

UCC FINANCING STATEMENT AMENDMENT.

FOLLOW INSTRUCTIONS

A. NAME & PHONE OF CONTACT AT FILER (optional)
 Corporation Service Company 1-800-858-5294

B. E-MAIL CONTACT AT FILER (optional)
 SPRFiling@cscoinfo.com

C. SEND ACKNOWLEDGMENT TO: (Name and Address)

1270 35751
 Corporation Service Company
 801 Adlai Stevenson Drive
 Springfield, IL 62703

Filed In: Nebraska (Rock)

#1896

STATE OF NEBRASKA
 COUNTY OF ROCK

Filed for record on 13 day of February 2011
 at 11:00 o'clock A m.
 and Recorded in Book No. 71 of
Mortgages at page 114

By _____ County Clerk
 _____ Deputy

THE ABOVE SPACE IS FOR FILING OFFICE USE ONLY

1a. INITIAL FINANCING STATEMENT FILE NUMBER
 4801 BK 68 PG 79 03/23/2012

1b. THIS FINANCING STATEMENT AMENDMENT IS TO BE FILED (FOR RECORD) (OR RECORDED) IN THE REAL ESTATE RECORDS
 Plat: Plat# Amendment Addendum (Form UCC346) and provide Debtor's name in item 3a

2. **TERMINATION:** Effectiveness of the Financing Statement identified above is terminated with respect to the security interest(s) of Secured Party authorizing this Termination Statement
3. **ASSIGNMENT (nd or partial):** Provide name of Assignee in item 7a or 7b, and address of Assignee in item 7a and name of Assignor in item 7b
 For partial assignment, complete items 7 and 9 and also indicate affected collateral in item 8
4. **CONTINUATION:** Effectiveness of the Financing Statement identified above with respect to the security interest(s) of Secured Party authorizing this Continuation Statement is continued for the additional period provided by applicable law

5. **PARTY INFORMATION CHANGE:**
 Check one of these two boxes:
 ADD Check one of these three boxes to:
 CHANGES name and/or address: Complete item 6a or 6b, and item 7a or 7b and item 7c
 CHANGE name: Complete item 7a or 7b, and item 7c
 DELETE name: Give record name to be added in item 6a or 6b

6. **CURRENT RECORD INFORMATION:** Complete for Party Information Change - provide only one name (7a or 7b)

6a. ORGANIZATION'S NAME Elkhorn River Holdings LLC

OR

6b. INDIVIDUAL'S SURNAME	FIRST PERSONAL NAME	ADDITIONAL NAME(S) (INITIAL(S))	SUFFIX

7. **CHANGED OR ADDED INFORMATION:** Complete for Amendment or Party Information Change - provide only one name (7a or 7b) (see exact, full name, full name, suffix, or abbreviate any part of the Debtor's name)

7a. ORGANIZATION'S NAME

OR

7b. INDIVIDUAL'S SURNAME	INDIVIDUAL'S FIRST PERSONAL NAME	INDIVIDUAL'S ADDITIONAL NAME(S) (INITIAL(S))	SUFFIX

7c. MAILING ADDRESS

CITY	STATE	POSTAL CODE	COUNTRY
			USA

8. **COLLATERAL CHANGE:** Also check one of these four boxes: ADD collateral DELETE collateral RESTATE covered collateral ASSIGN collateral

Include original Attached Exhibit A and B

9. **NAME OF SECURED PARTY or RECORD AUTHORIZING THIS AMENDMENT:** Provide only one name (7a or 7b) (name of Assignor, if this is an Assignment)
 If this is an Amendment authorized by a DEBTOR, check here and provide name of authorizing Debtor

9a. ORGANIZATION'S NAME Metropolitan Life Insurance Company

OR

9b. INDIVIDUAL'S SURNAME	FIRST PERSONAL NAME	ADDITIONAL NAME(S) (INITIAL(S))	SUFFIX

10. OPTIONAL FILER REFERENCE DATA: Debtor: Elkhorn River Holdings LLC-195134; Elkhorn River 1270 35751

UCC FINANCING STATEMENT AMENDMENT ADDENDUM

FOLLOW INSTRUCTIONS

11. INITIAL FINANCING STATEMENT FILE NUMBER: Same as Item 14 on Amendment form
4901 BK 66 PG 78 03/23/2012

12. NAME OF PARTY AUTHORIZING THIS AMENDMENT: Same as Item 9 on Amendment form

12a. ORGANIZATION'S NAME Metropolitan Life Insurance Company	
OR 12b. INDIVIDUAL'S SURNAME	
FIRST PERSONAL NAME	
ADDITIONAL NAME(S) (INITIAL(S))	SUFFIX

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13. Name of DEBTOR on related financing statement (Name of a current Debtor of record required for indexing purposes only in some EDG offices - see Instruction Item 13); Provide only one Debtor name (13a or 13b) (use exact, full name; do not omit, modify, or abbreviate any part of the Debtor's name); see instructions if name does not fit

13a. ORGANIZATION'S NAME			
OR 13b. INDIVIDUAL'S SURNAME	FIRST PERSONAL NAME	ADDITIONAL NAME(S) (INITIAL(S))	SUFFIX

14. ADDITIONAL SPACE FOR ITEM 8 (Collateral):

15. THIS FINANCING STATEMENT AMENDMENT:

covers lender to be out covers as-extracted collateral is filed as a future filing
 16. Name and address of a RECORD OWNER of real estate described in Item 17
 (If Debtor does not have a record title etc.)

17. Description of real estate:

Township 30 North, Range 20 West of the 6th P.M. in Rock County, Nebraska. Section 13; A tract of land located in part of the SE 1/4 more particularly described as follows: Commencing at the corner common to Sections 12, 18, 19 and 24, Township 30 N, Range 19 and 20, West of the 6th P.M., thence North 0 20'20" West (record) on the East line of said SE 1/4 of Section 13, 389.00 feet (record) to the true point of beginning; thence South 88 34'39" West 533.00 feet (record); thence South 88 54'48" West 37.00 feet; thence North 00-18'23" West 628.49 feet; thence South 88 54'48"

18. MISCELLANEOUS:

EXHIBIT "A"

UCC Financing Statement

All of the following located upon or related to certain real property in Holt and Rock Counties, Nebraska, and more particularly described in Exhibit "A-1" attached hereto and by this reference made a part hereof (the "Land"):

All apparatus, fixtures, building systems and equipment, goods (but not inventory), equipment, machinery, furniture, furnishings, appliances, systems, building materials, and articles of tangible and intangible personal property now owned or hereafter acquired by Debtor, including, without limitation:

(a) pneumatic systems, piping, sprinklers and related equipment, leasehold improvements, furnaces, radiators, oil burners, pipes, heating and electrical equipment and appliances, fans, thermostats, draperies, shades, awnings, mirrors, screens, screen doors, blinds, basins, faucets, pipes and other plumbing fixtures and equipment, wires, gas and electric fixtures, sprinkler systems, motors, generators, cabinets, incinerators, lawn plants and shrubbery, canopies, speaker boxes, tools, materials of every kind, nature and description, gas and electric fixtures, scales, fans, fuel tanks, motors, dryers, hoists, engines, meters, elevators, conveyors, cooling and refrigeration equipment, tanks, metering equipment, compressors, cooling towers, refrigerant storage tanks, pipes, coils, controls, valves, vessels, dock levels, condensers, receivers, coolers, purgers, pumps, air compressors, refrigerants, blowers, radiators, boilers, transformers and related transmission and safety facilities, heating fixtures and systems, signs, carpeting and other floor coverings, water heaters, air-conditioning and ventilation apparatus and systems; and

(b) to the extent not otherwise described above, all apparatus, fixtures, equipment, machinery, furniture, furnishings, appliances, systems, building materials, and articles of tangible and intangible personal property related to or used in the operation of all packing lines (whether potato or other products), storage, refrigeration, fruit and vegetable handling and controlled atmosphere ("CA") facilities on the Land including, without limitation, all refrigeration equipment (including, without limitation, all pumps, motors, compressors, condensers, evaporators, generators/burners, electrical panels and related support equipment), drenching facilities and equipment, hydro-cooling facilities and equipment, CA operating and monitoring equipment, tanks (whether dump, chemical dip, water holding or any other type), belts (whether take-away, transfer, grading, distribution fruit return, diverter or other type), truck scales and related equipment, computers and all hardware and software therefore to the extent used or usable in operating and monitoring packing line, storage and CA operations, pumps, bin handling equipment (whether stackers, dumps, tracks, feeds, accumulator or other bin handling equipment), blending and sorting equipment and systems, elevators, motors, chains, eliminators, fruit washers, pre-sorting and sorting tables (whether motorized or not), dryers, blowers, heat lamps, wax applicators, sprayers, conveyor lines, sizers, strappers, strapping tools, case sealers, glue machines, box stampers, shakers, scales, box fillers, box-folding machines, baggers, bagging tables, label machines, defrost pumps, all monitoring equipment (including, without limitation, ammonia detectors, oxydrains, scrubbers and temperature monitors), flumes, washing brushes, circulating pumps, brush fruit drying and polishing sections, drying tunnels, accumulators, stitchers, controllers, cleaner pumps, glyco-coolers, generators, separators, chain eliminators, track, dumper hoppers and water dumps, cutting tables, fungicide baths, filling stations, *provided, however*, that expressly excluded from the security interest hereby created are all vehicles and rolling stock owned by Debtor (collectively, the "Excluded Collateral"); and

(c) all vegetable bins, wherever located, which are or shall be attached to, or used for the operation or maintenance of, the buildings, structures or improvements which are or shall be located in, on or about the Land, or which, wherever located (including, without limitation, in warehouse or other

storage facilities or in the possession of or on the premises of vendors or manufacturers thereof), are used or intended to be used in or in connection with the construction, fixturing, equipping, furnishing, use, transportation of personal property to or from, operation or enjoyment of the Land or the improvements thereon; and

(d) all permits, licenses, franchises, contract rights and leasehold interests, now or hereafter owned by Debtor and relating to the ownership, use, operation or enjoyment of the Land, the improvements thereon, and the fixtures, equipment and personal property described above; and

(e) all laboratory and testing equipment, office equipment, computers and related software; and

(f) all irrigation pumps, motors, engines, pipes, sprinklers, control panels and accessories, and all other irrigation equipment together with all water and watering rights of every kind and description, and all improvements, fixtures, and appurtenances connected therewith now or hereafter placed or installed on the Land; and

(g) all of Debtor's rights and interest, as Lessee, under any Leases pursuant to which Debtor leases from third parties any personal property of the nature described above; and

(h) all extensions, additions, improvements, betterments, renewals, replacements, proceeds, accessions, products and substitutions of any of the foregoing, together with the benefit of any deposits or payments now or hereafter made by Debtor or on its behalf in connection with any of the foregoing; and

(i) all contracts for the construction of improvements to the Facility, for the purchase of the Facility or for the purchase of equipment for the Facility; and

(j) all proceeds (including without limitation, insurance and condemnation proceeds) of the foregoing.

EXHIBIT "A-1"

Land

Township 30 North, Range 20, West of the 6th P.M. in Rock County, Nebraska
Section 13: A tract of land located in part of the SE^{1/4} more particularly described as follows: Commencing at the corner common to Sections 13, 18, 19 and 24, Township 30 North, Range 19 and 20, West of the 6th P.M., thence North 0°20'20" West (record) on the East line of said SE^{1/4} of Section 13, 369.00 feet (record) to the true point of beginning, thence South 18°14'39" West 533.00 feet (record); thence South 88°54'48" West 37.00 feet; thence North 00°19'23" West 626.49 feet; thence South 88°54'48" West 840.35 feet to the Southerly right-of-way of U.S. Highway No. 20; thence North 68°09'40" East on said Southerly right-of-way 1,515.42 feet to said East line of the SE^{1/4} of said Section 13; thence South 0°20'20" East (record) on said East line of the SE^{1/4} of said Section 13, 1,160.34 feet to the point of beginning.