



UCC

2007039479



APR 09 2007 14:25 P 7

Received - DIANE L. BATTIATO
Register of Deeds, Douglas County, NE
4/9/2007 14:25:04.36



2007039479

THE ABOVE SPACE IS FOR REGISTER OF DEEDS RECORDING DATA

U.C.C. Recording Cover Sheet

____ U.C.C. ____

FEE 12.50 FB See back.____ 7 PGS.BKPG ____ C/O ____ COMP g____ 5 ATTACHMENTS

DEL ____ SCAN ____ FV ____

____ 16 LOTS / SECTIONS

Legal Description:
(If not contained in instrument)

Return to:

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Check Number

✓ 42767

UCC FINANCING STATEMENT

FOLLOW INSTRUCTIONS (front and back) CAREFULLY

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

B. SEND ACKNOWLEDGMENT TO: (Name and Address)

Cadwalader, Wickersham & Taft LLP
227 West Trade Street, Suite 2400
Charlotte, North Carolina 28202
Attn: Jeffrey Lee, Esq.

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

11402 EVANS OMAHA LLC

1b. INDIVIDUAL'S LAST NAME

FIRST NAME

MIDDLE NAME

SUFFIX

1c. MAILING ADDRESS

c/o BH Equities, L.L.C., 400 Locust Street, Suite 790

CITY

Des Moines

STATE

IA

POSTAL CODE

50309

COUNTRY

USA

1d. TAX ID # SSN OR EIN

ADD'L INFO RE
ORGANIZATION
DEBTOR

1e. TYPE OF ORGANIZATION

limited liability company

1f. JURISDICTION OF ORGANIZATION

Iowa

1g. ORGANIZATIONAL ID #, if any

343219

☐ 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

DEUTSCHE BANK BERKSHIRE MORTGAGE, INC.

OR 3b. INDIVIDUAL'S LAST NAME

FIRST NAME

MIDDLE NAME

SUFFIX

3c. MAILING ADDRESS

One Beacon Street, 14th Floor

CITY

Boston

STATE

MA

POSTAL CODE

02108

COUNTRY

US

4. This FINANCING STATEMENT covers the following collateral:

See Schedule A attached hereto and made a part hereof for a description of Collateral.
See Exhibit A attached hereto and made a part hereof for a description of Real Property.

5. ALTERNATIVE DESIGNATION (if applicable):	<input type="checkbox"/> LESSEE/LESSOR	<input type="checkbox"/> CONSIGNEE/CONSIGNOR	<input type="checkbox"/> BAILEE/BAILOR	<input type="checkbox"/> SELLER/BUYER	<input type="checkbox"/> AG. LIEN	<input type="checkbox"/> NON-UCC FILING
6. <input checked="" type="checkbox"/> 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) (optional)		<input type="checkbox"/> All Debtors <input type="checkbox"/> Debtor 1 <input type="checkbox"/> Debtor 2			
8. OPTIONAL FILER REFERENCE DATA						

File with Douglas County, Nebraska Loan #0770 (Lake Forest NBc)

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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 11402 EVANS OMAHA LLC		
OR	9b. INDIVIDUAL'S LAST NAME	FIRST NAME MIDDLE NAME, SUFFIX

10. MISCELLANEOUS:

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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				
OR	12b. INDIVIDUAL'S LAST 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 A attached hereto and made a part hereof for description of Real Property.

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

16. Additional collateral description:

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

**SCHEDULE A TO UCC-1 FINANCING STATEMENT
BETWEEN 11402 EVANS OMAHA LLC, AS DEBTOR AND
DEUTSCHE BANK BERKSHIRE MORTGAGE, INC., AS SECURED PARTY**

Description of Collateral

All right, title, interest and estate of Debtor now owned, or hereafter acquired, in and to the following property, rights, interests and estates:

A. The real property described in Exhibit A ("Premises") and all structures, buildings and improvements of every kind and description located on the Premises ("Improvements");

B. All easements, rights-of-way, vaults, streets, alleys, sewer rights now or hereafter associated with the Premises, and all estates, rights, interests and appurtenances, reversions and remainders whatsoever, in any way pertaining to the Premises;

C. All supplies, equipment, furniture, furnishings, fixtures, goods, inventory and personal property owned by Debtor or used in connection with the Improvements (collectively, "Equipment");

D. All leases and other agreements (each, a "Lease") and all rents, royalties, issues, profits, revenue, income, rights and other benefits (collectively, "Rents and Profits") and any security for the obligations of tenants, lessees or licensees (each, a "Tenant") under any Leases;

E. All contracts and agreements (collectively, "Contracts") and all revenue, income and other benefits thereof;

F. All present and future funds, accounts, instruments, accounts receivable, documents, claims, trademarks, trade names, service marks, symbols in connection with, and all names by which the Premises and Improvements may be known and all other general intangibles (collectively, "General Intangibles");

G. All insurance policies or binders, including any unearned premiums thereon;

H. All cash funds, deposit accounts and other rights and evidence of rights to cash, now or hereafter created or held by Secured Party, including, without limitation, all funds in the Tax and Insurance Reserve, the Replacement Reserve, the Repair and Remediation Reserve, the Rehabilitation Reserve, and any other reserves required under the Loan Documents (collectively, the "Reserves");

I. All deposits given to any public or private utility for utility services;

J. All proceeds, products, substitutions and accessions (including claims and demands therefor) of the conversion, voluntary or involuntary, of any of the foregoing into cash or liquidated claims, including proceeds of insurance and condemnation awards;

K. Any and all other rights and interest of Debtor in and to the above items or otherwise related to or connected with, the Premises or the Improvements; and

L. All renewals, replacements, substitutions, additions or proceeds of any of the above.

This UCC-1 Financing Statement is filed in connection with that certain Multifamily Deed of Trust and Security Agreement given by the Debtor for the benefit of the Secured Party covering the fee estate of Debtor in the Premises and intended to be duly recorded in the county in which the Premises is located.

**EXHIBIT A TO UCC-1 FINANCING STATEMENT
BETWEEN 11402 EVANS OMAHA LLC, AS DEBTOR AND
DEUTSCHE BANK BERKSHIRE MORTGAGE, INC., AS SECURED PARTY**

(Attach Legal Description)

Exhibit "A"

Parcel I:

Lots 1, 2, 3, and 10, in Lake Forest Estates Replat, an Addition to the City of Omaha, as surveyed, platted, and recorded in Douglas County, Nebraska, in Book 1362, page 201, except that portion of said Lot 3, more particularly described as follows:

Beginning at the Northwest corner of said Lot 3; thence East along the Northerly property line of Lot 3, a distance of 20 feet; thence Southeasterly, along a line parallel to the Westerly property line of Lot 3, a distance of 20 feet; thence Southwesterly, along a line parallel to the Northerly property line of Lot 3, a distance of 20 feet, more or less, to a point on the Westerly property line of Lot 3; thence Northwesterly, along the westerly property line of Lot 3, to the point of beginning;

And, except that part of Lot 3 more particularly described as follows:

Beginning at the Northeast corner of said Lot 3; thence South along the easterly property line of Lot 3 a distance of 20 feet; thence West, along a line parallel to the Northerly property line of Lot 3, a distance of 20 feet; thence Northerly, along a line parallel to the Easterly property line of Lot 3, a distance of 20 feet, more or less, to a point on the Northerly property line of Lot 3; thence Easterly, along the Northerly line of Lot 3; to the point of beginning

Parcel II:

Lot 1, Lake Forest Estates, an addition to the City of Omaha, as surveyed, platted and recorded in Douglas County, Nebraska, in Book 1329, page 479.

Parcel III:

Lots 15-25, Lake Forest Estates Replat, an Addition to the City of Omaha, as surveyed, platted and recorded in Douglas County, Nebraska, in Book 1362, page 201.