

201701469

NEBRASKA DOCUMENTARY STAMP TAX	
Date	<u>June 28, 2017</u>
\$	<u>591.75</u> By <u>TRW</u>

FILED  
 OTOE COUNTY, NE  
 FEE \$ 10.00

2017 JUN 28 AM 11 49

*Janet Reed*

REGISTER OF DEEDS

ENTERED	<input checked="" type="checkbox"/>
VERIFIED	<input checked="" type="checkbox"/>
SCANNED	<input checked="" type="checkbox"/>

RETURN TO: Otoe County Title Company, P.O. Box 220, Nebraska City, NE 68410

### WARRANTY DEED

GREEN LAMB PROPERTIES, LLC, a Nebraska Limited Liability Company, Grantor, whether one or more, in consideration of ONE DOLLAR (\$1.00) and other good and valuable consideration, receipt of which is hereby acknowledged, conveys to NEBRASKA CITY LODGING, LLC, a Nebraska Limited Liability Company, Grantee, the following described real estate (as defined in Neb. Rev. Stat. §76-201):

Lot 2, Arbor Crossing Subdivision, an Administrative Subdivision of part of Lot A, H & E Subdivision located in the West ½ of the Northwest ¼ of Section 21, Township 8 North, Range 14 East of the 6<sup>th</sup> P.M., City of Nebraska City, Otoe County, Nebraska.

Grantor covenants with the Grantee that Grantor:

1. is lawfully seized of such real estate and that it is free from encumbrances, subject to easements, reservations, covenants and restrictions of record;
2. has legal power and lawful authority to convey the same;
3. warrants and will defend the title to the real estate against the lawful claims of all persons.

EXECUTED: June 28, 2017

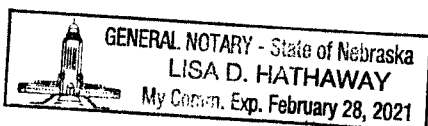
GREEN LAMB PROPERTIES, LLC,  
 a Nebraska Limited Liability Company

*Brett Gay*  
 Brett Gay, Member

*Terry Fulton*  
 Terry Fulton, Member

State of NEBRASKA    }  
                                   } ss:  
 County of OTOE        }

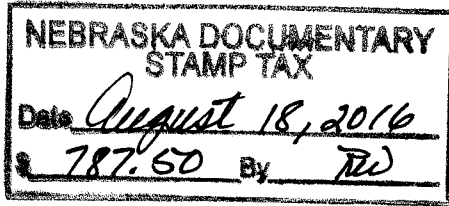
The foregoing instrument was acknowledged before me on June 28, 2017, by Brett Gay, Member and Terry Fulton, Member, of Green Lamb Properties, LLC, a Nebraska Limited Liability Company.



*Lisa D. Hathaway*  
 Notary Public

201701469

201601896

Page 1 of 2

FILED  
OTOE COUNTY, NE  
FEE \$ 16.00

2016 AUG 18 AM 10 09

ENTERED ☒  
VERIFIED ☒  
SCANNED ☒

*Janet B. Bist*  
REGISTER OF DEEDS

RETURN TO: Otoe County Title Company, P.O. Box 220, Nebraska City, NE 68410

### WARRANTY DEED

VF MALL REALTY MANAGEMENT NEBRASKA, LLC, a Nebraska Limited Liability Company, Grantor, in consideration of ONE DOLLAR (\$1.00) and other valuable consideration, receipt of which is hereby acknowledged, conveys to GREEN LAMB PROPERTIES, LLC, a Nebraska Limited Liability Company, Grantee, the following described real estate (as defined in Neb. Rev. Stat. §76-201) in Otoe County, Nebraska:

SEE ATTACHED EXHIBIT "A" FOR LEGAL DESCRIPTION.

Grantor covenants with the Grantee that Grantor:

- (1) is lawfully seized of such real estate and that it is free from encumbrances, subject to easements, reservations, covenants and restrictions of record;
- (2) has legal power and lawful authority to convey the same;
- (3) warrants and will defend the title to the real estate against the lawful claims of all persons.

EXECUTED: August 15<sup>th</sup>, 2016.

VF MALL REALTY MANAGEMENT NEBRASKA, LLC,  
a Nebraska Limited Liability Company, Grantor,

By: *Mehran Kohansieh*  
Mehran Kohansieh, Member

STATE OF NEW YORK }  
COUNTY OF Nassau } ss:

The foregoing instrument was acknowledged before me on August 15<sup>th</sup>, 2016, by Mehran Kohansieh, Member of VF Mall Realty Management Nebraska LLC, a Nebraska Limited Liability Company.

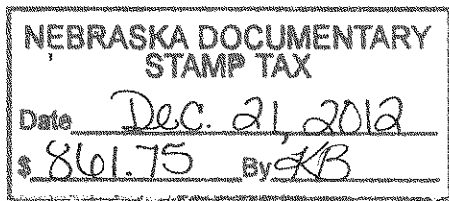
*Yuvika Bist*  
Notary Public

YUVIKA BIST  
Notary Public - State of New York  
NO. 01816322338  
Qualified in Nassau County  
My Commission Expires Mar 30, 2019

201601896

## EXHIBIT "A"

A tract of land located in the West ½ of the Northwest ¼ of Section 21, Township 8 North, Range 14, East of the 6th P.M., Otoe County, Nebraska, being more particularly described as follows: Considering the North line of the West ½ of the Northwest ¼ of said Section 21 as bearing N90°00'00"W and with all bearings contained herein relative thereto: Commencing at the Northeast Corner of the said West ½ of the Northwest ¼ of said Section 21, thence westerly along the said North line N90°00'00"W 107.0 feet to the True Point of Beginning, thence leaving said line and continuing southerly S00°14'46"E 208.40 feet to a point; thence easterly N89°56'39"E 106.94 feet to a point on the East line of the West ½ of the Northwest ¼; thence southerly along said east line S00°09'44"E 150.07 feet to a point; thence leaving said line and continuing westerly S89°52'54"W 230.0 feet to a point; thence southerly S00°06'41"E 664.77 feet to a point; thence westerly S89°54'35"W 959.78 feet to a point on the East right-of-way line of U.S. Highway #75; thence northerly N03°59'54"E 73.57 feet to a point; thence northwesterly N05°46'08"W 441.83 feet to a point; thence northerly along said right-of-way line N00°05'56"E 199.9 feet to a point; thence northeasterly N05°49'41"E 163.36 feet to a point on the South right-of-way line of Nebraska State Highway #2; thence southeasterly along said line S82°11'49"E 262.21 feet to a point; thence northeasterly N81°18'11"E 564.12 feet to a point; thence northeasterly along said South line N67°25'59"E 260.12 feet to a point; thence easterly N89°44'54"E 45.06 feet to the True Point of Beginning, EXCEPT that portion conveyed to the State of Nebraska in Book 201 Deeds, Page 411 and Book 202 Deeds, Page 339, and as Instrument No. 201500550; EXCEPT that portion conveyed to the City of Nebraska City in Book 169 Deeds, Page 339; and EXCEPT that portion conveyed to the Otoe County School District No. 31 in Book 172 Deeds, Page 31. This tract is also referred to as part of Lot A, H & E Subdivision, Otoe County, Nebraska, together with that certain drainage easement created by instrument recorded in Misc. Book 59, Page 20. Further together with that certain slope easement created by instrument recorded in Misc. Book 59, Page 24. Further together with access easement created by that certain instrument recorded in Misc. Book 49, Page 73.



201203612

Page 1 of 4FILED  
OTOE COUNTY, NE  
FEE \$ 20.50

2012 DEC 21 PM 3 16

REGISTER OF DEEDS

ENTERED ☒  
VERIFIED ☒  
SCANNED ☒

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(Space above reserved for the Register of Deeds' recording information)

Title of Document: Nebraska Special Warranty Deed

Date of Document: December 17, 2012

Grantor(s): CPG Finance I LLC, a Delaware limited liability company

Grantee(s): VF Mall Realty Management Nebraska LLC, a Nebraska limited liability company

Grantee's Address: c/o Lincoln Mall Holding LLC  
249-27 37 Ave.  
Little Neck, NY 11363  
Attention: Mike Kohan

Legal Description: See attached Exhibit A

Ref: n/a

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Please return to:  
Naomi Shupp  
Chicago Title Ins. Co.  
10740 Nall Ave, Ste 201  
Overland Park, KS 66211  
(913) 253-8415  
File no. 20122631

201203612

NEBRASKA  
SPECIAL WARRANTY DEED

[Nebraska City, NE]

CPG FINANCE I LLC, a Delaware limited liability company, Grantor, in consideration of \$10.00 and other good and valuable consideration, receipt of which is hereby acknowledged, conveys to VF Mall Realty Management Nebraska LLC, a Nebraska limited liability company, Grantee, the following described real estate (as defined in Neb. Rev. Stat. 76-201) in Otoe County, Nebraska:

[See Exhibit A attached]

Grantor covenants with the Grantee that Grantor:

- (1) is lawfully seised of such real estate and that it is free from encumbrances subject to easements, reservations, covenants and restrictions of record;
- (2) has legal power and lawful authority to convey the same;
- (3) warrants and will defend the title to the real estate against the lawful claims of all persons claiming by or through Grantor.

Executed: December 13, 2012, effective December 17, 2012.

CPG FINANCE I LLC, a Delaware limited liability company

By: CPG FINANCE HOLDINGS I LLC, a Delaware limited liability company, its Managing Member

By: CPG PARTNERS, L.P., a Delaware limited partnership, its sole member

By: CPG HOLDINGS, LLC, a Delaware limited liability company, its general partner

By: 

Name: John R. Klein

Title: President

201203612

STATE OF NEW JERSEY  
COUNTY OF ESSEX

The foregoing instrument was acknowledged before me this 13<sup>TH</sup> day of December, 2012, by John R. Klein as President of CPG Holdings, LLC, a Delaware limited liability company, in its capacity as general partner of CPG Partners, L.P., a Delaware limited partnership, sole member of CPG Finance Holdings I, LLC, a Delaware limited liability company, managing member of CPG Finance I, LLC, a Delaware limited liability company, on behalf of said limited liability company. He is personally known to me.

Witness my hand and official stamp or seal.

Lori K. Lakhan  
Notary Public Lori K. Lakhan  
My Commission Expires: 8/9/15



Lori K. Lakhan  
NOTARY PUBLIC  
State of New Jersey  
My Commission Expires  
August 9, 2015

201203612

Exhibit A

A tract of land located in the West 1/2 of the Northwest 1/4 of Section 21, Township 8 North, Range 14, East of the 6th P.M., Otoe County, Nebraska, being more particularly described as follows: Considering the North line of the West 1/2 of the Northwest 1/4 of said Section 21 as bearing N 90° 00' 00" W and with all bearings contained herein relative thereto: Commencing at the Northeast Corner of the said West 1/2 of the Northwest 1/4 of said Section 21, thence Westerly along the said North line N 90° 00' 00" W 107.0 feet to the True Point of Beginning, thence leaving said line and continuing Southerly S 00° 14' 46" E 208.40 feet to a point; thence easterly N 89° 56' 39" E 106.94 feet to a point on the East line of the West 1/2 of the Northwest 1/4; thence southerly along said east line S 00° 09' 44" E 150.07 feet to a point; thence leaving said line and continuing westerly S 89° 52' 54" W 230.0 feet to a point; thence southerly S 00° 06' 41" E 664.77 feet to a point; thence westerly S 89° 54' 35" W 959.78 feet to a point on the East right-of-way line of U.S. Highway #75; thence northerly N 03° 59' 54" E 73.57 feet to a point; thence northwesterly N 05° 46' 08" W 441.83 feet to a point; thence northerly along said right-of-way line N 00° 05' 56" E 199.9 feet to a point; thence northeasterly N 05° 49' 41" E 163.36 feet to a point on the South right-of-way line of Nebraska State Highway #2; thence southeasterly along said line S 82° 11' 49" E 262.21 feet to a point; thence northeasterly N 81° 18' 11" E 564.12 feet to a point; thence northeasterly along said South line N 67° 25' 59" E 260.12 feet to a point; thence Easterly N 89° 44' 54" E 45.06 feet to the True Point of Beginning. Except that portion conveyed to the State of Nebraska in Book 201 Deeds, Page 411 and Book 202 Deeds, page 339; Except that portion conveyed to the City of Nebraska City in Book 169 Deeds, Page 339; and Except that portion conveyed to the Otoe County School District No. 31 in Book 172 Deeds, page 31. This tract is also referred to as part of Lot A, H & E Subdivision, Otoe County, Nebraska, together with that certain drainage easement created by instrument recorded in Misc. Book 59, page 20. Further together with that certain slope easement created by instrument recorded in Misc. Book 59, Page 24. Further together with access easement created by that certain instrument recorded in Misc. Book 49 page 73.

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NEBRASKA  
SPECIAL WARRANTY DEED

KPT MORTGAGE LLC, Delaware limited liability company, Grantor, formerly known as FAC Mortgage LLC, in consideration of \$10.00 and other good and valuable consideration, receipt of which is hereby acknowledged, conveys to CPG FINANCE I LLC, a Delaware limited liability company, Grantee, the following described real estate (as defined in Neb. Rev. Stat. 76-201) in Otoe County, Nebraska:

[See Exhibit A Attached]

Grantor covenants with the Grantee that Grantor:

- (1) is lawfully seised of such real estate and that it is free from encumbrances subject to easements, reservations, covenants and restrictions of record
- (2) has legal power and lawful authority to convey the same;
- (3) warrants and will defend the title to the real estate against the lawful claims of all persons claiming by or through Grantor.

Executed: August 30, 2001, effective September 25, 2001

KPT MORTGAGE LLC, a Delaware limited liability company

By: KPT Mortgage Formation, Inc., a Delaware corporation, its managing member

By: Rob W Malphrus  
Name: ROBIN W. MALPHRUS  
Title: Senior Vice President  
General Counsel

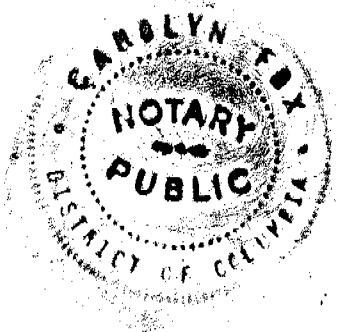
NEBRASKA DOCUMENTARY STAMP TAX	
Date	<u>Oct. 5, 2001</u>
\$	<u>2,810.50</u> By <u>JR</u>



# 126 STATE OF NEBRASKA COUNTY OF OTOE, File for  
records in the REGISTER OF DEEDS. Oct. 5, 2001  
at 2:42 P. M. recorded in Book # 206 of Deeds  
Page 201 Janet Reed Register of Deeds,  
Fee: \$ 15.50 By Janet Reed, Deputy  
Entered ☒ Indexed ☒ Paged ☒ Compared ☒



STATE OF WASHINGTON )  
 ) ss.  
DISTRICT OF COLUMBIA County )



On this 30 day of August,  
A.D. 2001 before me, the undersigned  
Carolyn Fox, a Notary  
Public, duly commissioned and qualified for and  
residing in said county, personally came  
Robin W. Malphrus as Sr. v.p. of KPT  
Mortgage Formation, Inc. a Delaware  
corporation, managing member of KPT  
Mortgage LLC, a Delaware limited liability  
company, to me known to be the identical person  
\_\_\_\_\_ whose name is  
affixed to the foregoing instrument as grantor  
\_\_\_\_\_ and acknowledged the same to be  
her voluntary act and deed.

Witness my hand and Notarial Seal the  
day and year last above written.

Carolyn Fox Notary Public,  
My Commission expires the 14th day of  
June, 2002, ~~2001~~

STATE OF NEBRASKA

County of \_\_\_\_\_

Filed for record and entered in Numerical Index on \_\_\_\_\_  
at \_\_\_\_\_ o'clock \_\_\_\_\_ M., and recorded in Book \_\_\_\_\_, Page \_\_\_\_\_

By: \_\_\_\_\_  
County or Deputy County Clerk  
Register of Deeds or Deputy Register of Deeds

*Nebraska City, NE*

**EXHIBIT A**

A tract of land located in the West  $\frac{1}{2}$  of the Northwest  $\frac{1}{4}$  of Section 21, Township 8 North, Range 14, East of the 6th P.M., Otoe County, Nebraska, being more particularly described as follows: Considering the North line of the West  $\frac{1}{2}$  of the Northwest  $\frac{1}{4}$  of said Section 21 as bearing N90°00'00"W and with all bearings contained herein relative thereto: Commencing at the Northeast Corner of the said West  $\frac{1}{2}$  of the Northwest  $\frac{1}{4}$  of said Section 21, thence westerly along the said North line N90°00'00"W 107.0 feet to the True Point of Beginning, thence leaving said line and continuing southerly S00°14'46"E 208.40 feet to a point; thence easterly N89°56'39"E 106.94 feet to a point on the East line of the West  $\frac{1}{2}$  of the Northwest  $\frac{1}{4}$ ; thence southerly along said east line S00°09'44"E 150.07 feet to a point; thence leaving said line and continuing westerly S89°52'54"W 230.0 feet to a point; thence southerly S00°06'41"E 664.77 feet to a point; thence westerly S89°54'35"W 959.78 feet to a point on the East right-of-way line of U.S. Highway #75; thence northerly N03°59'54"E 73.57 feet to a point; thence northwesterly N05°46'08"W 441.83 feet to a point; thence northerly along said right-of-way line N00°05'56"E 199.9 feet to a point; thence northeasterly N05°49'41"E 163.36 feet to a point on the South right-of-way line of Nebraska State Highway #2; thence southeasterly along said line S82°11'49"E 262.21 feet to a point; thence northeasterly N81°18'11"E 564.12 feet to a point; thence northeasterly along said South line N67°25'59"E 260.12 feet to a point; thence easterly N89°44'54"E 45.06 feet to the True Point of Beginning, EXCEPT that portion conveyed to the State of Nebraska in Book 201 Deeds, Page 411 and Book 202 Deeds, Page 339; EXCEPT that portion conveyed to the City of Nebraska City in Book 169 Deeds, Page 339; and EXCEPT that portion conveyed to the Otoe County School District No. 31 in Book 172 Deeds, Page 31. This tract is also referred to as part of Lot A, H & E Subdivision, Otoe County, Nebraska.

State of Delaware  
Office of the Secretary of State

PAGE 1

I, HARRIET SMITH WINDSOR, SECRETARY OF STATE OF THE STATE OF DELAWARE, DO HEREBY CERTIFY THAT THE SAID "FAC MORTGAGE LLC", FILED A CERTIFICATE OF AMENDMENT, CHANGING ITS NAME TO "KPT MORTGAGE LLC", THE THIRD DAY OF DECEMBER, A.D. 1998, AT 9 O'CLOCK A.M.

# 125 STATE OF NEBRASKA COUNTY OF OTTOE, File for records in the REGISTER OF DEEDS Oct 5, 2001 at 2:40 P M recorded in Book # 81 of misc. Page 73 Janet Reed, Register of Deeds, Fee: \$ 10.50 By: Laura Lorence, Deputy Entered ☒ Indexed ☒ Paged ☒ Compared ☒



*Harriet Smith Windsor*  
Harriet Smith Windsor, Secretary of State

2834664 8320

010428019

73 AUTHENTICATION: 1320015

DATE: 08-29-01

*Nebraska City, NE*

**EXHIBIT A**

A tract of land located in the West ½ of the Northwest ¼ of Section 21, Township 8 North, Range 14, East of the 6th P.M., Otoe County, Nebraska, being more particularly described as follows: Considering the North line of the West ½ of the Northwest ¼ of said Section 21 as bearing N90°00'00"W and with all bearings contained herein relative thereto: Commencing at the Northeast Corner of the said West ½ of the Northwest ¼ of said Section 21, thence westerly along the said North line N90°00'00"W 107.0 feet to the True Point of Beginning, thence leaving said line and continuing southerly S00°14'46"E 208.40 feet to a point; thence easterly N89°56'39"E 106.94 feet to a point on the East line of the West ½ of the Northwest ¼; thence southerly along said east line S00°09'44"E 150.07 feet to a point; thence leaving said line and continuing westerly S89°52'54"W 230.0 feet to a point; thence southerly S00°06'41"E 664.77 feet to a point; thence westerly S89°54'35"W 959.78 feet to a point on the East right-of-way line of U.S. Highway #75; thence northerly N03°59'54"E 73.57 feet to a point; thence northwesterly N05°46'08"W 441.83 feet to a point; thence northerly along said right-of-way line N00°05'56"E 199.9 feet to a point; thence northeasterly N05°49'41"E 163.36 feet to a point on the South right-of-way line of Nebraska State Highway #2; thence southeasterly along said line S82°11'49"E 262.21 feet to a point; thence northeasterly N81°18'11"E 564.12 feet to a point; thence northeasterly along said South line N67°25'59"E 260.12 feet to a point; thence easterly N89°44'54"E 45.06 feet to the True Point of Beginning, EXCEPT that portion conveyed to the State of Nebraska in Book 201 Deeds, Page 411 and Book 202 Deeds, Page 339; EXCEPT that portion conveyed to the City of Nebraska City in Book 169 Deeds, Page 339; and EXCEPT that portion conveyed to the Otoe County School District No. 31 in Book 172 Deeds, Page 31. This tract is also referred to as part of Lot A, H & E Subdivision, Otoe County, Nebraska.

SPECIAL WARRANTY DEED

VF Factory Outlet, Inc., a Corporation organized and existing under the laws of Delaware, GRANTOR, in consideration of One Dollar (\$1.00) and other valuable consideration received from GRANTEE, Factory Stores Of America, Inc., a Delaware corporation, conveys to GRANTEE, the following described real estate:

Part of the W 1/2 of the NW 1/4 of Section 21, Township 8 North, Range 14 East of the 6th P.M., Otoe County, Nebraska, as more particularly described on Exhibit A attached hereto.

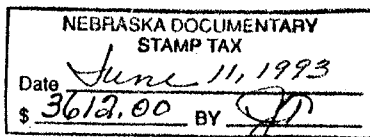
GRANTOR covenants with GRANTEE that GRANTOR:

(1) is lawfully seized of such real estate and that it is free from encumbrances, except easements, covenants, and restrictions of record now or created by Grantee;

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

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

Executed JUNE 7, 1993.



VF Factory Outlet, Inc., Grantor

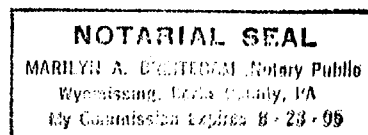
BY Ryan P. Dickson  
Vice President

STATE OF Pennsylvania )  
COUNTY OF Bucks ) ss.

The foregoing instrument was acknowledged before me on June 7, 1993, by Ryan P. Dickson, President of VF Factory Outlet, Inc., a Delaware Corporation, on behalf of the Corporation.

Marilyn A. Dickson  
Notary Public

(D:\WP\BILL\6-1-3A.D)



# 139 STATE OF NEBRASKA, COUNTY OF OTOE, Filed for record in the REGISTER OF DEEDS, June 11, 1993, at 2:12 P.M., recorded in Book # 181 of DEEDS, Page 9, Jean Thayer, Register of Deeds, Fee, \$10.50 By: Jean Thayer, Deputy, Entered ✓ Indexed ✓ Paged ✓ Compared ✓

NEBRASKA CITY, NEBRASKA  
(OTOE COUNTY)

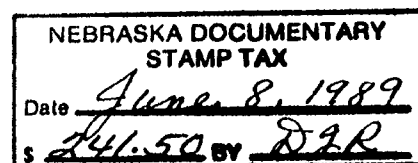
Exhibit A

Legal Description

A Tract of Land out of and a part of the West One-Half (1/2) of the Northwest Quarter (1/4) of Section 21, Township 8 North, Range 14 East, of the 6th P.M., Otoe County, Nebraska, and being more particularly described as follows; Beginning at a capped 5/8" Rebar found on the North line of the said Northwest Quarter (1/4) of Section 21, for the most northern Northeast Corner of the Tract herein described, said point being, WEST 106.95 feet from the Northeast Corner of the aforesaid West One-Half (1/2) of the Northwest Quarter (1/4), Section 21; THENCE: S.00°01'52"E., a distance of 209.08 feet to a capped 5/8" Rebar found for an ELL corner of the tract herein described; THENCE: N. 89°59'48"E, a distance of 107.00 feet to a capped 5/8" Rebar set for the most eastern Northeast Corner of the tract herein described; THENCE S.00°01'52"E. a distance of 150.00 feet to a capped 5/8" Rebar for the most eastern Southeast Corner of the tract herein described; THENCE: S.89°59'48"W., a distance of 230.00 feet to a capped 5/8" Rebar set for an ELL Corner of the tract herein described; THENCE: S.00°01'52"E, a distance of 664.77 feet to a capped 5/8" Rebar set for the most southern Southeast Corner of the tract herein described; THENCE: S.89°59'48"W., a distance of 959.73 feet to a capped 5/8" Rebar set on the East Right-of-Way line of U.S. Highway 75 as described in Book 49, at Page 73, of the Miscellaneous Records of Otoe County, Nebraska; THENCE: along and with the said East Right-of-Way Line of U.S. Highway 75, the following Four (4) Courses and distances, 1.) N.04°10'53"E., a distance of 73.47 feet; 2.) N.05°43'46"W., a distance of 441.67 feet; 3.) N.00°13'20"E., a distance of 200.00 feet; 4.) N.05°49'21"E., a distance of 163.32 feet to the point of Intersection with the South Right-of-Way line of Nebraska State Highway 2, as described in Book 49, at Page 73 of the Miscellaneous Records of Otoe County, Nebraska; THENCE: Along and with the said South Right-of-Way line of Nebraska State Highway 2, the following Three (3) Courses and Distances, 1.) S.81°58'42"E., a distance of 262.50 feet, 2.) N.81°18'11"E., a distance of 564.12 feet; 3.) N.67°25'59"E., a distance of 260.65 feet to a capped 5/8" Rebar found for a corner the North line of the aforementioned Northwest Quarter (1/4) of said Section 21; THENCE EAST, a distance of 45.31 feet along and with said North line to the POINT OF BEGINNING and containing in all 21.359 Acres of land, as shown on a survey prepared for North-South Management Corporation, Chicago Title Insurance Company and Outlet Properties Corporation by Charles H. Porter, LS-467, of Porter and Associates, Inc. dated May 22, 1992. This Tract is referred to as part of Lot A, H & E Subdivision, recorded in Plat Book 3, Page 9, Register of Deeds, Otoe County, Nebraska.

When Recorded, Please Return to:

Robin Eden Rash, Esq.  
Development Resources, Inc.  
7650 E. Broadway, Suite 208  
Tucson, Arizona 85710



**GENERAL WARRANTY DEED**  
(Including Restrictive Covenants)

For and in consideration of the sum of Ten Dollars (\$10.00) and other good and valuable consideration received, THE NEBRASKA CITY INDUSTRIAL DEVELOPMENT FOUNDATION, INC., a Nebraska non-profit corporation, hereinafter referred to as "Foundation," hereby grants, sells and conveys unto VF FACTORY OUTLET, INC., a Delaware corporation, hereinafter referred to as "VF," all that real property located in Otoe County, State of Nebraska described in Exhibit "1" attached hereto and incorporated herein by reference (the "VF Property").

The VF Property will be subject to the following deed restrictions, which will run with the VF Property and which shall be for the sole benefit of Foundation:

1. **Prohibited Uses.** The following operations and uses shall not be permitted within the VF Property:

- (a) Labor camps.
- (b) Junk yards.
- (c) Drilling for and/or the removal of oil, gas, or other hydrocarbon substances (except that this provision shall not be deemed to prohibit the entry of the VF Property below a depth of 500 feet for such purposes).
- (d) Commercial excavation of building or construction materials.
- (e) Dumping, disposal, incineration, or reduction of garbage, sewage, offal, dead animals or refuse.
- (f) Fat rendering or distillation of bones.
- (g) Stock yard or slaughter of animals.
- (h) Refining of petroleum or of its products.
- (i) Smelting of iron, tin, zinc, or other ores.
- (j) Hog raising.

- (k) Cemeteries or mortuaries.
- (l) Jail or other penal rehabilitation facilities.
- (m) Manufacture, storage, distribution or sale of explosives.
- (n) Conducting of any circus or carnival.
- (o) Drive In movie theaters.
- (p) Race track or drag strip.

## 2. Construction Obligations.

### 2.1 VF agrees:

- (a) to commence construction of a building of not less than approximately 70,000 sq.ft. (the "VF Building") within 18 months of the date of this General Warranty Deed; and
- (b) to diligently pursue such construction until it is complete and ready for occupancy.

Construction will be deemed "commenced" on the day VF begins site work for the VF Building. VF's obligations will be extended in the event of a "force majeure." "Force Majeure" shall be defined as broadly as possible to include (but not be limited to) Acts of God, unavailability of material, war, civil disorders, lockouts, strikes, general contractor or subcontractor default and all other similar causes without the fault or beyond the control of VF, VF's financial inability excepted.

If VF fails to commence or pursue construction as required, Foundation can give VF notice to cure; VF will have 60 days to cure by either commencing construction or diligently pursuing construction. If VF fails to cure within 60 days, Foundation will have a period of 60 days in which to declare VF to be in default (a "Default Notice"). If the Default Notice is due to VF's failure to commence construction, then within 30 days of the Default Notice, VF will reconvey the VF Property to Foundation ("Foundation's Reacquisition Rights") and VF will pay to Foundation a liquidated damages penalty equal to all of Foundation's actual out of pocket expenses to acquire the VF Property for VF (not including the purchase price) up to a maximum of \$25,000. If the Default Notice is due to VF's failure to diligently pursue construction after construction has commenced, then within 30 days of the Default Notice, VF will pay to Foundation a liquidated damages penalty equal to \$167,000 (representing the purchase price paid by Foundation to acquire the VF Property for VF) plus the actual out of pocket expenses of Foundation to acquire the VF Property for VF, up to a maximum of \$25,000.



The parties intend that Foundation's Reacquisition Rights and right to receive liquidated damages are Foundation's sole remedies for any failure by VF to commence or diligently pursue construction; the parties expressly agree that actual damages are difficult, if not impossible to obtain. Foundation expressly waives any right to specific performance, money damages or any other legal or equitable remedies otherwise available.

Any person is entitled to rely on the existence of the Foundation's Reacquisition Rights until a Release of Reacquisition Rights, specifically referring to the recording information for this General Warranty Deed is recorded in the Official Records of Otoe County, Nebraska.

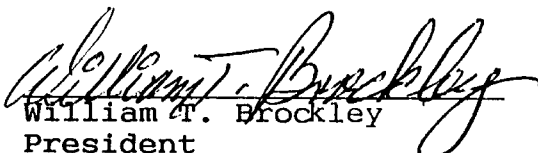
TO HAVE AND TO HOLD THE SAME, together with all and singular the rights and appurtenances thereunto belonging, unto VF, its successors and assigns forever.

Foundation warrants title to the VF Property against all persons whomsoever.

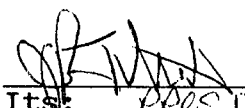
By executing this General Warranty Deed, VF agrees to acquire the VF Property subject to the matters set forth above.

Dated: June 8, 1989.

NEBRASKA CITY INDUSTRIAL  
DEVELOPMENT FOUNDATION, INC.,  
a Nebraska non-profit  
corporation

By:   
William T. Brockley  
President

VF FACTORY OUTLET, INC., a  
Delaware corporation

By:   
Its: PRESIDENT

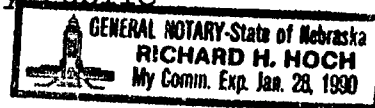
STATE OF NEBRASKA     )  
                                  ) ss:  
County of Otoe         )

SUBSCRIBED AND SWORN TO before me this 8th day of  
June 1989, 1989 by William T. Brockley, President of the Nebraska  
City Industrial Development Foundation, Inc.

Richard H. Hoch  
Notary Public

My commission expires:

1-28-90

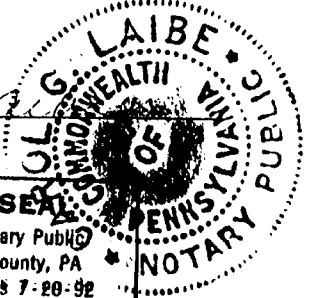
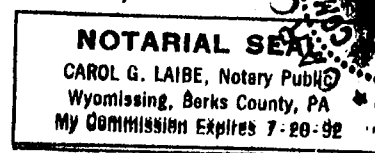


COMMONWEALTH OF PENNSYLVANIA     )  
  ) ss:  
County of Berks                             )

SUBSCRIBED AND SWORN TO before me this 6th day of  
June, 1989 by Jay R. Pitsworth the  
president of VF Factory Outlet, Inc.

Carol G. Laibe  
Notary Public

My commission expires:



#1035

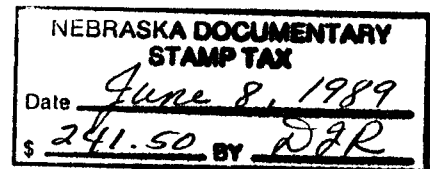
State of Nebraska, Otoe County: ss Filed for record in the Register of Deeds Office on  
June 8, 1989, at 11:32 AM, recorded in Book 169 of Deeds  
page 68 John Thayer Register of Deeds  
Fee: \$25.50 Delron J. Riege Deputy

ENTERED ✓  
INDEXED ✓  
PAGED ✓  
COMPARED ✓

LEGAL DESCRIPTION OF  
VF PROPERTY

LEGAL DESCRIPTION:

Part of the West Half of the Northwest Quarter of Section 21, Township 8 North, Range 14 East of the Sixth P.M., Otoe County, Nebraska, described as follows: Commencing at the Northwest Quarter Corner Section 21, Township 8 North, Range 14 East; thence on the north line of the West Half of the Northwest Quarter Section 21, N90°00'00"E 1166.53 feet to the point of beginning; thence on the north line of the West Half Northwest Quarter Section 21 N90°00'00"E 45.16 feet to the west line of the Nebraska City Township Board of Education school grounds as recorded in Book M Deeds, pg. 422; thence on the west line of the school grounds S00°01'40"E 209.0 feet; thence on the south line of the school grounds N90°00'00"E 107.0 feet to the east line of the West Half Northwest Quarter, Section 21; thence on the east line of the West Half Northwest Quarter, Section 21 S00°01'40"E 150.0 feet; thence N90°00'00"W 230.0 feet; thence S00°01'40"E 664.77 feet; thence N90°00'00"W 959.70 feet to the east line of Highway 75 Right-of-Way; thence on the east line of Highway 75 Right-of-Way as recorded in Miscellaneous Book 49, Page 73, N04°17'05"E 73.40 feet; thence on the east line of Highway 75 Right-of-Way, N05°43'34"W 441.67 feet; thence on the east line of Highway 75 Right-of-Way N00°13'32"E 200.0 feet; thence on the east line of Highway 75 Right-of-Way N05°49'33"E 163.32 feet to the south line of Highway 2 Right-of-Way; thence on the south line of Highway 2 Right-of-Way, as recorded in Miscellaneous Book 49, Page 73, S81°58'30"E 262.50 feet; thence on the south line of Highway 2 Right-of-Way N81°18'23"E 564.12 feet; thence on the south line of Highway 2 Right-of-Way N67°26'11"E 260.65 feet to the north line of the West Half Northwest Quarter, Section 21 and the point of beginning. Said tract contains 21.35 acres. The north line of the Northwest Quarter Section 21 is assumed to bear N90°00'00"E. This Tract is referred to as part of Lot A, H & E Subdivision, recorded in Plat Book 3, Page 9, Register of Deeds, Otoe County, Nebraska.



### PARTNERSHIP WARRANTY DEED

H & E FAMILY LIMITED PARTNERSHIP, A Nebraska limited Partnership, GRANTOR, in consideration of Ten Dollars (\$10.00) and other valuable consideration received does hereby convey unto Nebraska City Industrial Development Foundation, Inc., a Nebraska corporation, GRANTEE, the following described real estate:

Part of the West Half of the Northwest Quarter of Section 21, Township 8 North, Range 14 East of the Sixth P.M., Otoe County, Nebraska, described as follows: Commencing at the Northwest Quarter Corner Section 21, Township 8 North, Range 14 East; thence on the north line of the West Half of the Northwest Quarter Section 21, N90°00'00"E 1166.53 feet to the point of beginning; thence on the north line of the West Half Northwest Quarter Section 21 N90°00'00"E 45.16 feet to the west line of the Nebraska City Township Board of Education school grounds as recorded in Book M Deeds, pg. 422; thence on the west line of the school grounds S00°01'40"E 209.0 feet; thence on the south line of the schools grounds N90°00'00"E 107.0 feet to the east line of the West Half Northwest Quarter, Section 21; thence on the east line of the West Half Northwest Quarter, Section 21 S00°01'40"E 150.0 feet; thence N90°00'00"W 230.0 feet; thence S00°01'40"E 664.77 feet; thence N90°00'00"W 959.70 feet to the east line of Highway 75 Right-of-Way; thence on the east line of Highway 75 Right-of-Way as recorded in Miscellaneous Book 49, Page 73, N04°17'05"E 73.40 feet; thence on the east line of Highway 75 Right-of-Way, N05°43'34"W 441.67 feet; thence on the east line of Highway 75 Right-of-Way N00°13'32"E 200.0 feet; thence on the east line of Highway 75 Right-of-Way N05°49'33"E 163.32 feet to the south line of Highway 2 Right-of-Way; thence on the south line of Highway 2 Right-of-Way, as recbred in Miscellaneous Book 49, Page 73, S81°58'30"E 262.50 feet; thence on the south line of Highway 2 Right-of-Way N81°18'23"E 564.12 feet; thence on the south line of Highway 2 Right-of-Way N67°26'11"E 260.65 feet to the north line of the West Half Northwest Quarter, Section 21 and the point of beginning. Said tract contains 21.35 acres. The north line of the Northwest Quarter Section 21 is assumed to bear N90°00'00"E. This Tract is referred to as part of Lot A, H & E Subdivision, recorded in Plat Book 3, Page 9, Register of Deeds, Otoe County, Nebraska.

GRANTOR covenants with GRANTEES that GRANTOR:

(1) is lawfully seised of such real estate and that it is free from encumbrances except easements, covenants and restrictions of record.

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

(3) warrants and will defend title to the real estate against the lawful claims of all persons.

(4) that Esther Novak and the Estate of Harry Novak, Esther Novak, Personal Representative are the only General Partners of H & E Family Limited Partnership on the date of execution of this deed.

Executed on April 24, 1989.

H & E FAMILY LIMITED PARTNERSHIP,  
a Nebraska Limited Partnership, GRANTOR

By: Esther Novak  
Esther Novak, General Partner

By: Esther Novak  
Esther Novak, Personal  
Representative of the Estate of  
Harry Novak, General Partner

STATE OF CALIFORNIA       )  
  ) SS.  
COUNTY OF SAN FRANCISCO)

The foregoing Partnership Warranty Deed was acknowledged before me on April 24, 1989, by Esther Novak, a General Partner and Esther Novak, Personal Representative of the Estate of Harry Novak, General Partner, of and on behalf of H & E Family Limited Partnership, a Nebraska Limited Partnership.

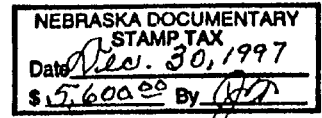
Cathy Preczewski  
Notary Public



#1034  
State of Nebraska, Otoe County, ss Filed for record in the Register of Deeds Office on  
June 8, 1989, at 11:30 AM, recorded in Book 169 of Deeds  
page 66 Jean Thayer Register of Deeds  
Fee: \$10.50 Debra J. Rieger Deputy

ENTERED ✓  
INDEXED ✓  
PAGED ✓  
COMPARED ✓

NEBRASKA  
GENERAL WARRANTY DEED



FAC Realty Trust, Inc., a Maryland corporation, successor in interest to FAC Realty, Inc. (formerly known as Factory Stores of America, Inc.), a Delaware corporation, Grantor, whether one or more, in consideration of \$10.00 and other good and valuable consideration, receipt of which is hereby acknowledged, conveys to FAC Mortgage LLC, a Delaware limited liability company, Grantee, the real estate (as defined in Neb. Rev. Stat. 76-201) in Otoe County, Nebraska described on Exhibit A attached hereto:

Grantor covenants with the Grantee that Grantor:

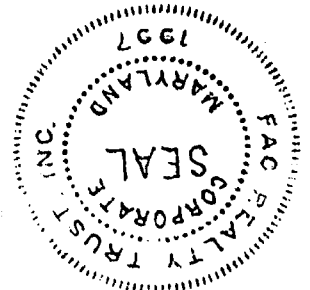
- (1) is lawfully seised of such real estate;
- (2) has legal power and lawful authority to convey the same;
- (3) warrants and will defend the title to the real estate against the lawful claims of all persons.

This conveyance is made and accepted subject to all covenants, restrictions, rights of way, encumbrances, easements and other matters of record.

Executed: December 19th, 1997

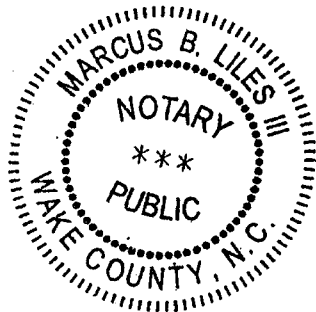
FAC Realty Trust, Inc.,  
a Maryland corporation

By: [Signature]  
Name: C. Cammack Morton  
Title: President



STATE OF NORTH CAROLINA )  
 ) ss.  
WAKE County )

On this 23rd day of December,  
A.D. 1997 before me, the undersigned  
MARCUS B. LILES III, a Notary  
Public, duly commissioned and qualified for and  
residing in said county, personally came C.  
Cammack Morton as President of FAC Realty  
Trust, Inc. a Maryland corporation, to me known  
to be the identical person whose name is affixed  
to the foregoing instrument, and acknowledged  
that he executed the foregoing instrument as  
President of said corporation on behalf of said  
corporation.



Witness my hand and Notarial Seal the  
day and year last above written.  
Marcus B. Liles III Notary Public,  
My Commission expires the 14th day of  
OCTOBER, 2002

#298

STATE OF NEBRASKA

County of Otoe

Filed for record and entered in Numerical Index on Dec. 30, 1997  
at 3:52 o'clock P. M., and recorded in Book 195 DEED, Page 105

ENTERED  
INDEXED  
PAGED  
COMPARSED

Fee: \$10.50

By: [Signature]  
County or Deputy County Clerk  
Register of Deeds or Deputy Register of Deeds

Exhibit A

LEGAL DESCRIPTION

A tract of land located in the West 1/2 of the N.W. 1/4 of Section 21, T.8N., R. 14E., of the 6th P.M., Otoe County, Nebraska, being more particularly described as follows:

Considering the North line of the West 1/2 of the N.W. 1/4 of said Section 21 as bearing N90°00'00"W and with all bearings contained herein relative thereto:

Commencing at the N.E. Corner of the said West 1/2 of the N.W. 1/4 of said Section 21; thence westerly along the said North line N90°00'00"W 107.00 feet to the True Point of Beginning; thence leaving said line and continuing southerly S00°14'46"E 208.40 feet to a point; thence easterly N89°56'39"E 106.94 feet to a point on the East line of the West 1/2 of the N.W. 1/4; thence southerly along said east line S00°09'44"E 150.07 feet to a point; thence leaving said line and continuing westerly S89°52'54"W 230.00 feet to a point; thence southerly, S00°06'41"E 664.77 feet to a point; thence westerly S89°54'35"W 959.78 feet to a point on the East right-of-way line of U.S. Highway # 75; thence northerly N03°59'54"E 73.57 feet to a point; thence northwesterly N05°46'08"W 441.83 feet to a point; thence northerly along said right-of-way line N00°05'56"E 199.9 feet to a point; thence northeasterly N05°49'41"E 163.36 feet to a point on the South right-of-way line of Nebraska State Highway # 2; thence southeasterly along said line S82°11'49"E 262.21 feet to a point; thence northeasterly N81°18'11"E 564.12 feet to a point; thence northeasterly along said South line N67°25'59"E 260.12 feet to a point; thence easterly N89°44'54"E 45.06 feet to the True Point of Beginning.

The above described tract contains 21.36± acres and is subject to all easements or rights-of-way now on record or indicated on this plat.

\*\*\*This tract is referred to as part of Lot A, H & E  
Subdivision recorded in Plat Book 3, Page 9, Otoe County,  
Nebraska :