



MTG 2005048649



APR 29 2005 14:25 P 26

Instrument Prepared By And
When Recorded Return To:
Croker, Huck, Kasher, DeWitt,
Anderson & Gonderinger, LLC
2120 South 72nd Street, Suite 1200
Omaha, Nebraska 68124
Attention: Bryan S. Mick, Esq.

Received - DIANE L. BATTIATO
Register of Deeds, Douglas County, NE
4/29/2005 14:25:24.61



2005048649

THIS DEED OF TRUST CONSTITUTES A CONSTRUCTION SECURITY AGREEMENT UNDER THE NEBRASKA CONSTRUCTION LIEN ACT AND CREATES, GRANTS AND CONSTITUTES A CONSTRUCTION SECURITY INTEREST IN THE PROPERTY DESCRIBED HEREIN.

DEED OF TRUST AND CONSTRUCTION SECURITY AGREEMENT

(Douglas County)

THIS DEED OF TRUST ("Deed of Trust") is made as of April 16, 2005, by HEARTHSTONE HOMES, INC., a Nebraska corporation ("Trustor"), with the mailing address of 810 North 96th Street, Omaha, Nebraska 68114, to FIRST AMERICAN TITLE INSURANCE COMPANY, with the mailing address of c/o Security Land Title and Escrow Company, P.O. Box 44039, Omaha, Nebraska 68144, as Trustee ("Trustee") for the benefit of WELLS FARGO BANK, NATIONAL ASSOCIATION, a national banking association ("Beneficiary") with the mailing address of 1919 Douglas Street, Omaha, Nebraska 68102, Attn: Kraig J. Williams, V.P.

WITNESSETH:

WHEREAS, Trustor has executed and delivered to Beneficiary a Promissory Note dated on or about this same date in the principal amount of THIRTY-FIVE MILLION AND 00/100 DOLLARS (\$35,000,000), (which Promissory Note, together with all notes issued and accepted in substitution or exchange therefor, and as any of the foregoing may from time to time be modified, extended, renewed, consolidated, restated or replaced, is hereinafter sometimes referred to as the "Note"), which Note provides, among other things, for final payment of principal and interest under the Note, if not sooner paid or payable as provided therein, to be due on or before the 30th day of April, 2007 (if not renewed or extended), the Note by this reference thereto being incorporated herein; and

Box 35
530962

Handwritten: 254.50 FB see attached
26 C/O COMP
279 SC/1 EV

Exhibit A
(Douglas County)

OS-25059

Lots 99, 100, 101, 102, 103, 104, 105, 106, 108, 110, 119, 120, 121, 122, 123, 124, 125, 128, 129, Meadow Ridge Replat One, a Subdivision in Douglas County, Nebraska.

OS-25030

Lots 289, 321, 322, 323, 346, 349, 350, 351, 352, 353, 354, 356, 370, 371, 372, 373, 374, 375, 381, 382, 383, 384, 385, 386, 387, 388, 389, 390, 391, 392, 393, 394, 395, 396, 397, 473, 474, 475, 476, 477, 478, 479, 480, 481, Meadow Ridge, a Subdivision in Douglas County, Nebraska.

OS-25063

Lots 1 and 2, Meadow Ridge Replat Four, a Subdivision in Douglas County, Nebraska.

~~OS-25063~~
OC-44763.

Lots 7-8, 21, 23, 24, 25, 26, 27, 128, 129, 130, 134, 135, 136, 137, 164, 165, 166, 167, 168, 169, 170, 171, 172, 173, 200, The Woodlands, a Subdivision in Douglas County, Nebraska.

OU-01358.

Lots 172 and 173, Avalon North, a Subdivision in Douglas County, Nebraska.

OU-08802.

Lots 5-7, 14, 15, 16, 17, 18, 20, 36, 49, 50, 69, 70, 82, 83, 84, 85, 103, 104, 105, 106, 107, 108, 117, 118, 119, 120, 121, 122, 123, 126, Deerwood, a Subdivision in Douglas County, Nebraska.

OU-08803.

Lots 13 and 14, Deerwood Replat 1, a Subdivision in Douglas County, Nebraska.

OU-08804

Lots 1 & 2 Deerwood Replat Two, a Subdivision in Douglas County, Nebraska.

OC-28221

Lots 39, 40, 41, 42, 43, 125, 126, 127, 128, 129, 130, 131, 132, 133, 134, 135, 136, 137, 138, 139, 141, 142, 143, 144, 145, 169, 170, 172, 173, 175, 176, 177, 178, 179, 180, Oakmont, a Subdivision in Douglas County, Nebraska.

OC-28227.

Lots 1, 2, 3, 5, 6, 7, 8, 9, 10, 11, 13, 14, 15, 16, 45, 46, 47, 48, 49, 51, 54, 56, 57, 58, 59, 60, 61, 62, 63, 65, 66, 67 Oakmont Replat One, a Subdivision in Douglas County, Nebraska.

~~Lots 11, Oakmont Replat Two, a Subdivision in Douglas County, Nebraska~~

OC-43909

Lots 1, 2, 3, 4, 5, 6, 7, 29, 33, 34, 51, 52, 53, 54, 55, 56, 57, 58, 59, 60, 61, 62, 63, 64, 65, 66, 79, 80, 81, 82, 83, 84, 85, 86, 88, 89, 91, 92, 93, 95, 97, 131, 132, 133, 134, 135, 136, 139, Whispering Ridge, a Subdivision in Douglas County, Nebraska.

M1-01338

Lots 188, 189, 190, 193, 194, Autumn Grove, a Subdivision in Douglas County, Nebraska.