

**UCC FINANCING STATEMENT**

FOLLOW INSTRUCTIONS (front and back) CAREFULLY

A. NAME & PHONE OF CONTACT AT FILER [optional]

B. SEND ACKNOWLEDGMENT TO: (Name and Address)

THE ABOVE SPACE IS FOR FILING OFFICE USE ONLY

NE Sec. of State-UCC  
 9813683624-9  
 Filed: 02/01/2013 03:04 p.m.  
 CENTRAL STATES DEVELOPMENT,  
 LLC  
 Pg: 1 of 3

**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 CENTRAL STATES DEVELOPMENT, LLC				
OR				
1b. INDIVIDUAL'S LAST NAME		FIRST NAME	MIDDLE NAME	SUFFIX
1c. MAILING ADDRESS 740 SOUTH 75TH STREET CITY: OMAHA STATE: NE POSTAL CODE: 68114 COUNTRY: USA				
1d. SEE INSTRUCTIONS	ADD'L INFO RE ORGANIZATION DEBTOR	1e. TYPE OF ORGANIZATION DEVELOPMENT	1f. JURISDICTION OF ORGANIZATION NE	1g. ORGANIZATIONAL ID #, if any 1589231 <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 FOLEY		FIRST NAME JOHN	MIDDLE NAME C	SUFFIX
2c. MAILING ADDRESS 740 SOUTH 75TH STREET CITY: OMAHA STATE: NE POSTAL CODE: 68114 COUNTRY: USA				
2d. SEE INSTRUCTIONS	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 FIVE POINTS BANK				
OR				
3b. INDIVIDUAL'S LAST NAME		FIRST NAME	MIDDLE NAME	SUFFIX
3c. MAILING ADDRESS 8820 ARBOR STREET CITY: OMAHA STATE: NE POSTAL CODE: 68124 COUNTRY: USA				

**4. This FINANCING STATEMENT covers the following collateral:**

ALL INVENTORY, CHATTEL PAPER, EQUIPMENT, GENERAL INTANGIBLES, CONSUMER GOODS AND PERSONAL PROPERTY (EXCLUDING HOUSEHOLD GOODS AS DEFINED BY 12 CFR 227.12(D)), INSTRUMENTS, LETTER OF CREDIT RIGHTS, LETTERS OF CREDIT, DOCUMENTS, ACCOUNTS, DEPOSIT ACCOUNTS, SAVINGS ACCOUNTS, INVESTMENT PROPERTY, MONEY, OTHER RIGHTS TO PAYMENT AND PERFORMANCE, ALL OIL, GAS AND OTHER MINERALS BEFORE EXTRACTION, ALL OIL, GAS, OTHER MINERALS AND ACCOUNTS CONSTITUTING AS-EXTRACTED COLLATERAL, ALL FIXTURES, ALL TIMBER TO BE CUT, ALL ATTACHMENTS, ACCESSIONS, ACCESSORIES, FITTINGS, INCREASES, TOOLS, PARTS, REPAIRS, SUPPLIES, AND COMMINGLED GOODS RELATING TO THE FOREGOING PROPERTY, AND ALL ADDITIONS REPLACEMENTS OF AND SUBSTITUTIONS FOR ALL OR ANY PART OF THE FOREGOING PROPERTY, ALL RECORDS AND DATA AND EMBEDDED SOFTWARE RELATING TO THE FOREGOING PROPERTY, AND ALL EQUIPMENT, INVENTORY AND SOFTWARE TO UTILIZE, CREATE, MAINTAIN AND PROCESS ANY SUCH RECORDS AND DATA ON ELECTRONIC MEDIA, AND ALL SUPPORTING OBLIGATIONS RELATING TO THE FOREGOING PROPERTY, ALL WHETHER NOW EXISTING OR HEREAFTER ARISING, WHETHER NOW OWNED OR HEREAFTER ACQUIRED OR WHETHER NOW OR HEREAFTER SUBJECT TO ANY RIGHTS IN THE FOREGOING PROPERTY; AND ALL PRODUCTS AND PROCEEDS (INCLUDING BUT NOT LIMITED TO ALL INSURANCE PAYMENTS) OF OR RELATING TO THE FOREGOING PROPERTY. IN ADDITION THE WORD "COLLATERAL" ALSO INCLUDES ALL OF THE FOLLOWING, WHETHER NOW OWNED OR HEREAFTER ACQUIRED, WHETHER NOW EXISTING OR HEREAFTER ARISING, AND WHEREVER LOCATED: (A) ALL ACCESSIONS,

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 (or recorded) in the REAL ESTATE RECORDS. Attach Addendum (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 ADDITIONAL PARTY**

FOLLOW INSTRUCTIONS (front and back) CAREFULLY

19. NAME OF FIRST DEBTOR (1a or 1b) ON RELATED FINANCING STATEMENT		
19a. ORGANIZATION'S NAME		
CENTRAL STATES DEVELOPMENT, LLC		
OR	19b. INDIVIDUAL'S LAST NAME	FIRST NAME
		MIDDLE NAME, SUFFIX

20. MISCELLANEOUS:		

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21. ADDITIONAL DEBTOR'S EXACT FULL LEGAL NAME - insert only one name (21a or 21b) - do not abbreviate or combine names					
21a. ORGANIZATION'S NAME					
OR	21b. INDIVIDUAL'S LAST NAME		FIRST NAME	MIDDLE NAME	SUFFIX
	FOLEY		DEANNA	K	
21c. MAILING ADDRESS			CITY	STATE	POSTAL CODE
740 SOUTH 75TH STREET			OMAHA	NE	68114
					COUNTRY
					USA
21d. SEE INSTRUCTIONS	ADD'L INFO RE ORGANIZATION DEBTOR	21e. TYPE OF ORGANIZATION	21f. JURISDICTION OF ORGANIZATION	21g. ORGANIZATIONAL ID #, if any	
				<input type="checkbox"/> NONE	

22. ADDITIONAL DEBTOR'S EXACT FULL LEGAL NAME - insert only one name (22a or 22b) - do not abbreviate or combine names					
22a. ORGANIZATION'S NAME					
OR	22b. INDIVIDUAL'S LAST NAME		FIRST NAME	MIDDLE NAME	SUFFIX
22c. MAILING ADDRESS			CITY	STATE	POSTAL CODE
					COUNTRY
22d. SEE INSTRUCTIONS	ADD'L INFO RE ORGANIZATION DEBTOR	22e. TYPE OF ORGANIZATION	22f. JURISDICTION OF ORGANIZATION	22g. ORGANIZATIONAL ID #, if any	
				<input type="checkbox"/> NONE	

23. ADDITIONAL DEBTOR'S EXACT FULL LEGAL NAME - insert only one name (23a or 23b) - do not abbreviate or combine names					
23a. ORGANIZATION'S NAME					
OR	23b. INDIVIDUAL'S LAST NAME		FIRST NAME	MIDDLE NAME	SUFFIX
23c. MAILING ADDRESS			CITY	STATE	POSTAL CODE
					COUNTRY
23d. SEE INSTRUCTIONS	ADD'L INFO RE ORGANIZATION DEBTOR	23e. TYPE OF ORGANIZATION	23f. JURISDICTION OF ORGANIZATION	23g. ORGANIZATIONAL ID #, if any	
				<input type="checkbox"/> NONE	

24. ADDITIONAL SECURED PARTY'S NAME (or Name of TOTAL ASSIGNEE) - insert only one name (24a or 24b)					
24a. ORGANIZATION'S NAME					
OR	24b. INDIVIDUAL'S LAST NAME		FIRST NAME	MIDDLE NAME	SUFFIX
24c. MAILING ADDRESS			CITY	STATE	POSTAL CODE
					COUNTRY

25. ADDITIONAL SECURED PARTY'S NAME (or Name of TOTAL ASSIGNEE) - insert only one name (25a or 25b)					
25a. ORGANIZATION'S NAME					
OR	25b. INDIVIDUAL'S LAST NAME		FIRST NAME	MIDDLE NAME	SUFFIX
25c. MAILING ADDRESS			CITY	STATE	POSTAL CODE
					COUNTRY

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CENTRAL STATES DEVELOPMENT,  
LLC

Additional Collateral Information Pg: 3 of 3

ATTACHMENTS, ACCESSORIES, TOOLS, PARTS, SUPPLIES, REPLACEMENTS OF AND ADDITIONS TO ANY OF THE COLLATERAL DESCRIBED HEREIN, WHETHER NOW OR LATER. (B) ALL PRODUCTS AND PRODUCE OF ANY OF THE COLLATERAL DESCRIBED IN THIS SECTION. (C) ALL ACCOUNTS (INCLUDING SAVINGS AND DEPOSIT ACCOUNTS), GENERAL INTANGIBLES, INSTRUMENTS, RENTS, MONIES, PAYMENTS, AND ALL OTHER RIGHTS, ARISING OUT OF A SALE, LEASE, CONSIGNMENT OR OTHER DISPOSITION OF ANY OF THE PROPERTY DESCRIBED IN THIS COLLATERAL SECTION. (D) ALL PROCEEDS (INCLUDING INSURANCE PROCEEDS) FROM THE SALE, DESTRUCTION, LOSS, OR OTHER DISPOSITION OF ANY OF THE PROPERTY DESCRIBED IN THIS COLLATERAL SECTION, AND SUMS DUE FROM A THIRD PARTY WHO HAS DAMAGED OR DESTROYED THE COLLATERAL OR FROM THAT PARTY'S INSURER, WHETHER DUE TO JUDGMENT, SETTLEMENT OR OTHER PROCESS. (E) ALL RECORDS AND DATA RELATING TO ANY OF THE PROPERTY DESCRIBED IN THIS COLLATERAL SECTION, WHETHER IN THE FORM OF A WRITING, PHOTOGRAPH, MICROFILM, MICROFICHE, OR ELECTRONIC MEDIA, TOGETHER WITH ALL OF GRANTOR'S RIGHT, TITLE, AND INTEREST IN AND TO ALL COMPUTER SOFTWARE REQUIRED TO UTILIZE, CREATE, MAINTAIN, AND PROCESS ANY SUCH RECORDS OR DATA ON ELECTRONIC MEDIA. THE FOREGOING INCLUDES, BUT IS NOT LIMITED TO (1) THE MONEY MARKET ACCOUNT NOS. 10230572 AND 10231838 HELD BY BORROWER AT FIVE POINTS BANK, (2) STOCK ACCOUNT NO. 863-258346 HELD BY BORROWER AT TD AMERITRADE, (3) STOCK ACCOUNT NO. 9595147249 HELD BY BORROWER AT FIRST NATIONAL CAPITAL MARKETS, AND (4) THE BORROWER'S RIGHT TO PAYMENT OF THE DEVELOPMENT FEE TO BE DISBURSED AT THE CLOSING OF THE PERMANENT FINANCING OF THE RESIDENCE AT FRANKLIN PARK IN COLORADO.