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REGISTER OF DEEDS' RECORDING COVER SHEET

ELEVENTH AMENDMENT TO MASTER DEED

LEGAL DESCRIPTION:

Lot 4, Westroads Replat 4, An Addition to the City of Omaha, Douglas County, Nebraska, now known as Apartment 1-W-1, 1-E-1, 2-W-1, 2-W-2, 2-E-1, 2-E-2, 3-W-1, 3-W-2, AND 3-E-1 of the Westfield Office Building II Condominium Property Regime, a condominium property regime organized under the laws of the State of Nebraska, pursuant to Master Deed and Declaration recorded November 2, 2005 at Instrument No. 2005138541, as amended by First Amendment to Master Deed and Declaration, recorded November 21, 2005 at Instrument No. 2005147515, as amended by Second Amendment to Master Deed and Declaration, recorded March 17, 2006 at Instrument No. 2006030364, as amended by Third Amendment to Master Deed and Declaration, recorded October 13, 2006 at Instrument No. 2006118089 and re-recorded October 19, 2006 at Instrument No. 2006120616 as amended by Fourth Amendment to Master Deed and Declaration, recorded October 13, 2006 at Instrument No. 2006118090 and re-recorded October 19, 2006 at Instrument No. 2006120617, as amended by Fifth Amendment to Master Deed and Declaration, recorded April 18, 2007 at Instrument No. 2007042973, as amended by Sixth Amendment to Master Deed and Declaration, recorded April 18, 2007 at Instrument No. 2007042974, as amended by Seventh Amendment to Master Deed and Declaration, recorded May 11, 2007 at Instrument No. 2007053040, as amended by Eighth Amendment to Master Deed and Declaration, recorded March 21, 2011 at Instrument No. 2011025416, as amended by Ninth Amendment to Master Deed and Declaration, recorded October 7, 2011, at Instrument Number 2011085180 as amended by Tenth Amendment to Master Deed and Declaration, recorded October 28, 2011 at Instrument No. 2011092123 all in the Office of the Register of Deeds, Douglas County, Nebraska, together with an interest in the common area of the Condominium Regime as set forth in the Master Deed and Declaration, filed November 2, 2005 in 2005138541, as amended.

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ELEVENTH ADMENDMENT TO MASTER DEED AND DECLARATION

WESTFIELD OFFICE BUILDING II CONDOMINIUM PROPERTY REGIME

THIS ELEVENTH AMENDMENT TO MASTER DEED AND DECLARATION WESTFIELD OFFICE BUILDING II CONDOMINIUM PROPERTY REGIME (the "amendment") made this 28th day of March, 2012
By Westfield Office Building II, LLC, a Nebraska Limited Liability Company ("Developer").

RECITALS

- A. Developer has previously executed that certain Master Deed and Declaration Westfield Office Building II Condominium Property Regime, recorded November 2, 2005, in instrument 2005138541, in the records of the Register of Deeds of Douglas County, Nebraska (the "Declaration").
- B. The Declaration affects that certain real property located in Douglas County , Nebraska and more particularly described as follows:

Lot 4, Westroads Replat 4, an addition to the City of Omaha, Douglas County, Nebraska now known as Apartment 1-W-1, 1-E-1, 2-W-1, 2-W2, 2-E-1, 2-E-2, 3-W-1, 3-W-2 and 3-E-1 Westfield II Condominium Property Regime.
- C. Developer has previously executed that certain First Amendment to the Master Deed and Declaration Westfield Office Building II Condominium Property Regime, Dated November 18, 2005 in Instrument 2005147515.
- D. Developer and all unit owners have previously executed that certain Second Amendment to the Master Deed and Declaration Westfield Office Building II Condominium Property Regime, Dated March 10, 2006 in Instrument 2006030364.
- E. Developer has previously executed that certain Third Amendment to the Master Deed and Declaration Westfield Office Building II Condominium Property Regime, Dated April; 27, 2006 in Instrument 2006120616.
- F. Developer has previously executed that certain Fourth Amendment to the Master Deed and Declaration Westfield Office Building II Condominium Property Regime, Dated June 16, 2006 in Instrument 2006120617
- G. Developer has previously executed that certain Fifth Amendment to the Master Deed and Declaration Westfield Office Building II Condominium Property Regime, Dated October 4th, 2006 in Instrument 2007042973

- H. Developer has previously executed that certain Sixth Amendment to the Master Deed and Declaration Westfield Office Building II Condominium Property Regime, Dated October 24th, 2006 in Instrument 2007042974.
- I. Developer has previously executed that certain Seventh Amendment to the Master Deed and Declaration Westfield Office Building II Condominium Property Regime, Dated May 9th, 2007 in instrument 2007053040.
- J. Developer has previously executed that certain Eight Amendment to the Master Deed and Declaration Westfield Office Building II Condominium Property Regime, Dated March 21, 2011 in instrument 2011025416.
- K. Developer has previously executed that certain Ninth Amendment to the Master Deed and Declaration Westfield Office Building II Condominium Property Regime, Dated October 7th, 2011 in instrument 2011085180
- L. Developer has previously executed that certain Tenth Amendment to the Master Deed and Declaration Westfield Office Building II Condominium Property Regime, Dated October 28th, 2011 in instrument 2011092123.
- M. Developer desires to amend the Declaration as provided herein.

WHEREFORE, Developer hereby amends this Declaration as follows:

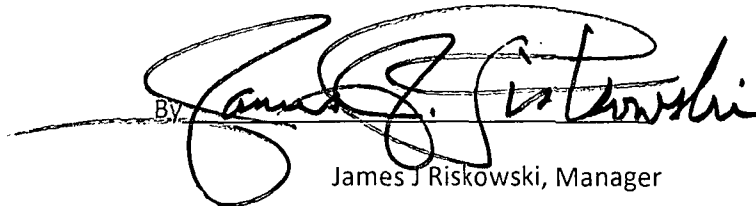
1. The Eleventh Restatement of Exhibit "B", Shareholder's of W F 2 Condominium Association is attached hereto and by this reference is hereby mad a part hereof. This Eleventh Restatement shall replace the original Exhibit B and the First, Second, Third, Fourth, Fifth, Sixth, Seventh, Eighth, Ninth and Tenth Reinstatements of Exhibit B.

IN WITNESS WHEREOF, Developer has executed this Amendment as of this day and year

First above written.

WESTFIELD OFFICE BUILDING II, LLC,

A Nebraska Limited Liability Company

By  James J Riskowski, Manager

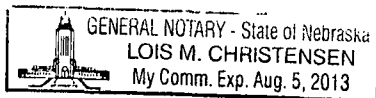
STATE OF NEBRASKA)

) ss

COUNTY OF DOUGLAS)

The above and foregoing Eleventh AMENDMENT TO MASTER DEED was sworn to and Acknowledged before me on this the 28th day of March, 2012 by JAMES J. RISKOWSKI, MANAGER OF WESTFIELD OFFICE BUILDING II, LLC, A Nebraska Limited Liability Company, As his free and voluntary act and deed for and on behalf of said Limited Liability Company.

Lois M. Christensen



Notary Public

Westfield Office Building No. 2
 9900 Nicholas Street
 Omaha, Nebraska 68114

Exhibit " B "

**Eleventh (11th) Restated Schedule of Shareholders, as Amended
 of
 Westfield (W F 2) Condominium Association**

<u>Member</u>	<u>Unit Number</u>	<u>Limited Common Elements</u>		<u>Gross Floor Area (sq. ft.)</u>	<u>Percentage Ownership Interest (1)</u>
		<u>Number of Parking Stalls</u>	<u>Utility Area Space (sq. ft.)</u>		
BMaKK Corporation	1-E-1	4		4073	11.94%
Bridges Investment Counsel, Inc.	1-W-1	2	50	3659	9.33%
Heartland Eye Consultants, LLC	2-E-1	1		1886	4.93%
Heartland Eye Consultants, LLC	2-E-2	3		5970	15.50%
Margek Real Estate, LLC	2-W-1	0		3547	7.98%
Clarence E. Mock III	2-W-2	1		3593	8.77%
OAG Investments, LLC	3-E-1	4		7795	20.30%
TLMD, LLC	3-W-1	5		4346	13.25%
Signa Properties I, LLC	3-W-2	1		3075	7.60%
Totals:		21	50	37944	100%
			(sq. ft.)	(sq. ft.)	

Notes: (1) Includes Prorata Share of Common Elements

Parking Stall Ownership
 Location & Designation

<u>Member</u>	<u>Parking Stall Number Designation / Location</u>
Bridges Investment Counsel, Inc.	1-E-1 5,14
BMaKK Corporation	1-W-1 9,10,11,19
Heartland Eye Consultants, LLC	2-E-1 6
Heartland Eye Consultants, LLC	2-E-2 7,20,21
Margek Real Estate, LLC	2-W-1 None
Clarence Mock	2-W-2 17
OAG Investments, LLC	3-E-1 12,13,16,18
TLMD, LLC	3-W-1 1,2,3,4,15
Signa Properties I, LLC	3-W-2 8
Westfield II, LLC	
Total:	<u>21</u>

As Revised:

Dated:

3/28/2012

WESTFIELD 2
 Parking Stalls
 3/28/2012

- | | | | |
|----|---------------------------------|----|--------------------------------|
| 1 | TLMD, LLC | 21 | Heartland Eye Consultants, LLC |
| 2 | TLMD, LLC | 20 | Heartland Eye Consultants, LLC |
| 3 | TLMD, LLC | 19 | BMaKK Corp |
| 4 | TLMD, LLC | 18 | OAG-Curnes |
| 5 | Bridges Investment Counsel Inc. | 17 | Clarence Mock |
| 6 | Heartland Eye Consultants, LLC | 16 | OAG-Curnes |
| 7 | Heartland Eye Consultants, LLC | 15 | TLMD, LLC |
| 8 | Signa/Johanns | | |
| 9 | BMaKK Corp | | |
| 10 | BMaKK Corp | | |
| 11 | BMaKK Corp | | |
| 12 | OAG-Curnes | | |
| 13 | OAG-Curnes | | |
| 14 | Bridges Investment Counsel Inc. | | |

