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Received - DIANE L. BATTIATO
 Register of Deeds, Douglas County, NE
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2008021983

ASSIGNMENT OF DECLARANT RIGHTS AND STATUS

23rd This Assignment of Declarant Rights and Status ("Assignment") is entered into this day of January, 2008, by and between Brandeis Lofts, LLC, a Nebraska limited liability company (hereafter "Assignor") to and in favor of Brandeis Holdings, LLC, a Nebraska limited liability company (hereafter "Assignee").

WHEREAS, Assignor is the Declarant under that certain Declaration of Condominium Ownership for Brandeis Building Condominiums recorded in the office of the Douglas County, Nebraska Register of Deeds on August 31, 2005 as Instrument No. 2005108215 (hereafter "Condominium Declaration");

WHEREAS, the Condominium Declaration, Assignor encumbered certain property known as the Brandeis Building located at 210 South 16th Street, Omaha, Nebraska (the "Building"), more particularly described on Exhibit "A" attached hereto and incorporated by reference herein, pursuant to the provisions of the Nebraska Condominium Act (Nebraska Revised Statutes §§76-825, et seq.);

WHEREAS, Assignor, as Declarant, was granted certain rights, remedies, obligations and powers under the Condominium Declaration;

WHEREAS, the Assignor entered into an Asset Purchase Agreement with Assignee dated December 22, 2007 (the "APA"), pursuant to which the Assignee, subject to the terms and conditions contained therein, agreed to transfer and sell certain of its assets to Assignee, including condominium units governed by the Condominium Declaration; and

WHEREAS, under that certain *Order Under 11 U.S.C. §§105(a), 363 and 365 and Federal Bankruptcy Rules 2002, 6004 and 6006 Authorizing and Approving the Sale of Substantially All of the Debtor's Assets Free and Clear of Liens, Claims and Encumbrances and the Assumption and Assignment of Executory Contracts and Unexpired Leases* entered by the Bankruptcy Court in case number 07-80482, the Assignor was authorized and ordered to comply with the terms of the APA and transfer the Building in conformance therewith; and

WHEREAS, pursuant to the terms of the APA, and as a condition precedent to the Assignee closing under the APA, Assignor is required to execute and deliver this Assignment.

NOW, THEREFORE, in consideration of the promises contained herein and for other good and valuable consideration, the receipt and sufficiency of which are hereby acknowledged, Assignor hereby assigns, conveys and transfers to Assignee, free and clear of all liens and encumbrances, all of Assignor's right, title, interest, privilege, benefit and remedies under the

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EXHIBIT **A**

The following condominium units, and the undivided interests in the common elements attributable thereto, in the Brandeis Building Condominiums, Omaha, Douglas County, Nebraska, which were created pursuant to the terms of the Declaration of Condominium Ownership for Brandeis Building Condominiums, which was recorded in the office of the Douglas County, Nebraska, Register of Deeds on August 31, 2005 as Instrument #2005108215, and was subsequently amended pursuant to a First Amendment to Declaration of Condominium Ownership for Brandeis Building Condominiums, which was recorded on February 27, 2008 as Instrument #2008018482.

40	FC100-FC101
MW105-MW108 (all inclusive)	ME110-ME119 (all inclusive)
M200-M201	204-212 (all inclusive)
214-215	301-321 (all inclusive)
401-421 (all inclusive)	501-521 (all inclusive)
601-608 (all inclusive)	611-612
615-621 (all inclusive)	701-708 (all inclusive)
711-712	715-721 (all inclusive)
801-802	805-808 (all inclusive)
811-812	815-818 (all inclusive)
904	908
911-912	916-918 (all inclusive)
1001-1012 (all inclusive)	1117

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AND

Lots One (1), Two (2) and Three (3), Block 116, in the Original City of Omaha, as surveyed and lithographed, Douglas County, Nebraska.

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AND

License to use existing subterranean areas under portions of 17th Street and Douglas Street presently used for or known as portions of the lower level retail, lower level mezzanine, and main floor retail of the Brandeis Store, and containing approximately 67,650 square feet of finished space in the aggregate of the three levels as granted by the City of Omaha under the following various licenses and permits for use:

- (a) Resolution No. 3152, dated August 29, 1905
- (b) Resolution No. 1654, dated March 23, 1954
- (c) Resolution No. 3763, dated August 3, 1909
- (d) Ordinance No. 6815, dated August 13, 1909
- (e) Resolution No. 2458, dated July 18, 1905

together with:

A license to use existing air space area over and across a portion of 17th Street, presently used as portions of six floors of the parking garage located on Lots 1, 2 and 3, Block 116, Original City of Omaha and abutting and having access to floors 4, 5, 6, 7 and 8 of the Brandeis Store located on Lots 1, 2, 3, and 4, Block 117, Original City of Omaha, the portion of each parking level located over the street right of way containing approximately 11,000 square feet, as granted by the City of Omaha by Resolution No. 2370 dated August 4, 1959 and further described by metes and bounds as follows:

Beginning at the Northeast corner of Lot 1 in Block 116, Original City of Omaha, as surveyed and lithographed in Douglas County, Nebraska; thence South 0°00'00" West (assumed bearing) along the Line common to said Lot 1 and 100 foot wide 17th Street, a distance of 132.00 feet to the southeast corner of said Lot 1; thence North 90°00'00" East, a distance of 100.00 feet to the Southwest corner of Lot 4 in Block 117, Original City of Omaha, as surveyed and lithographed in Douglas County, Nebraska; thence North 0°00'00" East along the line common to said Lot 4 and 100 foot wide 17th Street, a distance of 132.00 feet; thence South 90°00'00" West a distance of 100.00 feet to the Point of beginning.

NOTE: For this legal description the line common to Lot 1 and 100 foot wide 17th Street is assumed to bear South 0°00'00" West.

together with:

Easement upon, over, in and above the alley adjoining Lots 1, 2, and 3, in Block 116, Original City of Omaha, on the South, for ingress and egress to a doorway located on Western portion of South wall of the parking garage, as contained in instrument dated August 9, 1966 in Book 1295 at Page 483 of the Deed Records of Douglas County, Nebraska;

together with:

Cross Easement for walkway between Woodmen Tower and parking garage over and across the vacated alley in Block 116, Original City of Omaha, as contained in instrument filed August 25, 1966 in Book 441 at Page 29, Miscellaneous Records, Douglas County, Nebraska.

The property included in this legal description also includes all real property and improvements owned by Grantor at the time of execution of this deed and situated on the following described real property, whether or not included in the above referenced legal description of units in the Brandies Building Condominiums:

Lots One (1), Two (2), Three (3), and Four (4), Block 117, in the Original City of Omaha, as surveyed and lithographed, Douglas County, Nebraska.

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