



MISC 2015001529



JAN 07 2015 16:46 P 3

Fee amount: 22.00  
FB: OC-43919  
COMP: MB

Received - DIANE L. BATTIATO  
Register of Deeds, Douglas County, NE  
01/07/2015 16:46:08.00



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Return to: ARB, Valentine, O'Toole, McQuillan & Gordon, L.L.P., 11240 Davenport Street, P.O. Box 540125, Omaha, NE 68154-0125

**MODIFICATION OF DEED OF TRUST AND ASSIGNMENT OF RENTS**

THIS MODIFICATION OF DEED OF TRUST AND ASSIGNMENT OF RENTS ("Modification") is made and entered into this 29th day of December, 2014, by and between Tranquility Realty, L.L.C., a Nebraska limited liability company ("Trustor" or "Grantor") and Great Western Bank, a bank chartered under the laws of the state of South Dakota ("Trustee" or "Beneficiary" or "Lender").

**WITNESSETH**

WHEREAS, on or about August 12, 2004, Trustor executed and delivered unto Trustee and Beneficiary a Construction Deed of Trust (the "Deed of Trust") upon certain real property and improvements thereon legally described on the attached Exhibit A, which is incorporated herein by this reference, (the "Real Property"), which Deed of Trust was recorded in the office of the Register of Deeds of Douglas County, Nebraska, on August 25, 2004 as Instrument No. 2004113166, and;

WHEREAS, on or about August 12, 2004, Grantor executed and delivered unto Lender an Assignment of Rents (the "Assignment") upon the Real Property, which Assignment was recorded in the office of the Register of Deeds of Douglas County, Nebraska, on August 25, 2004 as Instrument No. 2004113167, and;

WHEREAS, the Deed of Trust and Assignment were originally given to secure, among other obligations, the indebtedness of Trustor and Grantor under a certain promissory note dated August 12, 2004, (the "Note"), in the original principal sum of \$2,072,000.00, including all renewals, extensions, modifications, refinancing and substitutions for the Note, and;

WHEREAS, pursuant to that certain Modification of Deed of Trust and Assignment of Rents dated January 11, 2013 and recorded in the Office of the Register of Deeds of Douglas County, Nebraska on February 27, 2014 at Instrument No. 2013019602, the parties amended the Deed of Trust and Assignment to provide that the Deed of Trust and Assignment secure payment of any and all indebtedness and performance of any and all obligations owing from one or more of Tranquility Realty, L.L.C., a Nebraska limited liability company, Trustor, Grantor, Fantasy's, Inc., a Nebraska corporation, West Maple Fantasy's, LLC, a Nebraska limited liability company, or John T. Spaustat, an individual, to Lender, its successors and/or assigns, including those arising under the Forbearance Agreement, and to further provide that a default in payment of any indebtedness or in performance of any obligation owing from one or more of Tranquility Realty, L.L.C., a Nebraska limited liability company, Trustor, Grantor, Fantasy's, Inc., a Nebraska corporation, West Maple Fantasy's, LLC, a Nebraska limited liability company, or John T. Spaustat, an individual, to Great Western Bank, its successors and/or assigns, constitutes a default under the Deed of Trust and Assignment, and;

WHEREAS, the parties desire to further amend the Deed of Trust and Assignment to define the term "Note" set forth therein to include, without limitation to any other Indebtedness secured thereby, that certain promissory note dated December 29, 2014 in the original principal amount of \$20,082,659.17 given by Fantasy's, Inc. and Tranquility Realty, L.L.C. to Lender, together with that certain promissory note dated December 29, 2014 in the original principal amount of \$900,000.00 given by Fantasy's, Inc. and Tranquility Realty, L.L.C. to Lender;



Exhibit A

**Lot 1, Whispering Ridge Replat Three, an Addition to the City of Omaha, Douglas County, Nebraska**

**Formerly known as:**

**Lot 1 and the West 10 feet of Lot 2, in WHISPERING RIDGE REPLAT TWO, a Subdivision, as surveyed, platted and recorded in Douglas County, Nebraska;**

**Together with easement rights appurtenant thereto as established by ECR Declaration dated December 8, 2003 and recorded December 19, 2003, as Instrument No. 2003245123 of the Records of Douglas County, Nebraska.**