



UCC 2008063045



JUN 25 2008 14:51 P 6

UCC  
FEE 12.00 56-42450  
FB 01-60000  
BKR 35-15-12 C/O CGWP  
DEL SCAN FV

Received - DIANE L. BATTIATO  
Register of Deeds, Douglas County, NE  
6/25/2008 14:51:36.47



2008063045

THE ABOVE SPACE IS FOR REGISTER OF DEEDS RECORDING DATA

U C C Recording Cover Sheet

         UCC           
         6 PGS  
         4 ATTACHMENTS  
         2 LOTS / SECTIONS

Legal Description:  
(If not contained in instrument)

Return To: Nebraska Title  
Po Box 6169  
Lincoln NE 68506

6044791  
\$13.00

Check Number

          
#33

100692

**UCC FINANCING STATEMENT**

FOLLOW INSTRUCTIONS (front and back) CAREFULLY

A. NAME & PHONE OF CONTACT AT FILER [optional]  
**H. Daniel Smith 402-501-8130**

B. SEND ACKNOWLEDGMENT TO: (Name and Address)

**H. Daniel Smith  
8712 West Dodge Road  
Suite 400  
Omaha, NE 68114**

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  
**SOUTHPORT WEST PARTNERS, LLC**

OR

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

1c. MAILING ADDRESS CITY STATE POSTAL CODE COUNTRY

**14301 FNB Parkway, Suite 100 Omaha NE 68154 US**

1d. TAX ID #: SSN OR EIN ADD'L INFO RE ORGANIZATION DEBTOR 1e. TYPE OF ORGANIZATION 1f. JURISDICTION OF ORGANIZATION 1g. ORGANIZATION ID #, if any

**37-1486883 limited liability company Nebraska 37-1486883**  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  
**Union Bank & Trust Company**

OR

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

3c. MAILING ADDRESS CITY STATE POSTAL CODE COUNTRY

**2720 South 177th Street Omaha NE 68130 US**

4. This FINANCING STATEMENT covers the following collateral:  
**THOSE ITEMS OF COLLATERAL DESCRIBED IN EXHIBIT A ATTACHED HERETO, SOME OF WHICH ARE OR MAY BECOME FIXTURES ON THE REAL PROPERTY DESCRIBED IN EXHIBIT B ATTACHED HERETO.**

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 (if applicable) 7. Check to REQUEST SEARCH REPORT(S) on Debtor(s)  All Debtors  Debtor 1  Debtor 2 (ADDITIONAL FEE) (optional)

8. OPTIONAL FILER REFERENCE DATA  
**For filing in Douglas County, Nebraska**

**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

**Southport West Partners, LLC**

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**

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 NAME

FIRST NAME

MIDDLE NAME

SUFFIX

**12c. MAILING ADDRESS**

CITY

STATE

POSTAL CODE

COUNTRY

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 EXHIBIT B ATTACHED HERETO FOR A COMPLETE DESCRIPTION OF THE REAL PROPERTY

**16. Additional collateral description**

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

DEBTOR IS RECORD OWNER OF THE REAL ESTATE DESCRIBED IN EXHIBIT B.

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 TO UCC-1

THIS FINANCING STATEMENT COVERS THE FOLLOWING TYPES OR ITEMS OF PROPERTY (hereinafter referred to as the "Mortgaged Property"):

(a) The real property situated in the City of Omaha, County of Douglas, State of Nebraska, described in Exhibit B which is attached hereto and incorporated herein by reference (the "Land"), and all estates and rights of Debtor in and to the Land, together with: (i) any and all buildings, structures, improvements, alterations or appurtenances now or hereafter situated or to be situated on the Land (collectively, the "Improvements"); and (ii) all right, title and interest of Debtor, now owned or hereafter acquired, in and to (A) all streets, roads and public places, alleys, easements, rights-of-way, public or private, licenses, rights of ingress and egress, vehicle parking rights and public places, existing or proposed, abutting, adjacent, now or hereafter used in connection with or pertaining to the Land or the Improvements; (B) any strips or gores between the Land and abutting or adjacent properties; (C) all options to purchase the Land or the Improvements or any portion thereof or interest therein, and any greater estate in the Land or the Improvements; (D) all water, water rights (whether riparian, appropriative or otherwise, and whether or not appurtenant) and water stock, timber, crops and mineral interests on or pertaining to the Land; and (E) all development rights and credits and air rights (the Land, Improvements and other rights, titles and interests referred to in this clause (a) being herein sometimes collectively called the "Premises");

(b) All fixtures, equipment, systems, machinery, furniture, furnishings, appliances, inventory, goods, building and construction materials, supplies, and other articles of personal property, of every kind and character, tangible and intangible, now owned or hereafter acquired by Debtor, which are now or hereafter attached to or situated in, on or about the Land or the Improvements, or used in or necessary to the complete and proper planning, development, use, occupancy or operation thereof, or acquired (whether delivered to the Land or stored elsewhere) for use or installation in or on the Land or the Improvements, and all renewals and replacements of, substitutions for and additions to the foregoing (the properties referred to in this clause (b) being herein sometimes collectively called the "Accessories", all of which are hereby declared to be permanent accessions to the Land);

(c) All (i) plans and specifications for the Improvements, maps, surveys, studies, reports, permits, licenses, architectural, engineering, construction, management, maintenance, service and other contracts, books of account, insurance policies and other documents of whatever kind or character, relating to the use, construction upon, occupancy, leasing, sale, purchase or operation of the Premises and the Accessories, (ii) Debtor's rights, but not liability for any breach by Debtor, under all commitments (including any commitments for financing to pay any of the Secured Indebtedness as such term is defined below), insurance policies, interest rate protection agreements, contracts and agreements for the design, construction, operation or inspection of the Improvements and other contracts and general intangibles (including payment intangibles and any trademarks, trade names, goodwill and symbols) related to the Premises or the Accessories or the operation thereof, (iii) accounts, deposits and deposit accounts arising from or relating to any transactions related to the Mortgaged Property (including Debtor's rights in tenants' security deposits, deposits with respect to utility services to the Premises, and any deposits, deposit accounts or reserves hereunder or under any other Loan Documents (as such term is defined below) for taxes, insurance or otherwise), (iv) rebates or refunds of impact fees or other taxes, assessments or charges, money, accounts (including deposit accounts), instruments, documents, notes and chattel paper arising from or by virtue of any transactions related to the Premises or the Accessories, (v) permits, licenses, franchises, certificates, development rights, commitments and rights for utilities, and other rights and privileges obtained in connection with the Premises or the Accessories, (vi) all of Debtor's interest in all leases now or hereafter existing with respect to all or any portion of the Premises, all of the rents, issues and profits of the Mortgaged Property or arising from the use of enjoyment of all or any portion thereof, all security deposits arising from the use of enjoyment of all or any portion of the Mortgaged Property, and all utility deposits made to procure and maintain utility services to the Mortgaged Property, or any portion thereof and other benefits of the Premises and the Accessories, (vii) oil, gas and other hydrocarbons and other minerals produced from or allocated to the Land and all products processed by or obtained therefrom, and the proceeds thereof, and (viii) engineering, accounting, title, legal, and other technical or business data concerning the Mortgaged Property, including software, which are in the possession of Debtor or in which Debtor can otherwise grant a security interest;

(d) All (i) proceeds and products (whether cash or non-cash and including payment intangibles), of or arising from the properties, rights, titles and interests referred to above, including the proceeds of any sale, lease or other disposition thereof, proceeds of each policy of insurance, present and future, payable because of loss sustained to all or part of the Mortgaged Property (including premium refunds), whether or not such insurance policies are required by Secured Party, proceeds of the taking thereof or of any rights appurtenant thereto, including change of grade of streets,

UCC -1

Southport West Partners, LLC - \$2,500,000  
2828 South 82nd Avenue, Omaha, Nebraska

curb cuts or other rights of access, by condemnation, eminent domain or transfer in lieu thereof for public or quasi-public use under any law, proceeds arising out of any damage thereto, including any and all commercial tort claims, and (ii) other interests of every kind and character which Debtor now has or hereafter acquires in, to or for the benefit of the properties, rights, titles and interests referred to above and all property used or useful in connection therewith, including rights of ingress and egress and remainders, reversions and reversionary rights or interests;

(e) All interests, estates or other claims or demands, in law and in equity, which the Debtor now has or may hereafter acquire in the Mortgaged Property and all right, title and interest hereafter acquired by Debtor in any greater estate in any of the foregoing; and

(f) All proceeds of, additions and accretions to, substitutions and replacements for, and changes in any of the property referred to above.

UCC -1

Southport West Partners, LLC - \$2,500,000  
2828 South 82nd Avenue, Omaha, Nebraska

EXHIBIT B TO UCC-1  
LEGAL DESCRIPTION

Parcel 1:

Lot One (1), Westgate Professional Park, an addition to the City of Omaha, as surveyed, platted and recorded in Douglas County, Nebraska.

Parcel 2:

The East 350.00 feet of the South 394.68 feet of the East 592.00 feet of the West 625.00 feet of the Northwest Quarter of the Northwest Quarter of the Northwest Quarter of Section 35, Township 15 North, Range 12 East of the 6<sup>th</sup> P.M., in the City of Omaha, in Douglas County, Nebraska, EXCEPT the South 5 feet thereof dedicated for street purposes.

Parcel 3:

A tract of land in the Southwest Quarter of the Northwest Quarter of the Northwest Quarter of Section 35, Township 15 North, Range 12 East of the 6<sup>th</sup> P.M., Douglas County, Nebraska (the West line of said Northwest Quarter of the Northwest Quarter is assumed North 00°00'00" East), described as follows:

Beginning at a point 142.33 feet North and 485.62 feet East of the Southwest Corner of the Northwest Quarter of the Northwest Quarter of Section 35; thence North 00°00'35" East a distance of 476.24 feet; thence North 89°51'08" East along the South line of Oak Street a distance of 140.57 feet; thence South 00°06'17" East along the West line of 82<sup>nd</sup> Avenue, a distance of 475.94 feet; thence South 89°44'03" West, a distance of 141.52 feet to the point of beginning.