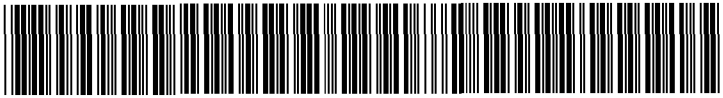




UCC 2013045753



MAY 07 2013 16:48 P 6

Fee amount: 12.00
FB: 49-11211
COMP: PN

Received - DIANE L. BATTIATO
Register of Deeds, Douglas County, NE
05/07/2013 16:48:42.00



2013045753

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 (front and back) CAREFULLY

A. NAME & PHONE OF CONTACT AT FILER [optional] Edward J. Adkins, Esq. (303) 299-8226	
B. SEND ACKNOWLEDGMENT TO: (Name and Address) SHERMAN & HOWARD L.L.C. 633 17TH STREET, SUITE 3000 DENVER, COLORADO 80202 ATTN: Edward J. Adkins, 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

1a. ORGANIZATION'S NAME GP Hotel Omaha LLC				
OR				
1b. INDIVIDUAL'S LAST NAME		FIRST NAME	MIDDLE NAME	SUFFIX
1c. MAILING ADDRESS				
3200 South Parker Road		Aurora	CO 80014	USA
1d. <u>SEE INSTRUCTIONS</u>	ADD'L INFO RE ORGANIZATION DEBTOR	1e. TYPE OF ORGANIZATION LLC	1f. JURISDICTION OF ORGANIZATION Nebraska	1g. ORGANIZATIONAL ID #, if any 10173491 <input type="checkbox"/> 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. <u>SEE INSTRUCTIONS</u>	ADD'L INFO RE ORGANIZATION DEBTOR	2e. TYPE OF ORGANIZATION	2f. JURISDICTION OF ORGANIZATION	2g. ORGANIZATIONAL ID #, if any <input type="checkbox"/> 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 Great Western Bank				
OR				
3b. INDIVIDUAL'S LAST NAME		FIRST NAME	MIDDLE NAME	SUFFIX
3c. MAILING ADDRESS				
220 Josephine Street		Denver	CO 80206	

4. This FINANCING STATEMENT covers the following collateral:

FOR COMPLETE DESCRIPTION OF COLLATERAL SEE EXHIBITS "A" AND "B" ATTACHED HERETO AND INCORPORATED HEREIN BY THIS REFERENCE.

5. ALTERNATIVE DESIGNATION (if applicable):	<input type="checkbox"/> LESSEE/LESSOR	<input type="checkbox"/> CONSIGNEE/CONSIGNOR	<input type="checkbox"/> BAILEE/BAILOR	<input type="checkbox"/> SELLER/BUYER	<input type="checkbox"/> AG. LIEN	<input type="checkbox"/> NON-UCC FILING
6. <input checked="" type="checkbox"/> 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)		<input type="checkbox"/> All Debtors	<input type="checkbox"/> Debtor 1	<input type="checkbox"/> Debtor 2	
8. OPTIONAL FILER REFERENCE DATA						

Great Western Bank/GP Hotel Omaha LLC (038935.038)

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 GP Hotel 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 one 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. SEE INSTRUCTIONS	ADD'L INFO RE ORGANIZATION DEBTOR	11e. TYPE OF ORGANIZATION	11f. JURISDICTION OF ORGANIZATION	11g. ORGANIZATIONAL ID #, if any <input type="checkbox"/> NONE

12. ☐ ADDITIONAL SECURED PARTY'S or ☐ ASSIGNOR S/P'S NAME - Insert only one 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 "B" ATTACHED HERETO AND INCORPORATED HEREIN BY THIS REFERENCE FOR PROPERTY DESCRIPTION.

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

16. Additional collateral description:

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
☐ Filed in connection with a Public-Finance Transaction

International Association of Commercial Administrators (IACA)

EXHIBIT A
TO UCC-1 FINANCING STATEMENT

DEBTOR: **GP HOTEL OMAHA LLC**
SECURED PARTY: **GREAT WESTERN BANK**

Collateral Description

All right, title and interest of Debtor in and to the following, whether now owned or existing or owned, acquired, or arising hereafter (collectively, the “Collateral”), located on, attached to, related to, arising out of, used or usable in connection with or appurtenant to the real property and/or improvements, described in Exhibit “B”, attached hereto and incorporated herein by this reference (the “Property”):

- i. all Accounts;
- ii. all cash and cash equivalents;
- iii. all General Intangibles;
- iv. all Deposit Accounts, and any replacement or successor accounts relating thereto;
- v. all Documents;
- vi. all Instruments;
- vii. all Inventory;
- viii. all Chattel Paper;
- ix. all Commercial Tort Claims;
- x. all Equipment (including all software, whether or not the same constitutes embedded software, used in the operation thereof);
- xi. all Fixtures;
- xii. all Goods;
- xiii. all Investment Property, including, without limitation, all Commodity Accounts, Commodity Contracts, Securities, Security Entitlements and Securities Accounts;
- xiv. all Letter-of-Credit Rights;

- xv. all books, records, ledger cards, files, correspondence, computer programs, tapes, disks, and related data processing software (owned by Debtor or in which it has an interest) that at any time evidence or contain information relating to any Collateral or are otherwise necessary or helpful in the collection thereof or realization thereupon; and
- xvi. to the extent not otherwise included, all Accessions, Proceeds and products of any and all of the foregoing.

EXHIBIT B
TO UCC-1 FINANCING STATEMENT

DEBTOR: GP HOTEL OMAHA LLC
SECURED PARTY: GREAT WESTERN BANK

Property Description

Lot 1, in EMBASSY SUITES SUBDIVISION, an Addition to the City of Omaha, recorded in Miscellaneous Book 1195 Page 46 Douglas County, Nebraska.

Together with non-exclusive easement rights for signage as established by Signage Easement Agreement dated June 25, 1997 and recorded August 14, 1997, in Book 1219 at Page 371, as amended by Amended and Restated Signage Easement dated September 6, 2001 and recorded November 26, 2001, in Book 1409 at Page 667, both of the Miscellaneous Records of Douglas County, Nebraska.