

Document Prepared by and
When Recorded Return to:
THACHER PROFFITT & WOOD
Two World Financial Center
New York, New York 10281
Attn: David S. Hall, Esq.

This instrument filed for record
the 3 day of July 2006
at 2:30 P.M. and recorded in
2006-07 Page 0290-0298
Linda Sue Stiles
Register of Deeds/Deputy Register of Deeds

**ASSIGNMENT OF DEED OF TRUST, SECURITY AGREEMENT AND ASSIGNMENT
OF LEASES AND RENTS**

THIS ASSIGNMENT is made as of May 31, 2006 by Barclays Capital Real Estate, Inc., a Delaware corporation, having an address at 200 Park Avenue, New York, New York 10166 ("Assignor"), to and in favor of CITIGROUP GLOBAL MARKETS REALTY CORP, a New York corporation, having an address at 388 Greenwich Street, 11th Floor, New York, NY 10013, and BARCLAYS CAPITAL REAL ESTATE INC., a Delaware corporation, having an address at 200 Park Avenue, New York, New York 10166, (individually and collectively, "Assignee").

For good and sufficient consideration, the receipt and sufficiency of which are hereby acknowledged, Assignor hereby sells, assigns, transfers, and endorses to Assignee, without any right of recourse or any representation or warranty, express or implied, all of Assignor's right, title and interest in and to that certain Deed of Trust, Security Agreement and Assignment of Leases and Rents dated as of January 27, 2006 from SPIRIT SPE PORTFOLIO 2006-1, LLC, a Delaware limited liability company, formerly known as ShopKo SPE Real Estate, LLC, a Delaware limited liability company ("Borrower") to and in favor of Barclays Capital Real Estate, Inc., a Delaware corporation, and recorded 5/3/06 as Inst. No. 2006-05, Page 0525 in the Official Records of Madison County of the State of Nebraska (the "Official Records"), (the "Deed of Trust") and securing a certain Promissory Note A, Promissory Note B, Promissory Note C, Promissory Note D, and Promissory Note E, each dated as of January 27, 2006 in the original principal amounts of \$425,000,000.00, \$25,000,000.00, \$175,000,000.00, \$25,000,000.00, and \$50,000,000.00 respectively, given by Borrower to Assignor, which Deed of Trust encumbers that certain real property situated in the County of Madison, State of Nebraska as more particularly described in Exhibit A hereto.

TO HAVE AND TO HOLD the Deed of Trust unto Assignee and to the successors and assigns of Assignee forever.


IN WITNESS WHEREOF, Assignor has caused this Assignment to be executed in its name by its duly authorized officer as of the date first above written.

BARCLAYS CAPITAL REAL ESTATE, INC.,
a Delaware corporation

By:

Name:

Title:


LoriAnn Rung
Authorized Signatory

ACKNOWLEDGEMENTSTATE OF *New York*

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)SS.:

COUNTY OF *New York*

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On this 17 day of February, 2006, before me a Notary Public, duly commissioned and qualified in said County and State, personally appeared Lori Rung, to me personally known or otherwise identified through satisfactory evidence, who being by me duly sworn, did say that he/ is the Auth. Sign. of Barclays Capital Real Estate, Inc., a Delaware corporation, and that the Auth. Sign. acknowledged the execution of the instrument to be the voluntary act and deed of the company.

Witness my hand and notarial seal this 17 day of February, 2006.

Christopher W. Conway
Notary Public, State of New York
No. 01CO6138390
Qualified in New York County
Commission Expires December 19, 2009



 Notary Public Residing in

My Commission Expires:

EXHIBIT A**[ATTACH APPROPRIATE LEGAL DESCRIPTION]**

Lot 1 of Replat 2 of Lot 1-R, Block 1, of Replat of Shopko Acres in the City of Norfolk, Madison County, Nebraska.

Together with non-exclusive easement rights created by Cross-Easement and Use Restriction Agreement by and between Shopko Stores, Inc., a Minnesota corporation and Super Valu Stores, Inc., a Delaware corporation, filed May 8, 1986 in M86-5 at Pages 235-258, Amendment filed September 21, 1988 in M88-9 at Pages 704-710A, Assumption filed September 21, 1988 in M88-9 at Pages 719-720, Second Amendment filed August 25, 1989 in M89-8 at Pages 682-687, Third Amendment filed March 17, 2004 in M2004-3 at Pages 1226-1237 inclusive, Madison County Register of Deed's Office.

TAX I.D.: 5902800.23

TPW # NE-4
STORE # 48
2005 Krenzien Drive, Norfolk, NE

Lot 1, Block 2, in South Platte Business Park, a Subdivision of Lot 7 of Fritz's Subdivision of part of the SE 1/4 of Section 4, Township 13 North, Range 30 West of the 6th P.M., in North Platte, Lincoln County, Nebraska.

Together with non-exclusive easement rights created by Declaration of Cross-Easements and Covenants and Restrictions Affecting Land, dated January 27, 2006, and recorded immediately prior hereto.

Tax ID No. 40050.00

TPW # NE-5
STORE # 53
510 East Philip Avenue, North
Platte, NE

EXHIBIT A

Lot 1 of Replat 1 of subdivision known as Fort Division Replat of Lots 1, 2 and 3, being the Replat of Lot 1, Fort Division, an Addition to the City of Omaha, Douglas County, Nebraska; excepting therefrom Lots 2 and 3 as described on Instrument No. 2005-155-172.

Together with non-exclusive easement rights created by Cross-Easement Agreement by and between Shopko Stores, Inc., a Minnesota corporation, and Lerner Fort Partnership, a Nebraska general partnership, filed September 16, 1988 in Book 862 at Page 266, Miscellaneous Records and First Amendment to Cross-Easement Agreement filed September February 24, 1998 in Book 1239 at Page 203, Miscellaneous Records, Douglas County, Nebraska.

Tax I.D.: 3470-5000-11

Omaha, NE (Store 46)

Lot 2, Crescent Oaks Plaza Replat, an Addition to the City of Omaha, Douglas County, Nebraska.

Together with non-exclusive easement rights created by Corporation Quitclaim Deed, filed May 16, 1984 in Book 1730 at Page 43, Deed Records, Douglas County, Nebraska.

Together with non-exclusive easement rights created by Cross-Easement Agreement by and between Shopko Stores, Inc., a Minnesota corporation, and K.V. Company, a Nebraska Partnership, filed June 13, 1986 in Book 777 at Page 469, Miscellaneous Records, and First Amendment to Cross-Easement Agreement, filed September 24, 1997 in Book 1223 at Page 298, Miscellaneous Records, Douglas County, Nebraska.

TAX I.D.: 1070-1502-09

TPW # NE-7

STORE # 56

14445 W. Center Road, Omaha, NE

The North Half of the Southeast Quarter of Section 25, Township 14 North, Range 11 East of the 6th P.M., Sarpy County, Nebraska, Except that part conveyed to Sarpy County, Nebraska at Instrument No. 99-35025, Records, Sarpy County, Nebraska.

Tax I.D.: 10466843

TPW # NE-8
STORE # DC 998
10808 South 132Nd Street, Omaha,
NE