



DEED 2012123764



DEC 05 2012 14:42 P 5

Nebr Doc Stamp Tax
12-05-2012 Date
\$25368.75
By MB

Fee amount: 25.50  
FB: 47-08427  
COMP: MB

Received - DIANE L. BATTIATO  
Register of Deeds, Douglas County, NE  
12/05/2012 14:42:37.00



2012123764

[SPACE ABOVE THE LINE FOR RECORDING DATA]

**AFTER RECORDING RETURN TO:**

Outlook Properties, LLC  
4125 South 72<sup>nd</sup> Street  
Omaha, Nebraska 68127  
Attn: Eric Stueckrath

**SPECIAL WARRANTY DEED**

THE Grantor, SOUTH 72ND STREET ASSOCIATES, LLC, a Delaware limited liability company, in consideration of One Dollar (\$1.00) and other valuable consideration receipt of which is hereby acknowledged, conveys to, does hereby convey, grant, bargain and sell to OUTLOOK PROPERTIES, LLC, a Nebraska limited liability company, as Grantee, the following described real estate (as defined in Neb. Rev. State. 76-201) in Douglas County, Omaha, Nebraska:

See Exhibit A, attached hereto and incorporated herein by this reference (the "Property").

THE Grantor covenants with Grantee that Grantor:

(1) is lawfully seized of such real estate and that it is free from encumbrances subject to the "Permitted Encumbrances" set forth on Exhibit B attached hereto and incorporated herein by this reference and subject to all regular taxes and special assessments, which are a subsequent lien on the Property not yet due and payable.

(2) has legal power and lawful authority to convey the same; and

(3) warrants and will defend the title to the real estate against the lawful claims of all persons claiming the same or any part thereof through, by or under Grantor.

This conveyance is further subject to the following restrictions at all times during the term of that certain Redevelopment Promissory Note dated as of September 25, 2008: (a) Grantee, a for profit entity, as owner, shall remain a for profit entity and shall not convert to a nonprofit/tax exempt entity; (b) Grantee will not assign, convey or otherwise transfer its ownership interest in the Property to a tax exempt entity; (c) Grantee will not take any affirmative action to cause a default under that certain Notice of Redevelopment Agreement Covenants made and entered into by the City of Omaha, Nebraska and Grantor, as developer, filed October 16, 2008 as Instrument No. 2008-101150 in the Office of the Register of Deeds of Douglas County, Nebraska, or Sections 3.2 and/or 3.5 of that certain Redevelopment Agreement dated as of September 25, 2008 by and between the City of Omaha and Grantor, as developer; and (d) Grantee will not claim tax exempt status through the purchasing entity, through Outlook Nebraska, Inc. or any other entity

or take any other affirmative action that would cause the termination or diminution of Grantor's Tax Increment Financing Rights to the Property, Lot 1, Crown Industrial Park Replat 1, an Addition to the City of Omaha in Douglas County, Nebraska, and/or Lot 2 of Crown Industrial Park Replat 1.

*[Remainder of page left blank intentionally]*

*[ Signature Page Follows]*

IN WITNESS WHEREOF, Grantor has executed this deed on the date set forth above.

SELLER:

SOUTH 72ND STREET ASSOCIATES, LLC,  
a Delaware limited liability company

By: 72nd Street Partners, LLC  
a Colorado limited liability company,  
its Managing Member

By: Alliance Real Estate Value Fund III, LLC,  
a Delaware limited liability company,  
its Manager

By: AVF Management, LLC,  
a Colorado limited liability company,  
its Managing Member

By: Larry A. Lance  
Name: LARRY A. LANCE  
Title: MEMBER

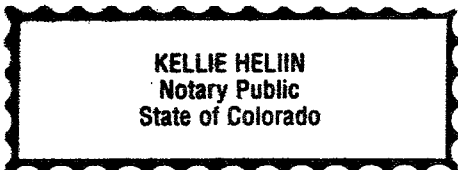
STATE OF COLORADO )  
 ) ss.  
COUNTY OF JEFFERSON )

The foregoing instrument was acknowledged before me this 29th day of NOVEMBER 2012, by LARRY A. LANCE, MEMBER of AVF Management, LLC, a Colorado limited liability company, Managing Member of Alliance Real Estate Value Fund III, LLC, a Delaware limited liability company, Manager of 72<sup>nd</sup> Street Partners, LLC, a Colorado limited liability company, Managing Member of SOUTH 72ND STREET ASSOCIATES, LLC, a Delaware limited liability company, for and on behalf of said limited liability company.

Witness my hand and official seal.

My commission expires: 07/02/16 Kellie Helin  
Notary Public

Address: 165 S. Union Blvd. #510  
Lakewood, CO 80228



**EXHIBIT A TO DEED**

Legal Description

Lot 1, Crown Industrial Park, an Addition to the City of Omaha in Douglas County, Nebraska

Together with a perpetual non-exclusive easement for access as set out in Declaration of Access Easement filed March 3, 2010 as Instrument No. 2010-018622 in the Office of the Register of Deeds of Douglas County, Nebraska; and

Together with a perpetual non-exclusive easement for detention basin access and maintenance as set out in Declaration of Drainage and Water Detention Easement filed March 3, 2010 as Instrument No. 2010-018623 in the Office of the Register of Deeds of Douglas County, Nebraska.

Tax ID# 1353 1032 09 – Excess Redevelopment Proj Value

Tax ID# 1353 1030 09 – Base Redevelopment Proj Value

**EXHIBIT B TO DEED**

Permitted Encumbrances

1. Easements as shown on the Plat and Dedication filed December 29, 2008 as Instrument No. 2008-121679 in the office of the Register of Deeds of Douglas County, Nebraska.
2. Environmental Remediation and Access Agreement filed February 20, 2007 as Instrument No. 2007-019035 in the office of the Register of Deeds of Douglas County, Nebraska.
3. Notice of Redevelopment Agreement Covenants filed October 16, 2008 as Instrument No. 2008-101150 in the office of the Register of Deeds of Douglas County, Nebraska.
4. Declaration of Drainage and Water Detention Easement filed March 3, 2010 as Instrument No. 2010-018623 in the office of the Register of Deeds of Douglas County, Nebraska.
5. Declaration of Access Easement filed March 3, 2010 as Instrument No. 2010-018622 in the office of the Register of Deeds of Douglas County, Nebraska.
6. Post Construction Stormwater Management Plan Maintenance Agreement and Easement filed March 3, 2010 as Instrument No. 2010-018619 in the office of the Register of Deeds of Douglas County, Nebraska.
7. Restrictive Use Covenant Agreement filed March 3, 2010 as Instrument No. 2010-018628 in the office of the Register of Deeds of Douglas County, Nebraska.