

E 2651250 B 5486 P 1095-1100
RICHARD T. MAUGHAN
DAVIS COUNTY, UTAH RECORDER
03/26/2012 03:02 PM
FEE \$20.00 Pgs: 6
DEP RTT REC'D FOR AFFILIATED FIRST
TITLE

UCC FINANCING STATEMENT

FOLLOW INSTRUCTIONS (front and back) CAREFULLY

A. NAME & PHONE OF CONTACT AT FILER (optional)
PAUL E. KISSELBURG (612-607-7315)

B. SEND ACKNOWLEDGMENT TO: (Name and Address)
**PAUL E. KISSELBURG, ESQ.
 OPPENHEIMER WOLFF & DONNELLY LLP
 PLAZA VII, SUITE 3300
 45 SOUTH SEVENTH STREET
 MINNEAPOLIS, MN 55402-1609**

12-066-0058

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
OAKSTONE II, L.C.

OR

1b. INDIVIDUAL'S LAST NAME

FIRST NAME	MIDDLE NAME	SUFFIX

1c. MAILING ADDRESS
6440 S. WASATCH BLVD., SUITE 100

CITY SALT LAKE CITY	STATE UT	POSTAL CODE 84121	COUNTRY USA
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1d. TAX ID#: SSN OR EIN

ADD'L INFO RE ORGANIZATION DEBTOR

1e. TYPE OF ORGANIZATION
 LTD. LIABILITY CO.

1f. JURISDICTION OF ORGANIZATION
UTAH

1g. ORGANIZATIONAL ID#, if any
2052648-0160 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
OAK GROVE COMMERCIAL MORTGAGE, LLC

OR

3b. INDIVIDUAL'S LAST NAME

FIRST NAME	MIDDLE NAME	SUFFIX

3c. MAILING ADDRESS
2177 YOUNGMAN AVENUE

CITY ST. PAUL	STATE MN	POSTAL CODE 55116	COUNTRY USA
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4. This FINANCING STATEMENT covers the following collateral:

SEE EXHIBIT A ATTACHED HERETO FOR A DESCRIPTION OF THE REAL ESTATE TO WHICH CERTAIN OF THE COLLATERAL RELATES.

SEE EXHIBIT B ATTACHED HERETO FOR A DESCRIPTION OF THE COLLATERAL. CERTAIN OF THE GOODS DESCRIBED IN EXHIBIT B ARE, OR ARE TO BECOME, FIXTURES ON THE REAL ESTATE DESCRIBED IN EXHIBIT A, AND THIS FINANCING STATEMENT IS TO BE FILED FOR RECORD IN THE REAL ESTATE RECORDS.

5. ALTERNATIVE DESIGNATION (if applicable): LESSEE/LESSOR CONSIGNEE/CONSIGNOR BAILEE/BAIOLR 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) (optional) All Debtors Debtor 1 Debtor 2

8. OPTIONAL FILER REFERENCE DATA
FILE NO. 23880/365 (COUNTRY OAKS)- DAVIS COUNTY RECORDER

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			
OR	OAKSTONE II, L.C.		
	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	U.S. DEPARTMENT OF HOUSING AND URBAN DEVELOPMENT			
	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 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	U.S. DEPARTMENT OF HOUSING AND URBAN DEVELOPMENT			
	12b. INDIVIDUAL'S LAST NAME	FIRST NAME	MIDDLE NAME	SUFFIX
12c. MAILING ADDRESS		CITY	STATE	POSTAL CODE
1670 Broadway, 24th Floor, Attn: Multifamily HUB Director		Denver	CO	80202
				COUNTRY
				USA

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

16. Additional collateral description:

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

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

NAME OF FIRST DEBTOR (1A OR 1B) ON RELATED FINANCING STATEMENT

ORGANIZATION'S NAME OAKSTONE II, L.C.			
INDIVIDUAL'S LAST NAME	FIRST NAME	MIDDLE NAME	SUFFIX

NAME OF FIRST SECURED PARTY (3A OR 3B) ON RELATED FINANCING STATEMENT

ORGANIZATION'S NAME OAK GROVE COMMERCIAL MORTGAGE, LLC		
INDIVIDUAL'S LAST NAME	FIRST NAME	MIDDLE NAME, SUFFIX

EXHIBIT A TO UCC FINANCING STATEMENT

Legal Description

A part of the Southeast quarter of Section 12, Township 4 North, Range 2 West, Salt Lake Base and Meridian, U.S. survey. Beginning at a point being 997.11 feet North 00°06'05" East along the Section line and 33.00 feet West of the Southeast corner of Section 12 (Basis of Bearing: North 00°06'05" East from the Southeast corner of Section 12 along the Section line to the East quarter corner); thence as follows: North 89°44'36" West 495.00 feet; thence North 00°06'05" East for 321.07 feet; thence South 89°44'36" East 495.00 feet to the West line of 1000 East Street; thence South 00°06'05" West 321.07 feet along said street to the point of Beginning.

NAME OF FIRST DEBTOR (1A OR 1B) ON RELATED FINANCING STATEMENT

ORGANIZATION'S NAME OAKSTONE II, L.C.			
INDIVIDUAL'S LAST NAME	FIRST NAME	MIDDLE NAME	SUFFIX

NAME OF FIRST SECURED PARTY (3A OR 3B) ON RELATED FINANCING STATEMENT

ORGANIZATION'S NAME OAK GROVE COMMERCIAL MORTGAGE, LLC		
INDIVIDUAL'S LAST NAME	FIRST NAME	MIDDLE NAME, SUFFIX

EXHIBIT B TO UCC FINANCING STATEMENT

All of the following described property and interests in property, whether now owned or existing or hereafter acquired, arising or created:

a. All fixtures, equipment and other goods and tangible personal property of every kind and description whatsoever now or hereafter located on, in or at the premises described in Exhibit A to this UCC Financing Statement (the "Premises"), including, but not limited to, all lighting, laundry, incinerating and power equipment; all engines, boilers, machines, motors, furnaces, compressors and transformers; all power generating equipment; all pumps, tanks, ducts, conduits, wire, switches, electrical equipment and fixtures, fans and switchboards; all telephone equipment (except that telephone equipment leased from a telephone company); all piping, tubing, and plumbing equipment and fixtures; all heating, refrigeration, air-conditioning, cooling, ventilating, sprinkling, water, power, waste disposal and communications equipment, systems and apparatus; all water coolers and water heaters; all fire prevention, alarm, and extinguishing systems and apparatus; all cleaning equipment; all lift, elevator and escalator equipment and apparatus; all partitions, shades, blinds, awnings, screens, screen doors, storm doors, exterior and interior signs, gas fixtures, stoves, ovens, refrigerators, garbage disposals, dishwashers, kitchen and laundry fixtures, utensils, appliances and equipment, cabinets, mirrors, mantles, floor coverings, carpets, rugs, draperies and other furnishings and furniture now or hereafter installed or used or usable in the operation of any part of the buildings, structures or improvements erected or to be erected in or upon the Premises and every replacement thereof, accession thereto, or substitution therefor, whether or not the same are now or hereafter attached to the Premises in any manner;

b. All articles of tangible personal property not otherwise described herein which are now or hereafter located in, attached to or used in, on or about the buildings, structures or improvements now or hereafter located, placed, erected, constructed or built on the Premises and all replacements thereof, accessions thereto, or substitution therefor, whether or not the same are, or will be, attached to such buildings, structures or improvements in any manner;

c. All rents, leases, lease contracts, lease agreements, income, revenues, issues, profits, royalties and other benefits arising or derived or to be derived from, or related to, directly or indirectly, the Premises, whether or not any of the property described in this item (c) constitutes accounts, chattel paper, documents, general intangibles, instruments, investment property, deposit accounts or money;

d. All awards now or hereafter made ("Awards") with respect to the Premises as a result of (i) the exercise of the power of condemnation or eminent domain, or the police power, (ii) the alteration of the grade of any street, or (iii) any other injury or decrease in the value of the Premises (including but not limited to any destruction or decrease in the value by fire or other casualty), whether or not any of the property described in this item (d) constitutes accounts, chattel paper, documents, general intangibles, instruments, investment property, deposit accounts or money;

e. All land surveys, plans and specifications, drawings, briefs and other work product of the Debtor or its employees, contractors or agents, and other papers and records now or hereafter used in the construction, reconstruction, alteration, repair or operation of the Premises;

f. All leaseholds, licenses, permits, certificates and agreements for the provision of property or services to or in connection with, or otherwise benefiting, the Premises, including, but not limited to, any and all operating leases, certificates of need, bed authorities, Medicare and Medicaid provider agreements, housing assistance payments contracts related to the Premises and any and all renewals, modifications and/or replacements thereof, including any payments or claims thereunder; however, the Secured Party disclaims a security interest in such of the property described in this item (f) to the extent that a security interest in such property may not be granted to the Secured Party without the forfeiture of the rights of the Debtor (or any assignee of the Debtor) or a default resulting thereunder;

g. Any and all funds, monies, securities and other property held in escrow or as reserves and all rights to receive (or to have distributed to the Debtor) any funds, monies, securities or property held in escrow or as a reserve including but not limited to all of Debtor's rights (if any) to any and all funds or amounts held in reserves or accounts created under the Regulatory Agreement, including, but not limited to, replacement reserve accounts and residual receipts accounts;

h. All of the Debtor's accounts, general intangibles (including but not limited to payment intangibles, tax refunds, tax refund claims and low income housing tax credits [if any] applicable to the Premises), chattel paper (including but not limited to tangible chattel paper and electronic chattel paper), leases, lease contracts, lease agreements, instruments, documents, inventory, as-extracted collateral, cash, money, deposit accounts, certificates of deposit, investment property, insurance policies, letter-of-credit rights, judgments, liens, causes of action, warranties, guaranties, supporting obligations, and all other properties and assets of the Debtor, tangible or intangible, whether or not similar to the property described in this item (h) or elsewhere in this Exhibit B;

i. All books, records and files of whatever type or nature relating to any or all of the property or interests in property described herein or the proceeds thereof, whether or not written, stored electronically, optically or electromagnetically or in any other form, and whether or not such books, records, or files constitute accounts, equipment, goods or general intangibles;

j. All products and proceeds of any and all of the property (and interests in property) described herein including but not limited to proceeds of any insurance, whether or not in the form of original collateral, accounts, contract rights, chattel paper, general intangibles, equipment, fixtures, goods, investment property, letter-of-credit rights, leases, lease contracts, lease agreements, instruments, inventory, documents, deposit accounts, supporting obligations or cash proceeds;

k. All current and future rights, including air rights, development rights, zoning rights and other similar rights or interests, easements, tenements, rights-of-way, strips and gores of land, streets, alleys, roads, waters, watercourses, and appurtenances related to or benefiting the Premises, and all rights-of-way, streets, alleys and roads which may have been or in the future may be vacated;

l. All contracts, options and other agreements for the sale of the Premises or the improvements thereon, entered into by the Debtor now or in the future, including cash or securities or other security deposited to secure performance by the parties of their obligations, and all construction contracts, architectural and engineering agreements and management contracts now or in the future existing pertaining to the construction, rehabilitation, development, repair, operation, ownership, equipping or management of the Premises;

m. Any and all rights of Debtor in tenant security deposits which have not been forfeited by any tenant under any lease;

n. All names under or by which any part of the Premises may be operated or known, and all trademarks, trade names, and goodwill relating to any part of the Premises;

o. The interest of the Debtor in and to any and all funds and monies created or established and held pursuant to any indenture of trust or similar instrument authorizing the issuance of bonds or notes for the purpose of financing FHA Project No. 105-35210 ("Project") located upon the Premises;

p. All personal property associated with the Project.