

EXHIBIT "A"

10-14-11

A tract of land located in the Northeast Quarter of Section 10, Township 14 North, Range 11 East of the 6th P.M., Douglas County, Nebraska, more particularly described as follows:

Commencing at the Southwest corner of said Northeast Quarter of Section 10, said point also being the Northwest corner of Lot 214 Western Oaks, a subdivision located in the Southeast Quarter of said Section 10, said point also being the Northeast corner of Lot 188, Mission Ridge, a subdivision located in the Southwest Quarter of said Section 10; thence North 00°06'05" East (assumed bearing) along the West line of said Northeast Quarter of Section 10, a distance of 314.69 feet to the Point of Beginning; thence continuing North 00°06'05" East along said West line of the Northeast Quarter of Section 10, a distance of 2204.23 feet; thence North 88°36'31" East, a distance of 35.01 feet; thence North 00°06'05" East, a distance of 92.03 feet to a point on the South right-of-way line of "Q" Street; thence North 88°36'31" East along said South right-of-way line of "Q" Street, a distance of 444.83 feet; thence South 01°23'29" East, a distance of 127.53 feet; thence South 11°09'33" East, a distance of 162.70 feet; thence South 14°59'04" East, a distance of 124.78 feet; thence Southeasterly on a curve to the right with a radius of 616.35 feet, a distance of 397.90 feet, said curve having a long chord which bears South 86°29'25" East, a distance of 391.03 feet; thence South 67°59'46" East, a distance of 267.43 feet; thence Southeasterly on a curve to the right with a radius of 637.60 feet, a distance of 80.87 feet, said curve having a long chord which bears South 64°21'46" East, a distance of 80.81 feet; thence North 29°16'14" East, a distance of 31.50 feet; thence Northeasterly on a curve to the left with a radius of 290.87 feet, a distance of 96.65 feet, said curve having a long chord which bears North 19°45'04" East, a distance of 96.21 feet; thence South 73°04'29" East, a distance of 321.53 feet; thence South 60°45'26" East, a distance of 84.06 feet; thence South 47°18'05" East, a distance of 80.63 feet; thence South 33°50'43" East, a distance of 80.06 feet; thence South 20°23'22" East, a distance of 40.03 feet; thence North 69°36'38" East, a distance of 190.00 feet; thence South 19°13'45" East, a distance of 1810.92 feet; thence South 89°59'58" East, a distance of 17.00 feet to a point on the West right-of-way line of 156th Street; thence South 00°00'02" West along said West right-of-way line of 156th Street, a distance of 150.87 feet; thence South 88°52'39" West, a distance of 92.02 feet; thence South 00°00'02" West, a distance of 35.01 feet to a point on the South line of said Northeast Quarter of Section 10, said point also being on the North line of Millard Oaks, a subdivision located in the Southeast Quarter of Section 10; thence South 88°52'39" West along said South line of the Northeast Quarter of Section 10, said line also being said North line of Millard Oaks and Western Oaks, a distance of 1924.12 feet; thence North 00°06'05" East, a distance of 10.00 feet; thence Northeasterly on a curve to the right with a radius of 630.00 feet, a distance of 278.71 feet, said curve having a long chord which bears North 12°46'31" East, a distance of 276.45 feet; thence North 64°33'03" West, a distance of 30.00 feet; thence North 78°49'26" West, a distance of 50.21 feet; thence North 89°53'55" West, a distance of 261.41 feet; thence North 00°06'05" East, a distance of 120.00 feet; thence North 89°53'55" West, a distance of 43.53 feet; thence South 00°06'05" West, a distance of 120.00 feet; thence North 89°53'55" West, a distance of 264.00 feet to the Point of Beginning; EXCEPT that part conveyed in the Warranty Deed filed in Book 2090 at Page 521, Deed Records, Douglas County, Nebraska.

NE NE
 NW NE
 SE NE
 SW NE

EXHIBIT "B"

LEGAL DESCRIPTION

Lots 1 through 199, inclusive, and Lots 205 through 348, inclusive, and Outlots "A", "B", "C", "D" and "E", all in Autumn Grove, a subdivision as surveyed, platted and recorded in Douglas County, Nebraska; and Autumn Grove Phase Three, which is more particularly described on following page.

LEGAL DESCRIPTION
AUTUMN GROVE
PHASE THREE

Part of the NE 1/4 of Section 10, Township 14 North, Range 11 East of the 6th P.M., Douglas County, Nebraska, more particularly described as follows:

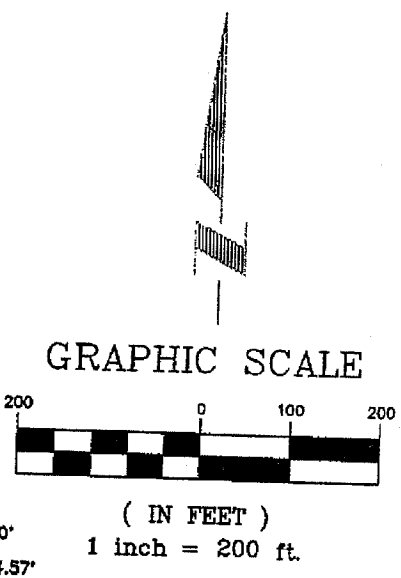
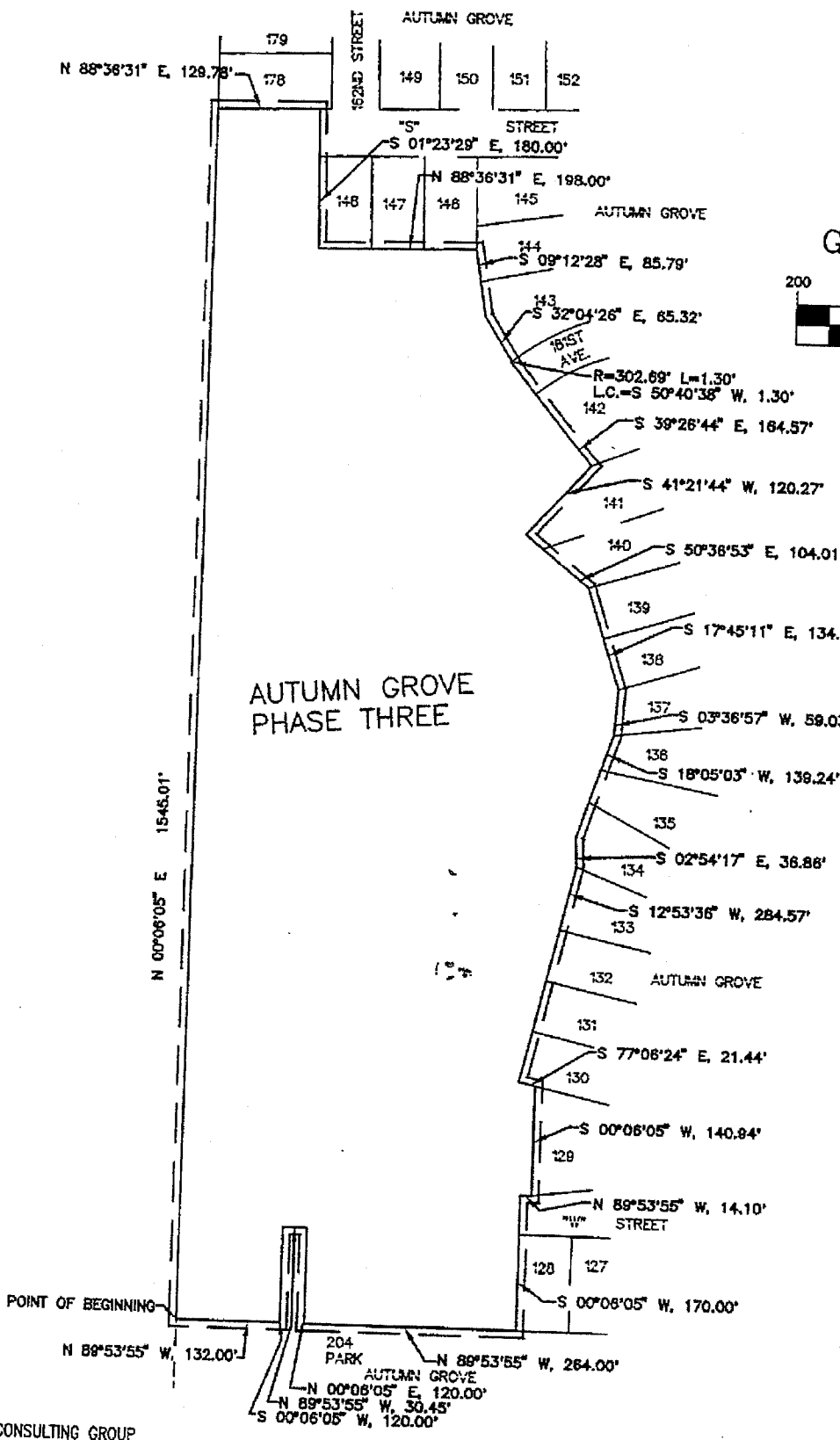
Beginning at the Northwest corner of Lot 204, Autumn Grove (Lots 1 thru 204, inclusive, and Outlots A, B, C, D), a subdivision located in said NE 1/4 of Section 10, said point also being on the West line of said NE 1/4 of Section 10; thence N00°06'05"E (assumed bearing) along said West line of the NE 1/4 of Section 10, a distance of 1545.01 feet to the Southwest corner of Lot 178, said Autumn Grove (Lots 1 thru 204, inclusive, and Outlots A, B, C, D); thence along the Westerly line of said Autumn Grove (Lots 1 thru 204, inclusive, and Outlots A, B, C, D) on the following described courses; thence N88°36'31"E, a distance of 129.78 feet; thence S01°23'29"E, a distance of 180.00 feet; thence N88°36'31"E, a distance of 198.00 feet; thence S09°12'28"E, a distance of 85.79 feet; thence S32°04'26"E, a distance of 65.32 feet; thence Southwesterly, on a curve to the left with a radius of 302.69 feet, a distance of 1.30 feet, said curve having a long chord which bears S50°40'38"W, a distance of 1.30 feet; thence S39°26'44"E, a distance of 164.57 feet; thence S41°21'44"W, a distance of 120.27 feet; thence S50°36'53"E, a distance of 104.01 feet; thence S17°45'11"E, a distance of 134.80 feet; thence S03°36'57"W, a distance of 59.03 feet; thence S18°05'03"W, a distance of 139.24 feet; thence S02°54'17"E, a distance of 36.86 feet; thence S12°53'36"W, a distance of 284.57 feet; thence S77°06'24"E, a distance of 21.44 feet; thence S00°06'05"W, a distance of 140.94 feet; thence N89°53'55"W, a distance of 14.10 feet; thence S00°06'05"W, a distance of 170.00 feet; thence N89°53'55"W, a distance of 264.00 feet; thence N00°06'05"E, a distance of 120.00 feet; thence N89°53'55"W, a distance of 30.45 feet; thence S00°06'05"W, a distance of 120.00 feet; thence N89°53'55"W, a distance of 132.00 feet to the point of beginning.

Said tract of land contains an area of 14.562 acres, more or less.

#97181.1sw
3/5/99

E & A Consulting Group
12001 "Q" STREET
OMAHA, NE 68137

EXHIBIT B



E&A CONSULTING GROUP
12001 "Q" STREET
OMAHA, NE 68137
(402) 895-4700 FAX (402) 895-3599

3/04/99
97181:1



BK 1388 PG 062-071

RICHARD M. TALLECH
REGISTER OF DEEDS
DOUGLAS COUNTY, NE.

2001 JUL -2 PM 3:09



MISC 2001 09733

RECEIVED

-- SPACE ABOVE RESERVED FOR RECORDER'S USE --

Loan No. 249125

The Deed of Trust referenced herein is a Construction Security Agreement that secures an obligation that Borrower has incurred for the purpose of making improvements to the property described in the Deed of Trust and herein, and is a construction security interest in said property.

**CONSTRUCTION LOAN DEED OF TRUST
AND ASSIGNMENT OF LEASES AND RENTS
MODIFICATION AGREEMENT (DOUGLAS COUNTY)**

FEE	356. ⁰⁰	FB	cc attached
BKP	10	C/O	COM
DEL	612	SCAN	FV

THIS CONSTRUCTION LOAN DEED OF TRUST AND ASSIGNMENT OF LEASES AND RENTS MODIFICATION AGREEMENT (the "Agreement") is made and entered into effective as of July 1, 2001, between COMMERCIAL FEDERAL BANK, A FEDERAL SAVINGS BANK ("Lender"), whose address is 450 Regency Parkway, Second Floor East, Omaha, Nebraska 68114, Attention: Construction Lending Manager, Fax No. 402-898-2390; and HEARTHSTONE HOMES, INC., a Nebraska corporation ("Borrower"), whose address is 8425 Madison Street, Omaha, Nebraska 68127, Attention: "Chief Financial Officer," Fax No. 402-339-0003.

RECITALS:

- A. Borrower is the maker of a Promissory Note (the "Note") dated June 20, 1998, in the original principal amount of up to Twenty-Three Million Dollars (\$23,000,000), payable to the order of Lender, which Note was executed pursuant to the terms of a Loan Agreement ("Loan Agreement") dated June 20, 1998, executed by Borrower and Lender;
- B. The Note and Loan Agreement are secured by, among other things, a Deed of Trust dated June 20, 1998, and recorded with the office of the Register of Deeds of Douglas County, Nebraska, on June 22, 1998, in Book 5352 of Mortgages at Page 402, encumbering, among other things, certain real property and improvements located in Douglas County, Nebraska described on Exhibit A attached hereto;
- C. The Note and Loan Agreement are further secured by, among other things, an Assignment of Leases and Rents, dated June 20, 1998, and filed for record June 22, 1998, in the office of the Register of Deeds of Douglas County, Nebraska, in Book 1252 of Miscellaneous Records at Page 500;
- D. The Note, Loan Agreement, Deed of Trust and Assignment of Leases have been modified and amended in writing on several occasions (the "Modifications"), most recently by virtue of an Amended and Restated Loan Agreement and an Amended and Restated Note dated of even date herewith, which Modifications, among other things, increased the Loan Limit and Note amount to Thirty-Five Million Dollars (\$35,000,000);
- E. References herein to the Note, the Loan Agreement, or any other loan document shall be a reference to such documents as amended and restated. The Note, Loan Agreement, Deed of Trust, Assignment of Leases, Modifications, and all other documents and Agreements evidencing or securing the obligations under the Note and Loan Agreement shall herein be collectively referred to as the "Loan Documents." Capitalized terms not otherwise defined herein shall have the meanings ascribed to them in the Loan Agreement; and

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EXHIBIT "A" - DOUGLAS COUNTY LEGAL DESCRIPTIONS

8 ARBOR OAKS (T98-3797)

Lots 26, 32, 33, 34, 35, 36, 37 and 105, Arbor Oaks, a Subdivision in Douglas County, Nebraska.

mc-00910

4 AUTUMN GROVE MODEL LOTS (C01-3863)

Lots 2, 3, 4 and 5, in Autumn Grove, a Subdivision in Douglas County, Nebraska.

ml-01338

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AUTUMN GROVE (C98-329)

Lots 1, 6, 7, 15, 28, 29, 30, 31, 32, 33, 34, 35, 36, 37, 38, 39, 40, 41, 42, 43, 44, 45, 46, 47, 48, 49, 97, 98, 99, 100, 101, 102, 103, 104, 105, 106, 107, 108, 109, 110, 111, 112, 113, 114, 115, 116, 117, 118, 119, 120, 121, 122, 123, 124, 125, 126, 127, 128, 129, 130, 131, 132, 133, 134, 135, 136, 137, 138, 139, 140, 141, 142, 143, 144, 145, 146, 147, 148, 178, 179, 180, 181, 182, 183, 184, 185, 186, 187, 188, 189, 190, 191, 192, 193, 194, 205, 206, 207, 208, 209, 210, 211, 212, 213, 214, 215, 216, 217, 218, 219, 220, 221, 222, 223, 224, 225, 226, 227, 228, 229, 267, 268, 269, 270, 271, 272, 273, 274, 275, 276, 277, 278, 279, 280, 281, 282, 283, 284, 285, 286, 287, 288, 302, 303, 304, 305, 306, 307, 308, 309, 310, 311, 312, 313, 314, 315, 316, 317, 318, 319, 320, 321, 322, 323, 324, 325, 326, 327, 328, 329, 330, 331, 332, 333, 334, 335, 336, 337, 338, 339, 340, 341, 342, 343, 344, 345, 346, 347 and 348, in Autumn Grove, a subdivision in Douglas County, Nebraska.

ml-01338

13 AUTUMN GROVE REPLAT ONE (C98-329a)

Lots 1, 2, 3, 4, 5, 6, 7, 8, 9, 10, 11, 12, and 45, in Autumn Grove Replat One, a subdivision in Douglas County, Nebraska.

ml-01339

2 BRIDLEWOOD MODEL LOTS (C01-3864)

Lots 96 and 97, in Bridlewood, a Subdivision in Douglas County, Nebraska.

mc-04535

140 BRIDLEWOOD (C99-1130-B)

Lots 1, 2, 3, 4, 5, 6, 7, 8, 9, 10, 11, 12, 13, 14, 15, 16, 17, 18, 19, 20, 21, 22, 23, 24, 25, 26, 27, 28, 29, 30, 31, 32, 33, 34, 35, 36, 37, 38, 39, 40, 41, 42, 43, 44, 45, 46, 47, 48, 49, 50, 51, 52, 53, 54, 55, 56, 57, 58, 59, 60, 61, 62, 63, 64, 65, 66, 67, 68, 69, 70, 71, 72, 73, 74, 75, 76, 77, 78, 79, 80, 81, 82, 83, 84, 85, 86, 87, 88, 89, 90, 91, 92, 93, 94, 95, 98, 99, 100, 101, 102, 103, 104, 105, 106, 107, 108, 109, 110, 111, 112, 113, 114, 115, 116, 117, 118, 119, 120, 121, 122, 123, 124, 125, 126, 127, 128, 129, 130, 131, 132, 133, 134, 135, 136, 137, 138, 139, 140, 141 and 142, in Bridlewood, a Subdivision in Douglas County, Nebraska.

mc-04535