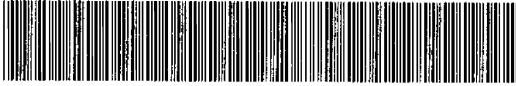




UCC 2004113168



AUG 25 2004 13:01 P 4

Received - RICHARD TAKECHI
Register of Deeds, Douglas County, NE
8/25/2004 13:01:48.20

2004113168

THE ABOVE SPACE IS FOR REGISTER OF DEEDS RECORDING DATA

U.C.C. Recording Cover Sheet

F

_____ U.C.C. _____

FEE 11.00 FB OC-43918

_____ 4 PGS. _____

BKPG _____ C/O _____ COMP g

_____ 2 ATTACHMENTS _____

DEL _____ SCAN _____ FV _____

_____ 2 LOTS / SECTIONS _____

Legal Description:
(If not contained in instrument)

Return to:

SPENCE TITLE SERVICES, INC.
1905 HARNEY STREET SUITE 210
OMAHA, NEBRASKA 68102

#16

Check Number
118440

Ta 48305
#16

UCC FINANCING STATEMENT

FOLLOW INSTRUCTIONS (front and back) CAREFULLY

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

B. SEND ACKNOWLEDGMENT TO: (Name and Address)

Great Western Bank
Loan Operations Department
PO BOX 4070
Omaha, NE 68104-0070

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 TRANQUILITY REALTY, L.L.C.				
OR 1b. INDIVIDUAL'S LAST NAME		FIRST NAME	MIDDLE NAME	SUFFIX
1c. MAILING ADDRESS 15611 HARRISON STREET		CITY OMAHA	STATE NE	POSTAL CODE 68136
1d. SEE INSTRUCTIONS		ADD'L INFO RE ORGANIZATION DEBTOR	1e. TYPE OF ORGANIZATION Limited Liability Co.	1f. JURISDICTION OF ORGANIZATION NE
				1g. ORGANIZATIONAL ID #, if any <input checked="" 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		FIRST NAME	MIDDLE NAME	SUFFIX
2c. MAILING ADDRESS		CITY	STATE	POSTAL CODE
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 Great Western Bank				
OR 3b. INDIVIDUAL'S LAST NAME		FIRST NAME	MIDDLE NAME	SUFFIX
3c. MAILING ADDRESS 6015 N.W. Radial Hwy.		CITY Omaha	STATE NE	POSTAL CODE 68104-0070

4. This FINANCING STATEMENT covers the following collateral:

Purchase Money Security Interest in all Inventory, Chattel Paper, Accounts, Equipment, General Intangibles and Fixtures; whether any of the foregoing is owned now or acquired later; all accessions, additions, replacements, and substitutions relating to any of the foregoing; all records of any kind relating to any of the foregoing; all proceeds relating to any of the foregoing (including insurance, general intangibles and other accounts proceeds)

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	7. Check to REQUEST SEARCH REPORT(S) on Debtor(s) (if applicable) {ADDITIONAL FEE} optional		<input type="checkbox"/> All Debtors		<input type="checkbox"/> Debtor 1	<input type="checkbox"/> Debtor 2
8. OPTIONAL FILER REFERENCE DATA						

FILING OFFICE COPY — UCC FINANCING STATEMENT (FORM UCC1) (REV. 05/22/02)

Harland Financial Solutions
400 S.W. 6th Avenue, Portland, Oregon 97204

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
TRANQUILITY REALTY, L.L.C.

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. SEE INSTRUCTIONS 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 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 ATTACHED EXHIBIT "A"

15. Name and address of a RECORD OWNER of above-described real estate (if Debtor does not have a record interest):
**TRANQUILITY REALTY, L.L.C.
 15611 HARRISON STREET
 OMAHA, NE 68136**

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

EXHIBIT "A"

A Ground Leasehold Estate Created by that certain Ground Lease Agreement executed by and between M.J.A., L.L.C., a Nebraska limited liability company, as Lessor, and Tranquility Realty, L.L.C., a Nebraska limited liability company, as Lessee, dated March 24, 2004, together with the Amendment to Ground Lease Dated August 4, 2004, a Memorandum of which was dated August 10th, 2004 and recorded August 25, 2004 at 1:01 P M., as Instrument No. 2004-113164 of the Records of Douglas County, Nebraska, in and to the following described premises:

Lot 1 and the West 10 feet of Lot 2, in WHISPERING RIDGE REPLAT TWO, a Subdivision, as surveyed, platted and recorded in Douglas County, Nebraska;

Together with easement rights appurtenant thereto as established by ECR Declaration dated December 8, 2003 and recorded December 19, 2003, as Instrument No. 2003245123 of the Records of Douglas County, Nebraska.