



MISC 2013006348



JAN 18 2013 14:12 P 3

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FEE 22.00 FBMC-16595  
BKP \_\_\_\_\_ C/O \_\_\_\_\_ COMPLS  
DEL \_\_\_\_\_ SCAN \_\_\_\_\_ FV \_\_\_\_\_

Received - DIANE L. BATTIATO  
Register of Deeds, Douglas County, NE  
1/18/2013 14:12:58.04  
 2013006348

-----[SPACE ABOVE THIS LINE FOR RECORDING DATA]-----  
Return to: ARB, Walcentine, O'Toole, McQuillan & Gordon, L.L.P., 11240 Davenport Street, P.O. Box 540125, Omaha, NE 68154-0125

**MODIFICATION OF DEED OF TRUST**

THIS MODIFICATION OF DEED OF TRUST ("Modification") is made and entered into this 17 day of January, 2013, by and between Fantasy's, Inc., a Nebraska corporation ("Trustor" or "Grantor"), and Great Western Bank, a bank chartered under the laws of the state of South Dakota ("Trustee" or "Beneficiary" or "Lender").

**WITNESSETH**

WHEREAS, on or about August 2, 2000, Trustor executed and delivered unto Trustee and Beneficiary a Deed of Trust (the "Deed of Trust") upon certain real property and improvements thereon legally described on the attached Exhibit A, which is incorporated herein by this reference, (the "Real Property"), which Deed of Trust was recorded in the office of the Register of Deeds of Douglas County, Nebraska, at Book 6132, Page 633 and;

WHEREAS, the Deed of Trust was originally given to secure all obligations, debts and liabilities, whether then existing or thereafter arising, plus interest thereon, of West Maple Fantasy's, LLC, a Nebraska limited liability company, as Borrower, owing to Lender;

WHEREAS, on or about August 2, 2000, Grantor executed and delivered unto Lender, a Assignment of Rents (the "Assignment") upon the Real Property, which Assignment was recorded in the office of the Register of Deeds of Douglas County, Nebraska, at Book 1347, Page 360, and;

WHEREAS, pursuant to various modifications and amendments of the Note, including that certain Forbearance Agreement and First Global Amendment (GWB Loans) dated September 30, 2011, as amended by that certain First Amendment to Forbearance Agreement and Second Global Amendment dated January 17, 2013 (the "Forbearance Agreement"), the parties wish to amend the Deed of Trust and Assignment to reflect the parties' agreement as set forth in the Forbearance Agreement that the Deed of Trust and Assignment shall secure payment of any and all indebtedness and performance of any and all obligations owing from any one or more of Fantasy's, Inc., a Nebraska corporation, Trustor, Grantor, Tranquility Realty, LLC, a Nebraska limited liability company, West Maple Fantasy's, LLC, a Nebraska limited liability company, or John T. Spaustat, an individual to Lender, its successors and/or assigns, including those arising out of the Forbearance Agreement, and;

NOW THEREFORE, for good and valuable consideration, the receipt and sufficiency of which is hereby acknowledged, the parties hereto agree as follows:

1. The Deed of Trust is hereby amended to define "Borrower" as any one or more of Fantasy's, Inc., a Nebraska corporation, Tranquility Realty, LLC, a Nebraska limited liability company, West Maple Fantasy's, LLC, a Nebraska limited liability company, or John T. Spaustat, an individual.

2. The Assignment is hereby amended to define "Borrower" as any one or more of Fantasy's, Inc., a Nebraska corporation, Tranquility Realty, LLC, a Nebraska limited liability

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company, West Maple Fantasy's, LLC, a Nebraska limited liability company, or John T. Spaustat, an individual.

3. Except as specifically modified herein, the Deed of Trust and Assignment shall remain in full force and effect as originally executed.

IN WITNESS WHEREOF, the parties have executed this Modification as of the day and date first written above.

**AS TRUSTOR AND GRANTOR:**

FANTASY'S, INC. a Nebraska corporation

By: [Signature]  
John T. Spaustat, President of  
Fantasy's, Inc.

**AS TRUSTEE, BENEFICIARY AND LENDER:**

GREAT WESTERN BANK, a bank chartered under the laws of the State of South Dakota

By: [Signature]  
Gerald E. Kruger, Senior Vice President  
of Great Western Bank

STATE OF NEBRASKA )  
 ) cc.  
COUNTY OF DOUGLAS )



The foregoing instrument was acknowledged before me this 17<sup>th</sup> day of January, 2013, by John T. Spaustat, President of Fantasy's, Inc., a Nebraska corporation, on behalf of the company.

[Signature]  
Notary Public

STATE OF South Dakota )  
 ) cc.  
COUNTY OF Minnehaha )

The foregoing instrument was acknowledged before me this 14 day of January, 2013, by Gerald E. Kruger, Senior Vice President of Great Western Bank, a bank chartered under the laws of the state of South Dakota, on behalf of the bank.

[Signature] 11-1-16  
Notary Public

**NOTARIAL SEAL  
REGISTER OF DEEDS**

Exhibit A

**LOTS 3 & 4, HILLSBOROUGH PLAZA, A SUBDIVISION, AS SURVEYED, PLATTED AND RECORDED IN  
DOUGLAS COUNTY, NEBRASKA**