



BK 1837 PG 120



DEED 1988 12182

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INDEXING
PAGE DOWN FOR BALANCE OF INSTRUMENT

SECRETARY OF REVENUE

NEBRASKA DOCUMENTARY STAMP TAX

Date 10-25-88

\$ 1233.00 Ev 10

CORPORATION WARRANTY DEED

GLACIER PARK COMPANY, a Delaware corporation, organized and existing under the laws of the State of Nebraska ("Grantor"), in consideration of One Dollar (\$1.00) and other valuable consideration received from OMAHA DEVELOPMENT FOUNDATION, a non-profit corporation, organized and existing under the laws of the State of Nebraska ("Grantee"), hereby conveys to Grantee, the real estate (as defined in Neb. Rev. Stat. §76-201) described in Exhibit "B" and attached hereto.

Grantor covenants with Grantee that Grantor:

1. Is lawfully seized of such real estate and that it is free from encumbrances except as set forth on Exhibit "A" attached hereto;
2. Has legal power and lawful authority to convey same;
3. Warrants and will defend title to the real estate against the lawful claims of all persons, except as set forth on Exhibit "A" attached hereto; and
4. Grantor covenants to use its best efforts to obtain and place of record releases of the mortgages described on Exhibit "A" paragraphs 11, 12 and 13. Grantor shall not be liable to the Grantee, its successors or assigns or any third party for any damages suffered as a result of the existence of such mortgages except as set forth in that certain Indemnity Agreement attached hereto as Exhibit "C".

IN WITNESS WHEREOF, Glacier Park Company has caused these presents to be executed by its President and Secretary, as of the 21st day of October, 1988.

GLACIER PARK COMPANY, a Delaware corporation

By *Christopher T. Bayley*
 Christopher T. Bayley
 President

ATTEST:
 By *Martha Anamosa*
 Martha Anamosa
 Secretary

12187

REC'D
 OCT 25 PM 2:47
 COUNTY OF NEBRASKA
 OFFICE OF THE COUNTY CLERK

BK 1837 N 120-138 C/O Del FEE 114.50
 DEL VK MC WC
 Deeds P Q F/B 04-810000

95.00 - 100.00
15.00 - 100.00
(31)

STATE OF WASHINGTON }
COUNTY OF KING } ss.

On this 21st day of October, 1988, before me, a Notary Public in and for said county, personally came Christopher T. Bayley, President, and Martha Anamosa, Secretary, respectively, of Glacier Park Company, a Delaware corporation, known to me to be the identical persons whose names are affixed to the above Warranty Deed and acknowledge the execution of the same to be their voluntary act and deed.

Witness my hand and notarial seal in said county the day and year last above written.

James B. Daniels
Notary Public

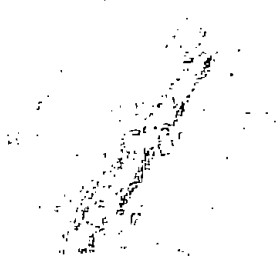


EXHIBIT "A"

1. Existing utility easements or permits, including but not limited to those granted to OPPD, MUD, or Northwestern Bell;
2. Unrecorded Right of Entry Permit and Agreement dated July 26, 1988, among Douglas County, Burlington Northern Railroad and Glacier Park Company, and all amendments thereto;
3. Unrecorded Right of Entry Permit and Agreement originally entered into June 28, 1988, among the City of Omaha, Omaha Development Foundation, Burlington Northern Railroad, and Glacier Park Company, and all amendments thereto;
4. Any easement, lien, claim or charge of or arising from activities of the City of Omaha, Douglas County, Omaha Development Foundation, ConAgra, their agents, successors or assigns;
5. Any easement, license or right-of-way of the Union Pacific Railroad Company;
6. Any claim of the City of Omaha or Douglas County arising out of or resulting from their actions to condemn the property described on Exhibit "B";
7. Party Wall Agreement by and between Elizabeth A. Tracy and Henry J. Lee, dated and filed March 12, 1900 in Book 18, Page 164 of the Records of Douglas County, Nebraska;
8. Agreement by and between Omaha and Southwestern Railroad and Company and Charles Harding dated October 16, 1903 and filed in Book 80, Page 98 of the Records of Douglas County, Nebraska;
9. Assignment and Transfer of Agreements referred to in paragraphs 7 and 8 dated November 25, 1939 and filed December 5, 1939 in Book 141 at Page 159, Records of Douglas County, Nebraska; and
10. Unrecorded Agreement between Burlington Northern Railroad, the State of Nebraska, and others, dated November 9, 1965, as modified by Supplemental Agreement among the same parties dated April 11, 1968, regarding interstate highway easements.
11. First and Refunding Mortgage of Chicago, Burlington & Quincy Railroad Company dated February 1, 1921 of which mortgage Citibank, N.A., formerly named First National City Bank, successor by merger of the First National Bank of the City of New York and Victor Zarilli, are trustees, and all applicable supplements thereto.

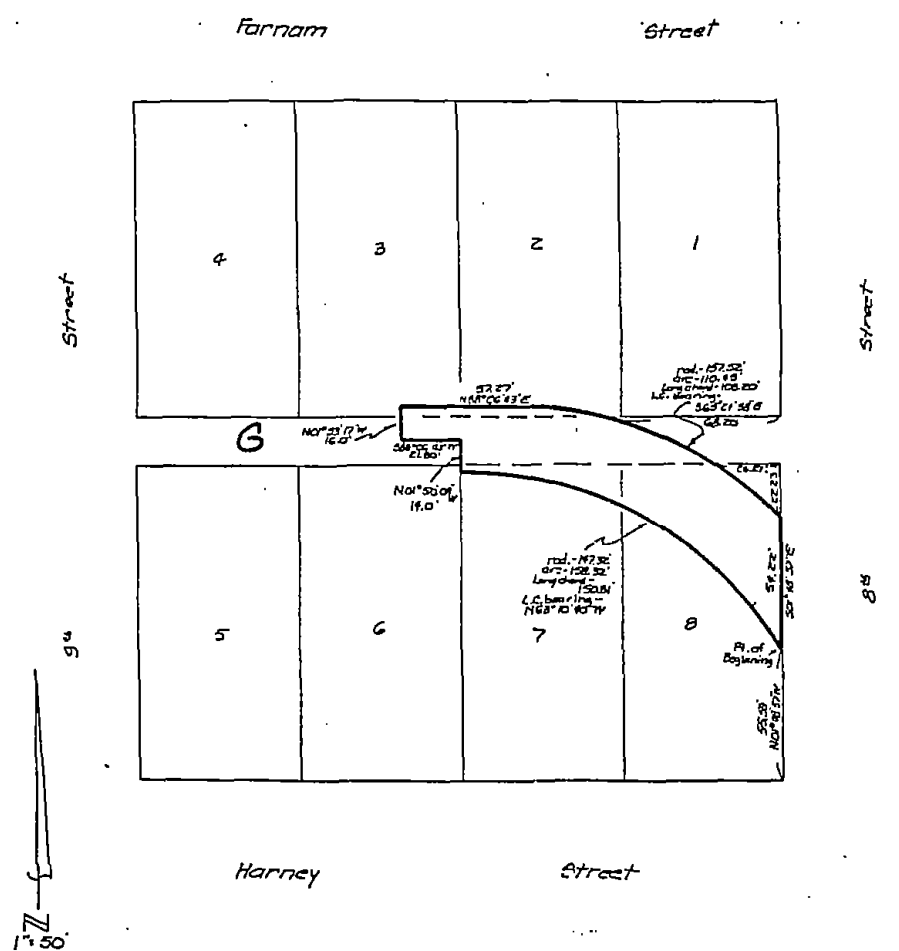
12. The General Gold Bond Mortgage of the Great Northern Railway Company dated January 1, 1921 of which mortgage Citibank, N.A., formerly named First National City Bank, successor by merger of the First National Bank of the City of New York, is trustee, and all applicable supplements thereto.
13. Consolidated Mortgage of Burlington Northern Inc. dated March 2, 1970 of which mortgage Morgan Guaranty Trust Company of New York and W. A. Johnson are trustees, and all applicable supplements thereto.
14. Rights of the Public, if any, or the City of Omaha, if any, in the East-West Alley in Block H, original City of Omaha.

LEGAL DESCRIPTION:

That part of Lots 2, 3, 7, 8 and vacated alley in Block "G", Original City of Omaha, Douglas County, Nebraska, described as follows:

(See Attached Sheet for Complete Legal Description)

10-483-487-491/4
4



FEE SIMPLE

Book _____ Page _____ Date 7-21-88 Job Number Z-87-00-61-5853

lamp, ryneanson & associates, inc.
 architects engineers surveyors planners

14747 california street omaha, nebraska 68154 402-498-2498

Exhibit "B"
Page 1a

LEGAL DESCRIPTION:

That part of Lots 2, 3, 7, 8 and vacated alley in Block "G", Original City of Omaha, Douglas County, Nebraska, described as follows: Commencing at the Southeast corner of Lot 8, said Block "G"; thence N 1°48'57" W (bearings based on the Nebraska State Plane System, South Zone) for 55.59 feet along the East line of said Lot 8 to the TRUE POINT OF BEGINNING; thence along a curve to the left (having a radius of 147.32 feet and a long chord bearing N 63°10'40" W for 150.81 feet) for an arc distance of 158.32 feet to the West line of Lot 7, said Block "G"; thence N 1°50'09" W for 14.00 feet along said West line extended to the centerline of the vacated alley in said Block "G"; thence S 88°06'43" W for 21.80 feet along said centerline; thence N 1°53'17" W for 16.00 feet; thence N 88°06'43" E for 57.27 feet parallel with and 6.00 feet North of the South line of Lot 3 and 2, said Block "G"; thence along a curve to the right (having a radius of 157.52 feet and a long chord bearing S 65°24'58" E for 108.20 feet) for an arc distance of 110.45 feet to the East line of Lot 8, said Block "G"; thence S 1°48'57" E for 54.22 feet to the TRUE POINT OF BEGINNING. Contains 5354 square feet.

Lamp, Ryneerson & Associates, Inc.
July 21, 1988
Job No. 2-870061-5853

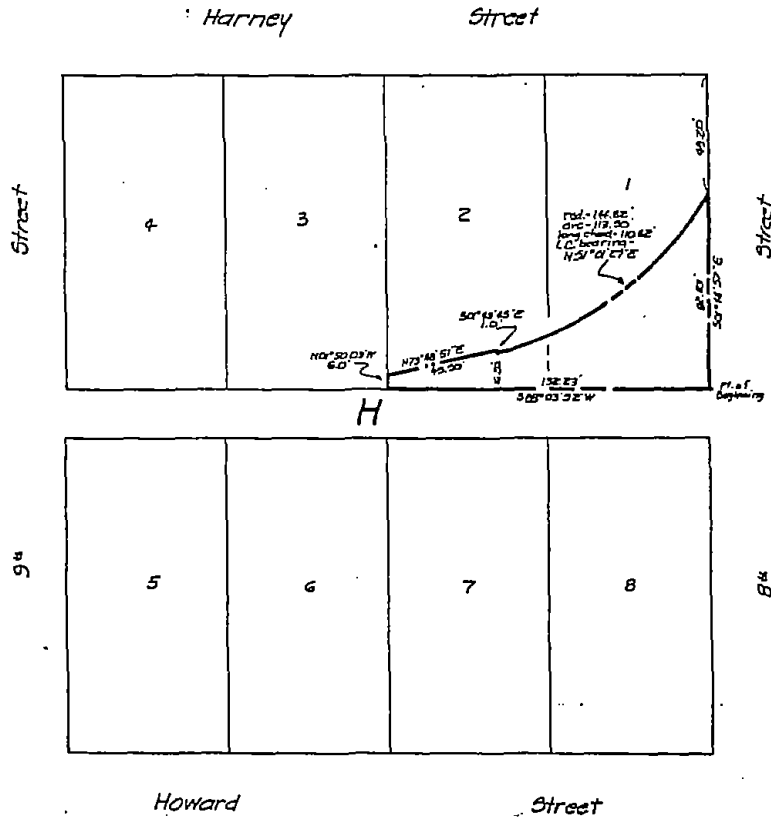
Exhibit "B"
Page 2

LEGAL DESCRIPTION:

That part of Lots 1 and 2, Block "H", Original City of Omaha, Douglas County, Nebraska, described as follows:

(See Attached Sheet for Complete Legal Description)

9-18-77/488



Fee Simple

Book _____ Page _____ Date 7-21-88 Job Number Z-87-00-61-5853


lamp, ryneerson & associates, inc.
 architects engineers surveyors planners
 14747 california street omaha, nebraska 68154 402-488-2498

LEGAL DESCRIPTION:

That part of Lots 1 and 2, Block "H", Original City of Omaha, Douglas County, Nebraska, described as follows: Beginning at the Southeast corner of Lot 1, said Block "H"; thence S 88°03'52" W (bearings based on the Nebraska State Plane System, South Zone) for 132.23 feet to the Southwest corner of Lot 2, said Block "H"; thence N 1°50'09" W for 6.00 feet along the West line of said Lot 2; thence N 73°48'51" E for 45.50 feet; thence S 1°49'45" E for 1.00 foot; thence along a curve to the left (having a radius of 144.82 feet and a long chord bearing N 51°01'27" E for 110.62 feet) for an arc distance of 113.50 feet to the East line of Lot 1, said Block "H"; thence S 1°48'57" E for 82.83 feet to the POINT OF BEGINNING. Contains 4061 square feet.

Lamp, Rynearson & Associates, Inc.
July 21, 1988
Job No. 2-870061-5853

Howard

Street

Book _____ Page _____

Date 7-21-88

Job Number 2-87-00-61-5853



lamp, rynearson & associates, inc.

architects

engineers

surveyors

planners

14747 columbia street

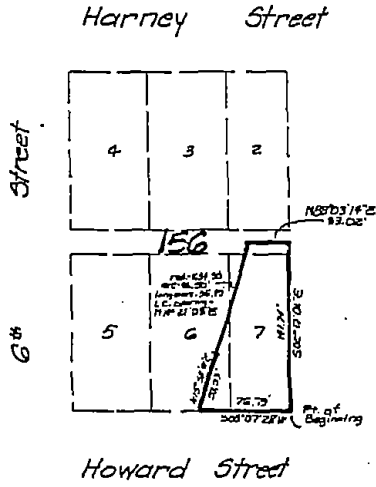
omaha, nebraska 68154

402-488-2488

9-455 KR
2

LEGAL DESCRIPTION:

That part of Lots 6, 7 and vacated alley in Block 156, Original City of Omaha, Douglas County, Nebraska, described as follows: Beginning at the Southeast Corner of Lot 7, said Block 156, said point being on the West line of Government Lot 3 in the Southwest 1/4 of Section 23, Township 15 North, Range 13 East of the 6th P.M., Douglas County, Nebraska; thence S 08°07'28" W (bearings based on the Nebraska State Plane System, South Zone) for 76.79 feet along the South line of Lots 6 and, said Block 156; thence N 15°58'41" E for 51.53 feet; thence along a curve to the left (having a radius of 1694.90 feet and a long chord bearing N 14°21'06" E for 96.49 feet) for an arc distance of 96.50 feet to the centerline of the vacated alley; thence N 88°03'14" E for 33.02 feet along said centerline to the West line of said Government Lot 3; thence S 2°17'01" E for 141.74 feet along said West line to the Point of Beginning. Contains 7666 square feet.




T88-1479
Parcel "A"
Burlington Northern Railroad

Fee Simple

Book _____ Page _____

Date 7-18-88

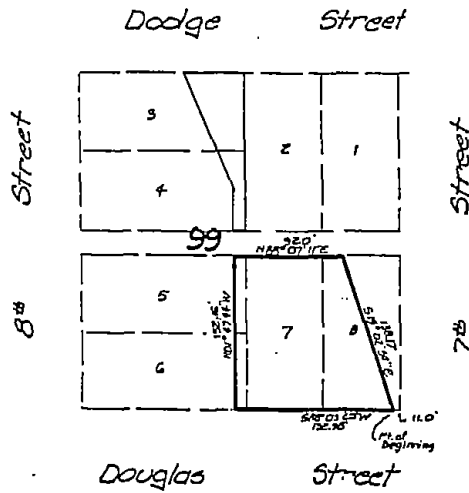
Job Number 3-87-00-61-3833

 **lamp, rynearson & associates, inc.**
 architects engineers surveyors planners
 14747 california street omaha, nebraska 68154 402-488-2488

9-213/270
KJ

LEGAL DESCRIPTION:

Lots 5 and 6, except the West 120 feet thereof, all of Lot 7 and part of Lot 8, all in Block 99, Original City of Omaha, Douglas County, Nebraska, all being more particularly described as follows: Beginning at a point of the South line of Lot 8 that is 11.00 feet West of the Southeast corner of Lot 8, said Block 99; thence S 88°03'25" W (bearings based on the Nebraska State Plane System, South Zone) for 132.98 feet along the South line of Lots 6, 7 and 8, said Block 99; thence N 1°37'44" W for 132.16 feet to the North line of Lot 5, said Block 99; thence N 88°07'11" E for 92.00 feet; thence S 19°02'54" E for 138.17 feet to the Point of Beginning. Contains 14,860 square feet.



T88-1398
Burlington Northern Railroad



Fee Simple

Book _____ Page _____

Date 7-18-88

Job Number 2-87-0061-5853



lamp, rynearson & associates, inc.
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14747 california street

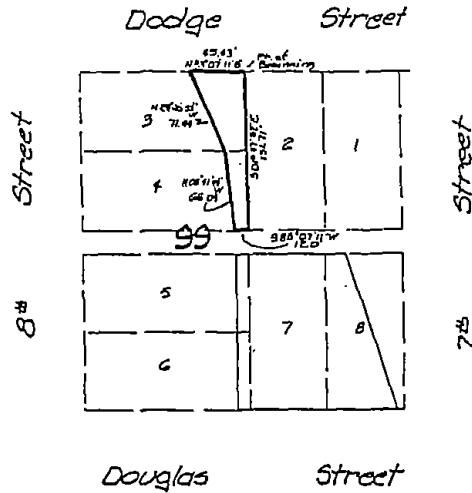
omaha, nebraska 68154

402-498-2488

9-29-88
3/12
5/88

LEGAL DESCRIPTION:

That part of Lots 3 and 4, Block 99, Original City of Omaha, Douglas County, Nebraska, described as follows: Beginning at the Northeast corner of Lot 3, said Block 99; thence S 1°47'42" E (bearings based on the Nebraska State Plane System, South Zone) for 131.71 feet to the Southeast corner of Lot 4, said Block 99; thence S 88°07'11" W for 12.00 feet along the South line of said Lot 4; thence N 6°41'49" W for 66.09 feet; thence N 24°40'53" W for 71.44 feet to the North line of Lot 3, said Block 99; thence N 88°07'11" E for 45.43 feet to the Point of Beginning. Contains 3053 square feet.



T88-1398
Burlington Northern Railroad




FEE SIMPLE

Book _____ Page _____

Date 7-18-88

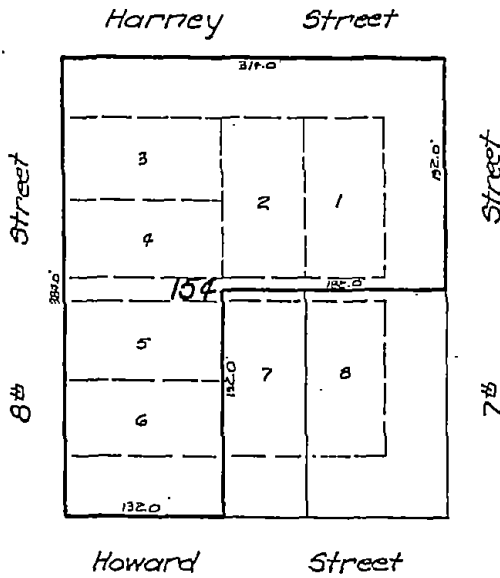
Job Number E-87-00-61-5853


lamp, rynearson & associates, inc.
 architects engineers surveyors planners
 14747 californis street omaha, nebraska 68154 402-486-2498

9-451
6
7451 KP

LEGAL DESCRIPTION:

Lots 1 through 6, inclusive, Block 154, Original City of Omaha, Douglas County, Nebraska, the North 1/2 of the vacated alley adjoining Lots 1 and 2 on the South, all of the vacated alley adjoining Lots 4 and 5, the South 1/2 of vacated Harney Street adjoining Lots 1, 2 and 3 on the North, the West 1/2 of vacated 7th Street adjoining Lot 1 on the East and the North 1/2 of vacated Howard Street adjoining Lot 6 on the South. Contains 85,632 square feet.



T88-1414
Parcel "1"
Burlington Northern Railroad




Fee Simple

Book _____ Page _____

Date 7-18-88

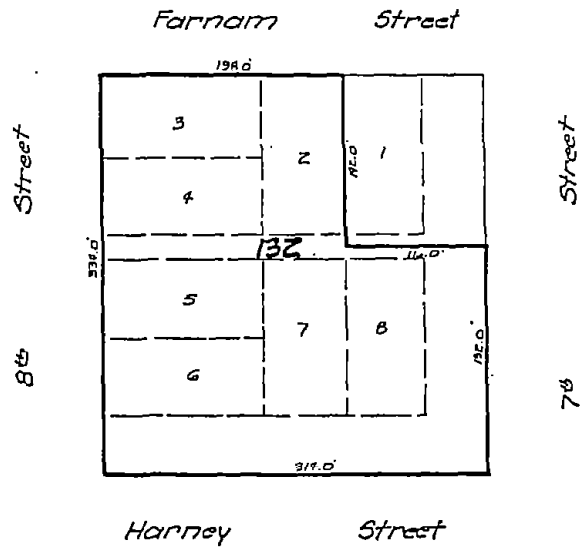
Job Number E-87-00 61-5853


lamp, rynearson & associates, inc.
 architects engineers surveyors planners
 14747 california street omaha, nebraska 68164 402-488-8488

LEGAL DESCRIPTION:

Lots 2 through 8, inclusive, Block 132, Original City of Omaha, Douglas County, Nebraska, the South 1/2 of the vacated alley adjoining Lot 8 on the North, all of the vacated alley adjoining Lots 2, 4, 5 and 7, the North 1/2 of vacated Harney Street adjoining Lots 6, 7 and 8 on the South, and the West 1/2 of vacated 7th Street adjoining Lot 8 on the East. Contains 88,404 square feet.

9-315-317127



88-1486
Parcel "1"
Burlington Northern Railroad

FCB SIMPLE

Book _____ Page _____

Date 7-18-88

Job Number Z-87-0061-5853



lamp, rynearson & associates, inc.
architects engineers surveyors planners

14747 california street

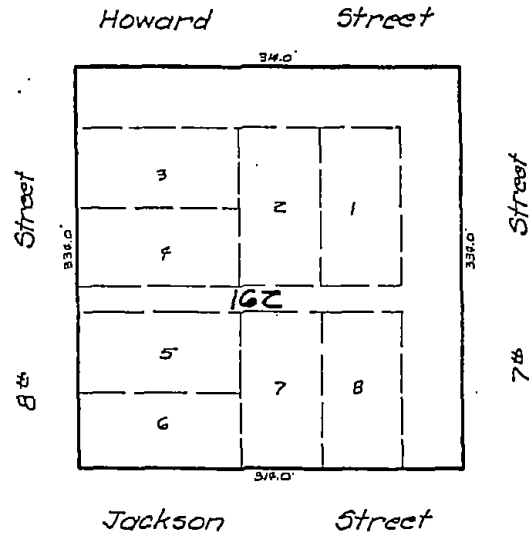
omaha, nebraska 68154

402-486-2488

LEGAL DESCRIPTION:

Block 162, Original City of Omaha, Douglas County, Nebraska, the vacated alley in said Block 162, the South 1/2 of vacated Howard Street adjoining said Block 162 on the North, and the West 1/2 of vacated 7th Street adjoining said Block 162 on the East. Contains 104,876 square feet.

9-461-463 RP
SATS



T88-1400
Burlington Northern Railroad




Fee Simple

Book _____ Page _____

Date 7-18-88

Job Number Z-87-00-61-5853

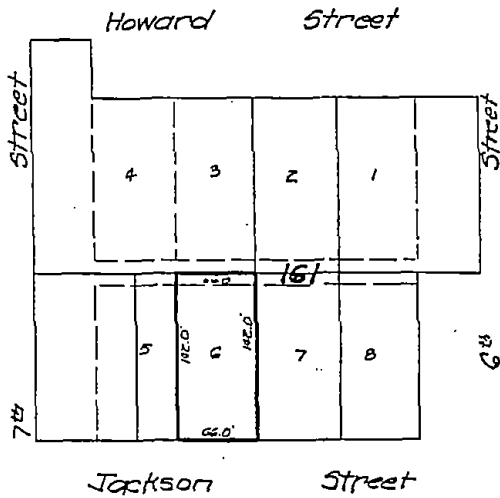

lamp, rynearson & associates, inc.
 architects engineers surveyors planners

14747 california street omaha, nebraska 68154 402-488-2488

4-46112

LEGAL DESCRIPTION:

Lot 6, Block 161, Original City of Omaha, Douglas County, Nebraska, together with the South 1/2 of the vacated alley adjoining said Lot 6 on the North. Contains 9,372 square feet.



T88-1401
Parcel "6"
Burlington Northern Railroad




FEE SIMPLE

Book _____ Page _____

Date 7-13-88

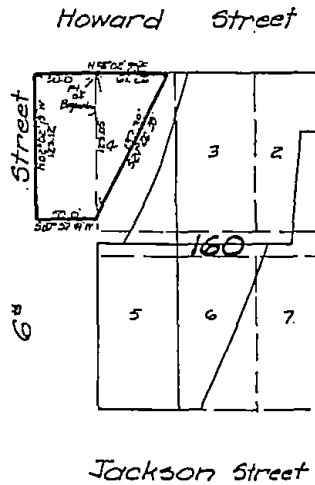
Job Number Z-87-00-61-5803


lamp, rynearson & associates, inc.
 architects engineers surveyors planners
 14747 california street omaha, nebraska 68154 402-488-2428

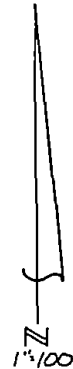
9-458 KPI

LEGAL DESCRIPTION:

That part of Lot 4, Block 160, Original City of Omaha, Douglas County, Nebraska, together with the East 1/4 of vacated 6th Street adjoining on the West, all being described as follows: Beginning at the Northwest corner of said Lot 4, Block 160; thence N 88° 02' 39" E (bearings based on the Nebraska State Plane System, South Zone) for 61.26 feet along the North line of said Lot 4; thence S 24° 26' 39" W for 137.38 feet to the West line of said Lot 4; thence S 87° 57' 41" W for 50.00 feet to the centerline of vacated 6th Street; thence N 2° 02' 19" W for 123.12 feet along the centerline of vacated 6th Street to the North line of Lot 4 extended; thence N 88° 02' 39" E for 50.00 feet along said North line to the Point of Beginning. Contains 9923 square feet.



T88-1434
Parcel "5"
Burlington Northern Railroad




FEE SIMPLE

Book _____ Page _____

Date 7-18-88

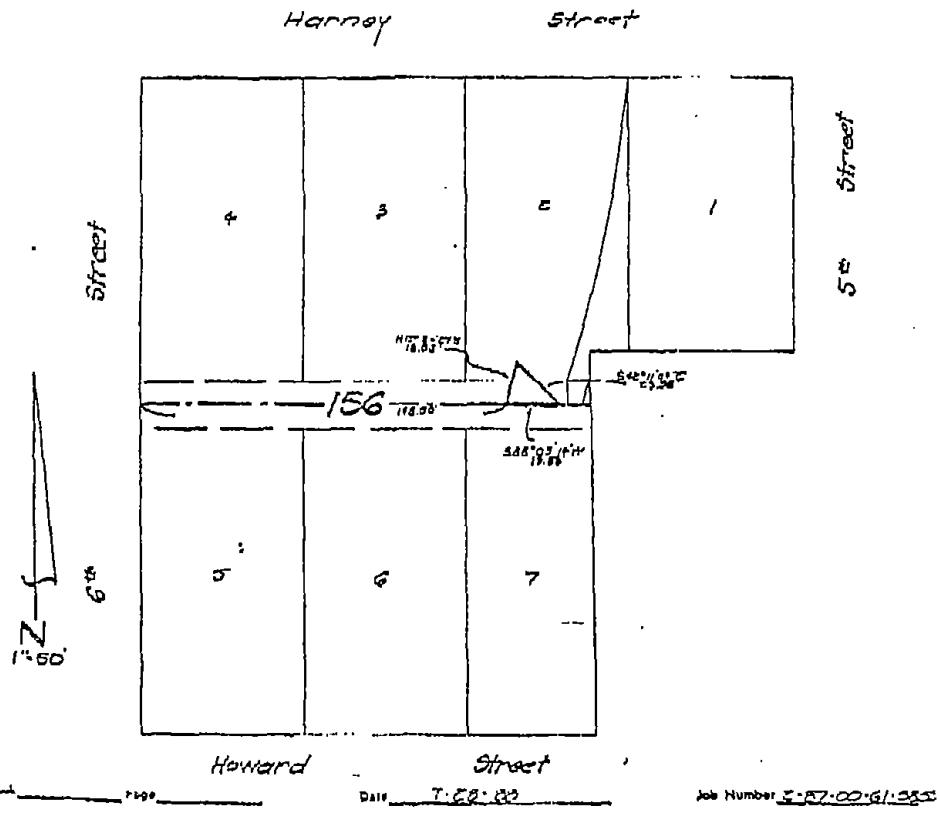
Job Number 2-B7-00-61-5353


lamp, rynearson & associates, inc.
 architects engineers surveyors planners
 14747 california street omaha, nebraska 68154 402-498-2498

9-540 RP

LEGAL DESCRIPTION:

That part of Lot 2, Block 156, Original City of Omaha, Douglas County, Nebraska, and part of the North 1/2 of the vacated alley adjoining on the South, all more particularly described as follows: Beginning at a point on the centerline of the vacated alley that is 148.50 feet East of the West line of said Block 156; thence $N 12^{\circ} 29' 27''$ E (bearings based on the Nebraska State Plane System, South Zone) for 18.56 feet; thence $S 42^{\circ} 11' 44''$ E for 23.30 feet to the centerline of the vacated alley in Block 156; thence $S 33^{\circ} 03' 14''$ W for 19.83 feet to the Point of Beginning. Contains 176 square feet.



Jamp, ryneason & associates, inc.
 engineers, architects, surveyors, planners
 14747 e. 147th street omaha, nebraska 68104 402-498-2488

EXHIBIT "C"
INDEMNITY AGREEMENT

First American Title
Insurance Company
c/o Security Land Title
Company
700 Grain Exchange Building
Omaha, NE 68102

Omaha Development Foundation
c/o Michael C. Wiese
Executive Director
1301 Harney Street
Omaha, NE 68102

City of Omaha
c/o Charles K. Bunger
City Attorney's Office
Suite 804
1819 Farnam Street
Omaha/Douglas Civic Center
Omaha, NE 68183

County of Douglas
c/o Tom Brown
County Attorney's Office
Room 907
1819 Farnam Street
Omaha/Douglas Civic Center
Omaha, NE 68183

Re: Conveyance of Property located in the City of Omaha,
County of Douglas, Nebraska to Omaha Development
Foundation


Gentlemen:

Please be advised that pursuant to the Purchase Agreement entered into among Glacier Park Company (hereinafter "Glacier Park"), Burlington Northern Railroad and the Omaha Development Foundation ("ODF") that the property being conveyed to ODF will be subject to those liens set forth on Exhibit "A" (hereinafter "Mortgages") attached hereto. Due to the existence of the Mortgages at and after the time of closing, ODF, the City of Omaha, the County of Douglas and First American Title Insurance Company have requested that Glacier Park make certain promises and commitments with respect to the Mortgages.

After closing of the transaction and recording of the conveyancing instrument, Glacier Park shall use its best efforts to obtain and place of record (recording expenses to be paid by Glacier Park) releases of the liens of the Mortgages on the Glacier Park Property. Glacier Park does hereby indemnify and save harmless ODF, City, County and First American Title Insurance Company from any loss or damage actually suffered, in an aggregate amount not to exceed the sum of \$821,233.00, as a result of a declaration of default by the Trustee or any action taken by the Trustee to foreclose such Mortgages.

Glacier Park's total liability under this Indemnity Agreement shall in no event exceed the sum of \$821,233.00. This Indemnity Agreement shall terminate upon the recording of the releases of the Mortgages referred to above.

GLACIER PARK COMPANY



First and Refunding Mortgage of Chicago, Burlington & Quincy Railroad Company dated February 1, 1921 of which mortgage Citibank, N.A., formerly named First National City Bank, successor by merger of the First National Bank of the City of New York and Victor Zarilli, are trustees, and all applicable supplements thereto.

The General Gold Bond Mortgage of the Great Northern Railway Company dated January 1, 1921 of which mortgage Citibank, N.A., formerly named First National City Bank, successor by merger of the First National Bank of the City of New York, is trustee, and all applicable supplements thereto.

Consolidated Mortgage of Burlington Northern Inc. dated March 2, 1970 of which mortgage Morgan Guaranty Trust Company of New York and W. A. Johnson are trustees, and all applicable supplements thereto.