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Aug 29, 2018
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INSTRUMENT NUMBER

2018-20344

2018 Aug 29 08:38:06 AM

Sheryl J. Dowling

REGISTER OF DEEDS



**Prepared by and when
recorded, return to:**

Thompson Hine LLP
312 Walnut Street, Suite 1400
Cincinnati, Ohio 45202
Attention: Stephen M. King, Esq.
(513) 352-6746

SPECIAL WARRANTY DEED

SHADOW LAKE TOWNE CENTER, LLC, a Delaware limited liability company having an address c/o J.P. Morgan Investment Management Inc., 270 Park Avenue, New York, New York 10017, the **GRANTOR**, in consideration of one dollar and other valuable consideration received from **PPG SHADOW REAL ESTATE LLC**, a Delaware limited liability company, having an address at 1790 Bonanza Drive, Suite 201, Park City, Utah 84060, the **GRANTEE**, hereby convey to the Grantee the following described real estate (as defined in Neb. Rev. Stat. § 76-201):

See Exhibit A attached hereto

The Grantor jointly and severally covenants with the Grantee that the Grantor:

- (1) is lawfully seized of such real estate and that such real estate is free from encumbrances subject to the items set forth on the attached Exhibit B (collectively, the "**Permitted Exceptions**").
- (2) warrants and will, subject to the Permitted Exceptions, defend title to the real estate against the lawful claims of all persons claiming the same or any part thereof through, by or under the Grantor, but not otherwise.

[Remainder of Page Intentionally Left Blank]

Executed on this 27 day of August 2018.

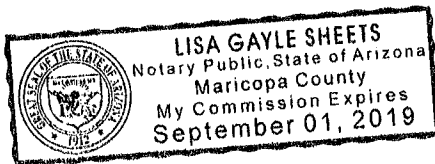
SHADOW LAKE TOWNE CENTER, LLC, a
Delaware limited liability company

By: Papillion Holdings SPE, LLC, a Delaware
limited liability company, its Managing
Member

By: Mee
Name: Michael L. Ebert
Title: President

STATE OF Arizona)
) ss
COUNTY OF Maricopa)

The foregoing instrument was acknowledged before me on the 20th day of August, 2018, by Michael L. Ebert, the President of Papillion Holdings SPE, LLC, a Delaware limited liability company, the managing member of Shadow Lake Towne Center, LLC, a Delaware limited liability company on behalf of such limited liability companies.



Lisa Gayle Sheets
Notary Public

My Commission Expires: 9-1-2019

[Signature Page to Special Warranty Deed]

EXHIBIT "A" TO SPECIAL WARRANTY DEED
LEGAL DESCRIPTION OF THE REAL ESTATE

Lots Four (4), Seven (7), Eight (8) and Nine (9), and Outlots A and B, Shadow Lake Towne Center, an Addition to the City of Papillion, in Sarpy County, Nebraska;

Lots One (1), Two (2) and Outlots A, B and C, Shadow Lake Towne Center Replat 1, an Administrative Subdivision, in Sarpy County, Nebraska;

Lot Two (2), Shadow Lake Towne Center Replat 2, an Administrative Subdivision in Sarpy County, Nebraska;

Lot (1), Shadow Lake Towne Center Replat 3, an Administrative Subdivision in Sarpy County, Nebraska; and

Lots One (1) and Two (2), Shadow Lake Town Center Replat 5, an Addition to the City of Papillion, in Sarpy County, Nebraska.

EXHIBIT "B" TO SPECIAL WARRANTY DEED

PERMITTED EXCEPTIONS

1. Rights of tenants, as tenants only.
2. Taxes or special assessments, which are a lien, but not yet due and payable.
3. Right-of-Way Easement to the Loup River Public Power District for the construction, maintenance and operation of an electric transmission line, recorded April 30, 1956 in Book 20, Page 236; Corporation Real Estate Deed to Nebraska Public Power District, recorded December 23, 1970 in Book 145, Page 2260; Assignment of Contracts, Agreements, Easements, Joint Use Pole Agreements, Railroad Crossing Agreements, Miscellaneous Agreements and Rights to Nebraska Public Power District, recorded December 23, 1970 in Book 43, Page 485; and Assignment of Easements Pursuant to Sale of Facilities Agreement between Nebraska Public Power District and Omaha Public Power District recorded April 2, 1982 in Book 55, Page 220; records of Sarpy County, Nebraska. (Lot 1, Shadow Lake Towne Center Replat 3)
4. Easement as set forth in Report of Appraisers to Loup River Public Power District, recorded May 5, 1956 in Book 20, Page 279; Corporation Real Estate Deed to Nebraska Public Power District, recorded December 23, 1970 in Book 145, Page 2260; Assignment of Contracts, Agreements, Easements, Joint Use Pole Agreements, Railroad Crossing Agreements, Miscellaneous Agreements and Rights to Nebraska Public Power District, recorded December 23, 1970 in Book 43, Page 485; and Assignment of Easements Pursuant to Sale of Facilities Agreement between Nebraska Public Power District and Omaha Public Power District recorded April 2, 1982 in Book 55, Page 220; records of Sarpy County, Nebraska. (Lot 1, Shadow Lake Towne Center Replat 3)
5. Terms and conditions of Warranty Deed from Arthur R. Camenzind and Luanna R. Camenzind, h & w, to The State of Nebraska, Department of Roads, recorded October 18, 1993 as Inst. No. 93-26147; records of Sarpy County, Nebraska. (Lots 4 and 7, and Outlots A and B, Shadow Lake Towne Center and Lot 2, Shadow Lake Towne Center Replat 3)
6. Terms and conditions contained in Plat of Shadow Lake Towne Center, recorded April 27, 2006 as Inst. No. 2006-13991; Partial Release of Easement by Qwest Corporation, a Colorado Corporation (F.K.A. US West Communications, Inc. and Northwestern Bell), recorded August 3, 2006 as Inst. No. 2006-26611; records of Sarpy County, Nebraska. (All Lots)
7. Terms and conditions contained in Channel Relocation, Buffer Zone, and Storm Sewer Drainage Easement granted to Sanitary and Improvement District No. 267 of Sarpy County, Nebraska, a Nebraska political subdivision, and its successors and assigns, recorded May 8, 2006 as Inst. No. 2006-15268; records of Sarpy County, Nebraska.

(Outlots A, B, and C Shadow Lake Towne Center and Lots 1 and 2, and Outlots A, B, and C Shadow Lake Towne Center Replat 1)

8. Terms and conditions contained in Declaration for Ingress and Egress recorded May 8, 2006 as Inst. No. 2006-15269; records of Sarpy County, Nebraska. (All Lots)
9. Terms and conditions contained in Sidewalk, Drainage and Utility Easement granted to Sanitary and Improvement District No. 267 of Sarpy County, Nebraska, a Nebraska political subdivision, and its successors and assigns, recorded May 8, 2006 as Inst. No. 2006-15270; records of Sarpy County, Nebraska. (All Lots)
10. Terms and conditions contained in Sanitary Sewer Easement granted to Sanitary and Improvement District No. 267 of Sarpy County, Nebraska, a Nebraska political subdivision, and its successors and assigns, recorded May 8, 2006 as Inst. No. 2006-15271; and Disclaimer and Release recorded August 3, 2006 as Inst. No. 2006-26467; and Disclaimer and Release recorded August 3, 2006 as Inst. No. 2006-26610; records of Sarpy County, Nebraska. (Lots 8, 9 and Outlots A, B and C Shadow Lake Towne Center)
11. Terms and conditions contained in Storm Sewer and Drainage Easement granted to Sanitary and Improvement District No. 267 of Sarpy County, Nebraska, a Nebraska political subdivision, and its successors and assigns, recorded May 8, 2006 as Inst. No. 2006-15272; records of Sarpy County, Nebraska. (Lots 1 and 2, and Outlots A, B, and C, Shadow Lake Towne Center Replat 1; Lot 1 Shadow Lake Towne Center Replat 3; and Lots 1 and 2, Shadow Lake Towne Center Replat 5)
12. Terms and conditions contained in Utilities Easement granted to Sanitary and Improvement District No. 267 of Sarpy County, Nebraska, a Nebraska political subdivision, and its successors and assigns, recorded May 8, 2006 as Inst. No. 2006-15273; records of Sarpy County, Nebraska. (Lots 1 and 2, Shadow Lake Towne Center Replat 1)
13. Terms and conditions contained in Declaration of Reciprocal Easements, Covenants and Restrictions, recorded June 20, 2006 as Inst. No. 2006-20802; Assignment and Assumption of Rights Under ECR, recorded October 18, 2007 as Inst. No. 2007-31850; Assignment and Assumption of Rights Under ECR recorded June 3, 2009 as Inst. No. 2009-16845; amended by First Amendment to Declaration of Reciprocal Easements, Covenants and Restrictions, recorded March 21, 2012 as Inst. No. 2012-08360; and Assignment and Assumption of Rights Under ECR recorded January 5, 2012 as Inst. No. 2012-00472; records of Sarpy County, Nebraska. (All Lots)
14. Terms and conditions contained in Plat of Shadow Lake Towne Center Replat 1, recorded June 26, 2006 as Inst. No. 2006-21348; and Partial Release of Easement by Qwest Corporation, a Colorado Corporation (F.K.A. US West Communications, Inc. and Northwestern Bell), recorded August 3, 2006 as Inst. No. 2006-26611; records of Sarpy County, Nebraska. (Lots 1, 2, and Outlots A, B and C, Shadow Lake Towne Center Replat)

15. Retaining Wall Easement from 370 LLC, a Nebraska limited liability company, to Sanitary and Improvement District No. 267 of Sarpy County, Nebraska, a Nebraska political subdivision, and its successors and assigns, recorded June 26, 2006 as Inst. No. 2006-21349; records of Sarpy County, Nebraska. (Lots 7 and 9, Shadow Lake Towne Center and Lot 2, Shadow Lake Towne Center Replat 2)
16. Terms and conditions of Lease by and between 370, LLC, a Nebraska limited liability company, Landlord, and The TJX Companies, Inc., a Delaware corporation, Tenant, evidenced by Memorandum of Lease recorded July 20, 2006 as Inst. No. 2006-24777; and Supplemental Memorandum of Lease by and between Shadow Lake Towne Center, LLC, a Delaware limited liability company, Landlord and the TJX Companies, Inc., a Delaware corporation, Tenant, recorded November 15, 2013 as Inst. No. 2013-35124; records of Sarpy County, Nebraska. (All Lots)
17. Terms and conditions of Lease by and between Papillion Development, LLC, a Nebraska limited liability company, Landlord, and Bed Bath & Beyond Inc., a New York corporation, Tenant, evidenced by Memorandum of Lease, recorded August 14, 2006 as Inst. No. 2006-27783; records of Sarpy County, Nebraska. (All Lots)
18. Terms and conditions of Lease by and between Papillion Development, LLC, a Nebraska limited liability company, Landlord, and PetSmart, Inc., a Delaware corporation, Tenant, evidenced by Memorandum of Lease, recorded September 27, 2006 as Inst. No. 2006-33298; records of Sarpy County, Nebraska. (All Lots)
19. Terms and conditions contained in Joint Utility Easement granted to the Omaha Public Power District, Qwest Communications, and any other company which has been granted a franchise to provide a cable television system in the area to be subdivided, their successors and assigns, recorded October 23, 2006 as Inst. No. 2006-36236; records of Sarpy County, Nebraska. (All Lots)
20. Terms and conditions of Ground Lease by and between Papillion Development, LLC, a Nebraska limited liability company, Landlord, and J.C. Penney Properties, Inc., a Delaware corporation, Tenant, evidenced by Memorandum of Ground Lease, recorded October 26, 2006 as Inst. No. 2006-36633; and evidenced by Memorandum of Ground Lease, recorded November 20, 2006 as Inst. No. 2006-39278; records of Sarpy County, Nebraska. (All Lots)
21. Terms and conditions of Lease by and between Papillion Development, LLC, a Nebraska limited liability company, Landlord, and Red Robin International, Inc., a Nevada corporation, Tenant, evidenced by Memorandum of Lease recorded February 27, 2007 as Inst. No. 2007-05634; records of Sarpy County, Nebraska. (Lots 4, 7, 8, 9, Shadow Lake Towne Center)
22. Easements and restrictions reserved and shown in the Administrative Subdivision of Shadow Lake Towne Center Replat 2, recorded April 3, 2007 as Inst. No. 2007-09702; and Consent To and Ratification of Plat recorded June 27, 2007 as Inst. No. 2007-19119; records of Sarpy County, Nebraska. (Lot 2, Shadow Lake Towne Center Replat 2)

23. Easements Shadow Lake Flood and Sediment Control and Drainage Disposal Rights recorded June 21, 2007 as Inst. No. 2007-18511; records of Sarpy County, Nebraska. (Outlots A, B, and C, Shadow Lake Towne Center Replat 1)
24. Terms and conditions of Lease by and between Papillion Development, LLC, a Nebraska limited liability company, Landlord, and Ulta Salon, Cosmetics & Fragrance, Inc., a Delaware corporation, Tenant, evidenced by Memorandum of Lease, recorded August 13, 2007 as Inst. No. 2007-24626; records of Sarpy County, Nebraska. (All Lots)
25. Easements and restrictions reserved and shown in the Plat and Dedication of Shadow Lake Towne Center Replat 3, recorded August 31, 2007 as Inst. No. 2007-26846; records of Sarpy County, Nebraska. (Lot 1, Shadow Lake Towne Center Replat 3)
26. Terms and conditions of Lease by and between Papillion Development, LLC, a Nebraska limited liability company, Landlord, and Dick's Sporting Goods, Inc., a Delaware corporation, evidenced by Memorandum of Lease, recorded October 3, 2007 as Inst. No. 2007-30213; records of Sarpy County, Nebraska. (All Lots)
27. Terms and conditions of Lease by and between Shadow Lake Towne Center, LLC, a Delaware limited liability company, Landlord, successor in interest to Papillion Development, LLC, a Nebraska limited liability company, Original Landlord, and Texas Roadhouse Holdings LLC, a Kentucky limited liability company, evidenced by Memorandum of Lease, recorded November 30, 2007 as Inst. No. 2007-35748; records of Sarpy County, Nebraska. (All Lots)
28. Terms and conditions of Declaration of Restrictive Covenants, recorded March 31, 2008 as Inst. No. 2008-08776; records of Sarpy County, Nebraska. (Lots 7 and 8, Shadow Lake Towne Center)
29. Terms and conditions of Declaration of Exclusive Use Restrictive Covenant recorded April 29, 2010 as Inst. No. 2010-10650; records of Sarpy County, Nebraska. (Lot 7, Shadow Lake Towne Center)
30. Easements and restrictions reserved and shown in the Plat and Dedication of Shadow Lake Towne Center Replat 4, recorded December 12, 2011 as Inst. No. 2011-31456; records of Sarpy County, Nebraska. (Lots 1 and 2, Shadow Lake Towne Center Replat 5)
31. Terms and conditions of Declaration of Restrictive Covenants recorded January 5, 2012 as Inst. No. 2012-00474; records of Sarpy County, Nebraska. (Lot 1, Shadow Lake Towne Center Replat 3 and Lots 1 and 2, Shadow Lake Towne Center Replat 5)
32. Terms and conditions of Lease by and between Shadow Lake Towne Center, LLC, a Delaware limited liability company, Landlord, and Pier 1 Imports (U.S.), Inc., a Delaware corporation, Tenant, evidenced by Memorandum of Lease, recorded August 30, 2012 as Inst. No. 2012-23222; records of Sarpy County, Nebraska. (All Lots)
33. Terms and conditions contained in Declaration of Restrictive Covenant recorded May 13, 2013 as Inst. No. 2013-14949; records of Sarpy County, Nebraska. (All Lots)

34. Leasehold Deed of Trust, Security Agreement, Assignment of Rents and Leases and Fixture Filing executed by J. C. Penney Properties, Inc., a Delaware corporation, Trustor to Commonwealth Land Title Insurance Company, Trustee for Goldman Sachs Bank USA, a New York State chartered bank, Beneficiary, for an amount not to exceed \$2,250,000,000.00, dated May 22, 2013, recorded July 17, 2013, as Inst. No. 2013-22903; assigned to Wilmington Trust, National Association, in its capacity as Successor Collateral Agent by Assignment of Leasehold Deed of Trust, Security Agreement, Assignment of Rents and Leases and Fixture Filing, recorded August 3, 2016 as Inst. No. 2016-19055; and Amended and Restated Leasehold Deed of Trust, Security Agreement, Assignment of Rents and Leases and Fixture Filing, recorded August 3, 2016 as Inst. No. 2016-19056; records of Sarpy County, Nebraska. (Lot 2, Shadow Lake Towne Center Replat 1)
35. Terms and conditions of Shopping Center Lease by and between Shadow Lake Towne Center, LLC, a Delaware limited liability company, Landlord, and Michaels Stores, Inc., a Delaware corporation, Tenant, evidenced by Memorandum of Shopping Center Lease, recorded March 21, 2014 as Inst. No. 2014-05621; records of Sarpy County, Nebraska. (All Lots)
36. Easements and restrictions reserved and shown in the Plat and Dedication of Shadow Lake Towne Center Replat 5, recorded December 29, 2014 as Inst. No. 2014-29123; records of Sarpy County, Nebraska. (Lots 1 and 2, Shadow Lake Towne Center Replat 5)