



2125 336 DEED



08792 99 336-338

Nebr Doc  
Stamp Tax

6/30/99  
Date

\$7560.00

By *[Signature]*

RICHARD N TAKECHI  
REGISTER OF DEEDS  
DOUGLAS COUNTY, NE

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RECEIVED

8792 *[Signature]*  
FEE 70.50 FB 123-20690  
BKP            C/O            COMP KP  
DEL            SCAN            FV           

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

THIS GENERAL WARRANTY DEED, made as of the 29 day of June, 1999, by FOX VALLEY 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.

**FOX VALLEY APARTMENTS GENERAL PARTNERSHIP,**  
a Nebraska general partnership

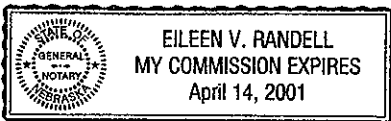
By: *[Signature]*  
Howard D. Vann, General Partner

STATE OF NEBRASKA        )  
                                  ) SS:  
COUNTY OF DOUGLAS     )

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

My commission expires: April 14, 2001

*Eileen V. Randell*  
Notary Public



*Return 16*

EXHIBIT "A"

(TO GENERAL WARRANTY DEED)

REAL ESTATE

Lot 65, in THE KNOLLS, a Subdivision, as surveyed, platted and recorded, in Douglas County, Nebraska, together with the East Half (E½) of the vacated portion of 104th Avenue adjacent thereto on the West;

Together with non-exclusive easement rights appurtenant thereto as established by Permanent Driveway Easement 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 5 foot strip of land adjoining the rear and side boundary lines of said lot.

Restriction against direct access to and from subject property onto Interstate Highway No. 680 as contained in Warranty Deed dated December 27, 1962 and recorded February 13, 1963, in Book 1175 at Page 639 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 the 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.

Permanent Sewer Easement granted to Sanitary and Improvement District No. 229 of Douglas County, Nebraska, its successors and assigns, by instrument dated September 24, 1979 and recorded February 25, 1980, in Book 629 at Page 355 of the Miscellaneous Records of Douglas County, Nebraska, to construct, use and maintain a sanitary or storm sewer pipe or both, and appurtenances thereto, in, through, over and under a 20 foot wide strip of land in the Easterly portion of subject property.

Easements reserved for utilities above, on and below the surface of that portion 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 November 4, 1995, in Book 1144 at Page 372 of the Miscellaneous Records of Douglas County, Nebraska.

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 a 10 foot wide strip of land in the Easterly portion of subject property.

Subject to and together with 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 and Sanitary Sewer Easement granted to Sanitary and Improvement District No. 229 of Douglas County, Nebraska, its successors and assigns, by instrument dated November 3, 1995 and recorded November 21, 1995, in Book 1162 at Page 50 of the Miscellaneous Records of Douglas County, Nebraska, to construct, operate and maintain a storm sewer and a sanitary sewer, and appurtenances thereto, in, through and under a portion of subject property.

**EXHIBIT "B"**

**(TO GENERAL WARRANTY DEED)**

**PERMITTED EXCEPTIONS  
(Continued)**

Multifamily Deed of Trust, Assignment of Rents and Security Agreement dated as of August 12, 1998 and recorded August 12, 1998, in Book 5409 at Page 103 of the Mortgage Records of Douglas County, Nebraska, executed by Fox Valley Apartments General Partnership, a Nebraska general partnership, in favor of Transnation Title Insurance Company, Trustee, and Patrician Financial Company Limited Partnership, a Massachusetts limited partnership, Beneficiary, securing the sum of \$3,400,000.00 and any other amounts payable under the terms thereof.

Assignment of Deed of Trust dated as of August 12, 1998 and recorded August 12, 1998, in Book 5409 at Page 149 of the Mortgage Records of Douglas County, Nebraska, executed by Patrician Financial Company Limited Partnership, a Massachusetts limited partnership, in favor of Berkshire Mortgage Finance Limited Partnership, a Massachusetts limited partnership.

Assignment of Deed of Trust dated as of August 12, 1998 and recorded August 12, 1998, in Book 5409 at Page 153 of the Mortgage Records of Douglas County, Nebraska, executed by Berkshire Mortgage Finance Limited Partnership, a Massachusetts limited partnership, in favor of Fannie Mae.

Uniform Commercial Code - Financing Statement recorded August 12, 1998, in Book 164 at Page 7 of the UCC Records in the Office of the Register of Deeds of Douglas County, Nebraska (also filed August 13, 1998, as Instrument No. 779048 in the Office of the Secretary of State of Nebraska), showing Fox Valley Apartments General Partnership, as Debtor, Patrician Financial Company Limited Partnership, as Secured Party, and Berkshire Mortgage Finance Limited Partnership, as Assignee of Secured Party.

Assigned to Fannie Mae by instrument recorded August 12, 1998, in Book 164 at Page 8 of the UCC Records in the Office of the Register of Deeds of Douglas County, Nebraska (also filed August 13, 1998, as Instrument No. 779049 in the Office of the Secretary of State of Nebraska).

Memorandum of Lease dated February 18, 1998 and recorded March 18, 1998, in Book 1241 at page 263 of the Miscellaneous Records of Douglas County, Nebraska, executed by and between Howard D. Vann and R. Thomas Vann, as Lessor and Jetz Service Co., Inc., as Lessee.

Lessor's interest assigned to Fox Valley Apartments General Partnership, a Nebraska general partnership, by Assignment dated August 12, 1998 and recorded August 12, 1998, in Book 1258 at Page 638 of the Miscellaneous Records of Douglas County, Nebraska.

Subordinated to the lien of the Deed of Trust in Book 5409 at Page 103 by Subordination, Non-Disturbance and Attornment Agreement dated as of August 12, 1998 and recorded August 12, 1998, in Book 1258 at Page 640 of the Miscellaneous Records of Douglas County, Nebraska.

Rights of Tenants under unrecorded residential leases with a term not to exceed one year and no options or rights of first refusal in favor of the tenant.