



05012466

\$ 52.00

INST. NO 2009

2005 MAR -8 P 3:19

012466

LANCASTER COUNTY, NE

BLOCK

LINEAR
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BHC
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3/8/05
EDITED
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NT-Com

Recording Requested By,
And After Recording, Return To:
Richard L. Anderson, Esq.
Croker, Huck, Kasher, DeWitt,
Anderson & Gonderinger, L.L.C.
2120 South 72nd Street, Suite 1250
Omaha, Nebraska 68124

COLLATERAL ASSIGNMENT OF UTF NOTE,
UTF DEED OF TRUST AND ASSIGNMENT OF RENTS AND LEASES

RALPH EDWARDS PRODUCTIONS, a corporation established under the laws of California ("Assignor"), hereby collaterally assigns to **WELLS FARGO BANK, NATIONAL ASSOCIATION**, an national banking organization ("Assignee"), all of Assignor's right, title and interest in the instruments described as that certain promissory note (the "Note"), dated October 6, 1983, by UTF in favor of Greycas, Inc., as amended by the First Amendment to Promissory Note dated December 15, 1992, and as further amended by the Second Amendment to Promissory Note dated as of the 25th day of February, 2005 between Ralph Edwards Productions and American Nebraska Limited Partnership, as the same may be amended, renewed, or extended from time to time. This note is secured by the UTF Deeds of Trust and the UTF Assignment of Leases, described on Exhibit B, attached hereto, pertaining to the real property as more fully described on Exhibit A attached hereto. Assignor shall deliver to Assignee the original of the Note.

The terms and provisions of this Collateral Assignment of UTF Note, UTF Deed of Trust and Assignment of Rents and Leases are governed by a Security Agreement (the "Security Agreement"), of even date herewith, executed by Assignor and Assignee. Assignor agrees not to remove the Trustee of the UTF Deed of Trust without prior written consent of Assignee. Any parties interested in the terms and provisions of such Security Agreement should contact Richard L. Anderson, CROKER, HUCK, KASHER, DeWITT, ANDERSON & GONDERINGER, L.L.C., 2120 South 72nd Street, Suite 1250, Omaha, Nebraska, 68124, (402) 391-6777, or the Assignee at it location at 20th and Farnam Streets, in Omaha Nebraska..

DATED as of the 25th day of February, 2005.

\$52.00

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

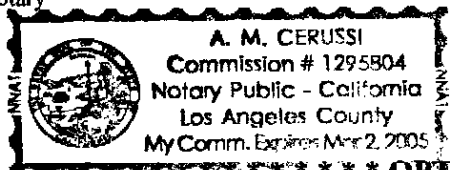
personally appeared Gary Edwards,
Name(s) of Signer(s)

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.

EXHIBIT "A"

Location No. 1

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.

Location No. 2

Lots Thirty Six (36), Thirty Seven (37) and Thirty Eight (38), Block One (1), Bishop Heights, Lincoln, Lancaster County, Nebraska and a portion of Lot Seven (7), Block Five (5), Bishop Heights, Lincoln, Lancaster County, Nebraska described as beginning at the Southeast corner of Lot Thirty Eight (38), Block One (1), Bishop Heights, thence East along the South line of said Lot Thirty Eight (38), as extended East a distance of 150 feet; thence North along a straight line a distance of 331.54 feet to its intersection with the Southeasterly line of Block One (1), Bishop Heights, at a point 217.65 feet Southwesterly of the Southwest corner of Lot Thirty One (31), said Block One (1); thence Southwesterly along the Southeasterly line of said Block One (1) a distance of 197.05 feet more or less to the Northeast corner of Lot Thirty Seven (37), said Block One (1); thence Southerly along the East lines of Lots Thirty Seven (37) and Thirty Eight (38), said Block One (1) a distance of 203.3 feet to the point of beginning, Lancaster County, Nebraska.

Location No. 3

The South 186.5 feet of Lots One (1) and Two (2) and the East 60 feet of the South 186.5 feet of Lot Three (3), Third Addition to Normal, Lincoln, Lancaster County, Nebraska, except those portions thereof conveyed to the City of Lincoln, Nebraska, described as follows: Beginning at the Southeast corner of said Lot One (1); thence North along the East line of said Lot One (1) a distance of 21.5 feet; thence Southwesterly along a straight line a distance of 31.48 feet to the intersection with the South line of said Lot One (1) at a point located 23.0 feet West of the Southeast corner thereof; thence East along the South line of said Lot One (1) a distance of 23.0 feet to the point of beginning; and, beginning at the Southeast corner of said Lot Three (3), said point located 33.0 feet North of the South line of said Northeast Quarter; thence West along the South line said Lot Three (3), a distance of 60.0 feet; thence North along a line perpendicular to the South line of said Lot Three (3) a distance of 9.0 feet; thence East along a line located 9.0 feet North and parallel with the South line of said Lots One (1), Two (2) and Three (3), a distance of 285.5 feet to the point of tangency with a circular curve; thence Northerly along the arc of said circular curve

bearing to the left, whose central angle is 90 degrees 00 minutes, whose radius is 22.0 feet and whose radius is 22.0 feet and whose tangent length is 22.0 feet a distance of 34.58 feet to the East line of said Lot One (1); thence South along the East line of said Lot One (1) a distance of 9.5 feet; thence Southwesterly along the Southeasterly line of said Lot One (1) a distance of 31.48 feet; thence West along the South line of said Lots One (1) and Two (2) a distance of 224.5 feet to the point of beginning.

Location No. 4

Lot Four (4), Block One Hundred Forty (140), Original City of Omaha, Douglas County, Nebraska.

Location No. 5

The South 63 feet of Lot Four (4), Lot Five (5), subject to the rights of the City of Omaha for street purposes in and to the South 20 feet thereof, and Lot Eight (8), all in Block Four (4), West Dodge, an Addition to the City of Omaha, Douglas County, Nebraska.

Location No. 9

Lots Two (2), Three (3), Four (4), Five (5) and Six (6), Block Nineteen (19), Phillips Third Addition to the City of Columbus, Platte County, Nebraska, EXCEPT that part deeded to the city of Columbus described as follows:

All that part thereof lying North of a circular curved line having a radius of 117 feet, beginning at a point on the South line of 23rd Street of said city, 150 feet East and 33 feet South of the intersection of the centerlines of 23rd Street and 23rd Avenue of said city; thence running in a Southwesterly direction on a circular curve to the left having a radius of 117 feet, to a point where this curved line intersects the East line of said 23rd Avenue.

Location No. 11

Lots One (1), Two (2), Three (3), Four (4) and Five (5), in Stone and Lyman's Subdivision of Lots Twenty (20), Twenty-One (21), Twenty-Two (22), Twenty-Three (23), and Twenty-Four (24), Block Fourteen (14), Original Town, now City of Hastings, AND Lots Eighteen (18) and Nineteen (19), Block Fourteen (14), Original Town, now City of Hastings, Adams County, Nebraska.

Location No. 14

The South Half of Lot Five (5), Block One Hundred Forty Three (143), Original Town of North Platte, Lincoln County, Nebraska.

EXHIBIT B

Douglas County, Nebraska (Farnam):

Deed of Trust, recorded October 5, 1983, in Book 2614, Page 377; Amendment to Deed of Trust and Assignment of Leases, recorded March 27, 1984 in Book 707 Page 418; Second Amendment to Deed of Trust and Assignment of Leases, recorded December 17, 1992 in Book 1049, Page 57; amended by Third Amendment to Deed of Trust and Assignment of Leases dated as of February 25, 2005, recorded _____, 2005 as Inst. No. 2005 _____; records of Douglas County, Nebraska.

Assignment of Leases, recorded October 5, 1983, as Inst. No. Book 697 Page 624; and Assignment of Leases recorded October 5, 1983 in Book 697 Page 645; and Assignment of Leases recorded October 5, 1983 in Book 697, Page 665; Amendment to Deed of Trust and Assignment of Leases, recorded March 27, 1984 in Book 707, Page 418; Second Amendment to Deed of Trust and Assignment of Leases, recorded December 17, 1992 in Book 1049, Page 57; amended by Third Amendment to Deed of Trust and Assignment of Leases dated as of February 25, 2005, recorded _____, 2005 as Inst. No. 2005 _____; records of Douglas County, Nebraska.

Douglas County, Nebraska (Cass):

Deed of Trust and Security Agreement, recorded October 5, 1983, in Book 2614, Page 332; and Amendment to Deed of Trust and Assignment of Leases, recorded March 27, 1984 in Book 707, Page 418; and Second Amendment to Deed of Trust and Assignment of Leases, recorded December 17, 1992 in Book 1049, Page 48; amended by Third Amendment to Deed of Trust and Assignment of Leases dated as of February 25, 2005, recorded _____, 2005 as Inst. No. 2005 _____; records of Douglas County, Nebraska.

Assignment of Leases, recorded October 5, 1983, in Book 697, Page 624; and Assignment of Leases, recorded October 5, 1983, in Book 697, Page 645; and Assignment of Leases, recorded October 5, 1983, in Book 697, Page 665; and Amendment to Deed of Trust and Assignment of Leases, recorded March 27, 1984 in Book 707, Page 418; and Second Amendment to Deed of Trust and Assignment of Leases, recorded December 17, 1992 in Book 1049, Page 48; amended by Third Amendment to Deed of Trust and Assignment of Leases dated as of February 25, 2005, recorded _____, 2005 as Inst. No. 2005 _____; records of Douglas County, Nebraska.

Platte County, Nebraska (Columbus):

Deed of Trust and Security Agreement, recorded October 5, 1983, in Book 259, Page 657; and Amendment to Deed of Trust and Assignment of Leases, recorded March 27, 1984 in Book 261, Page 783; and Second Amendment to Deed of Trust and Assignment of Leases, recorded December 16, 1992 in Book 326, Page 791; amended by Third Amendment to Deed of Trust and Assignment of Leases dated as of February 25, 2005, recorded _____, 2005 in Book ___, Page ___; records of Platte County, Nebraska.

Assignment of Leases and Rents, recorded October 5, 1983, in Book 74, Page 506; and Amendment to Deed of Trust and Assignment of Leases, recorded March 27, 1984 in Book 261, Page 783; and Second Amendment to Deed of Trust and Assignment of Leases, recorded December 16, 1992 in Book 326, Page 791; amended by Third Amendment to Deed of Trust and Assignment of Leases dated as of February 25, 2005, recorded _____, 2005 in Book ___, Page ___; records of Platte County, Nebraska.

Adams County, Nebraska (Hastings):

Deed of Trust, recorded October 5, 1983, as Inst. No. 832885; Amendment to Deed of Trust and Assignment of Leases, recorded March 27, 1984 as Inst. No. 840744; and Second Amendment to Deed of Trust and Assignment of Leases, recorded December 16, 1992 as Inst. No. 925362; refiled Second Amendment to Deed of Trust and Assignment of Leases, recorded December 17, 1992 as Inst. No. 925389; amended by Third Amendment to Deed of Trust and Assignment of Leases dated as of February 25, 2005, recorded _____, 2005 as Inst. No. _____; records of Adams County, Nebraska.

Assignment of Leases and Rents, recorded October 5, 1983, as Inst. No. 832886; Amendment to Deed of Trust and Assignment of Leases, recorded March 27, 1984 as Inst. No. 840744; and Second Amendment to Deed of Trust and Assignment of Leases, recorded December 16, 1992 as Inst. No. 925362; refiled Second Amendment to Deed of Trust and Assignment of Leases, recorded December 17, 1992 as Inst. No. 925389; amended by Third Amendment to Deed of Trust and Assignment of Leases dated as of February 25, 2005, recorded _____, 2005 as Inst. No. _____; records of Adams County, Nebraska.

Lincoln County, Nebraska (North Platte):

Deed of Trust and Security Agreement, recorded October 5, 1983, in Book 344, Page 776; amended by Amendment to Deed of Trust and Assignment of Leases, recorded March 27, 1984, in Book 350, Page 412; Second Amendment to Deed of Trust and Assignment of Leases, recorded December 16, 1992, in Book 463, Page 114; amended by Third Amendment to Deed of Trust and Assignment of Leases dated as of February 25, 2005, recorded _____, 2005 in Book ___, Page ___; records of Lincoln County, Nebraska.

Assignment of Leases, recorded October 5, 1983, in Book 344, Page 797; amended by Amendment to Deed of Trust and Assignment of Leases, recorded March 27, 1984, in Book 350, Page 412; Second Amendment to Deed of Trust and Assignment of Leases, recorded December 16, 1992, in Book 463, Page 114; amended by Third Amendment to Deed of Trust and Assignment of Leases dated as of February 25, 2005, recorded _____, 2005 in Book ___, Page ___; records of Lincoln County, Nebraska.

Lancaster County, Nebraska (Sharp):

Deed of Trust and Security Agreement, recorded October 5, 1983, as Inst. No. 83-20997; amended by Amendment to Deed of Trust and Assignment of Leases, recorded March 27, 1984, as Inst. No. 84-6765; Second Amendment to Deed of Trust and Assignment of Leases, recorded December 16, 1992 as Inst. No. 92-56813; amended by Third Amendment to Deed of Trust and Assignment of Leases dated as of February 25, 2005, recorded March 8, 2005 as Inst. No. 2005-12441; records of Lancaster County, Nebraska.

Assignment of Leases, recorded October 5, 1983, as Inst. No. 83-20998; amended by Amendment to Deed of Trust and Assignment of Leases, recorded March 27, 1984, as Inst. No. 84-6765; Second Amendment to Deed of Trust and Assignment of Leases, recorded December 16, 1992 as Inst. No. 92-56813; amended by Third Amendment to Deed of Trust and Assignment of Leases dated as of February 25, 2005, recorded March 8, 2005 as Inst. No. 2005-12441; records of Lancaster County, Nebraska.

Lancaster County, Nebraska (Bishop Heights):

Deed of Trust, recorded October 5, 1983, as Inst. No. 83-20986; amended by Amendment to Deed of Trust and Assignment of Leases, recorded March 27, 1984 as Inst. No. 84-6772; Second Amendment to Deed of Trust and Assignment of Leases, recorded December 16, 1992 as Inst. No. 92-56814; amended by Third Amendment to Deed of Trust and Assignment of Leases dated as of February 25, 2005, recorded March 8, 2005 as Inst. No. 2005-12451; records of Lancaster County, Nebraska.

Assignment of Leases, recorded October 5, 1983, as Inst. No. 83-20987; amended by Amendment to Deed of Trust and Assignment of Leases, recorded March 27, 1984 as Inst. No. 84-6772; Second Amendment to Deed of Trust and Assignment of Leases, recorded December 16, 1992 as Inst. No. 92-56814; amended by Third Amendment to Deed of Trust and Assignment of Leases dated as of February 25, 2005, recorded March 8, 2005 as Inst. No. 2005-12451; records of Lancaster County, Nebraska.

Lancaster County, Nebraska (Lincoln South):

Deed of Trust and Security Agreement, recorded October 5, 1983, as Inst. No. 83-20991; amended by Amendment to Deed of Trust and Assignment of Leases, recorded March 27, 1984 as Inst. No. 84-6772; Second Amendment to Deed of Trust and Assignment of Leases, recorded December 16, 1992 as Inst. No. 92-56815; amended by Third Amendment to Deed of Trust and Assignment of Leases dated as of February 25, 2005, recorded March 8, 2005 as Inst. No. 2005-12451; records of Lancaster County, Nebraska.

Assignment of Leases, recorded October 5, 1983, as Inst. No. 83-20992; amended by Amendment to Deed of Trust and Assignment of Leases, recorded March 27, 1984 as Inst. No. 84-6772; Second Amendment to Deed of Trust and Assignment of Leases, recorded December 16, 1992 as Inst. No. 92-56815; amended by Third Amendment to Deed of Trust and Assignment of Leases dated as of February 25, 2005, recorded March 8, 2005 as Inst. No. 2005-12451; records of Lancaster County, Nebraska.