

**COMPARED**

12002

INST # \_\_\_\_\_

RECORDING FEE 20

AUDITOR FEE \_\_\_\_\_

RMA FEE 1.00 FCOM 1.00

FILED FOR RECORD  
POTTAWATTAMIE CO. IA.

04 DEC 27 AM 10:26

JOHN SCIORTINO  
RECORDER

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BKP \_\_\_\_\_ C/O \_\_\_\_\_ COMP \_\_\_\_\_

DEL \_\_\_\_\_ SCAN \_\_\_\_\_ FV \_\_\_\_\_

Temp. 12.4.01

*Ret*

**SPENCE TITLE SERVICES, INC.  
1905 HARNEY STREET SUITE 210  
OMAHA, NEBRASKA 68102**

TA-49435 BK105PG11961

Prepared by: Cynthia Epstein, Epstein Law  
Office, Regency One Building, # 123, 10050  
Regency Parkway Circle, Omaha, NE 68114  
402-397-1515

**ASSIGNMENT OF LEASE**

This Assignment of Lease made this 15 day of December, 2004 by Happy Day Partnership, hereinafter referred to as "Assignor", in favor of Marathon Investments Three, LLC, hereinafter referred to as "Assignee".

In consideration of One Dollar (\$1.00) and other valuable consideration, receipt of which is hereby acknowledged, Assignor does hereby convey, sell, assign, and transfer to Assignee, effective the 31<sup>st</sup> day of December, 2004, all of the Assignor's interest in and to that certain Lease made and entered into the 19th day of May, 1975, by and between Happy Day Partnership, a Nebraska General Partnership, and thereafter assigned to Assignor, as "Lessor" and May Seed and Nursery Co., an Iowa corporation, as "Lessee", covering the premises described on Exhibit A attached hereto, as surveyed, platted, and recorded in Pottawattamie County, Nebraska, subject to all terms, covenants, conditions and agreements contained therein, to have and to hold the same to the assignee for the remainder of the term with the above described lease. An Amendment to the Lease was executed on December 31, 1975, and filed January 19, 1976, in Book 76 at Page 10877 of the Records of Pottawattamie County, Iowa, assigning the Lessor's interest in the Lease to Happy Day Partnership, Ltd. The Lessor's interest was then assigned to Great Day Development Corp., a Nebraska corporation, on January 2, 1976, and recorded February 6, 1976, in Book 76 at Page 11936 of the Records of Pottawattamie County, Iowa. Great Day Development Corp. assigned its interest to Penguin Corp., an Iowa corporation, on February 6, 1976, and filed with the Records at Pottawattamie County on February 6, 1976, in Book 76 at Page 11937, and corrected on March 12, 1976, in Book 76 at Page 14086. Further Penguin Corp. deeded its interest back to Happy Day Partnership, Ltd. on December 8, 1988. An Amendment to the Lease was executed on September 28, 2000, wherein Happy Day Partnership assigns its interest to Irvin Gendler, Trustee of the Irvin Gendler Revocable Trust and Carol J. Gendler, Trustee of the Carol J. Gendler Revocable Trust and May Seed and Nursery Co. assigned its interest to Earl May Seed and Nursery, LLC, an Iowa corporation. An Assignment of Lease was executed on October 1, 2000, assigning the interest of Carol J. Gendler, Trustee of the Carol J. Gendler Revocable Trust, to Happy Day Partnership, Ltd., a Nebraska Limited Partnership.

Assignee does hereby assume and agrees to perform all covenants, conditions, and obligations of the aforesaid Lease to be made and performed by the Lessor, and to save Assignor harmless from all liability thereunder.

HAPPY DAY PARTNERSHIP

By: Carol J. Gendler  
Carol J. Gendler, Trustee of the Carol J.  
Gendler Revocable Trust, General Partner

ACCEPTED:

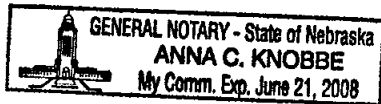
MARATHON INVESTMENTS THREE, LLC.,  
a Nebraska Limited Liability Company,  
Carol J. Gendler Revocable Trust, Member

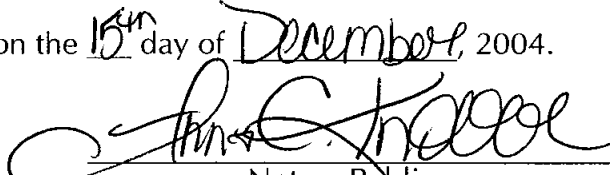
By: Carol J. Gendler  
Carol J. Gendler, Trustee

STATE OF NEBRASKA     )  
  ) ss  
COUNTY OF DOUGLAS    )

Before me, a Notary Public qualified for said county, personally came Carol J. Gendler, Trustee of the Carol J. Gendler Revocable Trust, General Partner of Happy Day Partnership, known to me to be the identical person who signed the foregoing instrument and acknowledged the execution thereof to be her voluntary act and deed.

Witness my hand and notarial seal on the 15<sup>th</sup> day of December, 2004.

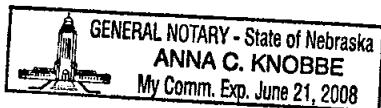


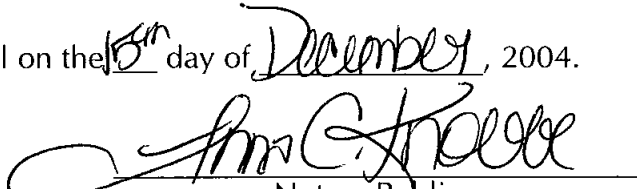
  
Notary Public

STATE OF NEBRASKA     )  
  ) ss  
COUNTY OF DOUGLAS    )

Before me, a Notary Public qualified for said county, personally came Carol J. Gendler, Trustee of the Carol J. Gendler Revocable Trust, a member of Marathon Investments Three, LLC., a Nebraska Limited Liability Company, known to me to be the identical person who signed the foregoing instrument and acknowledged the execution thereof to be her voluntary act and deed.

Witness my hand and notarial seal on the 15<sup>th</sup> day of December, 2004.



  
Notary Public

**EXHIBIT "A"**

**A tract of land in the NE Quarter of Section 6, Township 74 North, Range 43 West of the 5th P.M., in Pottawattamie County, Iowa, described as follows:**

**Commencing at the point of intersection of the North line of the South Half of the NE Quarter of said Section 6, and the Westerly Right of Way line of relocated Madison Avenue; thence N 38°48'44" W (assumed bearing) on the Westerly Right of Way line of said relocated Madison Avenue, 85.38 feet; thence S 59°45'10" W, 99.41 feet to the point of beginning; thence continuing S 59°45'10" W, 20.51 feet; thence S 68°22'41" W, 25.0 feet; thence S 64°58'55" W, 131.82 feet; thence S 09°03'58" E, 8.78 feet; thence S 39°41'41" E, 229.5 feet; thence N 50°18'19" E, 176.0 feet; thence N 39°41'41" W, 192.53 feet to the point of beginning.**

**Such tract being the same and also known as Lot 2 Auditor's Subdivision of part of SW Quarter NE Quarter, Lot 2 and Lot 4 Auditor's Subdivision of SE Quarter NE Quarter, Lot 11, Auditor's Subdivision of NW Quarter NE Quarter and part of Lot 3, Auditor's Subdivision of NE Quarter NE Quarter of Section 6, Township 74 North, Range 43 West of the 5th P.M., Pottawattamie County, Iowa.**

**Together with non-exclusive easement rights appurtenant thereto as established by Declaration of Easement dated June 24, 1977 and filed July 18, 1977 in Book 78 at Page 1094 of the Records of Pottawattamie County, Iowa, and Declaration of Easement and Maintenance Agreement dated April 23, 1992 and filed May 7, 1992 in Book 92 at Page 27750 of the Records of Pottawattamie County, Iowa.**