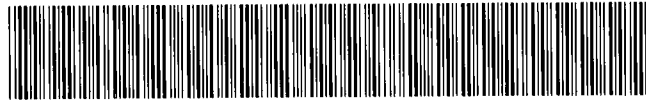


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Received - DIANE L. BATTIATO
 Register of Deeds, Douglas County, NE
 4/23/2013 11:40:01.91



2013039753

Recording Requested By,
 And After Recording, Return To:

Robert M. Gonderinger, Esq.
 Croker, Huck, Kasher, DeWitt,
 Anderson & Gonderinger, LLC
 2120 South 72nd Street, #1200
 Omaha, NE 68124

SECOND MODIFICATION OF DEED OF TRUST

THIS SECOND MODIFICATION (this "Modification") is entered into as of April 15, 2013, by and between KERMIT A. BRASHEAR, Trustee of the Brashear 711 Trust ("Trustor"), and WELLS FARGO FINANCIAL NATIONAL BANK, ("Trustee") and WELLS FARGO BANK, NATIONAL ASSOCIATION, ("Beneficiary").

RECITALS

This Second Modification is entered into upon the basis of the following facts and understandings of the parties:

A. This Second Modification pertains to that certain Deed of Trust dated as of October 16, 2007, executed by Trustor to Wells Fargo Financial National Bank, as Trustee, in favor of Beneficiary, and recorded on October 23, 2007, as Instrument No. 2007119746, in the Official Records of Douglas County, Nebraska, as modified by a Modification of Deed of Trust dated as of November 27, 2012, and recorded on December 11, 2012 as Instrument Number 2012126212 in the Official Records of Douglas County, Nebraska (as modified, the "Deed of Trust"), with respect to the real property described on Exhibit A attached hereto and incorporated herein by this reference.

B. The obligations secured by the Deed of Trust have been modified, and Trustor and Beneficiary have agreed to modify the Deed of Trust to accurately reflect the obligations secured thereby.

NOW, THEREFORE, the parties hereto agree as follows:

1. The Note secured under the Deed of Trust is being modified to, among other things, change the maturity date thereof to August 1, 2013. The Deed of Trust is hereby modified to reflect as obligations secured thereby to include the Note, as modified and extended.

CROKER, ATTN: RMG

CK. 163117

2. The Real Property and the whole thereof described in the Deed of Trust shall remain subject to the lien, charge or encumbrance of the Deed of Trust and nothing herein contained or done pursuant hereto shall affect or be construed to affect the liens, charges or encumbrances of the Deed of Trust, or the priority thereof over other liens, charges or encumbrances, or to release or affect the liability of any party or parties who may now or hereafter be liable under or on account of said promissory notes and/or the Deed of Trust.

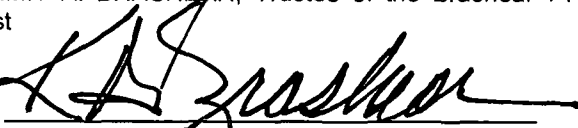
3. All terms and conditions of the Deed of Trust not expressly modified herein remain in full force and effect, without waiver or amendment. This Second Modification and the Deed of Trust shall be read together, as one document.

IN WITNESS WHEREOF, the parties hereto have caused this Second Modification to be executed as of the day and year first above written.

TRUSTOR:

KERMIT A. BRASHEAR, Trustee of the Brashear 711 Trust

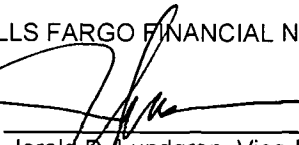
By:


Kermit A. Brashear, Trustee

TRUSTEE:

WELLS FARGO FINANCIAL NATIONAL BANK

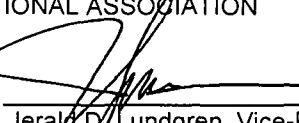
By:


Jerald D. Lundgren, Vice-President

BENEFICIARY:

WELLS FARGO BANK,
NATIONAL ASSOCIATION


By:


Jerald D. Lundgren, Vice-President

STATE OF NEBRASKA)
) ss.
COUNTY OF DOUGLAS)

The foregoing instrument was acknowledged before me on April 5, 2013, by Kermit A. Brashear, Trustee of the Brashear 711 Trust, as his voluntary act and deed and the voluntary act and deed of such trust.



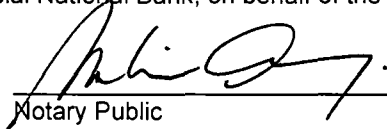


Notary Public

STATE OF NEBRASKA)
) ss.
COUNTY OF DOUGLAS)

The foregoing instrument was acknowledged before me on April 18th, 2013 by Jerald D. Lundgren, Vice-President of Wells Fargo Financial National Bank, on behalf of the bank.





Notary Public

STATE OF NEBRASKA)
) ss.
COUNTY OF DOUGLAS)

The foregoing instrument was acknowledged before me on April 18th, 2013 by Jerald D. Lundgren, Vice-President of Wells Fargo Bank, National Association, a national banking association, on behalf of the association.





Notary Public

00509285.DOC

EXHIBIT A
TO
SECOND MODIFICATION OF DEED OF TRUST AND
ASSIGNMENT OF RENTS AND LEASES

Legal Description of Property:

Lot 2, in NORTH OLD MILL, an Addition to the City of Omaha, as surveyed, platted and recorded in Douglas County, Nebraska.