

Return this document to:

BROWN & WOLFF, P.C.
Suite 270 Embassy Tower
9300 Underwood Avenue
Omaha, NE 68114-2685

SA	NR	TO
CO	CO	CO
LEGAL PG	SCAN	FV

DEED OF TRUST



This Deed of Trust made this 19th day of August, 1994 by:

Trustor: **BENNINGTON COMPANY**, a Nebraska corporation

Address: 9300 Underwood Avenue, Suite 270, Omaha, NE 68114

Beneficiary: **MAURICE M. UDES**

Address: 9627 Oak Circle, Omaha, NE 68124

Trustee: **PAUL M. BROWN**

Address: 9300 Underwood Avenue, Omaha, NE 68114

GEORGE J. BUGLEWICZ
REGISTER OF DEEDS
DOUGLAS COUNTY, NE

SEP 16 8 55 AM '94

RECEIVED

For valuable consideration, Trustor irrevocably grants, conveys and assigns to Trustee, **IN TRUST, WITH POWER OF SALE**, for the benefit and security of Beneficiary, under and subject to the terms and conditions of this Deed of Trust, the real property located in Douglas County, Nebraska, and legally described on Exhibit "A" attached hereto and incorporated herein by this reference (hereinafter called the Premises), together with all buildings and improvements thereon, all rents, profits, royalties, income and other benefits derived from the Premises; all easements, licenses, rights of way now or hereafter accruing to the Premises (collectively referred to as the "Security") and,

FOR THE PURPOSE OF SECURING:

(a) The payment of the debt to the Beneficiary evidenced by the Trustor's Note dated December 31, 1992, in the principal sum of THREE MILLION ONE HUNDRED EIGHTY TWO THOUSAND SIX HUNDRED NINETY-SEVEN DOLLARS AND 52/100 (\$3,182,697.52) and the Trustor's Note dated August 19, 1994, in the principal sum of FOUR MILLION DOLLARS and NO CENTS (\$4,000,000.00) (hereinafter collectively referred to as the "Notes"), together with interest, and upon the terms provided in the Note and any and all renewals, modifications and extensions of the Notes;

(b) The performance of each agreement between the Trustor and Beneficiary and the covenants of the Trustor in this Deed of Trust;

TO PROTECT THE SECURITY OF THIS DEED OF TRUST, TRUSTOR HEREBY COVENANTS AND AGREES AS FOLLOWS:

1. **Obligation.** Trustor shall promptly pay when due the principal of and interest on the indebtedness evidenced by the Notes, and all other charges and fees provided in the Notes or secured by this Deed of Trust.

2. **Warranty of Title.** Trustor is lawfully seized and possessed of good and indefeasible title and estate to the Premises hereby conveyed and has the right to grant and convey the Premises; the Premises are free and clear of all liens, encumbrances, easements, and assessment except those of record; and Trustor shall warrant and defend the title to the property against all claims and demands.

3. **Maintenance of Security.**

19177
FEB 19 6 00 PM '94
DEL
LEGAL PG
FV

19177
FEB 19 6 00 PM '94
DEL
LEGAL PG
FV

19177
FEB 19 6 00 PM '94
DEL
LEGAL PG
FV

EXHIBIT "A"

LEGAL DESCRIPTION

PARCEL 1: The West 116 1/3 rods of the East 3/4ths of the North Half (NW¹/₄) of Section 1, Township 15 North, Range 11 East of the 6th P.M., in Douglas County, Nebraska;

And,

The West Half of the Northwest Quarter (W¹/₂NW¹/₄) of section 1, Township 15 North, Range 11 East of the 6th P.M., in Douglas County, Nebraska,

EXCEPT the following described tracts:

A. The West 283.0 feet of the North 303.0 feet of the Northwest Quarter (NW¹/₄) of Section 1, Township 15 North, Range 11 East of the 6th P.M., in Douglas County, Nebraska;

B. That part of the West Half of the Northwest Quarter (W¹/₂NW¹/₄) of section 1, Township 15 North, Range 11 East of the 6th P.M., in Douglas County, Nebraska, described as follows:

Commencing at the Northwest corner of said section 1; thence South, along the West line of said section 1, 703.0 feet; thence East 33.0 feet, to the Point of Beginning; thence continuing East 410.0 feet; thence South 702.0 feet; thence West 410.0 feet; thence North, along a line 33.0 feet East of and parallel to the West line of said section 1, 702.0 feet, to the Point of Beginning;

C. That part of the West Half of the Northwest Quarter (W¹/₂NW¹/₄) of section 1, Township 15 North, Range 11 East of the 6th P.M., in Douglas County, Nebraska, described as follows:

Commencing at the Northwest corner of said section 1; thence South, along the Western Section line of said section 1, a distance of 2,435.0 feet to a point; thence at right angles, Easterly, a distance of 33.0 feet, to the Eastern right-of-way line of 144th Street, and the Point of Beginning; thence continuing Easterly, parallel to the Northern Section line of said section 1, a distance of 410.0 feet, to a point; thence South, a distance of 250 feet, parallel to the Western section line of said section 1; thence West, a distance of 410 feet, to a point on the Eastern right-of-way line of 144th Street, which is also parallel to the Northern Section line of said section 1; thence North, along a line 33.0 feet East of and parallel to the Western Section line of said section 1, which is also the Eastern right-of-way line of 144th Street, a distance of 250 feet, to the Point of Beginning.

PARCEL 2: That part of the West Half of the Northwest Quarter (W¹/₂NW¹/₄) of section 1, Township 15 North, Range 11 East of the 6th P.M., in Douglas County, Nebraska, described as follows:

Commencing at the Northwest corner of said section 1; thence South, along the Western Section line of said section 1, a distance of 2,435.0 feet to a point; thence at right angles, Easterly, a distance of 33.0 feet, to the Eastern right-of-way line of 144th Street, and the Point of Beginning; thence continuing Easterly, parallel to the Northern section line of said section 1, a distance of 410.0 feet, to a point; thence South, a distance of 250 feet, parallel to the Western section line of said section 1; thence West, a distance of 410 feet, to a point on the Eastern right-of-way line of 144th Street, which is also parallel to the Northern Section line of said section 1; thence North, along a line 33.0 feet East of and parallel to the Western section line of said section 1, which is also the Eastern right-of-way line of 144th Street, a distance of 250 feet, to the Point of Beginning.

PARCEL 3:

A tract of land being part of the East 1/2 of the East 1/2 of the Southwest Quarter of Section 2, Township 15 North, Range 11 East of the 6th P.M., Douglas County, Nebraska and more particularly described as follows:

Commencing at the Southeast corner of the Southwest Quarter of said Section 2; thence N00°00'06"W (Assumed the South line of the Southwest Quarter as S89°21'35"W) along the East line of the Southwest Quarter a distance of 142.18 feet to a point on the Northerly right of way of line Maple Street and said point being the true point of beginning; thence S89°46'21"W along the Northerly right of way line of Maple Street a distance of 661.09 feet to a point; thence N00°00'05"W a distance of 2495.53 feet to a point on the North line of the Southwest Quarter; thence N89°18'07"E along the North line of the Southwest Quarter a distance of 661.12 feet to the Northeast corner of the Southwest Quarter; thence S00°00'06"E along the East line of the Southwest Quarter a distance of 2500.96 feet to the point of beginning and said tract of land contains 37.91 acres more or less.

NE/SW
SE

PARCEL 4:

A tract of land being part of the East 1/2 of the West 1/2 of the Southwest Quarter of Section 2, Township 15 North, Range 11 East of the 6th P.M., Douglas County, Nebraska and more particularly described as follows:

Commencing at the Southwest corner of the Southwest Quarter of said Section 2; thence N89°21'35"E (Assumed Bearing) along the Southerly line of the Southwest Quarter a distance of 1322.28 feet; thence N0°00'03"W a distance of 191.71 feet to a point on the Northerly right of way line of Maple Street and said point also being the true point of beginning; thence S27°50'07"W along the Northerly right of way line of Maple Street a distance of 63.93 feet to a point; thence N83°22'46"W continuing along the Northerly right of way line of Maple Street a distance of 347.47 feet to a point; thence S85°46'13"W continuing along the Northerly right of way line of Maple Street a distance of 286.86 feet to a point; thence N00°00'02"W a distance of 2479.67 feet to a point on the North line of the Southwest Quarter; thence N89°18'07"E along the North line of the Southwest Quarter a distance of 661.13 feet to a point; thence S00°00'03"E a distance of 2450.10 feet to the point of beginning and said tract of land contains 37.61 acres more or less.

NW/SW
SW

PARCEL 5:

A TRACT OF LAND BEING PART OF THE WEST HALF OF THE EAST HALF OF THE SOUTHWEST QUARTER OF SECTION 2, TOWNSHIP 15 NORTH, RANGE 11 EAST OF THE 6TH P.M., DOUGLAS COUNTY, NEBRASKA.

COMMENCING AT THE SOUTHEAST CORNER OF THE SOUTHWEST QUARTER OF SAID SECTION 2; THENCE SOUTH 89 DEGREES 21 MINUTES 35 SECONDS WEST (ASSUMED BEARING) ALONG THE SOUTH LINE OF THE SOUTHWEST QUARTER A DISTANCE OF 661.13 FEET TO A POINT; THENCE NORTH 00 DEGREES 00 MINUTES 05 SECONDS WEST A DISTANCE OF 146.94 FEET TO A POINT ON THE NORTHERLY RIGHT OF WAY LINE OF MAPLE STREET AND SAID POINT BEING THE TRUE POINT OF BEGINNING; THENCE NORTH 78 DEGREES 51 MINUTES 17 SECONDS WEST ALONG THE NORTHERLY RIGHT OF WAY LINE OF MAPLE STREET A DISTANCE OF 177.52 FEET TO A POINT; THENCE SOUTH 76 DEGREES 22 MINUTES 07 SECONDS WEST CONTINUING ALONG THE NORTHERLY RIGHT OF WAY LINE OF MAPLE STREET A DISTANCE OF 237.28 FEET TO A POINT; THENCE NORTH 01 DEGREES 15 MINUTES 30 SECONDS WEST A DISTANCE OF 268.14 FEET TO A POINT; THENCE SOUTH 89 DEGREES 21 MINUTES 35 SECONDS WEST A DISTANCE OF 137.50 FEET TO A POINT; THENCE SOUTH 01 DEGREES 15 MINUTES 30 SECONDS EAST A DISTANCE OF 205.14 FEET TO A POINT ON THE NORTHERLY RIGHT OF WAY LINE OF MAPLE STREET; THENCE SOUTH 89 DEGREES 46 MINUTES 30 SECONDS WEST ALONG THE NORTHERLY RIGHT OF WAY LINE OF MAPLE STREET A DISTANCE OF 117.51 FEET TO A POINT; THENCE NORTH 00 DEGREES 00 MINUTES 03 SECONDS WEST A DISTANCE OF 2,450.10 FEET TO A POINT ON THE NORTH LINE OF THE SOUTHWEST QUARTER; THENCE NORTH 89 DEGREES 18 MINUTES 07 SECONDS EAST ALONG THE NORTH LINE OF THE SOUTHWEST QUARTER A DISTANCE OF 661.13 FEET TO A POINT; THENCE SOUTH 00 DEGREES 00 MINUTES 05 SECONDS EAST, A DISTANCE OF 2,496.63 FEET TO THE POINT OF BEGINNING.

NE
SE SW

PARCEL 6:

A tract of land being part of the West 1/2 of the East 1/2 of the Southwest Quarter of Section 2, Township 15 North, Range 11 East of the 6th P.M., Douglas County, Nebraska and more particularly described as follows:

Commencing at the Southeast corner of the Southwest Quarter of said Section 2; thence S89°21'35"W (Assumed Bearing) along the South line of the Southwest Quarter a distance of 1063.07 feet to a point; thence N01°15'30"W a distance of 189.87 feet to a point on the Northerly right of way line of Maple Street and said point also being the true point of beginning; thence S89°46'21"W along the Northerly line of Maple Street a distance of 137.50 feet to a point; thence N01°15'30"W a distance of 205.14 feet to a point; thence N89°21'35"E a distance of 137.50 feet to a point; thence S01°15'30"E a distance of 206.13 feet to the point of beginning and said tract of land contains 0.65 acres more or less.

SE SW

Parcel 7: That part of the NE 1/4 of Section 1, T15N, R11E, of the 6th P.M., Douglas County, Nebraska, described as follows: Commencing at the NE corner of said NE 1/4; thence S89°56'35"W (assumed bearing) 608.00 feet on the North line of said NE 1/4 to the point of beginning; thence S00°12'57"W 896.70 feet on a line 608.00 feet West of and parallel with the East line of said NE 1/4 and on the West line of a tract of land described on a warranty deed recorded in Book 1782 at Page 122 of the Douglas County records to the SW corner of said tract of land; thence S00°12'39"E 853.71 feet on a West line of a tract of land described on a referee's deed in partition recorded in Book 1709 at Page 415 of the Douglas County records; thence N89°41'15"W 1437.81 feet on a North line of said tract of land to the East line of the West 116 1/3 rods of the East 3/4 of the North 1/2 of said Section 1; thence N00°10'59"E 1708.14 feet on the East line of the West 116 1/3 rods of the East 3/4 of the North 1/2 of said Section 1 to the South line of Fort Street; thence N89°56'35"E 824.44 feet on a line 33.00 feet South of and parallel with the North line of said NE 1/4 and on the South line of Fort Street; thence N00°12'57"E 33.00 feet on a line 1216.00 feet West of and parallel with the East line of said NE 1/4; thence N89°56'35"E 608.00 feet on the North line of said NE 1/4 to the point of beginning.

Parcel 8: Lots 1, 13, 19 through 23, inclusive, 25 through 31, inclusive, 40, 42, 43, 45, 47 through 49³, inclusive, 51, 53 through 130, inclusive, 132 through 215⁸, inclusive, 217 through 226, inclusive, 228 through 294⁶, inclusive, 297, 300, 301, 303 through 308⁷, inclusive, in Huntington Park, a subdivision in Douglas County, Nebraska. 30)