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SUBMITTED	TITLECORE NATIONAL, LLC

FILED SARPY CO. NE.
INSTRUMENT NUMBER

2017-29843

2017 Dec 11 03:51:06 PM

Sheryl J. Dowling

REGISTER OF DEEDS



**MEMORANDUM OF ASSIGNMENT AND ASSUMPTION OF
GROUND LEASE AND LEASE AGREEMENT**

This MEMORANDUM OF ASSIGNMENT AND ASSUMPTION OF GROUND LEASE AND LEASE AGREEMENT (the "Memorandum") is entered into the 11 day of December, 2017, by and between JL Holdings IV, LLC, a Delaware limited liability company ("Jaylor"), E&W Holdings, LLC, a Nebraska limited liability company ("Assignee"), and La Vista City Centre, LLC, a Nebraska limited liability company (the "Ground Lessor").

WHEREAS, Jaylor, Assignee, and Ground Lessor are parties to that certain Assignment and Assumption of Ground Lease and Lease Agreement dated December 11, 2017 (the "Assignment") in connection with Assignee's purchase of Jaylor's interests under the ground lease dated May 12, 1999 between Brentwood Crossing Associates, a Missouri general partnership, as ground lessor ("Brentwood") and Sydran Food Services III, L.P. as ground tenant ("Sydran III"), as amended from time to time (the ground lease and all amendments being collectively referred to as the "Ground Lease") describing the real property legally described as:

Lot 8, La Vista City Centre, an Addition to the City of La Vista, in Sarpy County, Nebraska.

Commonly known as 7865 So. 84th Street, La Vista, Nebraska (the "Property"); and

WHEREAS, Sydran III assigned the Ground Lease to Sydran Holdings VII, LLC ("Holdings VII"); and

WHEREAS, Holdings VII leased the Property to Sydran III under the terms of the lease dated December 17, 1999 (the "Brinker Lease"), the Brinker Lease having been acquired by Brinker Restaurant Corporation, a Delaware corporation ("Brinker"); and Brinker has leased the Property to Muy Mucho Group LP, a Texas limited partnership (now known as Hielan Restaurants) ("Hielan") under the terms of a sublease (the "Sublease") of which Jaylor is not a party; and

WHEREAS, Jaylor is the successor in interest to Holdings VII as the tenant under the Ground Lease and is the successor in interest to the rights of the landlord under the Brinker Lease; and

WHEREAS, Ground Lessor is the successor in interest to the interest of Brentwood under the Ground Lease; and

WHEREAS, Jaylor has agreed to sell and Assignee has agreed to buy Jaylor's interest under the Ground Lease subject to the terms and conditions of the Purchase Agreement for Leasehold Interests (Ground Lease, Sublease and Conveyance of Building) and Demolition Rights between Jaylor,

Assignee, as successor in interest by assignment from Ground Lessor, and the La Vista Community Development Agency dated August 8, 2017.

NOW, THEREFORE, for good and valuable consideration, the receipt and sufficiency of which are hereby mutually acknowledged, the parties agree as follows:

1. Recording. This Memorandum is executed and is to be recorded in the Office of the Register of Deeds of Sarpy County, Nebraska, solely for the purpose of providing record notification of the existence of the Assignment.

2. No Amendment. Nothing herein contained shall be construed to amend, modify, or in any other way affect the terms, conditions and provisions of the Assignment as therein set forth, all of which are ratified and confirmed by the parties hereto. This Memorandum is subject to all of the terms, conditions and provisions of the Assignment, and in the event of any inconsistency between the terms of this instrument and the Assignment, the terms of the Assignment shall prevail. Capitalized terms used in this Memorandum but not defined herein shall have the meaning ascribed to such terms in the Assignment.

3. Governing Law. This Memorandum shall be governed and construed in accordance with the laws of the State of Nebraska.


4. Counterparts. This Memorandum may be executed in multiple counterparts, each of which shall be deemed an original and all of which together shall constitute one and the same instrument.

[The remainder of this page is intentionally left blank. Signature page follows.]

IN WITNESS WHEREOF, the parties hereto have each caused this Memorandum to be executed as of the date first above written.

* See Attached

JL Holdings IV, LLC, a Delaware limited liability company

By: 
Matthew Schoenberg, its President

ACKNOWLEDGEMENT

STATE OF _____)
) ss.
COUNTY OF _____)

The foregoing Agreement was acknowledged before me on this ____ day of _____, 2017 by Matthew Schoenberg, the President of JL Holdings IV, LLC, a Delaware limited liability company, on behalf of said company.

Notary Public

E&W HOLDINGS, LLC, a Nebraska limited liability company

LA VISTA CITY CENTRE, LLC, a Nebraska limited liability company, Sole Member

By: _____
Christopher L. Erickson, Manager

ACKNOWLEDGEMENT

STATE OF _____)
) ss.
COUNTY OF _____)

The foregoing Agreement was acknowledged before me on this ____ day of _____, 2017 by Christopher L. Erickson, the Manager of La Vista City Centre, LLC, a Nebraska limited liability company, the Sole Member of E&W Holdings, LLC, a Nebraska limited liability company, on behalf of said company.

Notary Public

CALIFORNIA ALL-PURPOSE ACKNOWLEDGMENT**CIVIL CODE § 1189**

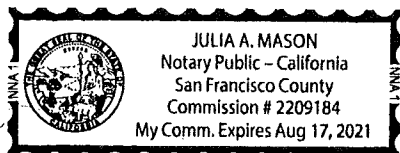
A notary public or other officer completing this certificate verifies only the identity of the individual who signed the document to which this certificate is attached, and not the truthfulness, accuracy, or validity of that document.

State of California)
County of SAN FRANCISCO)
On December 7, 2017 before me, Julia A. Mason, Notary Public,
Date Here Insert Name and Title of the Officer
personally appeared Matthew Schoenberg
Name(s) of Signer(s)

who 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.

I certify under PENALTY OF PERJURY under the laws of the State of California that the foregoing paragraph is true and correct.

WITNESS my hand and official seal.



Signature Julia A. Mason
Signature of Notary Public

Place Notary Seal Above

OPTIONAL

Though this section is optional, completing this information can deter alteration of the document or fraudulent reattachment of this form to an unintended document.

Description of Attached Document

Title or Type of Document: _____

Document Date: _____ Number of Pages: _____

Signer(s) Other Than Named Above: _____

Capacity(ies) Claimed by Signer(s)

Signer's Name: _____

☐ Corporate Officer — Title(s): _____

☐ Partner — ☐ Limited ☐ General

☐ Individual ☐ Attorney in Fact

☐ Trustee ☐ Guardian or Conservator

☐ Other: _____

Signer Is Representing: _____

Signer's Name: _____

☐ Corporate Officer — Title(s): _____

☐ Partner — ☐ Limited ☐ General

☐ Individual ☐ Attorney in Fact

☐ Trustee ☐ Guardian or Conservator

☐ Other: _____

Signer Is Representing: _____

IN WITNESS WHEREOF, the parties hereto have each caused this Memorandum to be executed as of the date first above written.

JL Holdings IV, LLC, a Delaware limited liability company

By: _____
Matthew Schoenberg, its President

ACKNOWLEDGEMENT

STATE OF _____)
) ss.
COUNTY OF _____)

The foregoing Agreement was acknowledged before me on this ____ day of _____, 2017 by Matthew Schoenberg, the President of JL Holdings IV, LLC, a Delaware limited liability company, on behalf of said company.

Notary Public

E&W HOLDINGS, LLC, a Nebraska limited liability company

LA VISTA CITY CENTRE, LLC, a Nebraska limited liability company, Sole Member

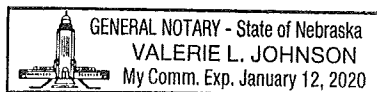
By: _____
Christopher L. Erickson, Manager

ACKNOWLEDGEMENT


STATE OF Nebraska)
) ss.
COUNTY OF Douglas)

The foregoing Agreement was acknowledged before me on this 11th day of December, 2017 by Christopher L. Erickson, the Manager of La Vista City Centre, LLC, a Nebraska limited liability company, the Sole Member of E&W Holdings, LLC, a Nebraska limited liability company, on behalf of said company.

Valerie L. Johnson
Notary Public



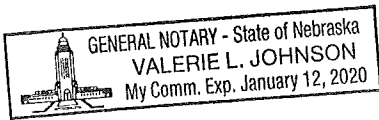
LA VISTA CITY CENTRE, LLC, a Nebraska limited liability company

By: 
Christopher L. Erickson, Manager

ACKNOWLEDGEMENT

STATE OF Nebraska)
) ss.
COUNTY OF Douglas)

The foregoing Agreement was acknowledged before me on this 11th day of December, 2017 by Christopher L. Erickson, the Manager of La Vista City Centre, LLC, a Nebraska limited liability company, on behalf of said company.




Notary Public