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By

RICHARD N. TAKECHI
REGISTER OF DEEDS
DOUGLAS COUNTY, NE

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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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DEL _____ SCAN dc FV _____

**MODIFICATION TO MULTIFAMILY DEED OF TRUST,
ASSIGNMENT OF RENTS AND SECURITY AGREEMENT**
(Fox Ridge 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 \$3,275,000 (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 223 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 251; 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:

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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

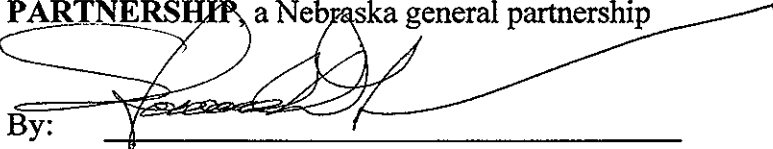
(7) a Transfer of any Significant Interest in a corporation, partnership, limited liability company, joint venture, or trust which owns a Significant Interest in Key Principal.

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:

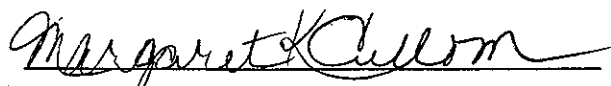
VANN PROPERTIES GENERAL PARTNERSHIP, a Nebraska general partnership



By: _____
Howard D. Vann
Partner

LENDER:

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

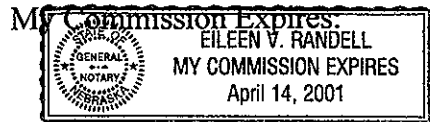
By: 
Name: _____ Margaret K. Cullom
Title: _____ Assistant Vice President

ACKNOWLEDGMENTS

STATE OF NEBRASKA)
) ss:
COUNTY OF Douglas)

The foregoing instrument was acknowledged before me this 29 day of December, 1999, 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 7th 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 L. 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 11, 2004

Patricia M. Hayes
Notary Public

NOTARIAL SEAL AFFIXED
REGISTER OF DEEDS

EXHIBIT "A"

LEGAL DESCRIPTION

That part of Lot 2, in HEIDE HEIGHTS, an Addition to the City of Omaha, as surveyed, platted and recorded, in Douglas County, Nebraska, more particularly described as follows:

Beginning at the Southeast corner of said Lot 2; thence North $18^{\circ}08'35''$ East (assumed bearing), 428.89 feet, on the East line of said Lot 2, to the Northeast corner of Lot 2; thence North $89^{\circ}53'55''$ West, 262.91 feet, on the North line of said Lot 2; thence South $00^{\circ}06'05''$ West, 70.00 feet, on a line 260.00 feet East of and parallel to the Northerly portion of the West line of said Lot 2; thence South $12^{\circ}06'05''$ West, 84.83 feet; thence South $00^{\circ}06'05''$ West, 254.93 feet, on a line 150.00 feet East of and parallel to the Southerly portion of the West line of said Lot 2, to the South line of said Lot 2; thence South $89^{\circ}56'20''$ East, 147.72 feet, on the South line of said Lot 2, to the Point of Beginning;

And,

Lot 2, in HEIDE HEIGHTS, an Addition to the City of Omaha, as surveyed, platted and recorded, in Douglas County, Nebraska, EXCEPT that part more particularly described as follows:

Beginning at the Southeast corner of said Lot 2; thence North $18^{\circ}08'35''$ East (assumed bearing), 428.89 feet, on the East line of said Lot 2, to the Northeast corner of Lot 2; thence North $89^{\circ}53'55''$ West, 262.91 feet, on the North line of said Lot 2; thence South $00^{\circ}06'05''$ West, 70.00 feet, on a line 260.00 feet East of and parallel to the Northerly portion of the West line of said Lot 2; thence South $12^{\circ}06'05''$ West, 84.83 feet; thence South $00^{\circ}06'05''$ West, 254.93 feet, on a line 150.00 feet East of and parallel to the Southerly portion of the West line of said Lot 2, to the South line of said Lot 2; thence South $89^{\circ}56'20''$ East, 147.72 feet, on the South line of said Lot 2, to the Point of Beginning;

Together with non-exclusive easements for use and enjoyment including maintenance and installation of utilities, driveways and parking, and use of recreational facilities over, under and upon subject property as contained in Cross Easement Agreement dated June 21, 1988 and recorded June 21, 1988, in Book 852 at Page 588 of the Miscellaneous Records of Douglas County, Nebraska.

INFORMATIONAL NOTE: The above property lies within a platted subdivision, known as HEIDE HEIGHTS, the Plat and Dedication of which was recorded August 23, 1968, in Book 1360 at Page 735 of the Deed Records of Douglas County, Nebraska, and is identified by Tax Key Numbers 0636-1435-13 and 0636-1437-13.