



MISC 2013002857



JAN 09 2013 15:57 P 5

Fee amount: 34.00
FB: 24-12740
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Received - DIANE L. BATTIATO
Register of Deeds, Douglas County, NE
01/09/2013 15:57:52.00



2013002857

ASSIGNMENT OF FIRST AND LAST RIGHT OF REFUSAL AGREEMENT

This Assignment of First and Last Right of Refusal Agreement (this "**Assignment**") is made as of the 4 day of January, 2013, by Value Investors Partnership, LLC, a Nebraska limited liability company ("**Assignor**"), to GRACE UNIVERSITY, a Nebraska non profit corporation ("**Assignee**"), and this Assignment is executed in connection with the following facts:

WHEREAS, Concurrently with the delivery of this Assignment, Assignor has conveyed to Assignee certain real property situated in Douglas County, Nebraska, located at 802 Worthington Street, Omaha, and legally described on **Exhibit "A"** attached hereto and incorporated herein by reference (the "**Property**"), pursuant to that certain Purchase Agreement dated as of Nov. 19, 2012, between Assignor as seller, and Assignee as purchaser (the "**Purchase Agreement**").

WHEREAS, Assignor holds certain rights under that certain First and Last Right of Refusal Agreement by and between Jean Marie Davidson, Trustee, and Andrew MacCashland ("**MacCashland**"), dated as of December 29, 2006, and recorded with the Douglas County Register of Deeds (the "**Land Records**") on January 3, 2007 as Document No. 2007001047, and as previously assigned to Assignor under that certain Assignment of First and Last Right of Refusal by and between MacCashland and Assignor dated as of 11/19/12, and recorded in the Land Records as Document No. 2013002579 (collectively, the "**ROFR Agreement**"), covering the property which is listed on **Exhibit "B"** attached hereto and incorporated herein by reference.

WHEREAS, in connection with the Purchase Agreement, Assignor desires to assign to Assignee all Assignor's rights and obligations under the ROFR Agreement.

NOW, THEREFORE, in consideration of the sale and purchase of the Property and other good and valuable consideration, the receipt and sufficiency of which are hereby acknowledged, Assignor and Assignee agree as follows:

1. Assignment. Assignor hereby assigns and transfers to Assignee all its rights and obligations under the ROFR Agreement.

2. Successors and Assigns. This Assignment shall be binding upon and inure to the benefit of the successors, assigns, personal representatives, heirs and legatees of the respective parties hereto.

3. Governing Law. This Assignment shall be governed by and construed in accordance with the laws of the State of Nebraska.

4. Counterparts. This Assignment may be executed in one or more counterparts which, when executed, shall constitute one Assignment.

5. WAIVER OF TRIAL BY JURY; VENUE. ASSIGNOR AND ASSIGNEE WAIVE ANY RIGHT TO TRIAL BY JURY OF ANY CLAIM ARISING UNDER OR IN CONNECTION WITH THIS AGREEMENT. ASSIGNOR AND ASSIGNEE AGREE THAT ANY SUCH CLAIM SHALL BE ADJUDICATED WITHOUT A JURY. EITHER PARTY MAY FILE AN ORIGINAL COUNTERPART OR A COPY OF THIS SECTION WITH ANY COURT AS WRITTEN EVIDENCE OF THE CONSENT OF THE OTHER PARTY TO THE WAIVER OF ITS RIGHT TO TRIAL BY JURY.


The parties agree that proper venue for any action arising under or in connection with this agreement shall be where the Property is located and any such action shall only be brought only in the state or federal court having jurisdiction in Douglas County, Nebraska.

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IN WITNESS WHEREOF, the parties have executed this Assignment as of the date first above written.

ASSIGNOR:

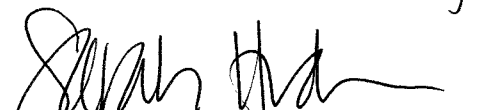
VALUE INVESTORS PARTNERSHIP, LLC, a
Nebraska limited liability company

By: 
Name: ANDREW MACCASHLAND
Title: Managing Partner

State of Nebraska)
) ss
County of Douglas)

The foregoing agreement was acknowledged before me by the said Andrew MacCashland, as Member of Value Investors Partnership, LLC, this 3 day of January, ~~2012~~ 2013 in said County and State.




NOTARY PUBLIC

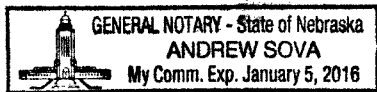
ASSIGNEE:

GRACE UNIVERSITY, a Nebraska non profit
corporation

By: 
Name: Michael James
Title: Executive Vice President

State of Nebraska)
) ss
County of Douglas)

The foregoing agreement was acknowledged before me by the said Michael James, as ~~Member~~ of ~~Value Investors Partnership, LLC~~, this 4th day of January, ~~2012~~ 2013 in said County and State. Grace University
Executive Vice President





NOTARY PUBLIC

Exhibit "A"

Lots 1 and 2 and the E ½ of Lot 3, Block 7, Forest Hill, an Addition to the City of Omaha, as surveyed, platted and recorded in Douglas County, Nebraska.

Exhibit "B"

The West 25 Feet of Lot 3, and the East 40 Feet of Lot 4, Block 7, Forest Hill, an Addition to the City of Omaha, as surveyed, platted and recorded in Douglas County, Nebraska.