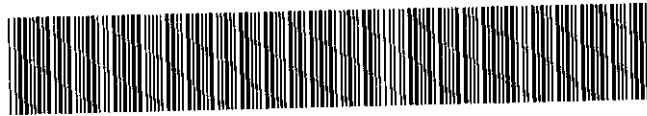


DEED 2004129447



SEP 30 2004 10:56 P 5

Nebr Doc Stamp Tax
9/30/04
Date
\$31,999.00
By DK

Filed: AS RECEIVED

Received - RICHARD TAKECHI
Register of Deeds, Douglas County, NE
9/30/2004 10:56:05.40



2004129447

SPECIAL WARRANTY DEED

KNOW ALL MEN BY THESE PRESENTS that OMAHA REAL ESTATE INVESTMENT PARTNERSHIP, a Minnesota general partnership ("Grantor"), in consideration of the sum of One Dollar (\$1.00) and other good and valuable consideration, received from CONAGRA FOODS, INC., a Delaware corporation (formerly known as ConAgra, Inc.) ("Grantee"), does hereby grant, bargain, sell, convey and confirm unto Grantee that certain real estate located in Douglas County, Nebraska, more particularly described in Exhibit A, attached hereto and incorporated by reference herein.

TO HAVE AND TO HOLD the above described premises together with all tenements, hereditaments and appurtenances thereto belonging unto Grantee and to Grantee's heirs and assigns forever.

AND Grantor for itself and its successors does hereby covenant with Grantee and with Grantee's heirs and assigns that Grantor is lawfully seized of said premises; that Grantor has good right and lawful authority to convey the same; and that, subject to the matters described on Exhibit B, attached hereto and incorporated by reference herein, Grantor warrants and will defend the title to said premises against the lawful claims of all persons claiming by, through, or under Grantor, and against no other claims or demands.

DATED: September 30, 2004.

OMAHA REAL ESTATE INVESTMENT PARTNERSHIP, a Minnesota general partnership

By: Adler Management Corporation
Its: Managing General Partner

Deed

FEE 26.50 FB 23-06170

BKP _____ C/O _____ COMP g

DEL _____ SCAN _____ FV _____

By: J. Compton
Its: Vice President

After recording, return to:
Karen Douglas
First National Tower, Suite 3700
1601 Dodge Street
Omaha, NE 68102

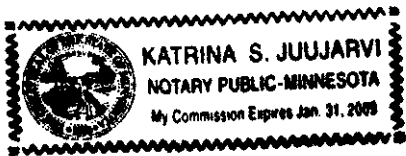
120627

16

STATE OF Minnesota)
) ss.
COUNTY OF Hennepin)

Before me, a Notary Public qualified in said county personally came Luz Campa
Vice President of ADLER MANAGEMENT CORPORATION, a South Dakota corporation, the managing general partner of OMAHA REAL ESTATE INVESTMENT PARTNERSHIP, a Minnesota general partnership, known to me to be the Vice President and identical person who signed the foregoing instrument, and acknowledged the execution thereof to be his voluntary act and deed as such officer and the voluntary act and deed of said corporation and said general partnership.

Witness my hand and notarial seal on September 28, 2004



Katrina S. Juujarvi
Notary Public for the State of Minnesota
Commission Expires 1/31/09

** FILED: AS IS

EXHIBIT A

LEGAL DESCRIPTION

Lots 1, 13 and 14 in CENTRAL PARK EAST, an Addition to the City of Omaha, as surveyed, platted and recorded, in Douglas County, Nebraska.

EXHIBIT B

SCHEDULE OF ENCUMBRANCES

1. Real estate taxes and installments of special assessments.
2. Matters shown on Plat and Dedication of Central Park East recorded May 17, 1989, in Book 1849 at Page 320 of the Deed Records of Douglas County, Nebraska.
3. Covenants, conditions and restrictions contained in instrument dated March 3, 1989 and recorded March 9, 1989, in Book 879 at Page 632 of the Miscellaneous Records of Douglas County, Nebraska.
4. Covenants, conditions and restrictions contained in instrument dated January 27, 1989 and recorded January 27, 1989, in Book 876 at Page 75 of the Miscellaneous Records of Douglas County, Nebraska.
5. Covenants, conditions and restrictions contained in instrument dated June 16, 1989 and recorded August 9, 1989, in Book 895 at Page 40 of the Miscellaneous Records of Douglas County, Nebraska.
6. Terms, conditions, agreements, limitations and restrictions in Parking Declaration dated November 30, 1989 recorded November 30, 1989, in the Miscellaneous Records of Douglas County, Nebraska, at Page 481 of Book 906, as amended by a certain Amendment to Parking Declaration dated as of July 31, 1995 recorded August 30, 1995, in the Miscellaneous Records of Douglas County, Nebraska, at Page 233 of Book 1155 and supplemented by a First Supplemental Parking Declaration recorded June 19, 1990, in the Miscellaneous Records of Douglas County, Nebraska, at Page 09 of Book 928, a Second Supplemental Parking Declaration recorded November 7, 1990, in the Miscellaneous Records of Douglas County, Nebraska, at Page 01 of Book 944 and a Third Supplemental Parking Declaration recorded June 7, 1999, in the Miscellaneous Records of Douglas County, Nebraska, at Page 710 of Book 1295.
7. Covenants, conditions and restrictions contained in Redevelopment Covenants dated August 10, 1989 and recorded February 23, 1990, in Book 914 at Page 493 of the Miscellaneous Records of Douglas County, Nebraska, as amended by Amendment to Redevelopment Covenants dated October 20, 1995 and recorded November 1, 1995, in Book 1160 at Page 351 of the Miscellaneous Records of Douglas County, Nebraska.
8. Terms and provisions of Lake Easement Agreement dated April 16, 1990 and recorded July 18, 1990, in Book 931 at Page 356 of the Miscellaneous Records of Douglas County, Nebraska.
9. Terms and provisions of Agreement dated December 1, 1995 and recorded January 29, 1996, in Book 1167 at Page 456 of the Miscellaneous Records of Douglas County,

Nebraska, executed by and among Omaha Public Power District, ConAgra, Inc. and Opus Corporation.

10. Rights or claims of parties in possession.
11. Facts which would be disclosed by a comprehensive survey of the conveyed property.