



UCC 2014093187



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FB: 68-40328
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Received - DIANE L. BATTIATO
Register of Deeds, Douglas County, NE
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2014093187

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

FOLLOW INSTRUCTIONS

A. NAME & PHONE OF CONTACT AT FILER (optional)

B. E-MAIL CONTACT AT FILER (optional)

C. SEND ACKNOWLEDGMENT TO: (Name and Address)

Kelley Drye & Warren LLP
200 Kimball Drive
Parsippany, New Jersey 07054
Attention: Paul Keenan, Esq.

THE ABOVE SPACE IS FOR FILING OFFICE USE ONLY

1. DEBTOR'S NAME: Provide only one Debtor name (1a or 1b) (use exact, full name; do not omit, modify, or abbreviate any part of the Debtor's name); if any part of the Individual Debtor's name will not fit in line 1b, leave all of item 1 blank, check here ☐ and provide the Individual Debtor information in item 10 of the Financing Statement Addendum (Form UCC1Ad).

OR	1a. ORGANIZATION'S NAME				
	168TH AND DODGE L.P.				
OR	1b. INDIVIDUAL'S SURNAME	FIRST PERSONAL NAME	ADDITIONAL NAME(S)/INITIAL(S)		SUFFIX
1c. MAILING ADDRESS c/o RED Development, LLC		CITY	STATE	POSTAL CODE	COUNTRY
One East Washington Street, Suite 300		Phoenix	AZ	85004	USA

2. DEBTOR'S NAME: Provide only one Debtor name (2a or 2b) (use exact, full name; do not omit, modify, or abbreviate any part of the Debtor's name); if any part of the Individual Debtor's name will not fit in line 2b, leave all of item 2 blank, check here ☐ and provide the Individual Debtor information in item 10 of the Financing Statement Addendum (Form UCC1Ad).

OR	2a. ORGANIZATION'S NAME				
OR	2b. INDIVIDUAL'S SURNAME	FIRST PERSONAL NAME	ADDITIONAL NAME(S)/INITIAL(S)		SUFFIX
1c. MAILING ADDRESS		CITY	STATE	POSTAL CODE	COUNTRY

3. SECURED PARTY'S NAME (or NAME of ASSIGNEE of ASSIGNOR SECURED PARTY): Provide only one Secured Party name (3a or 3b)

OR	3a. ORGANIZATION'S NAME				
	ALLIANZ LIFE INSURANCE COMPANY OF NORTH AMERICA				
OR	3b. INDIVIDUAL'S SURNAME	FIRST PERSONAL NAME	ADDITIONAL NAME(S)/INITIAL(S)		SUFFIX
3c. MAILING ADDRESS c/o Allianz Real Estate of America LLC		CITY	STATE	POSTAL CODE	COUNTRY
60 East 42 nd Street, Suite 3710		NEW YORK	NY	10165	USA

4. COLLATERAL: This financing statement covers the following collateral:

See Exhibit A attached hereto.

5. Check only if applicable and check only one box: Collateral is ☐ held in a Trust (see UCC1Ad, item 17 and Instructions) ☐ being administered by a Decedent's Personal Representative

6a. Check only if applicable and check only one box:

☐ Public—Finance Transaction ☐ Manufactured-Home Transaction ☐ A Debtor is a Transmitting Utility

6b. Check only if applicable and check only one box:

☐ Agricultural Lien ☐ Non-UCC Filing

7. ALTERNATIVE DESIGNATION (if applicable): ☐ Lessee/Lessor ☐ Consignee/Consignor ☐ Seller/Buyer ☐ Bailee/Bailor ☐ Licensee/Lincensor

8. OPTIONAL FILER REFERENCE DATA

Filed in Douglas County, Nebraska

FILING OFFICE COPY —UCC FINANCING STATEMENT (FORM UCC1) (REV. 04/20/11)

International Association of Commercial Administrators (IACA)

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UCC FINANCING STATEMENT ADDENDUM

FOLLOW INSTRUCTIONS

9. NAME OF FIRST DEBTOR Same as line 1a or 1b on Financing Statement; if line 1b was left blank because individual Debtor name did not fit, check here ☐

9a. ORGANIZATION'S NAME

168TH AND DODGE L.P.

OR

9b. INDIVIDUAL'S LAST NAME

FIRST PERSONAL NAME

ADDITIONAL NAME(S)/INITIAL(S)

SUFFIX

THE ABOVE SPACE IS FOR FILING OFFICE USE ONLY

10. DEBTOR'S NAME Provide (10a or 10b) only one additional Debtor name or Debtor name that did not fit in line 1b or 2b of the Financing Statement (Form UCC1) (use exact, full name, do not omit, modify, or abbreviate any part of the Debtor's name) and enter the mailing address in line 10c

10a. ORGANIZATION'S NAME

OR

10b. INDIVIDUAL'S LAST NAME

INDIVIDUAL'S FIRST PERSONAL NAME

INDIVIDUAL'S ADDITIONAL NAME(S)/INITIAL(S)

SUFFIX

10c. MAILING ADDRESS

CITY

STATE

POSTAL CODE

COUNTRY

11. ☐ ADDITIONAL SECURED PARTY'S NAME or ☐ ASSIGNOR SECURED PARTY'S NAME: Provide only one name (11a or 11b)

11a. ORGANIZATION'S NAME

OR

11b. INDIVIDUAL'S SURNAME

FIRST PERSONAL NAME

ADDITIONAL NAME(S)/INITIAL(S)

SUFFIX

11c. MAILING ADDRESS

CITY

STATE

POSTAL CODE

COUNTRY

12. ADDITIONAL SPACE FOR ITEM 4 (Collateral)

13. ☒ This FINANCING STATEMENT is to be filed [for record] (or recorded) in the REAL ESTATE RECORDS (if applicable)

14. This FINANCING STATEMENT

☐ covers timber to be cut ☐ covers as-extracted collateral ☒ is filed as a fixture filing.

15. Name and address of a RECORD OWNER of real estate described in item 16 (if Debtor does not have a record interest):

16. Description of real estate:

See Exhibit B attached hereto.

17. MISCELLANEOUS

EXHIBIT A
to UCC-1 FINANCING STATEMENT

between

168TH AND DODGE L.P., as Debtor,

and

ALLIANZ LIFE INSURANCE COMPANY OF NORTH AMERICA, as Secured Party

This financing statement covers the following property, rights, interests and estates now owned, or hereafter acquired by the Debtor (collectively, the "Collateral"):

(i) all the land located in the County and State identified on Exhibit B attached hereto, as more particularly described on such Exhibit B (the "Land"), (ii) the Accounts, (iii) the Account Collateral, (iv) the Appurtenant Rights, (v) the Contracts, (vi) the Equipment, (vii) the Improvements, (viii) the Instruments, (ix) the Inventory, (x) the General Intangibles, (xi) the Leases, (xii) the Permits (to the fullest extent assignable), (xiii) the Rents, (xiv) the Proceeds, (xv) the Chattel Paper (including Electronic Chattel Paper and Tangible Chattel Paper), Commercial Tort Claims, Deposit Accounts, Documents, Goods, Investment Property, Letter of Credit Rights, Payment Intangibles and Supporting Obligations (as all such terms in this clause (xv) are defined in the UCC) and (xvi) any and all other rights of Debtor in and to the items set forth in clauses (i) through (xv) above, all whether now owned or hereafter acquired, and all other property which is or hereafter may become subject to a Lien in favor of Secured Party pursuant to any Loan Document.

This UCC-1 Financing Statement is filed in connection with a certain Deed of Trust, Assignment of Leases and Rents, Security Agreement and Fixture Filing securing the principal sum of \$95,500,000.00 given by Debtor to Secured Party ("Security Instrument"). Capitalized terms used but not defined herein shall have the meaning set forth in the Security Instrument.

EXHIBIT B

DESCRIPTION OF LAND

68-40328

Lots 2, 4, 5 and 8, and Outlots A and B, in VILLAGE POINTE, an Addition to the City of Omaha, as surveyed, platted and recorded, in Douglas County, Nebraska, EXCEPT that part of Lot 2, Village Pointe, as described in the Plat and Dedication for Street Purposes recorded September 12, 2008, as Instrument No. 2008090053 of the Records of Douglas County, Nebraska;

AND

68-40329

Lots 1, 2 and 3, in VILLAGE POINTE REPLAT ONE, an Addition to the City of Omaha, as surveyed, platted and recorded, in Douglas County, Nebraska;

AND

68-40344

Lot 3, in VILLAGE POINTE REPLAT TWO, an Addition to the City of Omaha, as surveyed, platted and recorded, in Douglas County, Nebraska.