



6013335

\$63.50

05012441

RECORDING REQUESTED BY:

BROWN RAYSMAN MILLSTEIN
FELDER & STEINER LLP
1880 Century Park East, Suite 1200
Los Angeles, California 90067
Attention: Robert E. Duffy, Esq.

2005 MAR -8 P 3: 10

LANCASTER COUNTY, NE

INST. NO 2005

012441

BLOCK

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J

**THIRD AMENDMENT TO DEED OF TRUST
AND ASSIGNMENT OF LEASES**

Location No. 1

NT-Com

THIS THIRD AMENDMENT TO DEED OF TRUST AND ASSIGNMENT OF LEASES (this "Amendment") is made as of February 25, 2005, by and among AMERICAN NEBRASKA LIMITED PARTNERSHIP, an Illinois limited partnership ("Trustor") and RALPH EDWARDS PRODUCTIONS, a California corporation ("Beneficiary").

RECITALS

A. American UTF, as borrower, executed that certain Note ("Note"), dated October 6, 1983, in favor of Greycas, Inc., an Arizona corporation ("Original Lender") in connection with the acquisition of the real property described in Exhibit A (the "Property") attached hereto and incorporated herein by this reference.

B. American UTF executed that certain Deed of Trust and Security Agreement ("Deed of Trust"), dated as of October 6, 1983, recorded October 5, 1983 as Instrument No. 83-20997, in Lancaster County, Nebraska, securing the Note and encumbering the Property.

C. American UTF has executed that certain Assignment of Leases ("Assignment"), dated October 6, 1983, recorded October 5, 1983 as Instrument No. 83-20998, in Lancaster County, Nebraska, for the benefit of Original Lender, as further security for the Note.

D. American UTF and Original Lender entered into the Amendment to Deed of Trust and Assignment of Leases, dated March 2, 1984, recorded March 27, 1984 as Instrument No. 84-6765, in Lancaster County, Nebraska.

\$53.50

E. Beneficiary has purchased all right, title and interest of Original Lender in and to the Note, and Trustor has succeeded to all interests of American UTF with respect to the Property.

F. A Second Amendment to Deed of Trust and Assignment of Leases, dated as of December 15, 1992, was recorded December 16, 1992 as Instrument No. 92-5813 in Lancaster County, Nebraska, pursuant to which the Deed of Trust, among other things, was modified to secure the Note, as modified by that certain "First Amendment to Promissory Note" dated December 15, 1992 (the "First Note Amendment").

G. Pursuant to that certain Second Amendment to Promissory Note ("Greycas Note"), dated as of February 25, 2005 (the "Second Note Amendment"), by and between Trustor and Beneficiary, Trustor and Beneficiary have agreed to further amend the Note. (The Note, as amended by the First and Second Note Amendments, is referred to in this Amendment as the "Amended Note").

NOW, THEREFORE, the parties hereto agree as hereinafter set forth.


1. The Deed of Trust is hereby further amended to reflect that the Note has been amended pursuant to the terms of the Second Note Amendment;
2. The Amended Note is secured by the Deed of Trust as amended hereby;
3. The Assignment of Leases is hereby amended to reflect that the Note has been amended pursuant to the terms of the Second Note Amendment;
4. The Amended Note is further secured by the Assignment of Leases as amended hereby; and
5. This Amendment may be executed in any number of counterparts, all of which together shall constitute this Amendment hereof.

[Remainder of page intentionally left blank]

IN WITNESS WHEREOF, Trustor and Beneficiary have executed this Amendment as of the date first above written.

BENEFICIARY:

RALPH EDWARDS PRODUCTIONS,
a California corporation

By: 

Its: 

TRUSTOR:

AMERICAN NEBRASKA LIMITED
PARTNERSHIP, an Illinois limited
partnership

By: AN, LLC, a California limited
liability company, as general partner

By: 
Martin S. Appel, Manager

CALIFORNIA ALL-PURPOSE NOTARY ACKNOWLEDGMENT

State of California
County of Los Angeles

On this 1st day of March, 2005, before me,

A M Cerussi, Notary Public
Name, Title of Officer

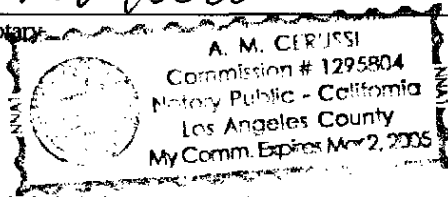
personally appeared Gary Edwards,
Name(s) of Signer(s)

personally known to me -OR- proved to me on the basis of satisfactory evidence to be the person(s) whose name(s) is/are subscribed to the within instrument and acknowledged to me that he/she/they executed the same in his/her/their authorized capacity(ies), and that by his/her/their signature(s) on the instrument the person(s), or the entity upon behalf of which the person(s) acted, executed the instrument.

WITNESS my hand and official seal.

A M Cerussi

Signature of Notary



***** OPTIONAL SECTION ***
CAPACITY CLAIMED BY SIGNER**

Though statute does not require the Notary to fill in the date below, doing so may prove invaluable to persons relying on the document.

INDIVIDUAL
CORPORATE OFFICER(S)
PARTNER(S) LIMITED
GENERAL

ATTORNEY-IN-FACT
TRUSTEE(S)
GUARDIAN/CONSERVATOR
OTHER: _____

SIGNER IS REPRESENTING:
Name of Person(s) or Entity(ies)

***** OPTIONAL SECTION *****

THIS CERTIFICATE MUST BE ATTACHED TO THE DOCUMENT DESCRIBED BELOW:

TITLE OR TYPE OF DOCUMENT _____
NUMBER OF PAGES _____ DATE OF DOCUMENT _____
SIGNER(S) OTHER THAN NAMED ABOVE _____

THOUGH THE DATA REQUESTED HERE IS NOT REQUIRED BY LAW, IT COULD PREVENT FRAUDULENT REATTACHMENT OF THIS FORM.

CALIFORNIA ALL-PURPOSE NOTARY ACKNOWLEDGMENT

State of California
County of Los Angeles

On this 28th day of February, 2005, before me,

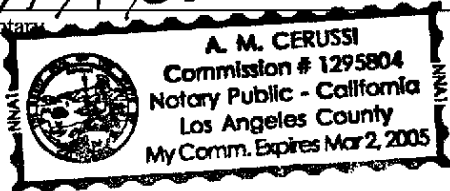
A M Cerussi, Notary Public
Name, Title of Officer

personally appeared Martin S. Appel,
Name(s) of Signer(s)

personally known to me -OR- proved to me on the basis of satisfactory evidence to be the person(s) whose name(s) is/are subscribed to the within instrument and acknowledged to me that he/she/they executed the same in his/her/their authorized capacity(ies), and that by his/her/their signature(s) on the instrument the person(s), or the entity upon behalf of which the person(s) acted, executed the instrument.

WITNESS my hand and official seal.

A M Cerussi
Signature of Notary



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CORPORATE OFFICER(S)
PARTNER(S) LIMITED
GENERAL

ATTORNEY-IN-FACT
TRUSTEE(S)
GUARDIAN/CONSERVATOR
OTHER: _____

SIGNER IS REPRESENTING:
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**JOINDER AND CONSENT OF AMERICAN NEBRASKA, INC.
TO THIRD AMENDMENT TO DEED OF TRUST AND ASSIGNMENT OF LEASES**

In consideration of the mutual covenants and obligations made and undertaken by the parties in the Third Amendment to Deed of Trust and Assignment of Leases, American Nebraska, Inc., a Nebraska corporation, hereby agrees and consents to the terms and provisions contained therein.

Dated: as of February 25, 2005

**AMERICAN NEBRASKA, INC., a
Nebraska corporation**

By: 
Its: PRESIDENT

CALIFORNIA ALL-PURPOSE NOTARY ACKNOWLEDGMENT

State of California
County of Los Angeles

On this 28th day of February, 2005, before me,

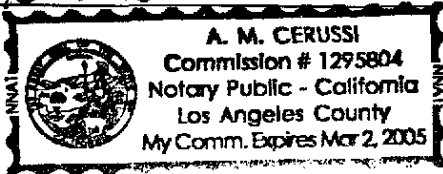
A M Cerussi, Notary Public
Name, Title of Officer

personally appeared Martin S. Appel,
Name(s) of Signer(s)

[X] personally known to me -OR- [] proved to me on the basis of satisfactory evidence to be the person(s) whose name(s) is/are subscribed to the within instrument and acknowledged to me that he/she/they executed the same in his/her/their authorized capacity(ies), and that by his/her/their signature(s) on the instrument the person(s), or the entity upon behalf of which the person(s) acted, executed the instrument.

WITNESS my hand and official seal.

Signature of Notary (Handwritten: AM Cerussi)



*** OPTIONAL SECTION ***
CAPACITY CLAIMED BY SIGNER

Though statute does not require the Notary to fill in the date below, doing so may prove invaluable to persons relying on the document.

INDIVIDUAL
CORPORATE OFFICER(S)
PARTNER(S) [] LIMITED
GENERAL

ATTORNEY-IN-FACT
TRUSTEE(S)
GUARDIAN/CONSERVATOR
OTHER: _____

SIGNER IS REPRESENTING:
Name of Person(s) or Entity(ies)

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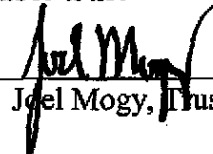
**JOINDER AND CONSENT OF ARKELL CHARITABLE TRUST, a California
Charitable Trust ("Arkell")
TO THIRD AMENDMENT TO DEED OF TRUST AND ASSIGNMENT OF LEASES**

In consideration of the mutual covenants and obligations made and undertaken by the parties in the Third Amendment to Deed of Trust and Assignment of Leases, Arkell hereby agrees and consents to the terms and provisions contained therein and agrees that such Deed of Trust as amended and said Assignment of Leases as amended shall remain senior in priority, respectively, to the Wraparound Deed of Trust and Security Agreement dated July 15, 1984, as amended, and the Assignment of Rents and Leases dated July 15, 1984, as amended, encumbering the Property, under which the undersigned is Beneficiary and Assignee respectively.

Dated: as of February 25, 2005

**ARKELL CHARITABLE TRUST, a California
charitable trust**

By: _____


Joel Mogy, Trustee

CALIFORNIA ALL-PURPOSE NOTARY ACKNOWLEDGMENT

State of California
County of Los Angeles

On this 24 day of February, 2005, before me,
A. M. Cerussi, Notary Public
Name, Title of Officer

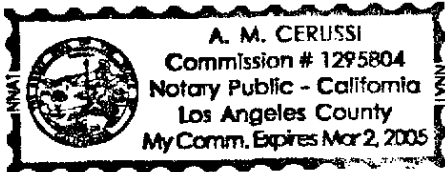
personally appeared Joel Moay
Name(s) of Signer(s)

personally known to me -OR- proved to me on the basis of satisfactory evidence to be the person(s) whose name(s) is/are subscribed to the within instrument and acknowledged to me that he/she/they executed the same in his/her/their authorized capacity(ies), and that by his/her/their signature(s) on the instrument the person(s), or the entity upon behalf of which the person(s) acted, executed the instrument.

WITNESS my hand and official seal.

A. M. Cerussi

Signature of Notary



*** OPTIONAL SECTION ***
CAPACITY CLAIMED BY SIGNER

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INDIVIDUAL
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PARTNER(S) LIMITED
GENERAL

ATTORNEY-IN-FACT
TRUSTEE(S)
GUARDIAN/CONSERVATOR
OTHER: _____

SIGNER IS REPRESENTING:
Name of Person(s) or Entity(ies)

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EXHIBIT "A"

Tract 1:

The West 10 feet of Lot Four (4) and all of Lot Five (5) and Six (6), Block Sixty Five (65), Original Lincoln, Lancaster County, Nebraska.

Tract 2:

Lots Seven (7), Eight (8), Nine (9) and Ten (10), Block Sixty Five (65), Original Lincoln, Lancaster County, Nebraska.