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BOOK 1019 PAGE 459

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DOUGLAS COUNTY, NE

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ASSIGNMENT OF LEASES
(RECORDED LEASES)

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THIS ASSIGNMENT OF LEASES ("Assignment"), is made as of the 1st day of July, 1992 by and between CENTER ROAD RETAIL DEVELOPERS LIMITED PARTNERSHIP, an Indiana limited partnership ("Center Road") and OAK VIEW MALL CORPORATION, a Delaware corporation ("Oak View").

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RECITALS

RECITAL 1: Pursuant to that certain Agreement of Sale ("Agreement of Sale") dated as of the 28th day of April, 1992, by and among Center Road and Oak View, Center Road agreed to assign to Oak View all of Center Road's right, title, estate and interest in and to the leases (the "Leases") relating to the real estate legally described in Exhibit "A" attached hereto commonly known as the Oak View Mall. Concurrently herewith, Center Road is delivering to Oak View a General Assignment of all of Center Road's interest under the Leases (the "General Assignment of Leases").

RECITAL 2: Pursuant to the terms of this Assignment, Center Road wishes to reaffirm the General Assignment of Leases with respect to those Leases which previously have been filed of record (the "Recorded Leases").

NOW, THEREFORE, in consideration of the foregoing recitals, both of which are made a part hereof, and for other good and valuable consideration, the receipt and sufficiency of which Center Road hereby acknowledges, Center Road and Oak View agrees as follows:

- Center Road does hereby assign and transfer to Oak View, and Oak View does hereby accept, all of Center Road's right, title, estate and interest in and to the Recorded Leases, including without limitation, those leases described in Exhibit "B" attached hereto.
- Center Road agrees that it will execute and deliver to Oak View (or its designees) such additional documents reasonably requested by Oak View in order to further evidence, confirm, or effect the transfer of the Recorded Leases sought to be effected hereby, all at no further cost or expense to Oak View.

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BOOK 1019 PAGE 460

3. All of the other terms and conditions of the General Assignment of Leases are hereby incorporated herein by this reference thereto as if fully set forth herein in their entirety, including, without limitation, Paragraph 8 thereof.


4. This Assignment and the provisions hereof shall be binding upon and inure to the benefit of the parties hereto and their respective successors, assigns and legal representatives.

IN WITNESS WHEREOF, the parties have duly executed this Assignment of Leases as of the day and year first written above.

CENTER ROAD RETAIL DEVELOPERS LIMITED PARTNERSHIP, an Indiana limited partnership

By: CENTER-SIMON RETAIL DEVELOPERS LIMITED PARTNERSHIP, an Indiana limited partnership, General Partner

By: CS RETAIL DEVELOPERS, INC., an Indiana corporation, General Partner

By:  Herbert Simon, President

OAK VIEW MALL CORPORATION, a Delaware corporation

By:  Howard J. Egelman, Vice President

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BOOK 1019 PAGE 461

STATE OF INDIANA)
) SS:
COUNTY OF MARION)

Before me, a Notary Public, in and for said County and State, personally appeared HERBERT SIMON, a PRESIDENT of CS Retail Developers, Inc., a general partner of Center-Simon Retail Developers Limited Partnership, a general partner of Center Road Retail Developers Limited Partnership, who executed the foregoing instrument for and on behalf of said Corporation.

WITNESS my hand and notarial seal this 26th day of June, 1992.

Julie A. Willis
Notary Public
JULIE A. WILLIS, Notary Public
County of Residence: Marion
My Commission Expires: April 26, 1994

STATE OF COOK)
) SS:
COUNTY OF ILLINOIS)

Before me, a Notary Public in and for said County and State, personally appeared Howard J. Edelman, to me personally known as the Vice President of Oak View Mall Corporation, who executed the foregoing instrument for and on behalf of said Corporation by authority of its Board of Directors.

WITNESS my hand and notarial seal this 30th day of JUNE, 1992.

Dorothy Yedinak
Notary Public

"OFFICIAL SEAL"
DOROTHY YEDINAK
Notary Public, State of Illinois
My Commission Expires 5/16/95

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PARCEL NO. 1

FUTURE DEPARTMENT STORE TRACT

BOOK 1019 PAGE 462

A tract of land comprised of part of Lots 2 and 4 of Oak View, a Subdivision located in the West Half (W 1/2) of Section 36, Township 15 North, Range 11 East, Douglas County, Nebraska; more particularly described as follows:

Commencing at the Southerly most corner of Lot 6, said Oak View, said point also being on the Northeasterly right-of-way (R.O.W.) line of Oak View Drive; thence S58°24'38"E, along the said Northeasterly R.O.W. line of Oak View Drive, a distance of 95.80 feet to the True Point of Beginning; thence N53°47'17"E, a distance of 198.51 feet; thence N62°06'17"W a distance of 152.85 feet; thence N53°47'17"E a distance of 427.14 feet; thence N8°46'00"E a distance of 154.45 feet; thence S81°14'01"E a distance of 245.85 feet; thence S8°46'00"W a distance of 718.39 feet to a point on the North R.O.W. of Oak View Drive; thence S90°00'00"W along the said North R.O.W. line of Oak View Drive a distance of 203.26 feet to a point of curvature; thence Northwestery along the said Northeasterly R.O.W. of Oak View Drive on a curve to the right, said curve having a radius of 260.00 feet, a long chord of 141.54 feet bearing N74°12'19"W and an arc length of 143.35 feet to a point of tangency; thence N58°24'38"W along the said Northeasterly R.O.W. line of Oak View Drive a distance of 219.87 to the point of beginning.

EXHIBIT APage 1 of 9

PARCEL NO. 2

YOUNKERS TRACT

BOOK 1019 PAGE 463

A tract of land comprised of part of Lots 2 through 4, inclusive, Oak View, a Subdivision located in the West half (W 1/2) of Section 36, Township 15 North, Range 11 East, Douglas County, Nebraska and more particularly described as follows:

Beginning at the Southerly most corner of said Lot 3, Oak View, thence Northwesterly along the Northeasterly Lot line of Lot 6, said Oak View, on a curve to the right, said curve having a radius of 248.00 feet, a long chord of 82.99 feet bearing N38°48'21"W and an arc length of 83.38 feet to a point of compound curvature; thence Northwesterly, along the said Northeasterly Lot line of Lot 6, Oak View, on a curve to the right, said curve having a radius of 979.81 feet, a long chord of 222.68 feet bearing N22°39'01"W and an arc length of 223.16 feet, to a point of compound curvature; thence Northerly along the Easterly line of Lots 6 and 7 of said Oak View, on a curve to the right, said curve having a radius of 640.82 feet, a long chord of 194.69 feet bearing N7°23'17"W and an arc length of 195.45 feet to a point of compound curvature; thence Northeasterly, along the said Easterly line of Lot 7, Oak View, on a curve to the right, said curve having a radius of 1655.00 feet a long chord of 304.39 feet bearing N6°37'34"E and an arc length of 304.82 feet, to the Northeasterly corner of said Lot 7, Oak View; thence N66°33'38"W along the Northerly line of said Lot 7, Oak View, a distance of 134.64 feet to a point of curvature; thence Northwesterly along the said Northerly line of Lot 7, Oak View, on a curve to the left, said curve having a radius of 85.00 feet, a long chord of 34.53 feet bearing N78°16'49"W and an arc length of 34.77 feet to a point of tangency; thence N90°00'00"W along the said Northerly line of Lot 7, Oak View, a distance of 19.07 feet to the Northwest corner of said Lot 7, Oak View, said point also being on the East R.O.W. line of 144th Street; thence N0°00'00"E, along the said East R.O.W. line of 144th Street, a distance of 80.00 feet to the Southwesterly corner of Lot 8, Oak View; thence S90°00'00"E along the Southerly line of said Lot 8, Oak View, a distance of 19.07 feet to a point of curvature; thence Southeasterly along the said Southerly line of Lot 8, Oak View, on a curve to the right, said curve having a radius of 165.00 feet, a long chord of 67.03 feet bearing S78°16'49"E and an arc length of 67.50 feet to a point of tangency; thence S66°33'38"E, along the said Southerly line of Lot 8, Oak View, a distance of 120.35 to the Southeasterly corner of said Lot 8, Oak View; thence Northeasterly, along the Easterly line of said Lot 8, Oak View on a curve to the right, said curve having a radius of 1655.00 feet, a long chord of 16.83 feet bearing N15°00'27"E and an arc length of 16.83 feet to a point of tangency; thence N15°17'57"E, along the said Easterly line of Lot 8, Oak View, a

EXHIBIT A
Page 2 of 9

BOOK 1019 PAGE 464

distance of 232.62 feet; thence S39°33'32"E a distance of 346.23 feet; thence S81°16'21"E a distance of 253.29 feet; thence S8°44'31"W a distance of 366.15 feet; thence S81°15'30"E a distance of 45.97 feet; thence S8°44'31"W a distance of 120.20 feet to a point on the Southeasterly Lot line of said Lot 3, Oak View; thence S53°47'17"W along the said Southeasterly Lot line of Lot 3, Oak View, a distance of 193.77 feet; thence S16°12'43"E a distance of 29.26 feet; thence S53°47'17"W a distance of 283.30 feet to a point on the said Northeasterly Lot line of Lot 6, said Oak View; thence Northwesterly along the said Northeasterly Lot line of Lot 6, Oak View, on a curve to the right, said curve having a radius of 248.00 feet, a long chord of 28.54 feet bearing N51°44'11"W and an arc length of 28.56 feet to a point of beginning.

EXHIBIT *A*Page *3* of *7*

PARCEL NO. 3

DEVELOPER TRACT

BOOK 1019 PAGE 465

A tract of land comprised of part of Lots 1 through 6, inclusive, Oak View, a Subdivision located in the West Half (W1/2) of Section 36, Township 15 North, Range 11 East, Douglas County, Nebraska; more particularly described as follows:

Commencing at the Northeasterly corner of said Lot 1, Oak View, said point also being on the Westerly right-of-way (R.O.W.) line of Oak View Drive; thence S1°19'52"E, along the said Westerly R.O.W. line of Oak View Drive, a distance of 22.34 feet to the True Point of Beginning; thence continuing S1°19'52"E along the said Westerly R.O.W. line of Oak View Drive, a distance of 83.58 feet; thence N89°36'36"W, a distance of 89.06 feet; thence N0°23'24"E, a distance of 57.30 feet; thence N81°16'21"W, a distance of 215.55 feet; thence S8°45'30"W, a distance of 123.42 feet; thence N81°15'43"W, a distance of 85.34 feet; thence S8°38'35"W, a distance of 271.49 feet; thence S81°21'25"E, a distance of 66.55 feet; thence S8°43'39"W, a distance of 63.44 feet; thence S53°43'39"W, a distance of 147.02 feet; thence S30°20'43"E, a distance of 357.40 feet; thence N39°39'17"E, a distance of 29.27 feet; thence S30°20'43"E, a distance of 269.04 feet to a point on the Northerly R.O.W. line of said Oak View Drive; thence S49°45'20"W along the said Northerly R.O.W. line of Oak View Drive, a distance of 30.66 feet to a point of curvature; thence Southwesterly along the said Northerly R.O.W. line of Oak View Drive, on a curve to the right, said curve having a radius of 280.00 feet, a long chord of 192.65 feet, bearing S69°52'40"W and an arc length of 196.67 feet to a point of tangency; thence S90°00'00"W along the North R.O.W. line of Oak View Drive, a distance of 255.64 feet; thence N8°46'00"E, a distance of 718.39 feet; thence N81°14'01"W, a distance of 245.85 feet; thence S8°46'00"W, a distance of 154.45 feet; thence S53°47'17"W, a distance of 427.14 feet; thence S62°06'17"E, a distance of 152.85 feet; thence S53°47'17"W, a distance of 198.51 feet to a point on the said Northerly R.O.W. line of Oak View Drive; thence N58°24'38"W along the said Northerly R.O.W. of Oak View Drive, a distance of 210.35 feet to a point of curvature; thence Northwesterly along the said Northerly R.O.W. of Oak View Drive, on a curve to the left, said curve having a radius of 340.00 feet, a long chord of 100.05 feet, bearing N66°52'16"W and an arc length of 100.41 feet; thence N55°03'58"E, a distance of 124.56 feet to a point on the Northeasterly Lot line of said Lot 6, Oak View; thence Southeasterly along the said Northeasterly Lot line of Lot 6, Oak View, on a curve to the left, said curve having a radius of 248.00 feet, a long chord of 86.56 feet bearing S44°59'04"E and an arc length of 87.01 feet; thence N53°47'17"E, a distance of 283.30 feet; thence N16°12'43"W, a distance of 29.26 feet to a point on the Southeasterly Lot line of said Lot 3, Oak View; thence N53°47'17"E along the said Southeasterly Lot line of Lot 3, Oak View, a distance of 193.77 feet; thence

EXHIBIT *A*
Page *4* of *9*

BOOK 1019 PAGE 466

N8°44'31"E, a distance of 120.20 feet; thence N81°15'30"W, a distance of 45.97 feet; thence N8°44'31"E, a distance of 366.15 feet; thence N81°16'21"W a distance of 253.29 feet; thence N39°33'32"W, a distance of 346.23 feet to a point on the Easterly Lot line of Lot 8 in said Oak View; thence N15°17'56"E along the said Easterly Lot line of Lot 8, Oak View, a distance of 58.83 feet to a point of curvature; thence Northeasterly, along the said easterly Lot line of Lot 8, Oak View, on a curve to the right, said curve having a radius of 385.51 feet, a long chord of 69.95 feet bearing N20°30'16"E and an arc length of 70.05 feet, to the Northeasterly Lot corner of said Lot 8, Oak View; thence N66°33'38"W along the Northerly Lot line of said Lot 8, Oak View, a distance of 288.07 feet to a point of curvature; thence Northwesterly, along the said Northerly Lot line of said Lot 8, Oak View on a curve to the left, said curve having a radius of 85.00 feet, a long chord of 34.53 feet, bearing N78°16'49"W and an arc length of 34.77 feet to a point of tangency; thence N90°00'00"W along the North Lot line of said Lot 8, Oak View, a distance of 2.78 feet to the Northwest Lot corner of said Lot 8, Oak View, also being on the East R.O.W. line of 144th Street; thence N0°00'00"E along the said East R.O.W. line of 144th Street, a distance of 93.86 feet to the most Northwesterly corner of said Lot 4, Oak View; thence S66°33'38"E, a distance of 372.91 feet to the most Southerly corner of Lot 9, said Oak View; thence Northeasterly, along the Southeasterly line of said Lot 9, Oak View on a curve to the right, said curve having a radius of 385.51 feet, a long chord of 17.42 feet, bearing N38°44'08"E and an arc length of 17.42 feet, to a point of compound curve; thence Northeasterly, along the Southeasterly line of said Lots 9 and 10, Oak View, on a curve to the right, said curve having a radius of 686.12 feet, a long chord of 247.76 feet, bearing N50°25'55"E and an arc length of 249.12 feet to a point of compound curvature; thence Northeasterly along the Southeasterly line of Lots 10, 11 and 13, of said Oak View, on a curve to the right, said curve having a radius of 811.38 feet, a long chord of 396.03 feet bearing N74°57'33"E and an arc length of 400.07 feet to the Southeasterly most Lot corner of said Lot 13, Oak View; thence N0°54'54"W along the Easterly line of said Lot 13, Oak View, a distance of 25.99 feet to a point of curvature; thence Northeasterly along the Southeasterly Lot line of said Lot 13, Oak View, on a curve to the right, said curve having a radius of 80.85 feet, a long chord of 77.99 feet bearing N27°55'11"E and an arc length of 81.38 feet; thence S33°14'33"E, a distance of 8.50 feet; thence N56°45'17"E, a distance of 232.24 feet to a point of curvature; thence on a curve to the left, said curve having a radius of 25.00 feet, a long chord of 16.13 feet bearing N37°55'58"E and an arc length of 16.43 feet to a point on the Westerly R.O.W. line of Oak View Drive; thence Southeasterly on a curve to the left along said Oak View Drive R.O.W., said curve having a radius of 650.76 feet, a long chord of 33.45 feet bearing S24°35'17"E, and an arc length of 33.45 feet; thence S56°45'17"W, a distance of 242.48 feet to a point of curvature; thence Southwesterly, on a curve to the left, said curve having a radius of 44.49 feet, a long chord of 42.91 feet bearing

EXHIBIT A
Page 5 of 9

BOOK 1019 PAGE 467

S27°55'11"W and an arc length of 44.78 feet, to a point of tangency; thence S0°54'54"E, a distance of 44.55 feet; thence N89°47'07"W, a distance of 20.72 feet, to a point of curvature; thence Southwesterly on a curve to the left, said curve having a radius of 793.38 feet, a long chord of 402.40 feet bearing S75°31'27"W and an arc length of 406.84 feet, to a point of compound curvature; thence Southwesterly on a curve to the left, said curve having a radius of 668.12 feet, a long chord of 160.15 feet bearing S53°56'59"W and an arc length of 160.54 feet; thence S39°33'32"E, a distance of 149.47 feet; thence N70°26'28"E, a distance of 19.16 feet; thence S39°33'32"E, a distance of 519.78 feet; thence N8°42'31"E, a distance 142.83 feet; thence S81°17'29"E a distance of 353.01 feet; thence S8°42'31"W a distance of 56.09 feet; thence S81°16'21"E, a distance of 366.55 feet to the Point of Beginning; the total area of the tract is 17.045 acres, more or less.

EXHIBIT A
Page 6 of 7

PARCEL NO. 4

BOOK 1019 PAGE 468

VILLAGE INN TRACT

A tract of land being part of Lots 6 and 7, Oak View, a subdivision located in the West half (W1/2) of Section 36, Township 15 North, Range 11 East, Douglas County, Nebraska and more particularly described as follows:

Commencing at the Northwestern most corner of said Lot 7, Oak View Subdivision; thence $S0^{\circ}00'00''E$ along the East right-of-way (R.O.W.) line of 144th Street, a distance of 331.50 feet to the true Point of Beginning; thence $S90^{\circ}00'00''E$ a distance of 142.33 feet; thence Southwesterly along the Easterly lot line of said Lot 7, on a curve to the left, said curve having a radius of 1,655.00 feet, a long chord of 31.45 feet bearing $S1^{\circ}53'39''W$ and an arc length of 31.45 feet to a point of compound curve; thence Southeasterly along the Easterly lot line of said Lots 6 and 7 on a curve to the left, said curve having a radius of 640.82 feet, a long chord of 194.69 feet bearing $S7^{\circ}23'17''E$ and an arc length of 195.45 feet to a point of compound curvature; thence Southeasterly along the Easterly lot line of said Lot 6 on a curve to the left, said curve having a radius of 979.81 feet, a long chord of 92.12 feet bearing $S18^{\circ}49'12''E$ and an arc length of 92.16 feet; thence $N90^{\circ}00'00''W$ a distance of 196.04 feet to the East R.O.W. line of 144th Street; thence $N0^{\circ}00'00''E$ along the East R.O.W. line of 144th Street a distance of 311.71 feet to the Point of Beginning.

EXHIBIT 4Page 7 of 7

BOOK 1019 PAGE 469

PARCEL NO. 5

OLIVE GARDEN TRACT

Lot 8, Oak View, a subdivision located in the West half (W1/2) of Section 36, Township 15 North, Range 11 East, Douglas County, Nebraska.

EXHIBIT *A*
Page *8* of *9*

BOOK 1019 PAGE 470

PARCEL NO. 6

MISCELLANEOUS OUTLOTS

Lots 9 through 15, Oak View, a subdivision located in the West half (W1/2) of Section 36, Township 15 North, Range 11 East, Douglas County, Nebraska.

EXHIBIT A
Page 7 of 9

EXHIBIT "B"**RECORDED LEASES**

BOOK 1019 PAGE 471

Terms, conditions, limitations contained in Lease dated August, 29, 1991, by and between Center Road Retail Developers Limited Partnership, as Landlord, and OCI, Inc., as Tenant, an Amended and Restated Memorandum of which was filed May 15, 1992 in Book 1010 at Page 180.

Terms and conditions of Lease dated November 5, 1991, executed by and between Center Road Retail Developers Limited Partnership, as Landlord, and General Mills Restaurants, Inc., as Tenant, a Memorandum of which was dated March 19, 1992, filed April 8, 1992 in Book 1005 at Page 379.

Terms and conditions of Lease dated May 29, 1992, executed by and between Center Road Retail Developers Limited Partnership, an Indiana Limited Partnership, as Landlord, and VICORP Restuarants, Inc., a Colorado corporation, a Memorandum of which was filed June 5, 1992 in Book 1015 at Page 273.

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