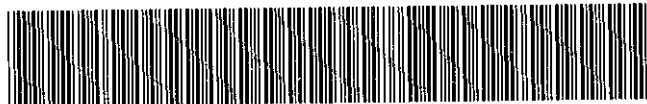




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Received - RICHARD TAKECHI
Register of Deeds, Douglas County, NE
4/27/2004 14:35:58.91



2004053339

ASSIGNMENT OF REAL PROPERTY LEASEHOLD MORTGAGE, SECURITY AGREEMENT, ASSIGNMENT OF LEASES AND RENTS, AND FIXTURE FILING

THIS ASSIGNMENT OF REAL PROPERTY LEASEHOLD MORTGAGE, SECURITY AGREEMENT, ASSIGNMENT OF LEASES AND RENTS, AND FIXTURE FILING (this "Assignment"), made as of the 14th day of April, 2004 by SUNTRUST BANK, a Georgia banking corporation, as administrative agent, having an address at 303 Peachtree Street, 25th Floor, Atlanta, Georgia 30308, as Administrative Agent for itself and the other Lenders under the Credit Agreement, as described in the Mortgage described below ("Assignor") to WELLS FARGO FOOTHILL, INC., a California corporation, having an address at 2450 Colorado Avenue, Suite 3000 West, Santa Monica, California 90404, both individually and as Administrative Agent for itself and on behalf of Lenders described in the Credit Agreement ("Assignee");

NT-COM

KNOW ALL MEN BY THESE PRESENTS, that in consideration of the sum of TEN DOLLARS (\$10.00) lawful money of the United States and other good and valuable consideration, the receipt whereof is hereby acknowledged, Assignor has granted, bargained, sold, assigned, transferred and set over, and by these presents does grant, bargain, sell, assign, transfer and set over unto Assignee on an "as is" "where is" basis, WITHOUT RECOURSE, REPRESENTATION OR WARRANTY OF ANY KIND WHATSOEVER, EXPRESS OR IMPLIED:

All of Assignor's right, title and interest in, to and under that certain Mortgage described on Exhibit A attached hereto and made a part hereof (the "Mortgage"), provided Assignor makes no representation or warranty and shall have no responsibility with respect to any statements, warranties or representations made in or in connection with the Mortgage or the execution, legality, validity, enforceability, genuineness, sufficiency or value of the Mortgage or with respect to any aspect of the property interests secured thereby;

TO HAVE AND TO HOLD the same unto Assignee, its successors and assigns forever.

[Signature Page to Follow]

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45035.00143

FEE 2500 FB 15-04560
BKP _____ C/O _____ COMP AW
DEL _____ SCAN _____ FV _____

✓ 103936

Property L241 / Site No. 95
Nebraska Title Company
633 S. Ninth Street
Lincoln, NE 68508
Jennifer Putnam

33

\$25.00

IN WITNESS WHEREOF, Assignor has caused these presents to be duly executed as of the day and year first written above.

SUNTRUST BANK,
a Georgia banking corporation, as
Administrative Agent

By: Charles J. Johnson
Name: Charles J. Johnson
Title: Managing Director

STATE OF GEORGIA

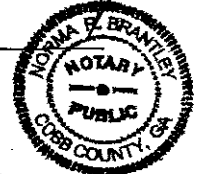
COUNTY OF FULTON

Before me, a notary public qualified in said county, personally came Charles J. Johnson, the Managing Director of SunTrust Bank, a Georgia banking corporation, known to me (or satisfactorily proven) to be the identical person who signed the foregoing instrument, and acknowledged the execution thereof to be his voluntary act and deed as such officer and the voluntary act and deed of said corporation and that its corporate seal was thereto affixed by its authority.

Witness my hand and notarial seal on this 5th day of April, 2004.

(SEAL)

Norma F. Brantley
Notary Public
My Commission expires: _____



My Commission Expires
July 1, 2007

RECORDING REQUESTED BY
AND WHEN RECORDED PLEASE
RETURN TO:

Paul, Hastings, Janofsky & Walker LLP
Park Avenue Towers
75 East 55th Street
New York, New York

Attention: Christopher Cavanaugh, Esq.

EXHIBIT A

Description of the Mortgage

That certain Real Property Leasehold Mortgage, Security Agreement, Assignment of Leases and Rents, and Fixture Filing dated June 13, 2003 between Vicorp Restaurants, Inc., as Mortgagor, and SunTrust Bank, as Mortgagee and Administrative Agent, recorded on 6-24-2003 as 2003122854, real property records of Douglas County, Nebraska.

For reference purposes only, the legal description of the property which is the subject of the Mortgage is attached hereto on the following page.

Lots 4, 5, 6, 7, 33, 34, 35, EXCEPT that part thereof previously acquired for streets, and all of the West 30 feet Lots 3 and 36, Together with the vacated alley lying between the West 30 feet of lots 3 and 36 and lying between lots 4 through and including 8 and Lots 33 through and including 35, all in Block 4, in Briggs Place, an Addition to the City of Omaha, as surveyed, platted and recorded in Douglas County, Nebraska, EXCEPTING THEREFROM that part conveyed by Corporate Warranty Deed filed July 2, 1999 in Book 2125 at Page 511 of the Records of Douglas County, Nebraska; to the city of Omaha, Nebraska, a Municipal Corporation organized and existing under the laws of the State of Nebraska described as follows:

An irregular tract of land located in Lot 8, block 4, Briggs Place, an Addition to the City of Omaha, Douglas County, Nebraska, more particularly described as follows:
BEGINNING at a point 8 feet West of the Northeast corner of said Lot 8; thence North 89°06'00" West along the North lot line for a distance of 42 feet; thence South 00°11'33" West along the West lot line of said Lot 8 for a distance of 23.52 feet; thence South 44°23'49" East along the Northerly right of way of the Dodge Street Ramp connecting Dodge St. to Saddle Creek road, for a distance of 59.48 feet to a point, said point being 65.36 feet South and 8 feet West of the Northeast corner of said Lot 8; thence North 00°23'43" east and along a line parallel with and 8 feet west of the East lot line of said Lot 8 for a distance of 65.36 feet and to a point on the North line of said Lot 8, said point also being 8 feet West of the Northeast corner of said Lot 8 and the POINT OF BEGINNING.

The leasehold estate created pursuant to that certain Lease Agreement dated as of May 1, 1993, by and between Farmers and Merchants Bank and Trust of Watertown, South Dakota, Trustee of the Morton A. Ives Trust, as lessor, and Vicorp Restaurants, Inc., as lessee, a memorandum of which was recorded on May 26, 1993 in Book 1074, Page 461 in the Douglas County Register of Deeds, which lease demises all or a portion of the property described above.