



MISC 2013006349



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Received - DIANE L. BATTIATO
Register of Deeds, Douglas County, NE
1/18/2013 14:12:59.14
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-----[SPACE ABOVE THIS LINE FOR RECORDING DATA]-----
Return to: ARB, Walentine, 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") 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 December 2, 2004, 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, as Instrument No. 2004162924, and;

WHEREAS, the Deed of Trust was originally given to secure, among other obligations, the indebtedness of Tranquility Realty, LLC, a Nebraska limited liability company, as Borrower under a certain promissory note dated December 2, 2004, (the "Note"), in the original principal sum of \$3,045,000.00, including all renewals, extensions, modifications, refinancing and substitutions for the Note, 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 to reflect the parties' agreement as set forth in the Forbearance Agreement that the Deed of Trust shall secure payment of any and all indebtedness and performance of any and all obligations owing from one or more of Fantasy's Inc., a Nebraska corporation, Trustor, Tranquility Realty, LLC, a Nebraska limited liability company, West Maple Fantasy's, LLC, a Nebraska limited liability company, or John T. Spaustat, an individual, owing to Lender, its successors and/or assigns, including those arising under the Forbearance Agreement, and;

WHEREAS, the parties wish to further amend the Deed of Trust to reflect the parties' agreement as set forth in the Forbearance Agreement that a default by Fantasy's, Inc., a Nebraska corporation, Trustor, Tranquility Realty, LLC, a Nebraska limited liability company, West Maple Fantasy's, LLC, a Nebraska limited liability company, or John T. Spaustat, an individual in payment of any indebtedness, or in performance of any obligation, owing from one or more of the foregoing parties to Lender, its successors and/or assigns, including those arising under the Forbearance Agreement, shall constitute a default under the Deed of Trust;

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

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

2. Except as specifically modified herein, the Deed of Trust 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:

FANTASY'S, INC. a Nebraska corporation

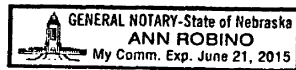
By: [Signature]
John T. Spaustat, President of
Fantasy's, Inc.

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 17th 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] 11-1-13
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**