



Doc. No. **25039**
 WOODBURY COUNTY, IOWA
 Filed for Record

JUN 28 2002

10:45 AM
 Time PM Fee \$ 26.00 Pd
 PATRICK F. GILL, Auditor & Recorder
 By [Signature] Designee

UCC FINANCING STATEMENT

FOLLOW INSTRUCTIONS (front and back) CAREFULLY

A. NAME & PHONE OF CONTACT AT FILER (optional) Lois Hinrichs 402-479-0507 Loan No. 01-10177289
B. SEND ACKNOWLEDGMENT TO: (Name and Address) TierOne Bank Attn: Commercial Loan Admin PO Box 83009 Lincoln, NE 68501-3009

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 Castle on the Hill Limited Liability Company				
OR	1b. INDIVIDUAL'S LAST NAME			
	FIRST NAME	MIDDLE NAME	SUFFIX	
1c. MAILING ADDRESS 1025 Leavenworth Street		CITY Omaha	STATE NE	POSTAL CODE 68102
		COUNTRY USA		
1d. TAX ID #: SSN OR EIN 39-2034832	ADD'L INFO RE ORGANIZATION DEBTOR	1e. TYPE OF ORGANIZATION LLC	1f. JURISDICTION OF ORGANIZATION IOWA	1g. ORGANIZATIONAL ID #, if any <input checked="" 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. TAX ID #: SSN OR EIN	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 TierOne Bank				
OR	3b. INDIVIDUAL'S LAST NAME			
	FIRST NAME	MIDDLE NAME	SUFFIX	
3c. MAILING ADDRESS PO Box 83009		CITY Lincoln	STATE NE	POSTAL CODE 68501-3009
		COUNTRY USA		

4. This FINANCING STATEMENT covers the following collateral:

All of Debtor's right, title and interest in and to that personal property ("Collateral") described on Exhibit "A" 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 Acknowledgment (if applicable)	7. Check to REQUEST SEARCH REPORT(S) on Debtor(s) (optional)		All Debtors		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 Castle on the Hill Limited liability Company		
OR	9b. INDIVIDUAL'S LAST NAME	
	FIRST NAME	MIDDLE NAME, SUFFIX

10. MISCELLANEOUS:

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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. 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. 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 ee-extracted collateral, or is filed as a fixture filing.

14. Description of real estate:

All of the Debtor's right, title and interest in and to that personal property ("Collateral") described in Exhibit "A" attached hereto and incorporated herein by this reference, located on that certain real property described in Exhibit "B" attached hereto and incorporated herein by this reference (the "Property").

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 — effective 20 years
- Filed in connection with a Public-Finance Transaction — effective 30 years

EXHIBIT "A"
TO FINANCING STATEMENT

A. All structural and mechanical components of any structures, buildings, and improvements erected or placed upon the PROPERTY described on the foregoing Exhibit "B," together with all trees, shrubs, flowers, drains and drainage rights appurtenant to, located on, under, or above or used in connection with the PROPERTY and the improvements situated thereon, or any part thereof, whether now existing or hereafter created or acquired;

B. All goods, inventory, machinery, equipment, apparatus, fixtures, furniture, furnishings, appliances, including without limitation all built-in furniture and installations, shelving, partitions, door-stops, vaults, elevators, dumbwaiters, awnings, window shades, venetian blinds, light fixtures, fire hoses and brackets and boxes for the same, fire sprinklers, alarm systems, drapery rods and brackets, screens, linoleum, carpets, plumbing, refrigerators, freezers, heating units, stoves, ovens, water heaters, incinerators, furniture and furnishings, communication systems, all specifically designed installations and furnishings, and all of said articles of property 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 PROPERTY, all building materials and equipment now or hereafter delivered to the PROPERTY and intended to be installed or placed in or about the improvements, items held for sale or lease, items leased to others, and all items used or consumed in DEBTOR'S business;

C. Accounts, accounts receivable, contract rights, chattel paper, including tangible chattel paper and electronic chattel paper, promissory notes, drafts, instruments, investment property, money, letter of credit rights, commercial tort claims, documents and supporting obligations (including but not limited to all of the rents, royalties, issues, profits, revenue, income, proceeds and other benefits of the Premises) arising from the use or enjoyment of all or any portion of the Premises or from any lease agreement pertaining thereto, and all right, title and interest of the DEBTOR in and to all leases of the PROPERTY now or hereafter entered into and all right, title and interest of DEBTOR thereunder, all guarantees of tenants' or occupants' performances thereunder, cash or securities deposited thereunder to secure performance by the lessees of their obligations thereunder, whether said cash or securities are to be held until the expiration of the terms of said leases or applied to one or more of the installments of rent coming due immediately prior to the expiration of said terms; in addition all amounts paid or to be paid by the federal or state government or any governmental agency to or on behalf of DEBTOR or any tenant arising from the use or enjoyment of all or any portion of the Premises;

D. All deposit accounts of DEBTOR maintained at the offices or any branch of SECURED PARTY;

E. All rights, title and interest of DEBTOR in any and all building permits, and any other permits, licenses or authorization required by the governmental authorities having or exercising jurisdiction over the PROPERTY, all rights to performance or payment of any other nature which DEBTOR has or may have in the future under any contract or agreement regarding the PROPERTY, all rights to the names under or by which the PROPERTY may at any time be operated or known, and all rights to carry on business under any such names, logos and goodwill in any way relating to the PROPERTY, and all general intangibles, payment intangibles and software now or hereafter associated with or arising from the PROPERTY;

(continued to next page)

EXHIBIT "A"
(continued)

F. All documents of membership and any owners or members association or similar group having responsibility for managing or operating any part of the PROPERTY; all claims and causes of action relating to, arising, or derived from the PROPERTY;

G. All proceeds (including claims and demands therefore) of the conversion, voluntary or involuntary, of any of the foregoing into cash or liquidated claims, including, without limitation, proceeds of insurance (Insurance Proceeds) and condemnation awards on the PROPERTY (Condemnation Proceeds) (all of such proceeds hereinafter called "Proceeds").

Whether now owned or hereafter acquired or arising, and all additions and accessions to, all spare and repair parts, special tools, equipment and replacements thereof, and all proceeds and products of the foregoing wherever located.

EXHIBIT "B"
TO FINANCING STATEMENT

(Legal Description)

PARCEL A: All of Block Sixty-nine (69), and the vacated alleys therein, together with the North One (1) Foot of that part of the vacated Twelfth Street which abuts thereon, Sioux City East Addition, in the County of Woodbury and State of Iowa.

PARCEL B: Lot Four (4), and the North one-half (N 1/2) of Lot Five (5), Block Sixty-Eight (68) Sioux City East Addition to the City of Sioux City, Woodbury County, Iowa.

PARCEL C: The West Eighty-nine (89) feet of Lot Six (6) and the West Eighty-nine (89) feet of the South one-half (S 1/2) of Lot Five (5), Block Sixty-Eight (68) Sioux City East Addition to the City of Sioux City, Woodbury County, Iowa.