time acquired by the Debtor, together with all substitutions, replacement, additional, attachments, accessories, accretions, their component parts thereto or thereof, and all other items of like property covering or related to any or all:

DESCRIPTION OF COLLATERAL

All of the accounts, as-extracted collateral, chattel papers, commercial tort claims, goods, investment property, payment intangibles, personalty, and promissory notes, 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 contract rights, and proceeds thereof, including cash proceeds, noncash proceeds, and the right to collect such proceeds, covering or relating 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 1001 Apartments by 1001 Apartments, LLC, HUD Project No. 103-11043-REF-PM (hereinafter referred to as the "Project"), located at 1001-1013, 1015-1019, 1025-1031 and 1033-1035 North 90th Street, Omaha, Nebraska 68154, respectively, which is located in the City of Omaha, County of Douglas, State of Nebraska, more particularly described in Exhibit "A" attached hereto. The accounts, as-extracted collateral, chattel papers, commercial tort claims, goods, investment property, payment intangibles, personalty, and promissory notes include, but are not limited to: deposit accounts; health-care insurance receivables; tangible chattel paper; electronic chattel paper; equipment; fixtures; inventory; general intangibles; software; oil, gas, and other minerals; commodity accounts; commodity contracts; securities; securities accounts; letter-of-credit rights; instruments; machinery; medical equipment and systems; engines; boilers; incinerators; installed building materials; systems and equipment for the purpose of supplying or distributing heating, cooling, electricity, gas, water, air, or light; antennas, cable, wiring, and conduits used to carry electronic signals or in connection with radio, television, computers, computer equipment, medical systems, or security, fire prevention, fire detection, or telephone systems; telephone equipment; elevators and related machinery and equipment; fire detection, prevention, and extinguishing systems and apparatus; security and access control systems and apparatus; plumbing systems; water heaters; ranges, stoves, microwave ovens, refrigerators, dishwashers, garbage disposals, washers, dryers, and other appliances; light fixtures; awnings; storm windows; storm doors; pictures; screens; blinds; shades; curtains; curtain rods; mirrors; cabinets;

paneling; rugs; floor coverings; wall coverings; fences; trees; plants; swimming pools; tennis courts; playground equipment; exercise equipment; classroom furnishings; classroom equipment; supplies; tools; books; written records; electronic records; tangible and electronically stored personal property; surveys, plans, specifications, and contracts for architectural, engineering, or construction services; choses in action; all governmental permits relating to any activities on the land; cash; cash escrow funds; sinking fund accounts; depreciation reserve fund accounts; mortgage reserve funds accounts; reserve for replacement accounts; bank accounts; residual receipt accounts; contributions; donations; gifts; grants; bequests; endowment funds; revenues; accounts receivable; receipts; proceeds paid or to be paid by an insurer including (but not limited to) any insurer of the project or any collateral covered by this agreement whether or not such insurance was required by HUD or the mortgagee; awards, payments, and compensation made or to be made by any governmental authority; leases; earnings; royalties; supporting obligations; undisbursed proceeds of the HUD-insured loan; refunds and rebates (including, but not limited to, refunds and rebates for taxes, insurance, and other charges); tenant security deposits; rents; issues; profits; and income.