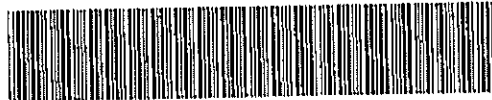




BK 6328 PG 615-625



MT6 2001 03387

Nebr Doc
Stamp Tax

Date

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By

DONALD W. FAKELIN
REGISTER OF DEEDS
DOUGLAS COUNTY, NE

01 FEB 20 PM 2:10

RECEIVED

\$12900.00

WHEN RECORDED, PLEASE RETURN TO:

First National Bank of Omaha
11404 West Dodge Road
Omaha, NE 68154
ATTN: Mortgage Loan Department0615011674
29
ATL 4915175386DEED OF TRUST, SECURITY AGREEMENT
AND ASSIGNMENT OF RENTSFEE FB
BKP C/O COMP
DEL SCAN DC FV

THIS DEED OF TRUST, SECURITY AGREEMENT AND ASSIGNMENT OF RENTS, made this 16th day of February, 2001, among Sullivan Land Company, LLC, a Nebraska limited liability company, as Trustor, First National Bank of Omaha, a national banking association, Omaha, Nebraska, as Trustee and First National Bank of Omaha, as Beneficiary:

WITNESSETH:

That Trustor irrevocably grants, transfers and assigns to Trustee in trust, with power of sale, the following described Real Estate:

Lots 2-26, inclusive; 28-30, inclusive; 32-41, inclusive; and 43, 44, 47, 52, 55, 56 and 58, in Huntington Park Replat 2, a Subdivision, as surveyed, platted and recorded in Douglas County, Nebraska;

Lots 1, 2 and 4 in Huntington Park Replat 3, a Subdivision, as surveyed, platted and recorded in Douglas County, Nebraska; and

Lots 264, 316, 318, 373, 383, 384, 386, 390, 393, 403 and 406, in Huntington Park, a Subdivision, as surveyed, platted and recorded in Douglas County, Nebraska,

together with all interest which Trustor now has or may hereafter acquire in and to said Real Estate and in and to: (a) all easements and rights of way appurtenant thereto and all of the estate, right, title, interest, claim and demand whatsoever of Trustor in Real Estate, either at law or in equity, now or hereafter acquired; (b) all structures, buildings and improvements of every kind and description now or at any time hereafter located or placed on the Real Estate (the "Improvements"); (c) all machinery, appliances, apparatus, equipment and fixtures now or hereafter located in, upon or under the Real Estate or the Improvements, or any part thereof, and used or usable in connection with any present or future operation thereof, and all additions thereto and replacements therefore; (d) all articles of personal property and any additions to, substitutions for, changes in or replacements of the whole or any part thereof, including, without limitation, all furniture and furnishings, now or at any time hereafter affixed to, attached to, placed upon or used in any way in connection with the use, enjoyment, occupancy or operation of the Real Estate or the Improvements, or any portion thereof, and owned by the Trustor or in which Trustor now has or hereafter acquires an interest; (e) all of the rents, royalties, issues and profits of the Real Estate and the Improvements, or arising from the use or enjoyment of all or any portion thereof or from any lease, license, concession, occupancy agreement or other agreement pertaining thereto (the "Rents and Profits"), and all right, title and interest of Trustor in and to all leases, licenses and occupancy agreements of the Real Estate or the Improvements now or hereafter entered into and all right, title and interest of Trustor thereunder, including without limitation, cash or securities deposited thereunder to secure performance by tenants, lessees or licensees, as applicable, of their obligations thereunder; (f) all building materials and supplies now or hereafter placed on the Real Estate or in the Improvements; (g) all proceeds of the conversion, voluntary or involuntary, of any of the foregoing into cash or liquidated claims, including, without limitation, proceeds of insurance and condemnation awards; and (h) all other or greater rights and interests of every nature in the Real Estate