Case No. 10-10132

Debtor(s)

(If known)

SCHEDULE A - REAL PROPERTY

Except as directed below, list all real property in which the debtor has any legal, equitable, or future interest, including all property owned as a cotenant, community property, or in which the debtor has a life estate. Include any property in which the debtor holds rights and powers exercisable for the debtor's own benefit. If the debtor is married, state whether the husband, wife, both, or the marital community own the property by placing an "H," "W," "J," or "C" in the column labeled "Husband, Wife, Joint, or Community." If the debtor holds no interest in real property, write "None" under "Description and Location of Property."

Do not include interests in executory contracts and unexpired leases on this schedule. List them in Schedule G - Executory Contracts and Unexpired Leases.

If an entity claims to have a lien or hold a secured interest in any property, state the amount of the secured claim. See Schedule D. If no entity claims to hold a secured interest in the property, write "None" in the column labeled "Amount of Secured Claim."

If the debtor is an individual or if a joint petition is filed, state the amount of any exemption claimed in the property only in Schedule C - Property Claimed as Exempt.

| DESCRIPTION AND LOCATION OF PROPERTY | NATURE OF DEBTOR'S INTEREST IN PROPERTY | HUSBAND, WIFE, JOINT, OR COMMUNITY | CURRENT VALUE OF DEBTOR'S INTEREST IN PROPERTY WITHOUT DEDUCTING ANY SECURED CLAIM OR EXEMPTION | AMOUNT OF SECURED CLAIM |
|--|--|---------------------------------------|--|----------------------------|
| River Trail Development: | | | 20,000,000.00 | 11,294,541.82 |
| Approximately 500 acres in Riley County to the east of the city of Ogden. The property has on it 72 apartment units that are nearly all rented. In addition, there are several lots for various residental construction units, including 144 9-plex town home lots with streets and utilities inplace, 18 9-plex lots with foundations, streets and utilities in place, electrical, cable, sewer and phone services extended into building envelope, one 30-plex building foundation in place with water, sewer, fire sprinkler main and electrical services extended into building envelope, 6 30-plex apartment building pad sites vertical construction ready with water, sewer and storm sewers in place, pad side complete and vertical construction ready for 5 building complex of 30-plex apartment buildings, 162 6-plex town homes lots zoned and platted, pad sites for 1146 apartment unites zoned and platted, 23 commercial lots zoned and platted, various sizes and frontages. Value stated is an estimate, exact value undetermined at this time due to a proposed condemnation of a part of the real estate for the purposes of constructing an interchange of K-18 | | | | |
| and K-114. Debtor estimates that the property is worth at least \$20 million. The value could be adjusted upward or downward depending on the outcome of the eminent domain proceedings, if they proceed. | . 8 | | | |
| Corefirst asserts mortgages that encumber a portion of the acreage. | | | | |
| Textron asserts mortgages some of which are inferior to those of Corefirst on a portion of the acreage, including a portion of the condemned property. The face of the most recent Amended and Restated Mortgage shows \$ 10,248,000.00 with \$9,038,000 being due now. | | | | |
| | 1 2 2 | | | |
| | 8 × 8 | | | 0 |
| | 2 | | | |
| | | | | |
| <u></u> | TOTA | AL | 20,000,000.00 | |

(Report also on Summary of Schedules)

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PREPARED BY AND AFTER RECORDING, RETURN TO:

Textron Financial Corporation Attn: Dawn Andresen 11575 Great Oaks Way, Suite 210 Alpharetta, GA 30022



M. Charlotte Shawver
Register of Deeds
Riley County, Kansas
BOOKS B34 Pages B102
Receipt %: 86535
Pages Recorded: 37
Date Recorded: 9/26/2008 3:06:19 PR

Affidavit On File

AMENDED AND RESTATED MORTGAGE, SECURITY AGREEMENT, ASSIGNMENT OF LEASES AND RENTS, AND FIXTURE FILING FOR THE PURPOSE OF PROVIDING ADDITIONAL SECURITY

Cover Sheet

Date:

September August 14, 200

Mortgagor:

RIM Development, LLC, a Nebraska Limited Liability Company

Mortgagor's

Notice Address:

1401 Deer Trail Roca, NE 68430

Attention: Jack Irons

Mortgagee:

TEXTRON FINANCIAL CORPORATION,

a Delaware corporation

Mortgagee's

Notice Address:

11575 Great Oaks Way, Suite 210

Alpharetta, GA 30022 Attention: Dawn Andresen

Notes Amount:

\$10,248,000.00 Represented by the Notes and Mortgages identified

herein:

| Book | Page | Indebtedness |
|------|------|----------------|
| 832 | 5634 | \$1,056,000.00 |
| 832 | 5611 | \$1,248,000.00 |
| 832 | 7714 | \$1,200,000.00 |
| 832 | 5588 | \$1,288,000.00 |

| 832 | 7737 | \$1,200,000.00 |
|-----|------|----------------------------|
| 832 | 5657 | \$1,056,000.00 |
| 832 | 8606 | \$1,200,000.00 |
| 832 | 2578 | \$ 800,000,00 |
| 832 | 8629 | \$1,200,000.00 |
| 833 | 3301 | No additional indebtedness |

Maturity Dates:

As provided in the Notes

State:

Kansas

Financing Statement: This Instrument is a Financing Statement and Fixture Filing under the Uniform Commercial Code, as enacted in the State of Kansas.

| | February | March | April | May | June | July |
|----------------------------|----------|----------------|----------------|----------|----------------|----------|
| Land Line | \$50 | \$50 | \$50 | \$50 | \$50 | \$50 |
| Cell Phones | \$475 | \$475 | \$475 | \$475 | \$475 | \$475 |
| MyFax Internet Fax Service | \$10 | \$10 | \$10 | \$10 | \$10 | \$10 |
| Van Pmt | \$536 | \$536 | \$536 | \$536 | \$536 | \$536 |
| Insurance/72 units | \$12,000 | \$5,500 | \$5,500 | \$5,500 | \$5,500 | \$5,500 |
| Office Supplies | \$175 | \$175 | \$175 | \$175 | \$175 | \$175 |
| Postage | \$20 | \$20 | \$20 | \$20 | \$20 | \$20 |
| Bank Service Charges | \$20 | \$20 | \$20 | \$20 | \$20 | \$20 |
| Property Taxes & Specials | \$25,320 | \$25,320 | \$25,320 | \$25,320 | \$25,320 | \$25,320 |
| Van Maintenance | \$150 | \$150 | \$150 | \$150 | \$150 | \$150 |
| Van Gas | \$1,500 | \$1,500 | \$1,500 | \$1,500 | \$1,500 | \$1,500 |
| Equipment Repairs | \$20 | \$20 | \$20 | \$20 | \$20 | \$20 |
| Travel/Meals & Lodging | \$550 | \$550 | \$550 | \$550 | \$550 | \$550 |
| HBE - Accountant | \$4,000 | \$0 | \$0 | \$0 | \$0 | \$0 |
| Website | \$500 | \$50 | \$50 | \$50 | \$50 | \$50 |
| KS Annual Reports | \$150 | \$0 | \$0 | \$0 | \$0 | \$0 |
| Permits | \$60 | \$60 | \$60 | \$60 | \$60 | \$60 |
| Billboards | \$800 | \$800 | \$800 | \$800 | \$800 | \$800 |
| IDC - Services Rendered | \$10,000 | \$10,000 | \$10,000 | \$10,000 | \$10,000 | \$10,000 |
| Inland - Services Rendered | \$10,000 | \$10,000 | \$10,000 | \$10,000 | \$10,000 | \$10,000 |
| RAM - Services Rendered | \$10,000 | \$10,000 | \$10,000 | \$10,000 | \$10,000 | \$10,000 |
| US Trustee Fee | | | \$1,625 | | | \$1,625 |
| Attorney's Fees | \$1,500 | \$1,500 | \$1,500 | \$1,500 | \$1,500 | \$1,500 |
| Totals | \$77 836 | ¢66 736 | 468 261 | &CC 72C | 466 756 | 70000 |

\$50 \$475 \$10 \$5,500 \$175 \$20 \$20 \$20 \$1,500 \$1,500 \$1,500 \$1,500 \$20 \$1,500 \$1,500 \$1,500 \$1,500 \$1,500 \$1,500 \$1,500 \$1,000 \$10,000

August

\$1,500 **\$66,736**