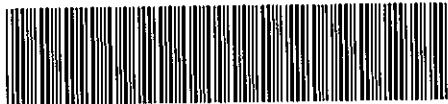


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RICHARD N. TAKECHI
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~~AFTER RECORDING RETURN TO:~~

Jon I. Opert, Esq.
Krooth & Altman
1850 M Street, NW, Suite 400
Washington, DC 20036

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**MODIFICATION TO MULTIFAMILY DEED OF TRUST,
ASSIGNMENT OF RENTS AND SECURITY AGREEMENT**
(Howard Street Apartments)

THIS MODIFICATION TO MULTIFAMILY DEED OF TRUST, ASSIGNMENT OF RENTS AND SECURITY AGREEMENT ("Modification") is made and entered into as of the 14th day of January, 1999, by and between **VANN PROPERTIES GENERAL PARTNERSHIP**, a Nebraska general partnership (the "Trustor"), whose address is c/o Vann Realty Co., 4601 South 50th Street, Omaha, Nebraska 68117, and **FANNIE MAE**, a corporation organized and existing under the laws of the United States of America (formerly known as **FEDERAL NATIONAL MORTGAGE ASSOCIATION**) ("Lender"), whose address is c/o Patrician Financial Company Limited Partnership, 4550 Montgomery Avenue, Suite 1150, Bethesda, Maryland 20814.

WITNESSETH:

WHEREAS, the Trustor is indebted to the Lender pursuant to the terms of a certain Multifamily Note, dated as of December 27, 1996, in the original principal amount of \$2,259,000 (including the Addendum to Multifamily Note and Supplemental Addendum to Multifamily Note, the "Note"), which Note was made payable to The Patrician Financial Company, a Maryland corporation ("Patrician") and endorsed and delivered by Patrician to the Lender;

WHEREAS, the Note is collateralized and secured, inter alia, by a certain Multifamily Deed of Trust, Assignment of Rents and Security Agreement of even date with the Note (including the Rider to Multifamily Instrument and Supplemental Rider to Multifamily Instrument, the "Deed of Trust") from the Trustor, to Stewart Title Guaranty Company, as trustee, for the benefit of Patrician, encumbering the real property described on Exhibit "A" attached hereto, which Deed of Trust was recorded with the Douglas County, Nebraska Register of Deeds ("Land Records") on December 30, 1996, in Book 4895 at Page 263 and was subsequently assigned by Patrician to the Lender by a certain Assignment of Deed of Trust, dated as of December 27, 1996 and recorded among the Land Records on December 30, 1996, in Book 4895 at Page 290; and

WHEREAS, the parties desire to reflect in this Modification certain additions to the Rider to Multifamily Instrument attached to the Deed of Trust.

NOW THEREFORE, for and in consideration of one dollar (\$1.00) in hand paid and other good and valuable consideration, the receipt and sufficiency of which is hereby acknowledged, the parties hereto do hereby agree as follows:

Return
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1. The Deed of Trust is amended as follows:

The following provisions are added to Paragraph F(b) of the Rider to Multifamily Instrument:

(6) a Transfer of any Significant Interest in Key Principal; or

(7) a Transfer of any Significant Interest in a corporation, partnership, limited liability company, joint venture, or trust which owns a Significant Interest in Key Principal.

2. Nothing herein contained shall in anyway be construed to impair the aforesaid Deed of Trust or the security now held for the indebtedness evidenced thereby, nor waive, annul, vary or affect any provision, condition, or covenant therein, except as specifically amended herein, nor affect or impair any rights, powers or remedies under the Deed of Trust, as herein amended, it being the intent of the parties hereto that the terms of said Deed of Trust shall continue in full force and effect as modified hereby.

IN WITNESSETH hereof, the parties hereto have entered into the Modification as of the day and year first above written.

TRUSTOR:

VANN PROPERTIES GENERAL PARTNERSHIP, a Nebraska general partnership

By: _____

Howard D. Vann
Partner

LENDER:

FANNIE MAE (formerly known as **FEDERAL NATIONAL MORTGAGE ASSOCIATION**)

By: _____

Name: _____

Title: _____

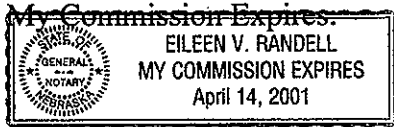
Margaret K. Cullum
Margaret K. Cullum
Assistant Vice President

ACKNOWLEDGMENTS

STATE OF NEBRASKA)
) ss:
COUNTY OF Douglas)

The foregoing instrument was acknowledged before me this 29 day of December, 1998, by Howard D. Vann, partner on behalf of Vann Properties General Partnership, a general partnership, and acknowledged the same to be his voluntary act and deed and the voluntary act and deed of the general partnership.

Witness my hand and notarial seal at Omaha, NE, in said county, the date aforesaid.



Eileen V. Randell
Notary Public

DISTRICT OF COLUMBIA) ss:

On this 5th day of January, 1999, before me, the undersigned, a Notary Public duly commissioned and qualified in and for said district, personally came the above named Margaret K. Cullom, Asst. V.P. of Fannie Mae (formerly known as Federal National Mortgage Association), a corporation, who is personally known to be the identical person whose name is affixed to the above document as Asst. V.P. of said corporation, and he/she acknowledged the instrument to be his/her voluntary act and deed and the voluntary act and deed of said corporation.

Witness my hand and notarial seal in said District of Columbia, the date aforesaid.

My Commission Expires: Jan 1, 2004 Patricia K. Taylor
Notary Public

NOTARIAL SEAL AFFIXED
REGISTER OF DEEDS

EXHIBIT 'A'

LEGAL DESCRIPTION

A tract of land located in the Northwest Quarter of the Southeast Quarter (NW¼ SE¼) of Section 23, Township 15 North, Range 12 East of the 6th P.M., in the City of Omaha, in Douglas County, Nebraska, more particularly described as follows:

Commencing at the point of intersection of the East right-of-way line of 76th Street and the North right-of-way line of Howard Street; thence North 90° 00' 00" East (assumed bearing), along said North right-of-way line of Howard Street, a distance of 164.76 feet, to the Point of Beginning; thence North 00° 06' 16" East, a distance of 357.25 feet, to a point on the Southwesterly bank of the Little Papillion Creek; thence along said Southwesterly bank of the Little Papillion Creek, on the following described courses; thence Southeasterly, on a curve to the left with a radius of 1,082.71 feet, a distance of 91.97 feet, said curve having a long chord which bears South 45° 38' 02" East, a distance of 91.94 feet; thence South 48° 04' 02" East, a distance of 82.52 feet; thence North 42° 20' 07" East, a distance of 2.64 feet; thence Southeasterly, on a curve to the right with a radius of 593.63 feet, a distance of 74.31 feet, said curve having a long chord which bears South 44° 28' 51" East, a distance of 74.26 feet, to a point on the West line of Lot 10, West Pacific Commercial, a Subdivision located in said West half of the Southeast Quarter of Section 23; thence South 00° 10' 42" West, along said West line of Lot 10, West Pacific Commercial, a distance of 186.78 feet, to a point on said North right-of-way line of Howard Street; thence North 90° 00' 00" West, along said North right-of-way line of Howard Street, a distance of 181.00 feet, to the Point of Beginning;

And,

A tract of land located in the Northwest Quarter of the Southeast Quarter (NW¼ SE¼) of Section 23, Township 15 North, Range 12 East of the 6th P.M., in the City of Omaha, in Douglas County, Nebraska, more particularly described as follows:

Beginning at the point of intersection of the East right-of-way line of 76th Street and the North right-of-way line of Howard Street; thence North 00° 06' 16" East (assumed bearing), along said East right-of-way line of 76th Street and the East line of West Pacific Terrace, a Subdivision located in said West half of the Southeast Quarter of Section 23, a distance of 585.67 feet, to a point on the Southwesterly bank of the Little Papillion Creek; thence South 28° 18' 04" East, along said Southwesterly bank of the Little Papillion Creek, a distance of 0.65 feet; thence Southeasterly, along said Southwesterly bank of the Little Papillion Creek, on a curve to the left with a radius of 1,082.71 feet, a distance 281.55 feet, said curve having a long chord which bears South 35° 45' 03" East, a distance of 280.76 feet; thence South 00° 06' 16" West, a distance of 357.25 feet, to a point on the said North right-of-way line of Howard Street; thence North 90° 00' 00" West, along said North right-of-way line of Howard Street, a distance of 164.76 feet, to the Point of Beginning.

All together with beneficial easement rights appurtenant thereto as reserved in Warranty Deed dated May 19, 1970 and recorded May 26, 1970, in Book 1410 at Page 13 of the Deed Records of Douglas County, Nebraska.

INFORMATIONAL NOTE: The above property is identified by Tax Key Numbers 3210-0007-01 and 3210-0008-01.