

UCC FINANCING STATEMENT
 FOLLOW INSTRUCTIONS

A. NAME & PHONE OF CONTACT AT FILER (optional) Corporation Service Company 1-800-858-5294	
B. E-MAIL CONTACT AT FILER (optional) SPRFiling@cscinfo.com	
C. SEND ACKNOWLEDGMENT TO: (Name and Address)	
1413 98290 Corporation Service Company 801 Adlai Stevenson Drive Springfield, IL 62703	Filed In: Nebraska (S.O.S.)

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)

1a. ORGANIZATION'S NAME Pacific Gardens Associates, LLC				
OR	1b. INDIVIDUAL'S SURNAME	FIRST PERSONAL NAME	ADDITIONAL NAME(S)/INITIAL(S)	SUFFIX
1c. MAILING ADDRESS	1925 South 64th Avenue	CITY Omaha	STATE NE	POSTAL CODE 68106
				COUNTRY 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)

2a. ORGANIZATION'S NAME				
OR	2b. INDIVIDUAL'S SURNAME	FIRST PERSONAL NAME	ADDITIONAL NAME(S)/INITIAL(S)	SUFFIX
2c. 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)

3a. ORGANIZATION'S NAME First National Bank of Omaha				
OR	3b. INDIVIDUAL'S SURNAME	FIRST PERSONAL NAME	ADDITIONAL NAME(S)/INITIAL(S)	SUFFIX
3c. MAILING ADDRESS	1620 Dodge Street Stop 3202	CITY Omaha	STATE NE	POSTAL CODE 68197
				COUNTRY USA

4. COLLATERAL: This financing statement covers the following collateral:
 The Collateral is Described on Exhibit "A" attached hereto and pertains to the real estate in Douglas County, Nebraska, legally described on Exhibit "B" 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/Licenser

8. OPTIONAL FILER REFERENCE DATA: 110220 -

1413 98290

EXHIBIT "A"

The collateral consists of the real estate described on Exhibit "B" attached hereto and by this reference incorporated herein (the "Real Estate"), together with the following to the extent that such collateral is deemed governed by the Uniform Commercial Code:

- (a) All Accounts and all Goods whose sale, lease or other disposition by the Debtor has given rise to Accounts and have been returned to, or repossessed or stopped in transit by, the Debtor, or rejected or refused by an Account Debtor;
- (b) All Inventory, including, without limitation, raw materials, work-in-process and finished goods;
- (c) All Goods (other than Inventory), including, without limitation, embedded software, Equipment, vehicles, furniture and Fixtures;
- (d) All Software and computer programs;
- (e) All Deposit Accounts;
- (f) All Chattel Paper, Electronic Chattel Paper, Instruments, Documents, Investment Property, Letter of Credit Rights, all proceeds of letters of credit, health care insurance Receivables, Supporting Obligations, notes secured by real estate, Commercial Tort Claims and General Intangibles, including Payment Intangibles;
- (g) All books and records evidencing or relating to any of the foregoing; and
- (h) All insurance policies and proceeds insuring the foregoing property or any part thereof, including unearned premiums;
- (i) all buildings, structures, and improvements of every kind and description now existing or at any time hereafter located or placed on the Real Estate (the "Improvements");
- (j) all machinery, appliances, apparatus, equipment and fixtures now or hereafter located in, upon or under the Real Estate or the Improvements, or any part thereof, and used or usable in connection with any present or future operation thereof, and all additions thereto and replacements therefore, and owned by the Debtor or in which Debtor now has or hereafter acquires an interest;
- (k) all articles of personal property and any additions to, substitutions for, changes in or replacements of the whole or any part thereof, including, without limitation, all furniture and furnishings, now or at any time hereafter affixed to, attached to, placed upon or used in any way in connection with the use, enjoyment, occupancy or operation of the Real Estate or the Improvements, or any portion thereof, and owned by the Debtor or in which Debtor now has or hereafter acquires an interest;

(l) all of the rents, royalties, issues and profits of the Real Estate and the Improvements, or arising from the use or enjoyment of all or any portion thereof or from any lease, license, concession, occupancy agreement or other agreement pertaining thereto and all right, title and interest of Debtor in and to all leases, licenses and occupancy agreements of the Real Estate or of the Improvements now or hereafter entered into and all right, title and interest of Debtor thereunder, including, without limitation, cash or securities deposited thereunder to secure performance by tenants, lessees or licensees, as applicable, of their obligations thereunder;

(m) all building materials and supplies now or hereafter placed on the Real Estate or in the Improvements;

(n) all replacements, additions, substitutions or renewals of the foregoing and all other greater rights and interests of every nature in the Real Estate and the Improvements and in the possession or use thereof and income therefrom, whether now owned or subsequently acquired by Debtor;

(o) all plans, specifications, surveys, architectural renderings and drawings, soil test reports, other reports or examinations of the property, architectural contracts, engineering contracts, construction contracts, subcontracts and contracts with material suppliers;

(p) all service contracts, listing agreements maintenance contracts, management agreements, warranties, guaranties and the right to use all names now or hereafter used by Debtor in connection with the Real Estate;

(q) all permits, certificates, licenses, approvals, contracts, entitlements and authorizations, however characterized, issued or in any way furnished for the acquisition, construction, development, operation, use and occupancy of the Real Estate, including without limitation, certificates of occupancy;

(r) all claims, demands, judgments, insurance proceeds, rights of action, awards or damages, compensation and settlements resulting from the taking of all or any part of the Real Estate under the power of eminent domain or for any damage (whether caused by such taking or casualty or otherwise) to all or any part of the Real Estate;

(s) all contract rights, general intangibles, chattel paper, documents, instruments, equipment and books and records relating to any of the foregoing; and

(t) all proceeds of the conversion, voluntary or involuntary, of any of the foregoing into cash or liquidated claims, including, without limitation, proceeds of insurance and condemnation awards.

EXHIBIT "B"**Legal Description**

Parcel 1:

Lots A, B, C, D, E, F and G, in PACIFIC GARDENS, an Addition to the City of Omaha, as surveyed, platted and recorded, in Douglas County, Nebraska, together with vacated portions of Marbee Circle and Poppleton Circle adjacent thereto;

Parcel 2:

Lot 1, in PACIFIC GARDENS REPLAT, an Addition to the City of Omaha, as surveyed, platted and recorded, in Douglas County, Nebraska.