



Instrument No. 025327  
 State of Iowa, Boone County, SS  
 Filed for Record at 2:58 P. M.  
 This 15 day of Aug. 2002  
 Sheryl J. Thul, Recorder, Fees \$ 21.00 due  
 Number of Pages 4

**UCC FINANCING STATEMENT**

FOLLOW INSTRUCTIONS (front and back) CAREFULLY

A. NAME & PHONE OF CONTACT AT FILER [optional]  
**Bruce Sandweiss (800) 457-2357**

B. SEND ACKNOWLEDGMENT TO: (Name and Address)

**Gershman Investment Corp**  
**7 North Bemiston**  
**St. Louis, MO 63105**  
**and**  
**Secretary of Housing and Urban Development**  
**451 Seventh Street, S.W.**  
**Washington, D.C. 20410 (as their interests may appear)**

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  
**203 Harrison Street Limited Partnership**

OR

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

1c. MAILING ADDRESS CITY STATE POSTAL CODE COUNTRY  
**11912 Elm Street, Suite 23** **Omaha** **NE** **68144** **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  
**47-0844239** **limited partnership** **Nebraska**  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)

3a. ORGANIZATION'S NAME  
**Gershman Investment Corp.**

OR

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

3c. MAILING ADDRESS CITY STATE POSTAL CODE COUNTRY  
**7 North Bemiston** **St. Louis** **MO** **63105** **USA**

4. This FINANCING STATEMENT covers the following collateral:  
**See attached Exhibit A located on the real property described in Exhibit B**

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  7. Check to REQUEST SEARCH REPORT(S) on Debtor(s) [ADDITIONAL FEE]  All Debtors  Debtor 1  Debtor 2

8. OPTIONAL FILER REFERENCE DATA

Bill + Ref. First Nebraska Title and Escrow Company 2425 S 120th St Omaha NE 68144

**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 <b>203 Harrison Street Limited Partnership</b>			
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. TAX ID #: SSN OR EIN	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 <b>Secretary of Housing and Urban Development (as its interests may appear)</b>						
OR	12b. INDIVIDUAL'S LAST NAME		FIRST NAME	MIDDLE NAME	SUFFIX	
12c. MAILING ADDRESS <b>451 Seventh Street, S.W.</b>			CITY <b>Washington</b>	STATE <b>DC</b>	POSTAL CODE <b>20410</b>	COUNTRY <b>USA</b>

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 attached Exhibit B**

16. Additional collateral description:  
**See attached Exhibit A**

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

**203 Harrison Street Limited Partnership  
11912 Elm Street, Suite 23  
Omaha, NE 68144**

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

## EXHIBIT "A"

All of the following which may be located on the premises of, relate to, or be used in connection with, construction, repair or operation of the multifamily housing development called MIDTOWN APARTMENTS, Project No. 074-11023, located in Boone, Iowa, in which debtor has an interest now or hereafter existing or acquired:

1. All materials now owned or hereafter acquired by the Debtor and intended for construction, reconstruction, alteration and repair of any building structure or improvement now or hereafter erected or placed on the property described on Exhibit "B" (the "Property"), and of which materials shall be deemed to be included within the Project immediately upon the delivery thereof to the Project.
2. All of the walks, fences, shrubbery, driveways, fixtures, machinery, apparatus, equipment, fittings, and other goods and other personal property of every kind and description whatsoever, now owned or hereafter acquired by the Debtor and attached to or contained in and used in connection with any present or future operation of the Project, including, by way of example rather than of limitation, all lighting, laundry, incinerating and power equipment; all engines, boilers, machines, motors, furnaces, compressor and transformers; all generating equipment; all pumps, tanks, ducts, conduits, wire switches, electrical equipment; all engines, boilers, machines, motors, furnaces, compressors, and transformers; all generating equipment; all equipment and fixtures, fans and switchboards, all telephone equipment (except that leased from a telephone company); all piping, tubing, plumbing equipment and fixtures; all heating, refrigeration, air conditioning, cooling, ventilating, sprinkling, water, power and communications equipment, systems and apparatus; all water coolers and water heaters; all fire prevention, alarm and extinguishing systems and apparatus; all cleaning equipment; all lift, elevator and escalator equipment and apparatus; all storm doors, exterior and interior signs, gas fixtures, stoves, ovens, refrigerators, garbage disposal, dishwashers, cabinets, mirrors, mantles, floor coverings, carpets, rugs, draperies and other furnishings and furniture installed or to be installed or used or usable in the operation of any part of the Project or facilities erected or to be erected in or upon the Property; and every renewal or replacement thereof or articles in substitution therefore, whether or not the same are now or hereafter attached to the Property in any manner; all except for any right, title or interest therein owned by any tenant (it being agreed by the parties to the Security Agreement and Financing Statement that all personal property owned by the Debtor and placed by it on the Property shall, so far as permitted by law, be deemed to be affixed to the Property, appropriated to its use, and covered by this Security Agreement or Financing Statement, as applicable).
3. All of the Debtor's right, title and interest in and to any and all awards heretofore or hereafter made with respect to the Property as a result of (i) the exercise of the power of condemnation or eminent domain, or the police power, (ii) the alteration of the grade of any street, or (iii) any other injury or decrease in the value of the Property (including but not limited to destruction or decrease in value by fire or other casualty), all of which awards, rights thereto and shares therein are hereby assigned to the Creditor, who is hereby authorized to collect and receive the proceeds thereof and to give property receipts and acquittance therefor and to apply, at its option, the net proceeds thereof, after deducting expenses of collections, as a credit upon any portion, as selected by the Creditor, of the indebtedness secured hereby.
4. All rents, issues, receipts, profits and income, and all intangibles, personal property, accounts, licenses, permits, instruments, contract rights, and chattel paper of the Debtor, including but not limited to, cash, bank accounts; certificates of deposits; securities; rents; rights (if any) to amounts held in escrow; insurance proceeds; condemnation rights; deposits; judgments, liens and causes of action; warranties and guaranties.
5. Land surveys, plans and specifications, drawings, briefs, and other work projects of the Debtor or its employees, and other papers and records now or hereafter used in the construction, reconstruction, alteration, repair, or operation of the above project.
6. All inventory, including raw materials, components, work-in-progress, finished merchandise and packing and shipping materials.
7. Proceeds, products, returns, additions, accessions and substitutions of and to any or all of the above,
8. Any of the above arising or acquired by the Debtor in the future.
9. Any of the above which may become fixtures by virtue of attachment to the real property described in Exhibit "B".

EXHIBIT "B"

LEGAL DESCRIPTION:

SOUTH 32 FEET OF LOT 4, AND ALL OF LOTS 5 AND 6 IN BLOCK 161, IN FOURTH ADDITION TO BOONE, IOWA; ALSO WEST 77 FEET OF BLOCK 186 IN SEVENTH ADDITION TO BOONE, IOWA; AND THAT PART OF LOT 4, LYING EASTERLY OF THE RAILROAD RIGHT-OF-WAY AND LOT 5 IN THE SOUTHWEST QUARTER OF THE NORTHWEST QUARTER OF SECTION 28, TOWNSHIP 84 NORTH, RANGE 26 WEST OF THE 5<sup>TH</sup> P.M., IN THE CITY OF BOONE, BOONE COUNTY, IOWA, MORE PARTICULARLY DESCRIBED AS FOLLOWS: BEGINNING AT THE INTERSECTION OF THE NORTH LINE OF FIRST STREET AND THE EAST LINE OF THE FORMER RIGHT-OF-WAY OF THE C&NW RAILWAY COMPANY, WHICH POINT IS 35.00 FEET NORTH OF THE SOUTH LINE OF SAID NW ¼ AND 523.50 FEET EAST OF THE WEST LINE OF SAID NW ¼; THENCE NORTHERLY ALONG A 1,859.88 FOOT RADIUS CURVE WHICH IS CONCAVE EASTERLY FOR 461.80 FEET, THE LONG CHORD OF WHICH BEARS N02°37'30"E FOR 460.62 FEET; THENCE S89°58'E 240.20 FEET ALONG THE NORTH LINE OF THE SOUTH 32.00 FEET OF SAID LOT 4 TO THE WEST LINE OF HARRISON STREET; THENCE S00°09'E 160.80 FEET TO THE SOUTH LINE OF SECOND STREET; THENCE N89°39'E 310.00 FEET TO THE EAST LINE OF THE WEST 77.00 FEET OF SAID BLOCK 186, WHICH POINT IS ALSO 150.00 FEET WEST OF THE WEST LINE OF MONONA STREET; THENCE S00°09'E 301.10 FEET TO THE NORTH LINE OF FIRST STREET; THENCE S90°00'W 572.50 FEET TO THE POINT OF BEGINNING, CONTAINING 4.892 ACRES.