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SUBMITTED <u>LEX TERRAE, LTD.</u>

FILED SARPY CO. NE.
INSTRUMENT NUMBER

2014-27244

2014 Dec 05 08:40:45 AM

Gregory J. Dowling

REGISTER OF DEEDS



AFTER RECORDING RETURN TO:

Jon I. Opert, Esq.
Krooth & Altman LLP
1850 M Street, N.W., Suite 400
Washington, D.C. 20036

ASSIGNMENT OF DEED OF TRUST

**WILLOW CREEK APARTMENTS
OMAHA, SARPY COUNTY, NEBRASKA**

FOR VALUE RECEIVED, and for and in consideration of the sum of Ten Dollars (\$10.00) in hand paid and other good and valuable consideration, the receipt and sufficiency of which are hereby acknowledged, **BERKELEY POINT CAPITAL LLC**, a Delaware limited liability company (the "Assignor") whose address is 4550 Montgomery Avenue, Suite 1100, Bethesda, Maryland 20814, as of December 1, 2014, does hereby sell, assign, transfer, set over and deliver unto **FANNIE MAE**, a corporation organized and existing under the laws of the United States of America (the "Assignee"), whose address is c/o Berkeley Point Capital LLC, 4550 Montgomery Avenue, Suite 1100, Bethesda, Maryland 20814, all of its right, title and interest in, to and under the following:

That certain Multifamily Deed of Trust, Assignment of Leases and Rents, Security Agreement, and Fixture Filing from **WILLOW CREEK APARTMENTS, LLC**, a Delaware limited liability company, doing business in Nebraska as **MAXX WILLOW CREEK APARTMENTS, LLC** (the "Borrower"), to **BERKELEY POINT CAPITAL LLC**, a Delaware limited liability company (as the "Lender" therein), dated as of even date herewith, and recorded on the same date as this Assignment of Deed of Trust is recorded in the Records of Sarpy County, Nebraska describing certain real estate located in Omaha, Nebraska, and more particularly described in Exhibit "A" attached hereto and made a part hereof (the "Security Instrument"). The Security Instrument secures a certain Multifamily Note dated of even date herewith, from the Borrower to the Lender in the original principal amount of Five Million Three Hundred Thousand and No/100 Dollars (\$5,300,000.00), which Multifamily Note has also been endorsed and delivered this date from the Assignor to the Assignee.

**[DOCUMENT EXECUTION AND ACKNOWLEDGMENT
OCCUR ON THE FOLLOWING PAGE]**

IN WITNESS WHEREOF, the Assignor has, as of the date and year first above written, caused this Assignment of Deed of Trust to be executed, acknowledged and delivered on its behalf by its duly authorized officer.

ASSIGNOR:

BERKELEY POINT CAPITAL LLC
 a Delaware limited liability company

By: *Heidi Rua* (SEAL)
 Heidi Rua
 Officer

By: *Emily E. Schultz* (SEAL)
 Emily E. Schultz
 Officer

ACKNOWLEDGMENT

STATE OF Maryland)
) ss:
 COUNTY Montgomery)

BEFORE ME, the undersigned, a Notary Public in and for said County and Commonwealth, on this day personally appeared Heidi Rua and Emily E. Schultz, known to me to be Officers of Berkeley Point Capital LLC, a Delaware limited liability company, the limited liability company that executed the foregoing instrument, and known to me to be the persons and officers whose names are subscribed to the foregoing instrument, and acknowledged to me that the same was the act of the said limited liability company and that they executed the same as the act of such limited liability company for the purposes and consideration therein expressed and in the capacity therein stated.

GIVEN UNDER MY HAND AND SEAL OF OFFICE this 24 day of November 2014.

Stephanie E. Hickey
 Printed Name: Stephanie E. Hickey
 Notary Public in and for Montgomery County, Maryland

My commission expires:

Attachment:
 Exhibit "A" - Legal Description

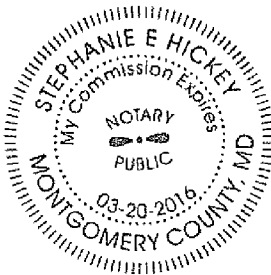


Exhibit "A"

Legal Description

Lots 1 and 2, in WILLOW CREEK REPLAT II, a Subdivision, as surveyed, platted and recorded, in Sarpy County, Nebraska, EXCEPT that part thereof described as follows:

Beginning at the Southeast corner of said Lot 1, Willow Creek Replat II; thence Westerly, along the common line between said Lot 1, Willow Creek Replat II and Lot 1, Echo Hills, a distance of 16.84 feet; thence Northerly, deflecting $89^{\circ}52'12''$ right, a distance of 113.46 feet; thence Northerly, deflecting $09^{\circ}14'59''$ left, a distance of 376.66 feet; thence Easterly, deflecting $101^{\circ}19'48''$ right, along the North line of said Lot 2, a distance of 75.87 feet; thence Southerly, deflecting $90^{\circ}00'00''$ right, along the Easterly line of said Lots 1 and 2, and along the Westerly line of State Highway No. 50 right-of-way, a distance of 183.86 feet; thence continuing along said line, deflecting $03^{\circ}34'56''$ left, a distance of 295.90 feet, to the Southeast corner of said Lot 1, Willow Creek Replat II and the Point of Beginning;

And,

Lots 1 and 2, in WILLOW CREEK REPLAT III, a Subdivision, as surveyed, platted and recorded, in Sarpy County, Nebraska;

And,

That part of Lot 3, in WILLOW CREEK REPLAT III, a Subdivision, as surveyed, platted and recorded, in Sarpy County, Nebraska, more particularly described as follows:

Beginning at the point of intersection of the Easterly right-of-way line of 145th Street and the South right-of-way line of Harrison Street, said point also being the Northwest corner of said Lot 3, Willow Creek Replat III; thence North $89^{\circ}31'55''$ East (assumed bearing), along said South right-of-way line of Harrison Street, a distance of 153.57 feet; thence South $23^{\circ}58'18''$ East, a distance of 325.26 feet, to a point on the Easterly extension of the Northerly line of Lot 2, Willow Creek Replat III; thence South $72^{\circ}20'32''$ West, along said Northerly line of Lot 2, Willow Creek Replat III and the Easterly extension thereof, a distance of 206.11 feet, to a point on said Easterly right-of-way line of 145th Street, said point also being the Northwest corner of said Lot 2, Willow Creek Replat III; thence along said Easterly right-of-way line of 145th Street on the following described courses; thence North $17^{\circ}39'28''$ West, a distance of 196.83 feet; thence Northerly on a curve to the right with a radius of 636.62 feet, a distance of 174.00 feet, said curve having a long chord which bears North $09^{\circ}49'40''$ West, a distance of 173.46 feet, to the Point of Beginning.

EXCEPT, that part described as follows: a part of Lot 3A, Willow Creek Replat III, described as: Beginning at the Northwest corner of said Lot 3A; thence North $87^{\circ}36'21''$ East, a distance of 31.54 feet; thence South $032^{\circ}15'39''$ West, a distance of 38.74 feet; to a point on a curve to the right and having a radius of 637.15 feet for an arc distance of 67.62 feet to the point of beginning.