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This FINANCING STATEMENT is presented to a Filing Officer for filing pursuant to the Uniform Commercial Code:

1. Debtor(s) (Last Name First) and Address(es):
Pacific Springs Golf, LLC
5831 South 58th Street, Suite C
Lincoln, NE 68516

2. Secured Party(ies) Name(s) and Address(es):
National Bank of Commerce Trust
& Savings Association
1248 O Street
Lincoln, NE 68508

No. of Additional Sheets Presented:

Maturity Date

3. (Optional):
4. For Filing Officer: Time, Date, No., Filing Office

147-28

5. The Financing Statement Covers the Following Types (or Items) of Property:

See attached Exhibit 1

Proceeds

Products of the Collateral are Also Covered:

6. To be Recorded in Real Estate Mortgage Records

7. Description of Real Estate:

See attached Exhibit 2

8. Name(s) of Record Owner(s):

Lanoha-Pacific Development, Inc., a Nebraska corporation

9. Assignee(s) of Secured Party and Address(es)

10. This statement is filed without the debtor's signature to perfect a security interest in collateral (check if so)

already subject to a security interest in another jurisdiction when it was brought into this state, or
 which is proceeds of the following described original collateral which was perfected:

PACIFIC SPRINGS GOLF, LLC, EIN: 47-0796343

By: William M. Kubler
Signature(s) of Debtor(s)
By: Michael D. Lohner, Manager

NATIONAL BANK OF COMMERCE TRUST & SAVINGS ASSOCIATION

By: Mark A. Wible
Signature of Secured Party
Mark A. Wible, Vice-President

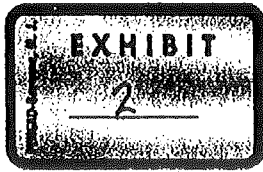
Filing Officer Copy - Alphabetical

EXHIBIT 1

5. The Financing Statement Covers the Following Types (or Items) of Property:

(i) all Receivables, Inventory, Equipment and Proceeds, wherever located and whether now existing or hereafter arising or acquired; (ii) all documents, instruments, chattel paper, general intangibles, moneys, securities and other Property and the Proceeds thereof, now or hereafter held or received by, or in transit to, Secured Party from or for the Debtor, whether for safekeeping, pledge, custody, transmission, collection or otherwise, including, without limitation, all of the Debtor's deposit accounts, credits, and balances with Secured Party and all claims of the Debtor against Secured Party at any time existing; (iii) all deposit accounts with any financial institutions with which the Debtor maintains deposits; and (iv) all books, records and other property relating to or referring to any of the foregoing, including, without limitation, all books, records, ledger cards, data processing records, computer software and other property at any time evidencing or relating to the property referred to above. All terms not otherwise defined herein shall have the meaning ascribed to them in the Loan and Security Agreement entered by and among the Debtor and Secured Party on February 13, 1996 (the "Loan and Security Agreement"). Those terms used herein which are not otherwise defined herein or in the Loan and Security Agreement shall have the meaning ascribed to them in the Nebraska Uniform Commercial Code.

147-28 B



Southwest 1/4 of Section 21, Township 15 North, Range 11 East of the 6th P.M., Douglas County, Nebraska (except a tract of land beginning at a point 33 feet East and 33 feet North of the Southwest corner of Section 21, Township 15 North, Range 11 East of the 6th P.M.; thence running North 208.7 feet; thence East 208.7 feet; thence South 208.7 feet; thence West 208.7 feet to the place of beginning in Douglas County, Nebraska.

NE
NW
SE
SW