

Supplementary Assignment of Ground Lease

KNOW THAT, PATRICIAN EQUITIES CORP., a Florida Corporation, having an office at c/o Edward B. Fingerman, 2337 Lemoine Avenue, Fort Lee, New Jersey 07024 ("Assignor"), for TEN DOLLARS (\$10) and other good and valuable consideration paid by SOUTHROADS MALL LIMITED PARTNERSHIP, a Nebraska limited partnership, having an office at Southroads Mall, 1001 Fort Crook Road, Bellevue, Nebraska 68005 (Assignee"), receipt whereof is hereby acknowledged, DOES HEREBY ASSIGN, TRANSFER, GRANT AND RELEASE, effective as of April 1, 1984, to Assignee and Assignee's successors and assigns, all of the right, title and interest of Assignor in, to and under that certain ground lease (the "Lease"), dated June 29, 1965, made by Woodmen of the World Life Insurance Society, as Landlord, to Alan Baer and J.D. Diesing, as Trustees of the E. John Brandeis Trust, as Tenant, a short form memorandum of which Lease was duly recorded in the Office of the Register of Deeds of Sarpy County, Nebraska (the "Office") on June 30, 1965, at Book 35, page 367, by which Lease said Landlord leased to said Tenant the premises described in Exhibit A attached hereto (the "Demised Premises"), the Demised Premises being known as and by the name Southroads Shopping Center, Bellevue, Nebraska 68005, the tenant's interest in which was assigned to Alan Baer by instrument, dated December 31, 1974, duly recorded in the Office on August 27, 1975 in Book 48 at page 465 and by instrument, dated January 1, 1979, duly recorded in the Office on July 31, 1979 in Book 52, page 505,

Misc. Records, as amended by instrument, dated as of Apr. 1, 1984, intended to be recorded in the Office prior to this instrument, the tenant's interest in which was further assigned by Alan Baer to Patrician Equities Corp., by instrument, dated as of April 1, 1984, also intended to be recorded in the Office prior to this instrument.

TOGETHER with all of the right, title and interest of Assignor in and to the Demised Premises, the buildings, improvements, machinery and equipment thereon and therein, and the easements, franchises, licenses, rights and hereditaments appurtenant thereto.

TOGETHER WITH any and all options to purchase and other options, if any, and any and all rights of first refusal, if any, and any and all other rights and privileges contained in the Lease

TO HAVE AND TO HOLD the same unto the Assignee and its successors and assigns, as of April 1, 1984 for all of the rest and remainder of the term of the Lease, including any and all extended or renewal periods or terms.

AND the Assignor hereby represents and warrants to the Assignee that title to the Demised Premises is marketable, subject to no liens or encumbrances whatsoever other than those

57-4532

listed on Exhibit B attached hereto, and agrees that this warranty shall run with the land for the benefit of the Assignee and its successors and assigns forever.

AND the Assignee hereby assumes all of the obligations contained in the Lease on the part of the Tenant thereunder to be performed on and after the date hereof for the rest and remainder of the term of the Lease, subject, however to any provision contained in the Lease limiting the liability of the Tenant.

This Supplementary Assignment of Ground Lease is made solely to supplement Schedule B to that certain Assignment of Ground Lease, dated as of April 1, 1984, duly recorded in the Office on April 30, 1984, in Book 57, page 273.

IN WITNESS WHEREOF, the foregoing instrument was executed this 25th day of June, 1984.

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BOOK 57 OF Miss Ree
PAGE 453

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Carl H. Hildebrand
REGISTER OF DEEDS

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ASSIGNOR

PATRICIAN EQUITIES CORP.

By: *Robert Grossman*

Robert Grossman,
Vice President

ASSIGNEE

SOUTHROADS MALL LIMITED PARTNERSHIP

By: *Alan C. Wisniek*

Alan C. Wisniek, General Partner

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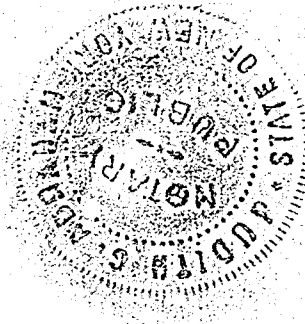
STATE OF NEW YORK)
) ss.:
COUNTY OF NEW YORK)

BE IT REMEMBERED that on this 28 day of June, 1984,
in the County and State aforesaid, before me, the subscriber, a
Notary Public authorized to take acknowledgements and proofs in
said County and State personally appeared ROBERT GROSSMAN,
who being duly sworn, did depose and say that he resides at 85-30
Somerset Street, Jamaica Estates, NY 11366; that he is a Vice Presi-
dent of Patrician Equities Corp., a corporation organized under
the laws of the State of Florida and which executed the fore-
going instrument; and that he signed his name thereto by order
of the Board of Directors of said corporation.

IN WITNESS WHEREOF, I have hereunto set my hand and
official seal this 28 day of June, 1984.

Judith C. Abraham
Notary Public

JUDITH C. ABRAHAM
Notary Public, State of New York
No. 31-106294
Qualified in New York County
Commission Expires March 30, 1991



57-4534

STATE OF NEW YORK)
) ss.:
COUNTY OF NEW YORK)

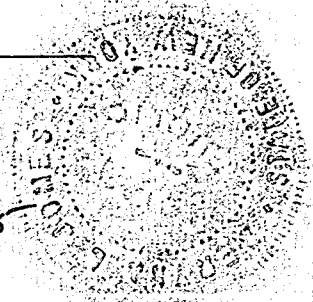
BE IT REMEMBERED that on this 25th day of June, 1984,
in the County and State aforesaid, before me, the subscriber, a
Notary Public authorized to take acknowledgements and proofs in
said County and State personally appeared ALAN C. WINICK, per-
sonally known to me to be the same person whose name is sub-
scribed to the foregoing instrument as the General Partner of
SOUTHROADS LIMITED PARTNERSHIP, a Nebraska limited partnership,
and to me personally known to be such General Partner and
acknowledged that as such General Partner he signed, sealed and
delivered said instrument as his free and voluntary act and as
the free and voluntary act of said partnership for the uses and
purposes therein set forth.

IN WITNESS WHEREOF, I have hereunto set my hand and
official seal this 25th day of June, 1984.

Bertha L. Jones

Notary Public

BERTHA L. JONES
Notary Public, State of New York
No. 41-4645628
Qualified in Queens County
Commission Expires March 30, 1985



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EXHIBIT A

The leasehold estate created by that certain lease, dated June 29, 1965, between Woodmen of the World Life Insurance Society, as lessor, and Alan Baer and J.D. Diesing, as Trustees of the E. John Brandeis Trust, as lessee, a short form of which was recorded in the Office of the Register of Deeds of Sarpy County, Nebraska, in Book 35 Miscellaneous Records, at page 367, as amended by agreement, dated as of April 1, 1984, between _____, covering all that certain plot, piece and parcel of land described as follows:

A tract of land lying wholly within the Southwest quarter (SW 1/4) of Section 14, township 14 North, Range 13 East of the 6th Principal Meridian, Sarpy County, Nebraska, containing the following parcels of land: All of Lots 201A, 201B, 202, 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 14; all of tax lots F2B1B1, F2B1B2 and C4 in said Section 14; all of Lots 7 and 10, part of Lots 11 and 12 of Lawdale Subdivision in said Section 14; all of Lots 1 and 2 and part of Lots 3, 6 and 7 of Jull's Subdivision in said Section 14; also portions of vacated Prairie Avenue. Said tract of land is more particularly described as follows:

Beginning at the intersection of the East R.O.W. of State Highway 73-75 and the North R.O.W. of Childs Road; thence N 15°20'02" W (assumed bearing) along said East R.O.W. of State Highway 73-75 488.69 feet; thence continuing along said East R.O.W. along a curve to the left with a radius of 2914.90 feet and arc length of 462.94 feet (chord bearing N 20°21'12" W 462.46 feet) to the intersection of said East R.O.W. and the South R.O.W. of Brewster Road; thence N 73°25'50" E along said South R.O.W. 654.09 feet; thence N 69°00'48" E continuing along said South R.O.W. 354.84 feet; thence N 74°31'17" E continuing along said South R.O.W. 20.55 feet; thence S 00°15'35" W 134.81 feet; thence S 88°27'10" E 107.52 feet; thence S 00°37'45" W 3.50 feet; thence S 88°27'10" E 3.00 feet; thence N 00°37'45" E 3.50 feet; thence S 89°19'25" E 94.31 feet; thence S 00°09'16" W 75.14 feet; thence N 87°15'31" E 82.20 feet; thence S 00°54'27" W 71.73 feet; thence N 89°11'48" W 35.42 feet; thence S 00°15'43" W 610.98 feet; thence N 89°45'33" W 29.54 feet; thence S 55°03'43" W 15.00 feet; thence S 34°56'17" E 349.00 feet; thence S 10°19'57" E 36.03 feet to a point on the North R.O.W. of Childs Road; thence S 89°57'58" W along said North R.O.W. of Childs Road 1099.18 feet to the point of beginning. Described tract contains 27.05 Acres, more or less.

EXHIBIT "B"

1. Current general taxes due and payable at date hereof.
2. Special taxes or assessments now assessed or levied, but payable in future installments.
3. Controlled Access from highway to subject property as contained in instrument dated June 30, 1966, filed Oct. 3, 1966 in Book 128 at Page 664 of the Records of Sarpy County, Nebraska.
4. Covenants, conditions and restrictions contained in Lease dated Jan. 12, 1966, filed Feb. 24, 1966 in Book 36 at Page 300 of the Records of Sarpy County, Nebraska, by and between E. John Brandeis Trust, Lessor and F. W. Woolworth Co., Lessee.
5. Mortgage of Leasehold estate dated Sept. 1, 1965, filed Sept. 2, 1965 in Book 158 at Page 269 of the Records of Sarpy County, Nebraska, executed by the E. John Brandeis Trust in favor of Woodmen of the World Life Insurance Society.
6. Mortgage of Leasehold estate dated July 30, 1979, filed July 31, 1979 in Book 198 at Page 3752 of the Records of Sarpy County, Nebraska, executed by Alan Baer and Marcia Baer, husband and wife, in favor of Alan Baer, J. D. Diesing, Lester K. Marcus and Allan Jay Garfinkle, as Trustees of the E. John Brandeis Trust, as to an undivided 1/4 interest in leasehold estate.
7. Mortgage of Leasehold estate dated July 30, 1979, filed July 31, 1979 in Book 198 at Page 3753 of the Records of Douglas County, Nebraska, executed by Alan Baer and Marcia Baer, husband and wife, in favor of Alan Baer, J. D. Diesing, Lester K. Marcus, and Allan Jay Garfinkle, as trustees of the E. John Brandeis Trust, as to an undivided 3/4 interest in leasehold estate.
8. Easement in favor of Omaha Public Power District, continuation and extension thereof, as referenced in attorney's opinion to Lessee. Note: We are unable to locate the recording information in the records of Sarpy County, Nebraska.
9. Terms and conditions of Lease dated May 3, 1965, a memorandum of which was filed Oct. 10, 1965 in Book 35

at Page 696 of the Records of Sarpy County, Nebraska, executed by the E. John Brandeis Trust, as Lessor, and J. C. Penney, Inc., Lessee. Agreement affecting term of Lease dated Dec. 8, 1966, filed Jan. 9, 1967 in Book 37 at Page 608 of the Records of Sarpy County, Nebraska.

10. Non-disturbance and Subordination Agreement dated Sept. 22, 1965, filed Nov. 15, 1965 in Book 36 at Page 66 of the Records of Sarpy County, Nebraska, by and between Woodmen of the World Life Insurance Society and J. C. Penney Company, Inc.
11. Non-disturbance Agreement dated Aug. 5, 1965, filed Nov. 15, 1965 in Book 36 at Page 69 of the Records of Sarpy County, Nebraska, by and between same parties as item immediately above.
12. Terms and conditions of Lease dated Jan. 12, 1966, a short form of which was filed Feb. 24, 1966 in Book 36 at Page 300 of the Records of Sarpy County, Nebraska, executed by and between E. John Brandeis Trust, Lessor, and F. W. Woolworth Co., Lessee. Agreement concerning lease dated Feb. 10, 1966, filed Feb. 24, 1966 in Book 36 at Page 294 of the Records of Sarpy County, Nebraska, by and between same parties.
13. Subordination Agreement dated Feb. 10, 1966, filed Feb. 24, 1966 in Book 163 at Page 19 of the Records of Sarpy County, Nebraska, executed by Woodmen of the World Life Insurance Society, in favor of F. W. Woolworth Co., subordinating the mortgage (Bk. 158 Pg. 269) to the Woolworth Lease.
14. Easement granted to the City of Bellevue for Sanitary Sewer, dated May 17, 1966, filed Oct. 1, 1968 in Book 40 at Page 474 of the Records of Sarpy County, Nebraska.
15. Uniform Commercial Code--Financing Statement filed Oct. 4, 1977 in Book 9 at Page 50 of the Records of the Register of Deeds of Sarpy County, Nebraska; Debtor: Sol Lewis Appliances, Inc.; Secured Party: Bank of Bellevue; Assigned to Small Business Administration March 3, 1980.
16. Uniform Commercial Code--Financing Statement "to make lease a matter of record" filed Apr. 9, 1979 in Book 10 at Page 57 of the Records of the Register of Deeds of Sarpy County, Nebraska; Debtor: Insurance Agents, Inc.; Secured Party: Equico Lessors, Inc.

17. Terms and conditions of Ground Lease dated as of Oct. 12, 1981, a memorandum of which was filed Oct. 28, 1981 in Book 54 at Page 716 of the Records of Sarpy County, Nebraska, executed by and between Alan Baer, as Lessor and the Southroads Bank, as Lessee.
18. Attornment and Nondisturbance Agreement filed Oct. 28, 1981 in Book 54 at Page 717 of the Records of Sarpy County, Nebraska, executed by and between Woodmen of the World Life Insurance Society and The Southroads Bank.
19. Attornment and Nondisturbance Agreement filed Oct. 28, 1981 in Book 54 at Page 718 of the Records of Sarpy County, Nebraska, executed by and between the E. John Brandeis Trust and The Southroads Bank.
20. Easement in favor of Omaha Public Power District, 10 feet in width, from Southroads Bank Building to Brewster Road, as contained in instrument dated Aug. 24, 1982, filed Aug. 30, 1982 in Book 55 at Page 544 of the Records of Sarpy County, Nebraska.
21. Deed of Trust, dated as of April 1, 1984, made by Patrician Equities Corp. to Alan Baer, in the principal amount of \$3,385,485.
22. Deed of Trust, dated as of April 1, 1984, made by Patrician Equities Corp. to Nebraska Mall Limited Partnership, in the principal amount of \$5,557,306.
23. Deed of Trust, dated as of April 1, 1984, made by Patrician Equities Corp. to Nebraska Mall Limited Partnership, in the principal amount of \$4,300,000.
24. Deed of Trust, dated as of April 1, 1984, made by Patrician Equities Corp. to Nebraska Mall Limited Partnership, in the principal amount of \$4,120,000.

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