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Jul 30, 2014  
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FILED SARPY CO. NE.  
INSTRUMENT NUMBER  
**2014-16604**  
2014 Jul 30 02:12:07 PM  
*Sheryl J. Rowling*  
REGISTER OF DEEDS  


### SPECIAL WARRANTY DEED

THIS SPECIAL WARRANTY DEED, made as of the 30<sup>th</sup> day of July 2014, by WOODMEN OF THE WORLD LIFE INSURANCE SOCIETY AND/OR OMAHA WOODMEN LIFE INSURANCE SOCIETY, a Nebraska corporation ("**Grantor**"), to Steven W. Seline, George H. Krauss, Bradley A. Tribulato, and Joseph Mandolfo, as Co-Trustees of the Baer Family Irrevocable Life Insurance Trust I dated May 5, 1994 ("**Grantee**");

#### WITNESSETH:

Grantor, in consideration of ten dollars (\$10) and other valuable consideration, paid by Grantee to Grantor, the receipt and sufficiency of which is acknowledged, does hereby grant and convey to Grantee forever the following described real estate situated in the County of Sarpy, State of Nebraska (hereinafter, the "**Premises**"):

**See Legal Description on Attached Exhibit "A", attached hereto and incorporated herein by this reference.**

together with all the estate and rights of Grantor in and to the above-described Premises.

Grantor covenants to Grantee that, other than the liens, encumbrances and other matters listed on Exhibit "G" attached hereto and incorporated herein by this reference (the "**Permitted Exceptions**"): (1) the Premises are free from all encumbrances made by Grantor; and (2) that Grantor will warrant and defend the Premises against the lawful claims and demands of all persons claiming by, through, or under Grantor, but against none other.

THIS INSTRUMENT IS MADE WITH THE EXPRESS UNDERSTANDING THAT GRANTEE IS PURCHASING THE PROPERTY BASED UPON ITS OWN INVESTIGATION AND INQUIRY AND IS NOT RELYING ON ANY REPRESENTATION OF GRANTOR OR OTHER PERSON AND IS AGREEING TO ACCEPT AND PURCHASE THE PROPERTY "AS IS, WHERE IS, " OTHER THAN SELLER'S REPRESENTATION THAT THE LEASE DATED JUNE 29, 1965, AS AMENDED, BETWEEN SELLER, AS LESSOR, AND SOUTHROADS SHOPPING CENTER, LLC, SUCCESSOR IN INTEREST TO THE E. JOHN BRANDEIS TRUST, AS LESSEE, IS IN FULL FORCE AND EFFECT AS OF THE DATE HEREOF. GRANTEE, ON BEHALF OF ITSELF AND ANY OF ITS SUCCESSORS AND ASSIGNS, HEREBY RELEASES AND AGREES NOT TO BRING ANY ACTION AGAINST GRANTOR OR ANY OF ITS RESPECTIVE EMPLOYEES, AGENTS, REPRESENTATIVES, SUCCESSORS, ASSIGNS, AND OTHER AFFILIATED PERSONS OR ENTITIES FOR ANY LOSS, LIABILITY, DAMAGE OR EXPENSE SUFFERED OR INCURRED BY BUYER AS A DIRECT OR INDIRECT CONSEQUENCE OF ANY MATTER WHATSOEVER WITH RESPECT TO THE CONDITION OF THE PROPERTY, INCLUDING, WITHOUT LIMITATION, ANY AND ALL ASBESTOS, MATERIALS CONTAINING PCBS, TOXIC WASTE AND ALL OTHER HAZARDOUS SUBSTANCES (COLLECTIVELY, "**HAZARDOUS SUBSTANCES**") ON, UNDER OR ABOUT THE PROPERTY, AND GRANTEE, ON BEHALF OF ITSELF AND ANY OF ITS SUCCESSORS AND ASSIGNS, HEREBY RELEASES AND AGREES NOT TO BRING ANY ACTION AGAINST GRANTOR OR ITS RESPECTIVE EMPLOYEES, AGENTS, REPRESENTATIVES, SUCCESSORS, ASSIGNS, AND OTHER AFFILIATED PERSONS OR ENTITIES THAT MAY NOW OR HEREAFTER EXIST PURSUANT TO 42 U.S.C. § 9613(F)(1) OR OTHER SIMILAR FEDERAL OR STATE STATUTORY PROVISIONS RELATING TO HAZARDOUS SUBSTANCES.

IN WITNESS WHEREOF, Grantor has caused its corporate seal to be hereto affixed, and has caused its name to be signed to these presents by its authorized officers on the date as set out above.

**WOODMEN OF THE WORLD LIFE INSURANCE SOCIETY AND/OR OMAHA WOODMEN LIFE INSURANCE SOCIETY**, a Nebraska corporation

Date of Signature:

July 28, 2014

By: [Signature]  
Name: Matthew E. Ellis  
Title: Vice President & General Counsel

Witness:

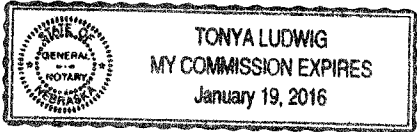
By: [Signature]  
Name: Tracy A. Jordan

STATE OF NEBRASKA    )  
                                  ) SS:  
COUNTY OF DOUGLAS    )

Subscribed and sworn to before me, a Notary Public, and in my presence by Matthew E. Ellis as Vice President and General Counsel of the Grantor, respectively, on this 30 day of July, 2014.

[Signature]  
Notary Public

My commission expires: 1-19-16



**EXHIBIT "A"**

A tract of land lying wholly within the Southwest Quarter (SW<sup>1</sup>/<sub>4</sub>) of Section Fourteen (14), Township Fourteen (14) North, Range Thirteen (13) East of the 6th P.M., Sarpy County, Nebraska, containing the following parcels of land: All of Lots 2C1A, 2C1B, 2C2, 3, 4A2, 4A2B, 4C, 5A, 5A2, 5C, 6A1A1, 6A1A2, 6A1A3, 6B, 7A1, 7B, 8A, 8A1, 8A2, 8A3, 8C, and 8D, of Clinton's Subdivision in said Section Fourteen (14), all of tax lots F2B1B1, F2B1B2, and G4 in said Section Fourteen (14), all of Lots Seven (7) and Ten (10), part of Lots Eleven (11) and Twelve (12) of Lawndale Subdivision in said Section Fourteen (14), all of Lots One (1) and Two (2) and part of Lots Three (3), Six (6) and Seven (7) of Jull's Subdivision in said Section Fourteen (14), also portions of vacated Prairie Avenue. Said tract of land is more particularly described as follows:

Beginning at the point of intersection of the Northerly right of way line of Child's Road and the Southwesterly right of way line of Prairie Avenue; thence South 00 degrees 00 minutes 00 seconds West (Assumed) along the Northerly right of way line of Child's Road a distance of 1,099.18 feet to a point on the Easterly right of way line of State Highway No. 73 and 75; thence North 15 degrees 18 minutes 00 seconds West along the Easterly right of way of State Highway No. 73 and 75 a distance of 488.69 feet to a point; thence in a Northwesterly direction along the right of way line of State Highway Nos. 73 and 75 and said right of way line being on a curve to the left, and said curve having a radius of 2,914.9 feet, a distance of 462.92 feet to a point on the Southerly right of way line of Brewster Road; thence North 73 degrees 25 minutes 50 seconds East along the Southerly right of way line of Brewster Road a distance of 654.09 feet to a point; thence North 69 degrees 00 minutes 48 seconds East continuing along the Southerly right of way line of Brewster Road a distance of 354.84 feet to a point on the Westerly right of way line of vacated Prairie Avenue; thence North 76 degrees 10 minutes 04 seconds East a distance of 20.62 feet to a point on the centerline of vacated Prairie Avenue; thence South 00 degrees 15 minutes 54 seconds West along the centerline of vacated Prairie Avenue a distance of 134.97 feet to a point; thence South 89 degrees 44 minutes 06 seconds East a distance of 20.00 feet to a point on the Easterly right of way line of vacated Prairie Avenue; thence South 88 degrees 38 minutes 21 seconds East a distance of 185.13 feet to a point; thence South 00 degrees 15 minutes 39 seconds West a distance of 75.56 feet to a point; thence North 87 degrees 18 minutes 39 seconds East a distance of 82.60 feet to a point; thence South 00 degrees 15 minutes 39 seconds West a distance of 71.70 feet to a point; thence North 89 degrees 42 minutes 21 seconds West a distance of 37.66 feet to the Northeast corner of Lot 7 of Lawndale Subdivision; thence South 00 degrees 16 minutes 07 seconds West along the Easterly line of Lots 7 and 10 and the Easterly line of Lots 7 and 10 extended South a distance of 610.98 feet to a point on the Southerly line of Lot 12 of Lawndale Subdivision; thence North 89 degrees 45 minutes 09 seconds West a distance of 29.54 feet to the Southwest corner of Lot 12 of Lawndale Subdivision; thence South 55 degrees 04 minutes 07 seconds West a distance of 15.00 feet to a point on the centerline of vacated Prairie Avenue; thence South 34 degrees 55 minutes 53 seconds East along the centerline of vacated Prairie Avenue a distance of 349.00 feet to a point; thence South 10 degrees 19 minutes 33 seconds East a distance of 36.03 feet to the point of beginning.

## EXHIBIT "G"

- General and special taxes and assessments
- Rights or claims of tenants under unrecorded leases, if any, as tenants only.
- Terms and conditions of Notice by Metropolitan Utilities District, recorded in Book 23, Page 87; records of Sarpy County, Nebraska.
- Terms and conditions of Notice by Metropolitan Utilities District, recorded in Book 28, Page 296; records of Sarpy County, Nebraska.
- Resolution No. 3 for the vacation of a portion of Prairie Avenue, recorded February 10, 1965 in Book 34, Page 613; records of Sarpy County, Nebraska.
- Right-of-Way Easement granted to Omaha Public Power District, a public corporation, its successors and assigns, recorded September 28, 1983 in Book 56, Page 636; records of Sarpy County, Nebraska.
- Terms and conditions contained in Quitclaim Deed from Louis E. Lamberty, Director-State Engineer in the name of the State of Nebraska and for the Department of Roads of said State of Nebraska, to Woodmen of the World Life Insurance Society, recorded January 30, 1985 in Book 160, Page 220; records of Sarpy County, Nebraska.
- Terms and conditions contained in Quit Claim Deed For the Purpose of Controlling Ingress and Egress, recorded October 3, 1966 in Book 128, Page 664; records of Sarpy County, Nebraska.
- Terms and conditions contained in Ordinance to annex to the City of Bellevue, Sarpy County, Nebraska, certain lands, lots and real estate, recorded as Inst. No. 94-26311; records of Sarpy County, Nebraska.
- Lease by and between Woodmen of the World Life Insurance Society, a Nebraska corporation, and Alan Baer and J.D. Diesing as Trustees of the E. John Brandeis Trust and not in their individual capacity but for and on behalf of said Trust, recorded in Book 35, Page 367; assigned an undivided one-fourth (1/4) interest in the leasehold estate by Assignment of Lease, recorded August 27, 1975 in Book 48, Page 465; assigned by Assignment of Lease, recorded July 31, 1979 in Book 52, Page 505; assigned by Assignment of Ground Lease, recorded April 30, 1984 in Book 57, Page 270; assigned by Assignment of Ground Lease, recorded April 30, 1984 in Book 57, Page 273; assigned by Assignment and Assumption of Ground Lease, recorded April 30, 1984 in Book 57, Page 274; amended by Amendment to Ground Lease, recorded April 30, 1984 in Book 57, Page 275; assigned by Master Commissioner's Deed recorded February 18, 1994 as Inst. No. 94-03972; assigned by Assignment of Ground Lease, recorded April 13, 1994 as Inst. No. 94-08344; amended by Assumption Agreement and Amendment to Ground Lease, recorded April 13, 1994 as Inst. No. 94-08340; records of Sarpy County, Nebraska.
- Lease by and between E. John Brandeis Trust, a trust organized under the laws of the State of Nebraska, Alan Baer and J.D. Diesing, Trustees and J.C. Penney Company, Inc., a Delaware corporation evidenced by Memorandum of Lease, recorded in Book 35, Page 696; amended by Agreement recorded in Book 37, Page 608; amended by Memorandum of Lease Extension Agreement, recorded August 5, 1994 as Inst. No. 94-17692; amended by Lease Extension Agreement, recorded May 19, 1998 as Inst. No. 98-12770; records of Sarpy County, Nebraska.
- Lease by and between Southroads Shopping Center Limited Liability Company, a Delaware limited liability company, Landlord and Ameritrade Holding Corporation, a Delaware corporation, Tenant, evidenced by Memorandum of Lease, recorded May 26, 1998 as Inst. No. 98-13414; records of Sarpy County, Nebraska.
- Lease by and between United Group Venture, Owner, and Sprint Spectrum L.P., a Delaware limited partnership, evidenced by Memorandum of PCS Site Agreement, recorded November 20, 2001 as Inst. No. 2001-38432; amended by Memorandum of First Amendment to PCS Site Agreement, recorded August 28, 2012 as Inst. No. 2012-26042; records of Sarpy County, Nebraska.
- Terms and conditions of Site Designation Supplement to Master Lease and Sublease Agreement, recorded September 21, 2005 as Inst. No. 2005-34616; records of Sarpy County, Nebraska.
- Lease by and between COSENTRY.NET, LLC, a Nebraska limited liability company, f/k/a IP Revolution. Net, LLC, Lessee/Tenant, and Southroads Mall, LLC, evidenced by Memorandum of Lease, recorded May 4, 2006 as Inst. No. 2006-14878; records of Sarpy County, Nebraska.

- Lease by and between COSENTRY.NET, LLC, a Nebraska limited liability company, f/k/a IP Revolution. Net, LLC, Lessee/Tenant, and United Joint Ventures, LLC, evidenced by Memorandum of Lease, recorded May 4, 2006 as Inst. No. 2006-14879; records of Sarpy County, Nebraska.
- Lease by and between Southroads Shopping Center Limited Liability Company, a Delaware limited liability company, Landlord, and BFS Retail & Commercial Operations, LLC, a Delaware limited liability company, Tenant, evidenced by Memorandum of Lease, recorded May 16, 2007 as Inst. No. 2007-14281; Nondisturbance and Attornment Agreement, recorded May 16, 2007 as Inst. No. 2007-14279; records of Sarpy County, Nebraska.
- Terms and conditions of Lease by and between Southroads Shopping Center Limited Liability Company, a Delaware limited liability company, Lessor, and CoSentry.net, LLC, a Nebraska limited liability company, Lessee, evidenced by Memorandum of Lease dated October 26, 2011, recorded October 26, 2011 as Inst. No. 2011-26533; records of Sarpy County, Nebraska.
- Nondisturbance and Attornment Agreement by and between Woodmen of the World Life Insurance Society, a Nebraska corporation, Southroads Shopping Center Limited Liability Company, a Delaware limited liability company, D/B/A Southroads Mall, and CoSentry.net, LLC, a Nebraska limited liability company, recorded November 15, 2011 as Inst. No. 2011-28791; records of Sarpy County, Nebraska.
- Consent by Lessor of Real Property recorded April 22, 2013 as Inst. No. 2013-12460; records of Sarpy County, Nebraska.
- Easement Deed by Court Order in Settlement of Landowner Action, recorded February 20, 2013 as Inst. No. 2013-05244; Easment Deed by Court Order in Settlement of Landowner Action, recorded July 15, 2013 as Inst. No. 2013-22458; records of Sarpy County, Nebraska.
- Subordination, Non-Disturbance and Attornment Agreement, recorded November 15, 2011 as Inst. No. 2011-28790; records of Sarpy County, Nebraska.
- Deed of Trust executed by Southroads Shopping Center Limited Liability Company; A Delaware Limited Liability Company, Trustor to Omaha State Bank, Trustee and Beneficiary, in the stated amount of \$2,612,971.82, dated December 26, 2006, recorded January 17, 2007, as Inst. No. 2007-01735; Consent by Lessor of Real Property recorded January 17, 2007 as Inst. No. 2007-01734; records of Sarpy County, Nebraska.
- Assignment of Rents executed by Southroads Shopping Center Limited Liability Company; A Delaware Limited Liability Company to Omaha State Bank, dated December 26, 2006, recorded January 17, 2007, as Inst. No. 2007-01736; records of Sarpy County, Nebraska.
- Construction Security Agreement Construction Deed of Trust executed by Southroads Shopping Center Limited Liability Company; A Delaware Limited Liability Company, Trustor to Omaha State Bank, Trustee and Beneficiary, in the stated amount of \$4,440,000.00, dated February 1, 2008, recorded February 20, 2008, as Inst. No. 2008-04529; Re-filed March 10, 2008 to correct legal description as Inst. No. 2008-06336; Consent by Lessor of Real Property, recorded March 26, 2008 as Inst. No. 2008-08240; records of Sarpy County, Nebraska.
- Assignment of Rents executed by Southroads Shopping Center Limited Liability Company; A Delaware Limited Liability Company to Omaha State Bank, dated February 1, 2008, recorded February 20, 2008, as Inst. No. 2008-04531; Re-filed March 10, 2008 to correct legal description as Inst. No. 2008-06338; records of Sarpy County, Nebraska.
- Deed of Trust executed by Southroads Shopping Center Limited Liability Company; A Delaware Limited Liability Company, Trustor to Omaha State Bank, Trustee and Beneficiary, in the stated amount of \$1,000,000.00, dated November 12, 2008, recorded November 19, 2008, as Inst. No. 2008-31353; Consent by Lessor of Real Property, recorded January 22, 2009 as Inst. No. 2009-01433; records of Sarpy County, Nebraska.
- Assignment of Rents executed by Southroads Shopping Center Limited Liability Company; A Delaware Limited Liability Company to Omaha State Bank, dated November 12, 2008, recorded November 19, 2008, as Inst. No. 2008-31354; records of Sarpy County, Nebraska.
- Deed of Trust executed by Southroads Shopping Center Limited Liability Company; A Delaware Limited Liability Company, Trustor to Omaha State Bank, Trustee and Beneficiary, in the stated amount of \$2,612,971.82, dated May 23, 2011, recorded May 24, 2011, as Inst. No. 2011-13065; records of Sarpy County, Nebraska.
- Assignment of Rents executed by Southroads Shopping Center Limited Liability Company; A Delaware Limited Liability Company to Omaha State Bank, dated May 23, 2011, recorded May 24, 2011, as Inst. No. 2011-13066; records of Sarpy County, Nebraska.

- Deed of Trust executed by Southroads Shopping Center Limited Liability Company; A Delaware Limited Liability Company, Trustor to Omaha State Bank, Trustee and Beneficiary, in the stated amount of \$4,440,000.00, dated May 23, 2011, recorded May 24, 2011, as Inst. No. 2011-13067; records of Sarpy County, Nebraska.
- Assignment of Rents executed by Southroads Shopping Center Limited Liability Company; A Delaware Limited Liability Company to Omaha State Bank, dated May 23, 2011, recorded May 24, 2011, as Inst. No. 2011-13068; records of Sarpy County, Nebraska.
- Deed of Trust executed by Southroads Shopping Center Limited Liability Company; A Delaware Limited Liability Company, Trustor to Omaha State Bank, Trustee and Beneficiary, in the stated amount of \$1,000,000.00, dated May 23, 2011, recorded May 25, 2011, as Inst. No. 2011-13092; records of Sarpy County, Nebraska.
- Assignment of Rents executed by Southroads Shopping Center Limited Liability Company; A Delaware Limited Liability Company to Omaha State Bank, dated May 23, 2011, recorded May 25, 2011, as Inst. No. 2011-13093; records of Sarpy County, Nebraska.
- Leasehold Deed of Trust, Assignment of Leases and Rents, Security Agreement and Fixture Filing executed by CoSentry.net, LLC, a Nebraska limited liability company, Trustor to Chicago Title Insurance Company, Trustee for Wilmington Trust, National Association, in its capacity as agent for all lenders under the Credit Agreement, Beneficiary, dated September 19, 2013, recorded September 24, 2013, as Inst. No. 2013-30150; amended by First Amendment to Leasehold Deed of Trust, Assignment of Leases and Rents, Security Agreement and Fixture Filing, recorded March 14, 2014 as Inst. No. 2014-05131; records of Sarpy County, Nebraska.