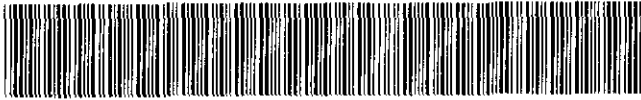




UCC 2007039471



APR 09 2007 14:20 P 7

Received - DIANE L. BATTIATO  
Register of Deeds, Douglas County, NE  
4/9/2007 14:20:04.15



2007039471

THE ABOVE SPACE IS FOR REGISTER OF DEEDS RECORDING DATA

U.C.C. Recording Cover Sheet

|                                      |                     |                     |
|--------------------------------------|---------------------|---------------------|
| _____ U.C.C. _____                   | FEE <u>12.50</u>    | FB <u>63-23780</u>  |
| _____ <u>7</u> PGS. _____            | BKPG <u>4-15-12</u> | C/O <u>01-60000</u> |
| _____ <u>5</u> ATTACHMENTS _____     | DEL _____           | SCAN _____ FV _____ |
| _____ <u>7</u> LOTS / SECTIONS _____ |                     |                     |

Legal Description:  
(If not contained in instrument)

Return to:

X30  
\_\_\_\_\_  
\_\_\_\_\_

Check Number

✓ 42765

**UCC FINANCING STATEMENT**

FOLLOW INSTRUCTIONS (front and back) CAREFULLY

A. NAME & PHONE OF CONTACT AT FILER [optional]

B. SEND ACKNOWLEDGMENT TO: (Name and Address)

Cadwalader, Wickersham & Taft LLP  
 227 West Trade Street, Suite 2400  
 Charlotte, North Carolina 28202  
 Attn: Jeffrey Lee, Esq.

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

1st

1a. ORGANIZATION'S NAME  
**10100 GRAND PLAZA OMAHA LLC**

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

1c. MAILING ADDRESS CITY STATE POSTAL CODE COUNTRY  
 c/o BH Equities, L.L.C., 400 Locust Street, Suite 790 Des Moines IA 50309 USA

1d. TAX ID #: SSN OR EIN ADD'L INFO RE ORGANIZATION DEBTOR 1e. TYPE OF ORGANIZATION 1f. JURISDICTION OF ORGANIZATION 1g. ORGANIZATIONAL ID #, if any  
 limited liability company Iowa 343217  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 ADD'L 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)

2nd

3a. ORGANIZATION'S NAME  
**DEUTSCHE BANK BERKSHIRE MORTGAGE, INC.**

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

3c. MAILING ADDRESS CITY STATE POSTAL CODE COUNTRY  
 One Beacon Street, 14th Floor Boston MA 02108 US

4. This FINANCING STATEMENT covers the following collateral:

See Schedule A attached hereto and made a part hereof for a description of Collateral.  
 See Exhibit A attached hereto and made a part hereof for a description of Real Property.

5. ALTERNATIVE DESIGNATION [if applicable]: LESSEE/LESSOR CONSIGNEE/CONSIGNOR BAILEE/BAILOR SELLER/BUYER AG. LIEN NON-UCC FILING

6.  This FINANCING STATEMENT is to be filed (for record) (or recorded) in the REAL ESTATE RECORDS. Attach Addendum if applicable. 7. Check to REQUEST SEARCH REPORT(S) on Debtor(s) [OPTIONAL FEE] All Debtors Debtor 1 Debtor 2

8. OPTIONAL FILER REFERENCE DATA File with Douglas County, Nebraska Loan #0770 (Terrace Garden\_Nbc)

# 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   |                            |            |                     |
| 10100 GRAND PLAZA OMAHA 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 <u>one</u> 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 |             |
|   |                                   |                           |                                   | <input type="checkbox"/> NONE    |             |

|  |                             |  |            |             |             |
|--|-----------------------------|--|------------|-------------|-------------|
| 12. <input type="checkbox"/> ADDITIONAL SECURED PARTY'S or <input type="checkbox"/> ASSIGNOR S/P'S NAME - insert only <u>one</u> name (12a or 12b) |                             |  |            |             |             |
| 12a. ORGANIZATION'S NAME   |                             |  |            |             |             |
| OR   | 12b. INDIVIDUAL'S LAST NAME |  | FIRST NAME | MIDDLE NAME | SUFFIX      |
| 12c. MAILING ADDRESS   |                             |  | CITY       | STATE       | POSTAL CODE |
|  |                             |  |            |             | COUNTRY     |

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:  
 See Exhibit A attached hereto and made a part hereof for description of Real Property.

16. Additional collateral description:

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

17. Check only 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 only 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

**SCHEDULE A TO UCC-1 FINANCING STATEMENT  
BETWEEN 10100 GRAND PLAZA OMAHA LLC, AS DEBTOR AND  
DEUTSCHE BANK BERKSHIRE MORTGAGE, INC., AS SECURED PARTY**

Description of Collateral

All right, title, interest and estate of Debtor now owned, or hereafter acquired, in and to the following property, rights, interests and estates:

A. The real property described in Exhibit A ("Premises") and all structures, buildings and improvements of every kind and description located on the Premises ("Improvements");

B. All easements, rights-of-way, vaults, streets, alleys, sewer rights now or hereafter associated with the Premises, and all estates, rights, interests and appurtenances, reversions and remainders whatsoever, in any way pertaining to the Premises;

C. All supplies, equipment, furniture, furnishings, fixtures, goods, inventory and personal property owned by Debtor or used in connection with the Improvements (collectively, "Equipment");

D. All leases and other agreements (each, a "Lease") and all rents, royalties, issues, profits, revenue, income, rights and other benefits (collectively, "Rents and Profits") and any security for the obligations of tenants, lessees or licensees (each, a "Tenant") under any Leases;

E. All contracts and agreements (collectively, "Contracts") and all revenue, income and other benefits thereof;

F. All present and future funds, accounts, instruments, accounts receivable, documents, claims, trademarks, trade names, service marks, symbols in connection with, and all names by which the Premises and Improvements may be known and all other general intangibles (collectively, "General Intangibles");

G. All insurance policies or binders, including any unearned premiums thereon;

H. All cash funds, deposit accounts and other rights and evidence of rights to cash, now or hereafter created or held by Secured Party, including, without limitation, all funds in the Tax and Insurance Reserve, the Replacement Reserve, the Repair and Remediation Reserve, the Rehabilitation Reserve, and any other reserves required under the Loan Documents (collectively, the "Reserves");

I. All deposits given to any public or private utility for utility services;

J. All proceeds, products, substitutions and accessions (including claims and demands therefor) of the conversion, voluntary or involuntary, of any of the foregoing into cash or liquidated claims, including proceeds of insurance and condemnation awards;

K. Any and all other rights and interest of Debtor in and to the above items or otherwise related to or connected with, the Premises or the Improvements; and

L. All renewals, replacements, substitutions, additions or proceeds of any of the above.

This UCC-1 Financing Statement is filed in connection with that certain Multifamily Deed of Trust and Security Agreement given by the Debtor for the benefit of the Secured Party covering the fee estate of Debtor in the Premises and intended to be duly recorded in the county in which the Premises is located.

**EXHIBIT A TO UCC-1 FINANCING STATEMENT  
BETWEEN 10100 GRAND PLAZA OMAHA LLC, AS DEBTOR AND  
DEUTSCHE BANK BERKSHIRE MORTGAGE, INC., AS SECURED PARTY**

(Attach Legal Description)

### Exhibit "A"

Part of the NE 1/4 of Section 4, Township 15 North, Range 12 East of the 6th P.M., Douglas County, Nebraska, and Lots 1 through 6, inclusive, Block 39, Maple Village, an addition to the City of Omaha, as surveyed, platted and recorded in Book 1247, Page 227 and vacated Grand Avenue, Saratoga Street and Redman Avenue, all more particularly described as follows: Beginning at a point which is South 175.0 feet and S 89°40'W, 175.0 feet from the Northeast corner of the SW 1/4 of the NE 1/4 of said Section 4, thence S 89°40'W 728.75 feet to a point on the East R.O.W. Line of Interstate Highway No. 680; thence N 1°46'30"E on the East R.O.W. Line of Interstate Highway No. 680, 443.40 feet; thence N 20°03'42"E on the Easterly R.O.W. Line of Interstate Highway No. 680, 333.17 feet; thence N 89°40'E, 499.45 feet; thence S 0°20'E, 125.00 feet; thence N 89°40'E, 93.00 feet to the Southeast corner of Lot 7, Block 39, Maple Village; thence Southerly on a curve to the right (radius being 1495.71 feet, chord bearing S 1°26'02"E) . An arc distance of 74.86 feet; thence South on the East line of Lots 1 through 6, inclusive, Block 39, Maple Village, 505.17 feet; thence S 5°42'50"E, 50.22 feet to the point of beginning.