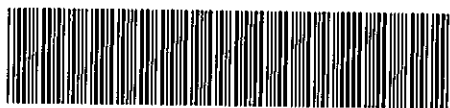




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Nebr Doc Stamp Tax
6/30/99 Date
\$ 9,248.00
By <i>m</i>

RICHARD N TAKECHI
REGISTER OF DEEDS
DOUGLAS COUNTY, NE

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BKP	C/O <i>V</i> COMP <i>RP</i>
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63-20690

**GENERAL WARRANTY DEED
(Fox Valley Apartments I)**

THIS GENERAL WARRANTY DEED, made as of the 29 day of June, 1999, by VANN APARTMENTS GENERAL PARTNERSHIP, a Nebraska general partnership ("Grantor"), to WIENER OMAHA II, LLC, a Nebraska limited liability company ("Grantee");

WITNESSETH:

Grantor, in consideration of ten dollars (\$10.00) and other valuable consideration, paid by Grantee to Grantor, the receipt and sufficiency of which is acknowledged, does hereby grant and convey to Grantee forever the real estate (as defined in Neb. Rev. Stat. § 76-201) described on **Exhibit "A"** attached hereto and incorporated herein by this reference (hereinafter, the "**Premises**"), together with all the estate and rights of Grantor in and to the above-described Premises.

Grantor covenants to Grantee that, other than the liens, encumbrances and other matters listed on Exhibit "B" attached hereto and incorporated herein by this reference (the "**Permitted Exceptions**"): (1) the Premises are free from all encumbrances; and (2) that Grantor will warrant and defend the Premises against the lawful claims and demands of all persons.

IN WITNESS WHEREOF, Grantor has executed this instrument effective as of the date first above written.

VANN APARTMENTS GENERAL PARTNERSHIP,
a Nebraska general partnership.

By: *[Signature]*

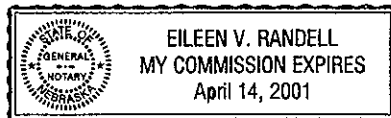
Howard D. Vann, General Partner

STATE OF NEBRASKA)
) SS:
COUNTY OF DOUGLAS)

The foregoing instrument was acknowledged before me, a Notary Public, by Howard D. Vann, General Partner of VANN APARTMENTS GENERAL PARTNERSHIP, a Nebraska general partnership, on behalf of the partnership, on this 29 day of June, 1999.

Eileen V. Randell
Notary Public

My commission expires April 14, 2001



*Return
16*

EXHIBIT "A"

(TO GENERAL WARRANTY DEED)

REAL ESTATE

Lot 64, in THE KNOLLS, a Subdivision, as surveyed, platted and recorded, in Douglas County, Nebraska, together with the West Half (W½) of vacated 104th Avenue adjacent thereto on the East, and together with that part of the East Half (E½) of vacated 104th Avenue adjacent thereto on the West;

Together with non-exclusive easement rights appurtenant thereto as established by Permanent Sewer Easement dated April 21, 1995 and recorded April 24, 1995, in Book 1145 at Page 286 of the Miscellaneous Records of Douglas County, Nebraska;

And, together with non-exclusive easement rights appurtenant thereto as established by Permanent Driveway Easement granted by instrument dated June 19, 1995 and recorded June 22, 1995, in Book 1149 at Page 577 of the Miscellaneous Records of Douglas County, Nebraska.

EXHIBIT "B"

(TO GENERAL WARRANTY DEED)

PERMITTED EXCEPTIONS

Easements granted for utilities by Plat and Dedication of The Knolls recorded February 16, 1972, in Book 1448 at Page 718 of the Deed Records of Douglas County, Nebraska, over, upon, or under a five foot strip of land adjoining the rear and side boundary lines of all lots in the Knolls.

Restrictions against direct access to and from subject property onto Interstate Highway No. 680 as contained in Warranty Deeds dated December 27, 1962 and recorded February 13, 1963, in Book 1175 at Page 639, and dated December 30, 1965 and recorded February 4, 1966, in Book 1277 at Page 459, both of the Deed Records of Douglas County, Nebraska.

Easement granted to The State of Nebraska by instrument dated December 20, 1963 and recorded February 26, 1964, in Book 409 at Page 99 of the Miscellaneous Records of Douglas County, Nebraska, for control of outside advertising lying within 660 feet of the Interstate Highway right-of-way controlled access line as measured at right angles to the centerline of said Interstate Highway 680.

Easements reserved for utilities above, on, and below the surface of those portions of vacated 104th Avenue included within subject property by Resolution of the Board of County Commissioners of Douglas County, Nebraska, adopted February 7, 1995 and recorded April 11, 1995, in Book 1144 at Page 372 of the Miscellaneous Records of Douglas County, Nebraska.

Terms and provisions of Permanent Sewer Easement granted by instrument dated April 21, 1995 and recorded April 24, 1995, in Book 1145 at Page 286 of the Miscellaneous Records of Douglas County, Nebraska, to construct, operate and maintain a sanitary sewer and appurtenances in, through and under adjacent property for the benefit of subject property.

Terms and provisions of Permanent Driveway Easement granted by instrument dated June 19, 1995 and recorded June 22, 1995, in Book 1149 at Page 577 of the Miscellaneous Records of Douglas County, Nebraska, for ingress and egress over and across subject property and adjacent property.

Permanent Storm Sewer Easements granted to Sanitary and Improvement District No. 229 of Douglas County, Nebraska, its successors and assigns, by instrument dated October 17, 1995 and recorded November 21, 1995, in Book 1162 at Page 47 of the Miscellaneous Records of Douglas County, Nebraska, to construct, operate and maintain a storm sewer and appurtenances in, through and under a portion of subject property.

Multifamily Deed of Trust, Assignment of Rents and Security Agreement dated October 30, 1996 and recorded October 31, 1996, in Book 4857 at Page 80 of the Mortgage Records of Douglas County, Nebraska, executed by Vann Apartments General Partnership, a Nebraska general partnership, in favor of Stewart Title Guaranty Company, Trustee, and The Patrician Financial Company, a Maryland corporation, Beneficiary, securing the sum of \$4,485,000.00 and any other amounts payable under the terms thereof.

Assigned to Federal National Mortgage Association by instrument dated October 30, 1996 and recorded October 31, 1996, in Book 4857 at Page 101 of the Mortgage Records of Douglas County, Nebraska.

Uniform Commercial Code - Financing Statement recorded October 31, 1996, in Book 150 at Page 90 of the UCC Records in the Office of the Register of Deeds of Douglas County, Nebraska, showing Vann Apartments General Partnership, as Debtor, The Patrician Financial Company, as Secured Party, and Federal National Mortgage Association, as Assignee of Secured Party.