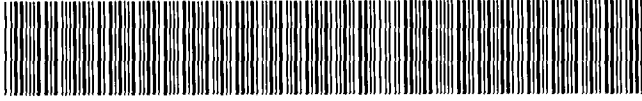


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misc
FEE 110⁵⁰ FB see attached



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Received - DIANE L. BATTIATO
Register of Deeds, Douglas County, NE
7/25/2012 10:30:08.43



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PAGE DOWN FOR BALANCE OF INSTRUMENT

RETURN TO: John Katchman
Hosch Blackwell LLP
1620 Dodge St., Suite 2400
Omaha, NE 68102

CHECK NUMBER

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**SECOND AMENDMENT
TO DECLARATION OF COVENANTS, EASEMENTS AND RESTRICTIONS**

This Second Amendment to Declaration of Covenants, Easements and Restrictions (this "Amendment") is made by the parties named below who sign this Amendment. For reference purposes, this Amendment shall be considered to be dated as of the date on which it is signed by the last party hereto to sign.

Recitals

This Amendment is made for the purpose of amending that certain Declaration of Covenants, Easements and Restrictions dated August 28, 1992, and recorded in the office of the Register of Deeds of Douglas County, Nebraska, on September 11, 1992, in Book 1030 at Page 603 of Miscellaneous Records (the "Original Declaration"), as previously amended by a First Amendment to Declaration of Covenants, Easements and Restrictions dated December 16, 1992, and recorded in the office of the Register of Deeds of Douglas County, Nebraska, on December 18, 1992, in Book 1049 at Page 336 of Miscellaneous Records (the "First Amendment"). The Original Declaration and the First Amendment are hereinafter referred to together as the "Declaration."

The parties hereto are the owners of all of the real estate which is subject to the Declaration, and for their mutual benefit wish to amend the Declaration in the manner hereinafter set forth.

The real estate which is subject to the Declaration is described in Exhibit A attached hereto and by this reference incorporated herein.

Agreement

Now, therefore, for good and valuable consideration, the receipt and sufficiency of which are hereby acknowledged, the parties hereto agree to amend the Declaration as follows.

1. Multi Attraction Entertainment Venue Use Permitted. The parties hereto agree that notwithstanding the provisions of Paragraph 2(a)(vi) and Paragraph 2(a)(ix) of the Original Declaration which expressly prohibits the use of real estate subject to the Declaration for any "bowling alley" or "billiard hall," Lot 1, Oak View Plaza 1st Platting, a subdivision in Douglas

County, Nebraska, may be used for the operation of a multi-attraction entertainment venue which may include some or all of the following attractions: an approximately 16 lane bowling lounge, an approximately 4 lane private bowling suite, a game arcade area, an approximately 20 foot rock climbing attraction, multi-player game attractions, billiards, a casual dining restaurant and lounge, and/or other entertainment attractions. The parties hereto agree that such a multi-attraction use will not be deemed to be a "bowling alley" or a "billiard hall" within the meaning of Paragraph 2(a)(vi) or Paragraph 2(a)(ix) of the Original Declaration, even though it includes bowling lanes and/or billiard tables as components of the multi-attraction use.

2. Scope of Amendment. This Amendment will not be construed to permit Lot 1, Oak View Plaza 1st Platting, a subdivision in Douglas County, Nebraska, to be used in any manner or for any other purpose which is prohibited by the Declaration or prohibited by law.

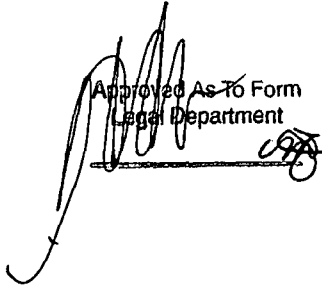
3. Multiple Counterparts. This Amendment may be executed in any number of counterparts and by the parties hereto on different counterparts. Each such counterpart shall for all purposes be deemed to be an original and all such counterparts shall together constitute but one and the same Amendment. Executed signature pages to any counterpart instrument may be detached and affixed to a single counterpart, which single counterpart with multiple executed signature pages affixed thereto constitutes the original counterpart instrument. All of these counterpart pages shall be read as though one and they shall have the same force and effect as if all of the parties had executed a single signature page.


4. Entire Amendment. This Amendment contains the entire agreement of the parties hereto with respect to the subject matter of this Amendment.

[signature page immediately follows]

In Witness Whereof, the parties hereto have executed this Amendment on the dates set forth below.

Realty Income Corporation, a Maryland corporation, successor by merger to Realty Income Corporation, a Delaware corporation


Approved As To Form
Legal Department

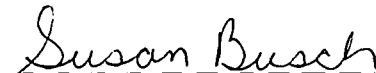
By: 
Name: Michael R. Pfeiffer
Title: Executive Vice President
Date: March 1, 2011 General Counsel

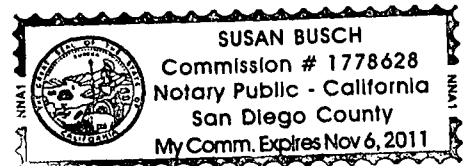
STATE OF CALIFORNIA §
§ SS.
COUNTY OF SAN DIEGO §

On MARCH 1, 2011 before me, SUSAN BUSCH,
Notary Public, personally appeared MICHAEL R. PFEIFFER, 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.

 (Notary Seal)
Signature of Notary Public



In Witness Whereof, the parties hereto have executed this Amendment on the dates set forth below.

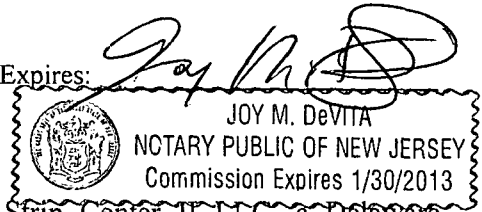
LVP Oakview Strip Center LLC, a Delaware limited liability company

By: [Signature]
Name: JEFFREY A. DASH
Title: SVP
Date: 8-26-2011

STATE OF New Jersey)
) ss.
COUNTY OF Ocean)

The foregoing instrument was acknowledged before me this 1st day of September, 2011, by Jeffrey A. Dash, SVP of LVP Oakview Strip Center LLC, a Delaware limited liability company, on behalf of the company.

Notary Public
My Commission Expires: [Signature]



LVP Oakview Strip Center II LLC, a Delaware limited liability company

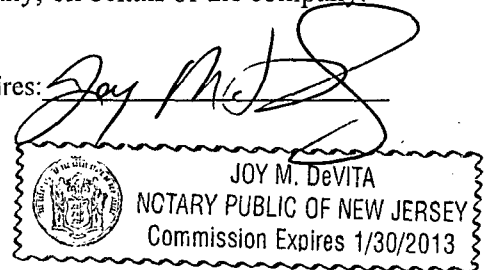
**NOTARIAL SEAL
REGISTER OF DEEDS**

By: [Signature]
Name: JEFFREY A. DASH
Title: SVP
Date: 8-26-2011

STATE OF New Jersey)
) ss.
COUNTY OF Ocean)

The foregoing instrument was acknowledged before me this 1st day of September, 2011, by Jeffrey A. Dash, SVP of LVP Oakview Strip Center II LLC, a Delaware limited liability company, on behalf of the company.

Notary Public
My Commission Expires: [Signature]



In Witness Whereof, the parties hereto have executed this Amendment on the dates set forth below.

IRET Properties, a North Dakota Limited Partnership, a North Dakota limited partnership

By: IRET, Inc., a North Dakota corporation,
General Partner

By: [Signature]
Name: Charles A. Greenberg
Title: Senior Vice President
Date: 4/29/11

STATE OF Minnesota)
) ss.
COUNTY OF Hennepin)

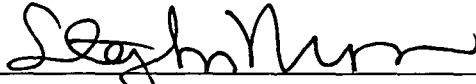
The foregoing instrument was acknowledged before me this 29th day of April, 2011, by Charles A. Greenberg, Senior Vice President of IRET, Inc., a North Dakota corporation, general partner of IRET Properties, a North Dakota Limited Partnership, on behalf of the limited partnership.

Notary Public [Signature]
My Commission Expires: 1-31-12



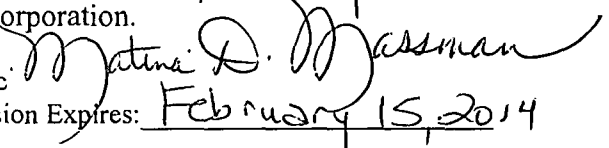
In Witness Whereof, the parties hereto have executed this Amendment on the dates set forth below.

~~Hy-Vee, Inc.~~
~~Hy-Vee Food Stores, Inc.~~, an Iowa corporation

By: 
Name: Stephen Meyer
Title: Executive Vice President, Secretary
Date: 02-06-2012

STATE OF IOWA)
) ss.
COUNTY OF POLK)

The foregoing instrument was acknowledged before me this 6th day of February, 2011, by Stephen Meyer, Executive Vice President, Secretary of ~~Hy-Vee Food Stores, Inc.~~, an Iowa corporation, on behalf of the corporation.

Notary Public: 
My Commission Expires: February 15, 2014



In Witness Whereof, the parties hereto have executed this Amendment on the dates set forth below.

FLIK, Inc., a Delaware corporation

By: [Signature]
Name: Gregory K. Silvers
Title: Vice President
Date: May 10, 2011

STATE OF Missouri)
) ss.
COUNTY OF Jackson)

The foregoing instrument was acknowledged before me this 10th day of May, 2011, by Gregory K. Silvers, Vice President of FLIK, Inc., a Delaware corporation, on behalf of the corporation.

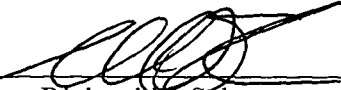
Notary Public
My Commission Expires: 9/5/11

AMY LENK
Notary Public - Notary Seal
STATE OF MISSOURI
Jackson County
My Commission Expires: Sept. 5, 2011
Commission # 07387239

In Witness Whereof, the parties hereto have executed this Amendment on the dates set forth below.


Kohl's Illinois, Inc., a Nevada corporation

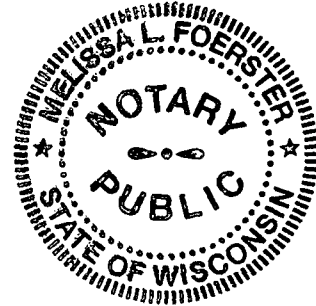
APPROVED
MDD

By: 
Name: Richard D. Schepp
Title: Attorney-in-Fact
Date: 12/19/2011

STATE OF WISCONSIN)
) ss.
COUNTY OF WAUKESHA)

The foregoing instrument was acknowledged before me this 19 day of December, 2011, by Richard D. Schepp, Attorney-in-Fact of Kohl's Illinois, Inc., a Nevada corporation, on behalf of the corporation.

Notary Public 
My Commission Expires: 1/10/15



In Witness Whereof, the parties hereto have executed this Amendment on the dates set forth below.

TRU 2005 RE I, LLC, a Delaware limited liability company

By: David P. Picot
 Name: DAVID P. PICOT
 Title: SVP - PROPERTY DEVELOPMENT
 Date: _____

STATE OF New Jersey)
) ss.
 COUNTY OF Passaic)

The foregoing instrument was acknowledged before me this 30 day of March, 2011, by David P. Picot SVP - Property Development of TRU 2005 RE I, LLC, a Delaware limited liability company, on behalf of the company.

Notary Public Marisa Ann Russo
 My Commission Expires: _____

Marisa Ann Russo
Notary Public of New Jersey
My Commission Expires November 14, 2016

NOTARIAL SEAL
REGISTER OF DEEDS

In Witness Whereof, the parties hereto have executed this Amendment on the dates set forth below.

LS Partners, LLC, a Nebraska limited liability company

By: Joel A
Name: Joel A
Title: President
Date: 3/9/11

STATE OF Nebraska)
) ss.
COUNTY OF Douglas)

The foregoing instrument was acknowledged before me this 9 day of March, 2011, by Joel Schlessinger, MD, President of LS Partners, LLC, a Nebraska limited liability company, on behalf of the company.

Notary Public
My Commission Expires: April 7, 2013



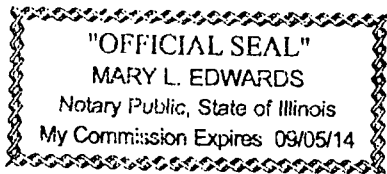
In Witness Whereof, the parties hereto have executed this Amendment on the dates set forth below.

SYSTEMS, INC.
Safety-Kleen Corp., a Wisconsin corporation

By: Keith J. Kozie
Name: KEITH J. KOZIE
Title: DIRECTOR, REAL ESTATE
Date: 3/17/11

STATE OF ILLINOIS)
) ss.
COUNTY OF KANE)

The foregoing instrument was acknowledged before me this 17th day of MARCH, 2011, by DIRECTOR, REAL ESTATE, KEITH J. KOZIE, of Safety-Kleen Corp., a Wisconsin corporation, on behalf of the corporation. SYSTEMS, INC.



Mary L. Edwards
Notary Public
My Commission Expires: 9-5-14

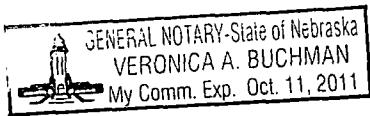
In Witness Whereof, the parties hereto have executed this Amendment on the dates set forth below.

McGregor Interests Tuscan Oaks, LLC, a Nebraska limited liability company

By: [Signature]
Name: LeGrande N. McGregor, President of
Title: McGregor Interests, Inc. the Manager of
Date: McGregor Interests, LLC.
August 29, 2011

STATE OF NEBRASKA)
) ss.
COUNTY OF DOUGLAS)

The foregoing instrument was acknowledged before me this 29th day of August, 2011, by LeGrande N. McGregor, Managing Member, _____ of McGregor Interests Tuscan Oaks, LLC, a Nebraska limited liability company, on behalf of the company.



Notary Public [Signature]
My Commission Expires: _____

In Witness Whereof, the parties hereto have executed this Amendment on the dates set forth below.

George W. Venteicher
George W. Venteicher
Date: 5-14-12

Susan Venteicher
Susan Venteicher
Date: 5-14-12

Frank R. Krejci
Frank R. Krejci
Date: May 8, 2012

Vera Jane Krejci
Vera Jane Krejci
Date: May 8, 2012

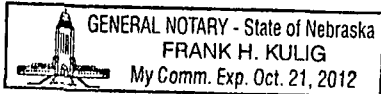
KVI Associates, Inc., a Nebraska corporation

By: George W. Venteicher
George W. Venteicher, President
Date: 5-14-12

STATE OF Nebraska)
) ss.
COUNTY OF Douglas)

The foregoing instrument was acknowledged before me this 14th day of May, 2012, by George W. Venteicher.

Frank Kulig
Notary Public
My Commission Expires: 10-21-12



STATE OF Nebraska)
) ss.
COUNTY OF Douglas)

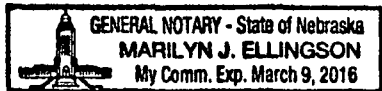
The foregoing instrument was acknowledged before me this 14th day of May, 2012, by Susan Venteicher.



Frank Kulig
Notary Public
My Commission Expires: 10-21-12

STATE OF Nebraska)
) ss.
COUNTY OF Douglas)

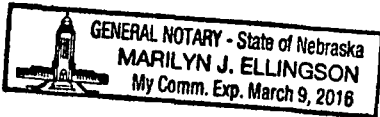
The foregoing instrument was acknowledged before me this 8 day of May, 2012, by Frank R. Krejci.



Marilyn J. Ellingson
Notary Public
My Commission Expires: March 9, 2016

STATE OF Nebraska)
) ss.
COUNTY OF Douglas)

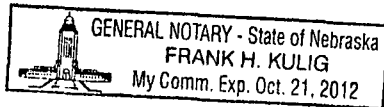
The foregoing instrument was acknowledged before me this 8 day of May, 2012, by Vera Jane Krejci.



Marilyn J. Ellingson
Notary Public
My Commission Expires: March 9, 2016

STATE OF Nebraska)
) ss.
COUNTY OF Douglas)

The foregoing instrument was acknowledged before me this 14th day of May, 2012, by George W. Venteicher, President of KVI Associates, Inc., a Nebraska corporation, on behalf of the corporation.



Frank Kulig
Notary Public
My Commission Expires: 10-21-12

In Witness Whereof, the parties hereto have executed this Amendment on the dates set forth below.

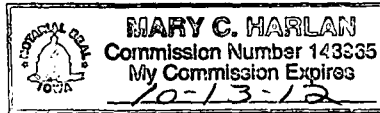
Progress Drug Limited Company, an Iowa limited liability company

By: [Signature]
Name: Ronald L Daniels
Title: President
Date: 3/9/11

STATE OF Iowa)
) ss.
COUNTY OF Polk)

The foregoing instrument was acknowledged before me this 9 day of March, 2011, by Ronald L Daniels, _____ of Progress Drug Limited Company, an Iowa limited liability company, on behalf of the company.

Mary C Harlan
Notary Public
My Commission Expires: 10-13-12



In Witness Whereof, the parties hereto have executed this Amendment on the dates set forth below.

Battery Investors One, LLC, an Iowa limited liability company

By: [Signature]
Name: Steven J. Downing
Title: Member
Date: 2-25-11

STATE OF IOWA)
) ss.
COUNTY OF DALLAS)

The foregoing instrument was acknowledged before me this 25th day of February, 2011, by Steven J. Downing, Member of Battery Investors One, LLC, an Iowa limited liability company, on behalf of the company.

Notary Public Sandra J. Gannon
My Commission Expires: 10/10/12

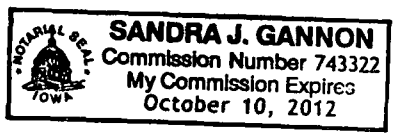


Exhibit "A"

Lots 15, 16, 17, 18, 19, 20 and 21, in Oak View, a subdivision as surveyed, platted and recorded in the City of Omaha, Douglas County, Nebraska; EXCEPT the following two parcels:

1. The First Parcel excepted from the above legal description is as follows:

A Tract of land being part of Lot 20, Oak View, a platted and recorded subdivision in Douglas County, Nebraska, more particularly described as follows:

Beginning at the northwest corner of said Lot 20; said point also being the intersection of the east line of 144th Street and the south line of Oakview Drive; thence along the northerly line of said Lot 20 and along said south line of Oakview Drive, the following three (3) courses:

- (1) South 90 degrees 00 minutes 00 seconds E, 77.09 feet to the beginning of a curve to the right;
- (2) Along said curve, having a radius of 260.00 feet and a chord bearing South 74 degrees 12 minutes 19 seconds East, 141.54 feet, an arc distance of 143.34 feet;
- (3) South 58 degrees 24 minutes 38 seconds East, 128.59 feet;
Thence South 30 degrees 02 minutes 33 seconds West, 179.38 feet; thence North 59 degrees 57 minutes 27 seconds West, 141.90 feet; thence North 90 degrees 00 minutes 00 seconds West, 110.18 feet to said east line of 144th Street; thence along said east line, North 0 degrees 00 minutes 00 seconds East, 190.13 feet to the Point of Beginning; containing an area of 1.275 acres more or less.

2. The Second Parcel excepted from the above legal description is as follows:

A tract of land being a part of Lot 20, Oak View, a platted and recorded subdivision in Douglas County, Nebraska, more particularly described as follows:

Beginning at the southwest corner of said Lot 20; thence along the west line of said Lot 20, North 0 degrees 00 minutes 43 seconds West (platted bearing), 138.23 feet; thence continuing along said west line, North 0 degrees 00 minutes 00 seconds West, 91.77 feet; thence South 90 degrees 00 minutes 00 seconds East, 110.18 feet; thence South 59 degrees 57 minutes 27 seconds East, 152.90 feet; thence South 30 degrees 02 minutes 33 seconds West, 267.00 feet to the southwesterly line of said Lot 20; thence along said southwesterly line, North 54 degrees 29 minutes 08 seconds West, 133.71 feet to the Point of Beginning; containing an area of 1.145 acres, more or less.

NOW KNOWN AS:

Lots 15 and 20. Oak View, a subdivision as surveyed, platted and recorded in the City of Omaha, Douglas County, Nebraska; EXCEPT the following two parcels: 61-28224

1. The First Parcel excepted from the above legal description is as follows:

A Tract of land being part of Lot 20, Oak View, a platted and recorded subdivision in Douglas County, Nebraska, more particularly described as follows:

Beginning at the northwest corner of said Lot 20; said point also being the intersection of the east line of 144th Street and the south line of Oakview Drive; thence along the northerly line of said Lot 20 and along said south line of Oakview Drive, the following three (3) courses:

- (1) South 90 degrees 00 minutes 00 seconds E, 77.09 feet to the beginning of a curve to the right;
- (2) Along said curve, having a radius of 260.00 feet and a chord bearing South 74 degrees 12 minutes 19 seconds East, 141.54 feet, an arc distance of 143.34 feet;
- (3) South 58 degrees 24 minutes 38 seconds East, 128.59 feet;
Thence South 30 degrees 02 minutes 33 seconds West, 179.38 feet; thence North 59 degrees 57 minutes 27 seconds West, 141.90 feet; thence North 90 degrees 00 minutes 00 seconds West, 110.18 feet to said east line of 144th Street; thence along said east line, North 0 degrees 00 minutes 00 seconds East, 190.13 feet to the Point of Beginning; containing an area of 1.275 acres more or less.

2. The Second Parcel excepted from the above legal description is as follows:

A tract of land being a part of Lot 20, Oak View, a platted and recorded subdivision in Douglas County, Nebraska, more particularly described as follows:

Beginning at the southwest corner of said Lot 20; thence along the west line of said Lot 20, North 0 degrees 00 minutes 43 seconds West (platted bearing), 138.23 feet; thence continuing along said west line, North 0 degrees 00 minutes 00 seconds West, 91.77 feet; thence South 90 degrees 00 minutes 00 seconds East, 110.18 feet; thence South 59 degrees 57 minutes 27 seconds East, 152.90 feet; thence South 30 degrees 02 minutes 33 seconds West, 267.00 feet to the southwesterly line of said Lot 20; thence along said southwesterly line, North 54 degrees 29 minutes 08 seconds West, 133.71 feet to the Point of Beginning; containing an area of 1.145 acres, more or less.

AND

Lots 1, 2 and 3, Oak View Plaza (1st Platting), subdivision as surveyed, platted and recorded in the City of Omaha, Douglas County, Nebraska

61-28226

AND

Lots 1, 2, 7, 8, 9, 10, 11, 12, 13 and 14, Oak View Plaza (3rd Platting), subdivision as surveyed, platted and recorded in the City of Omaha, Douglas County, Nebraska

61-28231

AND

Lot 2, Oak View Plaza (3rd Platting) Replat I, subdivision as surveyed, platted and recorded in the City of Omaha, Douglas County, Nebraska 61-28242

AND

Lots A and B, Oak View Plaza (3rd Platting) Replat II, subdivision as surveyed, platted and recorded in the City of Omaha, Douglas County, Nebraska 61-28243

AND

Lot 1, Oak View Plaza (3rd Platting) Replat Three, subdivision as surveyed, platted and recorded in the City of Omaha, Douglas County, Nebraska 61-28248

AND

Lots 1 and 2, Oak view Plaza (3rd Platting) Replat Four, subdivision as surveyed, platted and recorded in the City of Omaha, Douglas County, Nebraska 61-28249