



1310 319 MISC



14983 99 319-342

Nebr Doc Stamp Tax
Date
\$
By

RICHARD M. TAKECHI  
REGISTER OF DEEDS  
DOUGLAS COUNTY, NE

99 SEP 29 PM 12:52

RECEIVED

**THIS PAGE INCLUDED FOR INDEXING  
PAGE DOWN FOR BALANCE OF INSTRUMENT**

14983 *see attached*

FEE	128.50	FB	
STP		C/O	COMP 8
DEL		SCAN	dc PV

**ASSIGNMENT AND ASSUMPTION OF AGREEMENTS  
REGARDING REOA AND OUTLOTS**

FOR AND IN CONSIDERATION of the sum of Ten Dollars (\$10.00) and for other good and valuable consideration, the receipt and sufficiency of which are hereby acknowledged, OAK VIEW MALL CORPORATION, a Delaware corporation, having its principal office c/o Heitman Capital Management LLC, 180 North LaSalle Street, Chicago, Illinois 60601 ("Assignor"), hereby sells, transfers, assigns and sets over unto OAK VIEW MALL L.L.C., a Delaware limited liability company, c/o General Growth Properties, Inc., 110 North Wacker Drive, Chicago, Illinois 60606 ("Assignee"), its legal representatives, successors and assigns all of Assignor's right, title and interest in, to and under those certain agreements referred to on Exhibit B attached hereto and made a part hereof (the "REOA and Outlot Agreements") affecting the real estate which is legally described on Exhibit A-1 attached hereto and known as Oak View Mall, Omaha, Nebraska (the "Property") and also affecting the real estate owned by anchor property operators and outlot owners which is legally described on Exhibit A-2 attached hereto.

Assignee does hereby accept the foregoing Assignment and Assumption subject to the terms and conditions herein and in the REOA and Outlot Agreements, and does hereby assume, as of the date hereof, and become responsible for and agree to perform, discharge, fulfill and observe all of the obligations, terms, covenants, provisions and conditions under the REOA and Outlot Agreements arising from and after the Closing Date (as defined in that certain Agreement of Purchase and Sale by and between Assignor and Assignee, dated as of July 27, 1999, as amended (the "Agreement")), and Assignee agrees to be liable for the observance and performance thereof as fully as though Assignee was the original developer/obligor thereunder. Assignee agrees to protect, defend, indemnify and hold harmless Assignor, its legal representatives, successors and assigns from any and all losses, damages, expenses, fees (including without limitation reasonable attorneys' fees), court costs, suits, judgments, liability, claims and demands whatsoever in law or in equity, incurred or suffered by Assignor, its legal representatives, successors and assigns or any of them arising out of or in connection with the REOA and Outlot Agreements as to events occurring from and after the Closing Date. Assignor agrees to protect, defend, indemnify and hold harmless Assignee, its legal representatives, successors and assigns from any and all losses, damages, expenses, fees (including, without limitation, reasonable attorneys' fees), court costs, suits, judgments, liability, claims and demands whatsoever in law or in equity, incurred or suffered by Assignee, its legal representatives, successors and assigns or any of them arising out of or in connection with the REOA and Outlot Agreements as to events occurring prior to the Closing Date.

Notwithstanding anything to the contrary contained in this Assignment and Assumption, it is expressly understood and agreed by and between the parties hereto that: (i) the recourse of Assignee or its successors or assigns against Assignor with respect to indemnity obligations provided above shall be limited as set forth in Section 19 of the Agreement and to claims made within one year of the date hereof and to suits filed with respect to same within sixteen (16) months after the date hereof; and (ii) no personal liability or personal responsibility of any sort with respect to the indemnity obligations of Assignor above is assumed by, or shall at any time

**PLEASE RETURN TO:  
STATE TITLE SERVICES, INC.  
1023 LINCOLN MALL  
P.O. BOX 85355  
LINCOLN, NEBRASKA 68501**

be asserted or enforceable against, Assignor or Heitman Capital Management LLC, or against any of their respective shareholders, directors, officers, employees, agents, constituent partners, members, beneficiaries, trustees or representatives except as provided in (i) above with respect to Assignor.

Notwithstanding anything to the contrary contained in this Assignment and Assumption, it is expressly understood and agreed by and between the parties hereto that: (i) the recourse of Assignor or its successors or assigns against Assignee with respect to indemnity obligations provided above shall be limited as set forth in Section 20 of the Agreement and to claims made within one year of the date hereof and to suits filed with respect to same within sixteen (16) months after the date hereof; and (ii) no personal liability or personal responsibility of any sort with respect to the indemnity obligations of Assignor above is assumed by, or shall at any time be asserted or enforceable against, Assignee, or against any of its members or respective shareholders, directors, officers, employees, agents, constituent partners, members, beneficiaries, trustees or representatives except as provided in (i) above with respect to Assignee and except as otherwise provided in said Section 20.

This Assignment and Assumption shall be binding upon and shall inure to the benefit of Assignor and Assignee and their respective beneficiaries, legal representatives, heirs, successors and assigns.

This Assignment and Assumption may be executed in counterparts, and as so executed shall constitute one and the same agreement.

IN WITNESS WHEREOF, the parties hereto have executed this Assignment and Assumption this 28th day of September, 1999.

in presence of :

Deborah Jackson  
Scott Reiser

ASSIGNOR:

OAK VIEW MALL CORPORATION,  
a Delaware corporation

By:

Howard J. Edelman  
Howard J. Edelman, Vice President

in presence of :

Cynthia Free  
Tam Wefel

ASSIGNEE:

OAK VIEW MALL L.L.C.,  
a Delaware limited liability company

By:

GENERAL GROWTH OAK VIEW  
MALL, INC., a Delaware  
corporation, a member

By:

Joel Bayer  
Name: Joel Bayer  
Title: vice-president

in presence of :

Cynthia Free  
Tam Wefel

By:

GGP LIMITED PARTNERSHIP,  
a Delaware limited partnership,  
a member

By:

GENERAL GROWTH  
PROPERTIES, INC.,  
a Delaware corporation,  
its general partner

By:

Joel Bayer  
Name: Joel Bayer  
Title: Sr. Vice President

STATE OF ILLINOIS)

)Ss.

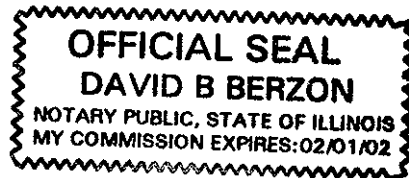
COUNTY OF COOK)

On this 28th day of September  
A.D., 1999, before me, a Notary Public in and for said County, personally  
came the above named Howard J. Edelman, who is personally known to  
me to be the identical person whose name is affixed to the above  
instrument as vice president of Oak View Mall Corporation, the Assignor,  
and he acknowledges said instrument to be his voluntary act and deed and  
the voluntary act and deed of said corporation.

WITNESS my hand and Notarial seal the date last aforesaid.

David B Notary Public

My commission expires on the \_\_\_ day of \_\_\_\_\_ A.D., 1999



STATE OF ILLINOIS)

)Ss.

COUNTY OF COOK)

On this 28th day of September  
A.D., 1999, before me, a Notary Public in and for said County, personally  
came the above named Joel Bayr, who is personally  
known to me to be the identical person whose name is affixed to the above  
instrument as Sr. Vice President of General Growth  
Properties Inc., the general partner of GGP Limited Partnership, a member  
of Oak View Mall, L.L.C., the Assignee, and he/she acknowledges said  
instrument to be his/her voluntary act and deed and the voluntary act and  
deed of said entities.

WITNESS my hand and/Notarial seal the date last aforesaid.

Mary E Hanrahan Notary Public



My commission expires on the \_\_\_ day of \_\_\_\_\_ A.D., 1999

STATE OF ILLINOIS)

)Ss.

COUNTY OF COOK)

On this 28th day of September  
A.D., 1999, before me, a Notary Public in and for said County, personally  
came the above named Joel Bayr, who is personally known to  
me to be the identical person whose name is affixed to the above  
instrument as Sr. Vice President of General Growth Oak View  
Mall, Inc., a member of the Assignee, and he/she acknowledges said  
instrument to be his/her voluntary act and deed and the voluntary act and  
deed of said entities.

WITNESS my hand and Notarial seal the date last aforesaid.

Mary E Hanrahan Notary Public



My commission expires on the \_\_\_ day of \_\_\_\_\_ A.D., 1999

**EXHIBIT A**

**LEGAL DESCRIPTION OF SELLER'S PROPERTY**

Exhibit "A"

61-28230

Parcel 1:

Lot 2, Oak View Replat 3, an Addition to the City of Omaha, Douglas County, Nebraska  
The Total Area of Parcel 1 is 5.142 acres (223,981 square feet), more or less.

61-28224

Parcel 2:

A tract of land comprised of part of Lots 2, 3 and 4, Oak View, an Addition to the  
City of Omaha, Douglas County, Nebraska, more particularly described as follows:

Beginning at the southerly most corner of Lot 3, said 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 North  
38°48'21" West and an arc length of 83.38 feet to a point of compound curvature;  
thence northwesterly along the said northeasterly lot line of said 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 North 22°39'01" West 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 North 7°23'17" West and an arc length of 195.45  
feet to a point of compound curvature; thence northeasterly, along the said easterly  
line of said Lot 7, Oak View, on a curve to the right, said curve having a radius of  
1,635.00 feet, a long chord of 304.39 feet bearing North 6°37'34" East and an arc  
length of 304.82 feet to the northeasterly corner of said Lot 7, Oak View; thence  
North 66°33'38" West, 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 said 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 North 78°16'49" West and an arc length  
of 34.77 feet to the point of tangency; thence North 90°00'00" West along the said  
northerly line of said 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 right of way line of  
144th Street; thence North 0°00'00" East, along the said East right of way line of  
144th Street, a distance of 80.00 feet to the southwest corner of Lot 8, Oak View;  
thence South 90°00'00" East 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 said 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 South 78°16'49" East and an  
arc length of 67.50 feet to a point of tangency; thence South 66°33'38" East along  
the said southerly line of Lot 8, Oak View, a distance of 120.35 feet 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



1,655.00 feet, a long chord of 16.83 feet bearing North 15°00'27" East and an arc length of 16.83 feet to a point of tangency; thence North 15°17'57" East, along the said easterly line of said Lot 8, Oak View, a distance of 232.62 feet; thence South 39°33'32" East, a distance of 345.23 feet; thence South 81°16'21" East, a distance of 253.29 feet; thence South 8°44'31" West, a distance of 366.15 feet; thence South 81°15'30" East, a distance of 45.97 feet; thence South 8°44'31" West, a distance of 120.20 feet to a point on the southeasterly lot line of said Lot 3, Oak View; thence South 53°47'17" West along the said southeasterly lot line of said Lot 3, Oak View, a distance of 193.77 feet; thence South 15°12'43" East, a distance of 29.26 feet; thence South 53°47'17" West, a distance of 283.30 feet to a point on the said northeasterly lot line of said Lot 6, Oak View; thence northwesterly along the said northeasterly lot line of said 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 North 51°44'11" West and an arc length of 28.56 feet to the Point of Beginning. The Total Area of Parcel 2 is 9.940 acres (432,986 square feet), more or less.

Parcel 3:

61-28224

A tract of land comprised of parts of Lots 1 through 6, inclusive, Oak View, an Addition to the City of Omaha, 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 line of Oak View Drive; thence South 1°19'52" East, along the said westerly right of way line of Oak View Drive, a distance of 22.34 feet to the True Point of Beginning; thence continuing South 1°19'52" East, along the said westerly right of way line of Oak View Drive, a distance of 83.58 feet; thence North 89°36'36" West, a distance of 89.06 feet; thence North 0°23'24" East, a distance of 57.30 feet; thence North 81°16'21" West, a distance of 215.55 feet; thence South 8°45'30" West, a distance of 123.42 feet; thence North 81°15'43" West, a distance of 85.34 feet; thence South 8°38'35" West, a distance of 271.49 feet; thence South 81°21'25" East, a distance of 66.55 feet; thence South 8°43'39" West, a distance of 63.44 feet; thence South 53°43'39" West, a distance of 147.02 feet; thence South 30°20'43" East, a distance of 357.40; thence North 39°39'17" East, a distance of 29.27 feet; thence South 30°20'43" East, a distance of 269.04 feet to a point on the northerly right of way line of said Oak View Drive; thence South 49°45'20" West, along the northerly right of way line of said Oak View Drive, a distance of 30.66 feet to a point of curvature; thence southwesterly along the said northerly right of way line of said Oak View Drive, on a curve to the right, said curve having a radius of 280.00 feet, along chord of 192.65 feet bearing South 69°52'40" West and an arc length of 196.67 feet to a point of tangency; thence South 90°00'00" West, along the North right of way line of said Oak View Drive, a distance of 255.64 feet; thence North 8°46'00" East, a distance of 718.39 feet; thence North 81°14'01" West, a distance of 245.85 feet; thence South 8°46'00" West, a distance of 154.45 feet; thence South 53°47'17"

West, a distance of 427.14 feet; thence South 62°06'17" East, a distance of 152.85 feet; thence South 53°47'17" West, a distance of 198.51 feet to a point on the said northerly right of way line of Oak View Drive; thence North 58°24'38" West along the said northerly right of way line of Oak View Drive, a distance of 210.35 feet to a point of curvature; thence northwesterly along the said northerly right of way line 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 North 66°52'16" West and an arc length of 100.41 feet; thence North 55°03'58" East, 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 said 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 South 44°59'04" East and an arc length of 87.01 feet; thence North 53°47'17" East, a distance of 283.30 feet; thence North 16°12'43" West, a distance of 29.26 feet to a point on the southeasterly lot line of said Lot 3, Oak View; thence North 53°47'17" East, along the said southeasterly lot line of said Lot 3, Oak View, a distance of 193.77 feet; thence North 8°44'31" East, a distance of 120.20 feet; thence North 81°15'30" West, a distance of 45.97 feet; thence North 8°44'31" East, a distance of 366.15 feet; thence North 81°16'21" West, a distance of 253.29 feet; thence North 39°33'32" West, a distance of 346.23 feet to a point on the easterly lot line of said Lot 8, Oak View; thence North 15°17'57" East, along the said easterly lot line of said Lot 8, Oak View, a distance of 58.83 feet to a point of curvature; thence northeasterly along the said easterly lot line of said 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 North 20°30'16" East and an arc length of 70.05 feet to the northeasterly lot corner of said Lot 8, Oak View; thence North 66°33'38" West, 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 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 North 78°16'49" West and an arc length of 34.77 feet to a point of tangency; thence North 90°00'00" West along the North lot line of said Lot 8, Oak View, a distance of 2.78 feet to the Northwest corner of said Lot 8, Oak View, also being on the East right of way line of 144th Street; thence North 0°00'00" East along the said East right of way line of 144th Street, a distance of 93.86 feet to the most northwesterly corner of said Lot 4, Oak View; thence South 66°33'38" East, a distance of 372.91 feet to the most southerly corner of said Lot 9, Oak View; thence northeasterly along the southeasterly lot 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 North 38°44'08" East 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 North 50°25'55" East and an arc length of 249.12 feet to a point of compound curve; thence northeasterly along the southeasterly lot line of Lots 10, 11 and 13, Oak View, on a curve to the right, said curve having a radius of 811.38 feet, a long chord of 398.03 feet bearing North 74°57'33" East and an arc length of 400.07 feet to the southeasterly most lot corner of said Lot 13, Oak View; thence North 0°54'54" West along the easterly lot 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 North 27°55'11" East and an arc length of 81.38 feet; thence South 33°14'33" East, a distance of 8.50 feet; thence North 56°45'17" East, 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 North 37°55'58" East and an arc length of 16.43 feet to a point on the westerly right of way line of Oak View Drive; thence southeasterly on a curve to the left along said Oak View Drive right of way, said curve having a radius of 650.76 feet, a long chord of 33.45 feet bearing South 24°35'17" East and an arc length of 33.45 feet; thence South 56°45'17" West, 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 South 27°55'11" West and an arc length of 44.78 feet to a point of tangency; thence South 0°54'54" East, a distance of 44.55 feet; thence North 89°47'07" West, 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 South 75°31'27" West 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, and a long chord of 160.15 feet bearing South 53°56'59" West and an arc length of 160.54 feet; thence South 39°33'32" East, a distance of 149.47 feet; thence North 70°25'28" East, a distance of 19.16 feet; thence South 39°33'32" East, a distance of 519.78 feet; thence North 8°42'31" East, a distance of 142.83 feet; thence South 81°17'29" East, a distance of 353.01 feet; thence South 8°42'31" West, a distance of 56.09 feet; thence South 81°16'21" East, a distance of 366.55 feet to the Point of Beginning. The Total Area of Parcel 3 is 17.045 acres (742,480 square feet), more or less.

Parcel 4:

61-28224

A tract of land comprised of part of Lots 6 and 7, Oak View, an Addition to the City of Omaha, Douglas County, Nebraska, more particularly described as follows:

Commencing at the northwesterly most corner of said Lot 7, Oak View; thence South 0°00'00" East along the East right of way line of 144th Street, a distance of 331.50 feet to the True Point of Beginning; thence South 90°00'00" East, a distance of 142.33 feet; thence southwesterly along the easterly lot line of said Lot 7, Oak View, on a curve to the left, said curve having a radius of 1,655.00 feet, a long chord of 31.45 feet bearing South 1°53'39" West and an arc length of 31.45 feet to a point of compound curvature; 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 South 7°23'17" East 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 South 18°49'12" East and an arc length of 92.16 feet; thence North 90°00'00" West, a distance of 196.04 to the East right of way line of 144th Street; thence North 0°00'00" East along the East right of way line of 144th Street, a distance of 311.71 feet to the Point of Beginning. The Total Area of Parcel 4 is 1.123 acres (48,918 square feet), more or less.

Parcel 5:

W-28224

Lot 8, Oak View, an Addition to the City of Omaha, Douglas County, Nebraska. The Total Area of Parcel 5 is 2.316 acres (100,886 square feet), more or less.

**EXHIBIT A-1**

**LEGAL DESCRIPTION OF PROPERTY OCCUPIED BY  
DILLARD'S, PENNEY'S, SEARS AND BY  
CHILP'S, APPLEBEE'S, CLARKSON MEDICAL AND BLOCKBUSTER**

PENNEY TRACT

A tract of land comprised of part of Lots 1 and 4 of 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 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  $S1^{\circ}19'52''E$ , along the said Westerly R.O.W. line of Oak View Drive, a distance of 105.92 feet to the True Point of Beginning; thence continuing  $S1^{\circ}19'52''E$  along the said Westerly R.O.W. line of Oak View Drive, a distance of 654.56 feet to a point of curvature; thence Southwesterly, along the northwesterly R.O.W. of Oak View Drive on a curve to the right, said curve having a radius of 310.00 feet, a long chord of 267.34 feet, bearing  $S24^{\circ}12'44''W$  and an arc length of 276.41 feet to a point of tangency; thence  $S49^{\circ}45'20''W$  along the said Northwesterly R.O.W. of Oak View Drive, a distance of 102.75 feet; thence  $N30^{\circ}20'43''W$  a distance of 269.04 feet; thence  $S39^{\circ}39'17''W$  a distance of 29.27 feet; thence  $N30^{\circ}20'43''W$  a distance of 357.40 feet; thence  $N53^{\circ}43'39''E$  a distance of 147.02 feet; thence  $N8^{\circ}43'39''E$  a distance 63.44 feet; thence  $N81^{\circ}21'25''W$  a distance of 66.55 feet; thence  $N8^{\circ}38'35''E$  a distance of 271.49 feet; thence  $S81^{\circ}15'43''E$  a distance of 85.34 feet; thence  $N8^{\circ}45'30''E$  a distance of 123.42 feet; thence  $S81^{\circ}16'21''E$  a distance of 215.55 feet; thence  $S0^{\circ}23'24''W$  a distance of 57.30 feet; thence  $S89^{\circ}36'36''E$  a distance of 89.06 feet to the point of beginning.

68-28224

DILLARD TRACT

6A-28224

A tract of land comprised of part of Lots 1, 4 and 5 of 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:

Beginning 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  $S01^{\circ}19'52''E$ , along said Westerly R.O.W. line of Oak View Drive, a distance of 22.34 feet; thence  $N81^{\circ}16'21''W$ , a distance of 366.55 feet; thence  $N8^{\circ}42'31''E$  a distance of 56.09 feet; thence  $N81^{\circ}17'29''W$  a distance of 353.01 feet; thence  $S8^{\circ}42'31''W$  a distance of 142.83 feet; thence  $N39^{\circ}33'32''W$ , a distance of 519.78 feet; thence  $S70^{\circ}26'28''W$ , a distance of 19.16 feet; thence  $N39^{\circ}33'32''W$ , a distance of 149.47 feet; thence Northeasterly on a curve to the right, said curve having a radius of 668.12 feet, a long chord of 160.15 feet bearing  $N53^{\circ}56'59''E$  and an arc length of 160.54 feet to a Point of Compound Curve; thence Northeasterly, on a curve to the right, said curve having a radius of 793.38 feet, a long chord of 402.40 feet bearing  $N75^{\circ}31'27''E$  and an arc length of 406.84 feet, to a Point of Tangency; thence  $S89^{\circ}47'07''E$ , a distance of 20.72 feet; thence  $N0^{\circ}54'54''W$ , a distance of 44.55 feet, to a Point of Curvature; thence Northeasterly, on a curve to the right, said curve having a radius of 44.49 feet, a long chord of 42.91 feet bearing  $N27^{\circ}55'11''E$  and an arc length of 44.78 feet, to a Point of Tangency; thence  $N56^{\circ}45'17''E$ , a distance of 242.48 feet to a point on the Westerly R.O.W. line of Oak View Drive; thence Southeasterly along the Westerly R.O.W. line of Oak View Drive on a curve to the left, said curve having a radius of 650.76 feet, a long chord of 38.82 feet bearing  $S27^{\circ}46'11''E$  and an arc length of 38.82 feet; thence  $S56^{\circ}45'17''W$ , along the Northerly lot line of Lot 14, said Oak View, a distance of 238.77 feet to a point of curvature; thence Southwesterly, along the Northwesterly lot line of said Lot 14, Oak View, on a curve to the left, said curve having a radius of 5.85 feet, a long chord of 5.64 feet, bearing  $S27^{\circ}55'11''W$  and an arc length of 5.89 feet to a Point of Tangency; thence  $S0^{\circ}12'53''W$  along the Westerly most lot line of said Lot 14, Oak View, a distance of 27.31 feet to the Southwesterly corner of said Lot 14, Oak View; thence  $S89^{\circ}47'07''E$  along the Southerly lot line of said Lot 14, Oak View, a distance of 203.71 feet to a Point of Curvature; thence Southeasterly, along the Southeasterly lot line of said Lot 14, on a curve to the right, said curve having a radius of 243.00 feet, a long chord of 68.47 feet bearing  $S81^{\circ}41'10''E$  and an arc length of 68.70 feet; thence  $N47^{\circ}27'16''E$ , along the Southeasterly line of said Lot 14, a

distance of 44.80 feet to a point on the Westerly R.O.W. line of Oak View Drive; thence  $S42^{\circ}32'44''E$ , along said Westerly R.O.W. line of Oak View Drive, a distance of 200.99 feet to a Point of Curvature; thence Southeasterly along the said Westerly R.O.W. of Oak View Drive, on a curve to the right, said curve having a radius of 550.00 feet, a long chord of 387.15 feet bearing  $S21^{\circ}56'18''E$  and an arc length of 395.63 feet to a Point of Tangency; thence  $S01^{\circ}19'52''E$ , along said Westerly R.O.W. line of Oak View Drive, a distance of 235.67 feet, to a Point of Beginning.



SEARS

A tract of land comprised of part of Lots 2 and 4, Oak View, an Addition to the City of Omaha, 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 line of Oak View Drive;  
thence South  $58^{\circ}24'38''$  East (platted bearing), along the said Northeasterly R.O.W. line of Oak View Drive, a distance of 95.80 feet;  
thence North  $53^{\circ}47'17''$  East, a distance of 198.51 feet;  
thence North  $62^{\circ}06'17''$  West, a distance of 152.85 feet;  
thence North  $53^{\circ}47'17''$  East, a distance of 427.14 feet to the true point of beginning;  
thence North  $8^{\circ}46'00''$  East, a distance of 154.45 feet;  
thence South  $81^{\circ}14'01''$  East, a distance of 245.85 feet;  
thence South  $8^{\circ}46'00''$  West, a distance of 262.00 feet;  
thence North  $81^{\circ}14'01''$  West, a distance of 245.85 feet;  
thence North  $8^{\circ}46'00''$  East, a distance of 107.55 feet to the true point of beginning.

*Lot-28230*  
The above legal description encompasses the same parcel of land known as Lot 1 of Oak View Replat 3.

CLARKSON

61-28224

- Subparcel 1 - Lot 9 in Oak View, a Subdivision located in the west half of Section 36, Township 15 North, Range 11 East, Douglas County Nebraska (Reserve Tract LL/06 shown in Exhibit F to REA)
- Subparcel 2 - Lots 10 and 11 in Oak View Subdivision (Reserve Tract LL/05 shown in Exhibit F to REA)
- Subparcel 3 - Lot 12 in Oak View Subdivision (Reserve Tract LL/04) shown in Exhibit F to REA)
- Subparcel 4 - Lot 13 in Oak View Subdivision (Reserve Tract LL/03 shown in Exhibit F to REA)

61-28670

A tract of land being part of Lot 4, Omaha Industrial Foundation District No. 4 Replat I, an addition to the City of Omaha, as surveyed, platted and recorded in Douglas County, Nebraska, more particularly described as follows:

Beginning at the intersection of the southerly right-of-way line of West Center Road with the easterly ROW line of 144th Street, said point also being the northwesterly corner of said Lot 4; thence South  $00^{\circ}00'00''$  East (measured) (assumed bearing) and South  $00^{\circ}00'11''$  East (platted) along said easterly ROW line of 144th Street (also the westerly property line of said Lot 4); a distance of 692.75 feet to a point; thence South  $66^{\circ}33'38''$  East, a distance of 232.76 feet to a point on the southeasterly property line of said Lot 4; thence North  $31^{\circ}49'22''$  East (measured) and North  $31^{\circ}49'14''$  East (platted) along said southeasterly property line, a distance of 745.37 feet to a point; thence North  $01^{\circ}00'51''$  East (measured) and North  $01^{\circ}02'14''$  East (platted), along the easterly property line of said Lot 4; a distance of 165.90 feet (measured) and 165.87 feet (platted) to the northeasterly corner of said Lot 4; said corner being located on the southerly ROW line of West Center Road; thence South  $88^{\circ}41'41''$  West (measured) and South  $88^{\circ}41'57''$  West (platted), along said southerly ROW line, a distance of 609.67 feet (measured) and 609.61 feet (platted) to the point of beginning.

BLOCKBUSTER

b1 - 28224

Lot 15 in Oak View, a Subdivision located in the west half of Section 36, Township 15 North, Range 11 East, Douglas County Nebraska (Reserve Tract LL/01 shown in Exhibit F to REA)

APPLEBEE'S

61-28224

A tract of land being part of Lot 6, 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:

BOOK 1012 PAGE 340

Beginning at the Southwesterly most corner of said Lot 6, Oak View Subdivision, said point being at the intersection of the North right-of-way (R.O.W.) line of Oak View Drive and East R.O.W. line of 144th Street; thence N 0 degrees 00' 00" E along the East R.O.W. line of 144th Street, a distance of 199.67 feet; thence N 90 degrees 00' 00" E a distance of 196.04 feet to a point on the Northeasterly lot line of said Lot 6; thence Southeasterly, along the Northeasterly 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 130.90 feet bearing S 25 degrees 20' 42" E and an arc length of 131.00 feet, to a point of compound curvature; thence continuing Southeasterly along the said Northeasterly lot line of said Lot 6, on a curve to the left, said curve having a radius of 248.00 feet, a long chord of 24.92 feet bearing S 32 degrees 03' 15" E and an arc length of 24.93 feet to a point; thence S 55 degrees 03' 58" W, a distance of 124.56 feet to a point on the Northerly R.O.W. line of Oak View Drive, thence Northwesterly along said Northerly R.O.W. line of Oak View Drive on a curve to the left, said curve having a radius of 340.00 feet, a long chord of 86.81 feet bearing N 82 degrees 39' 57" W and an arc length of 87.04 feet to a point of tangency; thence N 90 degrees 00' 00" W along the North R.O.W. line of Oak View Drive a distance of 77.09 feet to the Point of Beginning.

The total area of the tract is 1.05 acres more or less.

REG  
DI  
YI  
J  
S  
FI  
TOT.  
TOT.  
FOR  
SPA  
(  
OUT  
TOT  
TOT  
FOR  
SPA  
TOT  
TOT  
TOT



CHILP'S

67-28224

A tract of land being part of Lot 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:

Beginning at the Northwestern most corner of said Lot 7, Oak View Subdivision; thence S 90 degrees 00' 00" E, along the North lot line of said Lot 7, a distance of 19.07 feet to a point of curvature; thence Southeasterly along the northeasterly lot line of said Lot 7 on a curve to the right, said curve having a radius of 85.00 feet, a long chord of 34.53 feet bearing S 78 degrees 16' 49" E and an arc length of 34.77 feet to a point of tangency; thence S 66 degrees 33' 38" E along the said Northeasterly lot line of Lot 7 a distance of 134.64 feet to the Northeasterly most corner of said Lot 7; thence southwesterly on a curve to the left, said curve having a radius of 1,655.00 feet, a long chord of 273.06 feet, bearing S 7 degrees 10' 14" W and an arc length of 273.37 feet; thence N 90 degrees 00' 00" W a distance of 142.33 feet to the east right-of-way line of 144th Street; thence N 0 degrees 00' 00" W along the east right-of-way line of 144th Street, a distance of 331.50 feet to the Point of Beginning.

The total area of the tract is 1.115 acres more or less.

EXHIBIT "B"

## EXHIBIT B

### LIST OF AGREEMENTS REGARDING REOA AND OUTLOTS

1. Amended and Restated Reciprocal Easement and Operating Agreement executed by and between Center Road Retail Developers Limited Partnership, an Indian limited partnership, Construction Developers, Incorporated, an Arkansas corporation, Dillard Department Stores, Inc., a Delaware corporation, Younkers, Inc., a Delaware corporation, and J.C. Penney Properties, Inc., a Delaware corporation, dated as of June 30, 1992 and recorded July 1, 1992 in Miscellaneous Book 1019, Page 240; all right, title, estate and interest thereunder assigned from Center Road Retail Developers Limited Partnership, an Indiana limited partnership, to Oak View Mall Corporation, a Delaware corporation, by the Assignment of REA and Lease dated as of July 1, 1992 and recorded July 1, 1992 in Miscellaneous Book 1019, Page 442; as amended by the First Amendment to Amended and Restated Reciprocal Easement and Operating Agreement dated as of September 2, 1993 and recorded September 8, 1993 in Miscellaneous Book 1094, Page 407; as amended by the Second Amendment to Amended and Restated Reciprocal Easement and Operating Agreement dated as of October 7, 1994 and recorded October 13, 1994 in Miscellaneous Book 1131, Page 258; as amended by the Third Amendment to Amended and Restated Reciprocal Easement and Operating Agreement dated as of September 13, 1995 and recorded December 29, 1995 in Miscellaneous Book 1165, Page 623; all right, title, estate and interest thereunder assigned from Dillard Department Stores, Inc., a Delaware corporation, and Construction Developers, Incorporated to Condev West, Inc., an Arizona corporation, by the Assignment and Assumption of Operating Agreement, dated as of February 2, 1996 and recorded February 26, 1996 in Miscellaneous Book 1169, Page 623, all in the office of the Register of Deeds of Douglas County, Nebraska
2. Covenants, Conditions and Restrictions Agreement dated as of October 7, 1994 and recorded October 13, 1994 in Miscellaneous Book 1131, Page 211 in the office of the Register of Deeds of Douglas County, Nebraska.
3. Covenants, Conditions and Restrictions Agreement executed by and between Center Road Retail Developers Limited Partnership, an Indiana limited partnership, and Snowstate Restaurant Corporation, a Texas corporation, dated as of May 4, 1992 and recorded May 6, 1992 in Miscellaneous Book 1010, Page 472; as amended by the Amendment to Covenants, Conditions and Restrictions Agreement dated June 30, 1992 and recorded July 1, 1992 in Miscellaneous Book 1019, Page 427; all right, title, estate and interest thereunder assigned from Center Road Retail Developers Limited Partnership, an Indiana limited partnership, to Oak View Mall Corporation, a Delaware corporation, by the Assignment of Agreements (Recorded Agreements) dated as of July 1, 1992 and recorded July 1, 1992 in Miscellaneous Book 1019, Page 472, all in the office of the Register of Deeds of Douglas County, Nebraska.
4. Covenants, Conditions and Restrictions Agreement executed by and between Center Road Retail Developers Limited Partnership, an Indiana limited partnership, and J.S. Ventures, Inc., a Kansas corporation, dated as of May 8, 1992 and recorded May 18, 1992 in Miscellaneous Book 1012, Page 310; all right, title, estate and interest thereunder assigned from Center Road Retail Developers Limited Partnership, an Indiana limited partnership, to Oak View Mall Corporation, a Delaware corporation, by the Assignment of Agreements (Recorded Agreements) dated as of July 1, 1992 and recorded July 1, 1992 in Miscellaneous Book 1019, Page 472, all in the office of the Register of Deeds of Douglas County, Nebraska.
5. Covenants, Conditions and Restrictions Agreement dated as of September 2, 1993 and recorded September 3, 1993 in Miscellaneous Book 1093, Page 705; as amended by the First Amendment to Covenants, Conditions and Restrictions dated as of January 20, 1995 and recorded July 14, 1995 in Miscellaneous Book 1151, Page 327; as further amended by the Second Amendment to

Covenants, Conditions and Restrictions Agreement dated as of June 11, 1996 and recorded July 2, 1996 in Miscellaneous Book 1180, Page 710, all in the office of the Register of Deeds of Douglas County, Nebraska.