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RICHARD N. TAKECHI
REGISTER OF DEEDS
DOUGLAS COUNTY, NE



SPECIAL WARRANTY DEED

KNOW ALL MEN BY THESE PRESENTS, That THE PRUDENTIAL INSURANCE COMPANY OF AMERICA, a New Jersey corporation ("Grantor"), in consideration of One Dollar in hand paid by WESTROADS MALL L.L.C., a Delaware limited liability company ("Grantee"), having an address of c/o General Growth Properties, Inc., 55 West Monroe, Suite 3100, Chicago, Illinois 60603, does hereby Grant, Bargain, Sell and Convey unto the said Grantee, the following described premises situated in the County of Douglas and State of Nebraska, to-wit:

See Exhibit A attached hereto.

Together with all the tenements, hereditaments, and appurtenances thereunto belonging, and all the estate, right, title, interest, claim or demand whatsoever of the said Grantor of, in, or to the same, or any part thereof:

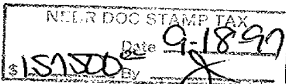
TO HAVE AND TO HOLD the above described premises unto the said Grantee and to its successors and assigns forever; and the said Grantor hereby covenants that said premises are free and clear of all liens and encumbrances, except those easements, restrictions and covenants of record and it does hereby covenant to WARRANT AND DEFEND the said premises against the lawful claims and demands of all persons claiming by, through, or under it, and against no other claims or demands, subject to those items listed on Exhibit B attached hereto.

IN WITNESS WHEREOF we have hereunto set our hand this 17th day of September, 1997.

THE PRUDENTIAL INSURANCE COMPANY OF AMERICA, a New Jersey corporation

By:

Name: Steven G. Vittorio
Title: Vice-President



12184 58-43383
FEE 3150 FB 58-43380
BKP 86A-299 C/O 4 COMP MB
DEL SCA JTC EV

~~FEE FB
BKP C/O COMP
DEL SCAN FV~~

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STATE OF ILLINOIS)
)
) SS.
COUNTY OF COOK)

The foregoing instrument was acknowledged before me on September 17, 1997 by Steven G. Vittorio, Vice-President of The Prudential Insurance Company of America known to be the identical person or persons whose names are affixed to the foregoing instrument and acknowledged the execution thereof to be their voluntary act and deed on behalf of said corporation.



Karen Feldy
Notary Public
My commission expires: 3/30/98

NOTARIAL SEAL AFFIXED
REGISTER OF DEEDS

THIS DOCUMENT WAS
PREPARED BY:

Portia O. Morrison, Esq.
Rudnick & Wolfe
203 N. LaSalle Street
Suite 1800
Chicago, IL 60601-1295

AFTER RECORDING RETURN
TO:

Reuben C. Warshawsky, Esq.
Neal, Gerber & Eisenberg
Two North LaSalle Street
21st Floor
Chicago, IL 60602

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EXHIBIT A**Legal Description**

Parcel A, Block 3, Westroads Addition, an Addition to the City of Omaha, Douglas County, Nebraska, except that part more particularly described as follows:

Beginning at a point on the Easterly line of Parcel A, said point being 261.00 feet Southeast of the Northeast corner of Parcel A; thence South 20°29'45" East (platted bearing) along the Easterly line of said Parcel A, a distance of 450.00 feet to a point; thence South 69°30'15" West, a distance of 236.00 feet to a point; thence North 20°29'45" West, a distance of 190.00 feet to a point; thence South 69°30'15" West, a distance of 43.00 feet to a point; thence North 20°29'45" West a distance of 77.00 feet to a point; thence South 69°30'15" West, a distance of 192.00 feet to a point; thence North 20°29'45" West, a distance of 74.00 feet to a point; thence North 69°30'15" East, a distance of 192 feet to a point; thence North 20°29'45" West a distance of 17 feet to a point; thence North 69°30'15" East a distance of 43.00 feet to a point; thence North 20°29'45" West, a distance of 92.00 feet to a point; thence North 69°30'15" East, a distance of 236.00 feet to the Point of Beginning.

Parcel C, Block 3, Westroads Addition, an Addition to the City of Omaha, Douglas County, Nebraska, except those parts more particularly described as follows:

Beginning at a point on the Westerly line of Parcel C, said point being 571.61 feet Northwest of the Southwest corner of Parcel C; thence North 20°29'45" West, (platted bearing) along the Westerly line of said Parcel C, a distance of 376.00 feet to a point; thence North 69°30'15" East, a distance of 72.00 feet to a point; thence North 20°29'45" West, a distance of 10.00 feet to a point; thence North 69°30'15" East, a distance of 256.00 feet to a point; thence South 20°29'45" East, a distance of 100.00 feet to a point; thence South 69°30'15" West, a distance of 30.00 feet to a point; thence South 20°29'45" East, a distance of 156.00 feet to a point; thence South 69°30'15" West, a distance of 70.00 feet to a point; thence South 20°29'45" East, a distance of 130.00 feet to a point; thence South 69°30'15" West, a distance of 228.00 feet to the Point of Beginning; and except

Commencing at the Southwest corner of Parcel C; thence North 20°29'45" West (platted bearing) along the Westerly line of Parcel C, a distance of 282.61 feet to a point; thence North 69°30'15" East, a distance of 21.5 feet to the Point of Beginning; thence North 69°30'15" East, a distance of 335.00 feet to a point on the Easterly line of Parcel C; thence in a Southwesterly direction along the Easterly line of Parcel C and said line curving to the right, and said curve having a radius of 640.00 feet, a distance of 158.78 feet to a point; thence South 69°30'15" West, a distance of 237.75 feet to a point; thence North 20°29'45" West along a line parallel to the Westerly line of Parcel C, a distance of 125.00 feet to the Point of Beginning.

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Lot 2, Westroads Replat 2, an Addition to the City of Omaha, Douglas County, Nebraska.

All together with non-exclusive rights contained in Construction, Operation and Easement Agreements filed October 8, 1965 in Book 430 at Page 273, as amended by instruments filed October 24, 1967 in Book 454 at Page 489 and filed January 25, 1994 in Book 1109 at Page 668, all of the Miscellaneous Records of Douglas County, Nebraska, and non-exclusive rights contained in Construction, Operation and Easement Agreements filed October 18, 1965 in Book 430 at Page 447, as amended by instruments filed December 26, 1967 in Book 457 at Page 615, and filed January 25, 1994 in Book 1109 at Page 631, all of the Miscellaneous Records of Douglas County, Nebraska.

EXHIBIT B

Permitted Exceptions

1. TAXES AND ASSESSMENTS NOT YET DUE OR PAYABLE AND SPECIAL ASSESSMENTS NOT YET CERTIFIED TO THE COUNTY TREASURER'S OFFICE.

2. TERMS AND CONDITIONS OF THE CONSTRUCTION, OPERATION AND EASEMENT AGREEMENT BY AND BETWEEN WESTROADS, INC., AND MONTGOMERY WARD REALTY CORPORATION DATED APRIL 27, 1965 AND RECORDED OCTOBER 8, 1965 IN BOOK 430 AT PAGE 273, MISCELLANEOUS RECORDS, DOUGLAS COUNTY, NEBRASKA.

ASSIGNMENT OF TERMS AND CONDITIONS OF THE CONSTRUCTION, OPERATION AND EASEMENT AGREEMENT FROM MONTGOMERY WARD REALTY CORPORATION TO SECOND WYCOMBE PROPERTIES, INC. DATED OCTOBER 18, 1967 AND RECORDED OCTOBER 24, 1967 IN BOOK 454 AT PAGE 489, MISCELLANEOUS RECORDS, DOUGLAS COUNTY, NEBRASKA.

FIRST AMENDMENT TO CONSTRUCTION, OPERATION AND EASEMENT AGREEMENT BY AND BETWEEN THE PRUDENTIAL INSURANCE COMPANY OF AMERICA AS SUCCESSOR TO WESTROADS, INC. AND ROBERT WEIGEL AS SUCCESSOR TO MONTGOMERY WARD REALTY CORPORATION DATED JANUARY 25, 1994 AND RECORDED JANUARY 25, 1994 IN BOOK 1109 AT PAGE 668, MISCELLANEOUS RECORDS, DOUGLAS COUNTY, NEBRASKA.

3. TERMS AND CONDITIONS OF THE CONSTRUCTION, OPERATION AND EASEMENT AGREEMENT DATED SEPTEMBER 23, 1965 AND RECORDED OCTOBER 18, 1965 IN BOOK 430 BY AND BETWEEN WESTROADS INC. AND J.C. PENNEY COMPANY DATED SEPTEMBER 23, 1965 AND RECORDED OCTOBER 18, 1965 IN BOOK 430 AT PAGE 447, MISCELLANEOUS RECORDS, DOUGLAS COUNTY, NEBRASKA.

AGREEMENT AMENDING CONSTRUCTION, OPERATION AND EASEMENT AGREEMENT DATED NOVEMBER 30, 1967 AND RECORDED DECEMBER 26, 1967 IN BOOK 457 AT PAGE 615, MISCELLANEOUS RECORDS, DOUGLAS COUNTY, NEBRASKA.

THIRD AMENDMENT TO CONSTRUCTION, OPERATION AND EASEMENT AGREEMENT DATED JANUARY 25, 1994 AND RECORDED JANUARY 25, 1994 IN BOOK 1109 AT PAGE 631, MISCELLANEOUS RECORDS, DOUGLAS COUNTY, NEBRASKA.

NOTE: THE SECOND AGREEMENT AMENDING CONSTRUCTION, OPERATION AND EASEMENT AGREEMENT, DATED AS OF MAY 26, 1989 REFERRED TO IN THE FOREGOING THIRD AMENDMENT DOES NOT APPEAR OF RECORD.

4. INDENTURE OF LEASE BY AND BETWEEN WESTROADS, INC., LANDLORD AND YOUNKER BROTHERS, INC., TENANT DATED MAY 20, 1963 AND RECORDED NOVEMBER 9, 1965 IN BOOK 431 AT PAGE 373, MISCELLANEOUS RECORDS, DOUGLAS COUNTY NEBRASKA.
5. ASSIGNMENT OF LEASE FROM ALAN BAER AND MARCIA BAER TO YOUNKERS, INC. DATED FEBRUARY 5, 1987 AND RECORDED FEBRUARY 6, 1987 IN BOOK 803 AT PAGE 684, MISCELLANEOUS RECORDS, DOUGLAS COUNTY, NEBRASKA.

NOTE: THE LEASE REFERENCED IN THE FOREGOING ASSIGNMENT IS DESCRIBED AS BEING BETWEEN WESTROADS, INC. AND J.L. BRANDEIS & SONS, INC., DATED MAY 3, 1972. SAID LEASE DOES NOT APPEAR OF RECORD.

6. EASEMENT AND RIGHT-OF-WAY BY AND BETWEEN PRUDENTIAL INSURANCE COMPANY OF AMERICA, INC. AND METROPOLITAN UTILITIES DISTRICT DATED AUGUST 23, 1994 AND RECORDED SEPTEMBER 14, 1994 IN BOOK 1129 AT PAGE 269, MISCELLANEOUS RECORDS, DOUGLAS COUNTY, NEBRASKA.
7. SHOPPING CENTER CONSTRUCTION, OPERATION AND RECIPROCAL EASEMENT AGREEMENT BETWEEN VON MAUR, INC., AND THE PRUDENTIAL INSURANCE COMPANY OF AMERICA DATED JANUARY 25, 1994 AND RECORDED JANUARY 25, 1994 IN BOOK 1110 AT PAGE 1, MISCELLANEOUS RECORDS, DOUGLAS COUNTY, NEBRASKA.