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25728

ASSIGNMENT OF LEASES

FOR VALUE RECEIVED, AMERICAN ICL I, INC., a Nebraska corporation and AMERICAN ICL II, INC., a Nebraska corporation (herein collectively called the "Assignor") hereby assign, transfer and set over unto American Nebraska Limited Partnership ("Assignee") all of Assignor's right, title and interest in and to (i) that certain Master Lease Agreement (the "Master Lease") dated as of March 6, 1984 between Assignor, as lessor and AMERICAN UTF, INC., as lessee and (ii) those certain Lease Agreements dated as of October 6, 1983 (collectively referred to as the "Leases") between AMERICAN UTF, INC., a Nebraska corporation, Assignor's predecessor in interest, and AMERICAN CHARTER FEDERAL SAVINGS AND LOAN ASSOCIATION ("American") demising a leasehold estate to American in the real estate and improvements situated thereon legally described on Exhibit A attached hereto and made a part hereof (the real estate and improvements are hereinafter collectively referred to as the "Properties").

Assignee, by acceptance of this Assignment, agrees to (i) accept, assume and agree to perform all of the covenants, terms and conditions contained in the leases on the lessor's part to be kept, performed and observed, and (ii) indemnify, defend and hold Assignor, its officers, directors, shareholders and affiliates harmless from and against any liability or expense (including reasonable attorneys' fees) incurred by Assignor in connection with the Leases (except the Master Lease) for matters arising from and after the date hereof.

Notwithstanding anything to the contrary contained herein, Assignee does not assume the obligation to convey or agree to convey the Demised Premises, as defined in that certain Ground Lease dated July 15, 1984 by and between American ICL I, Inc., as landlord and American Nebraska Limited Partnership, as tenant affecting each of the Properties, to American in the event American exercises its right to purchase the Properties, as more fully described in the Leases, all such obligations on lessor's part to be kept as specifically reserved and retained by Assignor.

This Agreement shall be binding upon and inure to the benefit of the parties hereto and their respective successors and assigns.

Dated: October 15, 1984.

AMERICAN ICL I, INC.

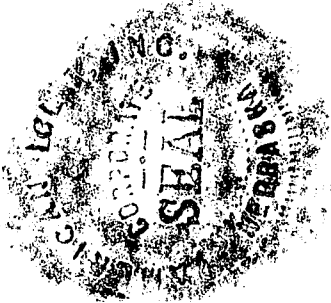
AMERICAN ICL II, INC.

By: 

AMERICAN NEBRASKA LIMITED PARTNERSHIP

By: 

THIS INSTRUMENT WAS PREPARED BY:
Steven H. Blumenthal
Rosenthal and Schanfield
55 East Monroe Street
Suite 4620
Chicago, Illinois 60603



25728

STATE OF ILLINOIS)
) SS
COUNTY OF COOK)

The foregoing instrument was acknowledged before me this 15th day of October, 1984 by RICHARD FANSLO, of American ICL I, Inc., a Nebraska corporation and American ICL II, Inc., a Nebraska corporation on behalf of said corporations.

Barbara G. Hartman
Notary Public



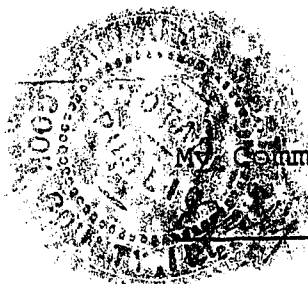
Commission Expires:

July 24, 1987

STATE OF ILLINOIS)
) SS
COUNTY OF COOK)

The foregoing instrument was acknowledged before me this 15th day of October, 1984 by THEODORE P NETZKY, a partner on behalf of American Nebraska Limited Partnership.

Barbara G. Hartman
Notary Public



Commission Expires:

July 24, 1987

LOCATION NO. 1

206 & 238 South 13th Street
Lincoln, Nebraska

Fee simple in the West 10 feet of Lot 4 and all of Lot 5 and Lot 6, Block 65, Original Lincoln, Lancaster County, Nebraska; and Leasehold estate in and with regard to Lots 7, 8 and 9, Block 65, Original Lincoln, Lancaster County, Nebraska by virtue of that certain lease dated July 28, 1948 commencing January 1, 1949 for a term expiring December 31, 2048 filed February 21, 1950 in Book 442, Page 131 executed by St. Mary's Cathedral of Lincoln, Nebraska, Lessor, and Lincoln Development Company, Lessee; Leasehold estate in and with regard to Lot 10, Block 65, Original Lincoln, Lancaster County, Nebraska by virtue of that certain lease dated July 28, 1948 commencing January 1, 1949 for a term expiring December 21, 2048 and filed December 10, 1949 in Book 438, page 673 executed by St. Mary's Cathedral of Lincoln, Nebraska, Lessor, and the Lincoln Telephone and Telegraph Company, Lessee, assigned by lessee to Lincoln Development Company by the instrument filed February 21, 1950 in Book 442, Page 123, the entirety of such leasehold estate having been assigned by lessee, Lincoln Development Company, to State Federal Savings and Loan Association by the instrument dated June 16, 1980 and filed June 19, 1980 as Inst. No. 80 11152, as further assigned by lessee to American Charter Federal Savings and Loan Association by the instrument dated September 15, 1983 and filed September 16, 1983 as Inst. No. 83-19237, assigned by lessee, American Charter Federal Savings and Loan Association to American UTF, Inc., by the instrument dated and filed October 5, 1983 as Inst. No. 83-20995, further assigned by lessee, American UTF, Inc., to American ICL II, Inc., by the instrument filed March 27, 1984 as Inst. No. 84-6763, subject to all of the provisions therein contained.

INDEXED
MICRO-FILED
GENERAL

1-393.
EXHIBIT A X

LANCASTER COUNTY, NEBR.

Dan J. Jello

REGISTER OF DEEDS

1984 OCT 19 PM 3:50

ENTERED ON
NUMERICAL INDEX
FILED FOR RECORD AS:

INST. NO. 84-25728

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