


UCC FINANCING STATEMENT

FOLLOW INSTRUCTIONS (front and back) CAREFULLY

A. NAME & PHONE OF CONTACT AT FILER (optional)
John Fitzgerald 612-632-3064

B. SEND ACKNOWLEDGMENT TO: (Name and Address)

 **Capitol Lien Records & Research, Inc.**
 1010 North Dale Street
 St. Paul, MN 55117
 651-488-0100

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
 OR
 1b. INDIVIDUAL'S LAST NAME
Foley

FIRST NAME
John

MIDDLE NAME
C.

SUFFIX

1c. MAILING ADDRESS
740 S. 75th Street

CITY
Omaha

STATE
NE

POSTAL CODE
68114

COUNTRY

1d. TYPE OF ORGANIZATION
Individual

1f. JURISDICTION OF ORGANIZATION

1g. ORGANIZATIONAL ID#, if any 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
Central States Development, LLC

FIRST NAME

MIDDLE NAME

SUFFIX

2c. MAILING ADDRESS
740 S. 75th Street

CITY
Omaha

STATE
NE

POSTAL CODE
68114

COUNTRY

2d. TYPE OF ORGANIZATION
ltd liability co

2f. JURISDICTION OF ORGANIZATION
Nebraska

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
 OR
 3b. INDIVIDUAL'S LAST NAME
Residences at Franklin Park, Inc.

FIRST NAME

MIDDLE NAME

SUFFIX

3c. MAILING ADDRESS
1535 Franklin Street.

CITY
Denver

STATE
CO

POSTAL CODE
80218

COUNTRY

4. This FINANCING STATEMENT covers the following collateral:
 all of Debtor's right, title, and interest, in and to 99% limited liability company membership interest in Denver Apartment Partners, LLC, a Nebraska limited liability company, and the certificates, if any, representing such limited liability company interests and any interest of Debtor on the books and records of Denver Apartment Partners, LLC or on the books and records of any securities intermediary pertaining to such interest and all dividends, distributions, cash, warrants, rights, options, instructions, securities and other property or proceeds from time to time received, receivable or otherwise distributed in respect of or in exchange for any or all such limited liability company interests

SEE ATTACHMENTS

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 FEE] [optional] All Debtors Debtor 1 Debtor 2

8. OPTIONAL FILER REFERENCE DATA
94225

FILING OFFICE COPY — NATIONAL UCC FINANCING STATEMENT (FORM UCC1) (REV. 07/29/99)

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6047803-3

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		
OR		
19b. INDIVIDUAL'S LAST NAME	FIRST NAME	MIDDLE NAME, SUFFIX
FOLEY	JOHN	C.
20. MISCELLANEOUS:		

THE ABOVE SPACE IS FOR FILING OFFICE USE ONLY

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 S. 75TH STREET			OMAHA	NE	68114
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
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
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

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