

FILED SARPY CO. NE.
INSTRUMENT NUMBER
2003 17602

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Lloyd Dowding
REGISTER OF DEEDS

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FOR RECORDING
INFORMATION.**

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NEXT PAGE.**

LLOYD J. DOWDING

SARPY COUNTY REGISTER OF DEEDS
1210 GOLDEN GATE DRIVE, STE 1109
PAPILLION, NE 68046-2895
402-593-5773

Rec: McGrath North

A

Please return to: 10/2
Shaun M. James
Gross & Welch, P.C.
2120 South 72nd Street, Suite 800
Omaha, NE 68124

AMENDMENT TO DEED OF TRUST

THIS AMENDMENT TO DEED OF TRUST, dated effective December 31, 2002, by and among the following:

TRUSTOR: Phoenix Properties, LLC
1700 Farnam Street, Suite 2888
Omaha, Nebraska 68102-2002

TRUSTEE: Jerry Slusky
Gross & Welch, P.C.
2120 South 72nd Street, Suite 800
Omaha, Nebraska 68124

BENEFICIARY: Phoenix Brook Valley Re-Cap, LLC
1125 South 103rd Street
Omaha, Nebraska 68124

to amend as follows that certain Deed of Trust executed by the parties, and recorded September 27, 2002, as instrument number 2002-38082 (the "Deed of Trust"), and pertaining to the real property legally described as:

The South 405 feet of Lot 24, Brook Valley Business Park, a subdivision in Sarpy County, Nebraska, a/k/a Lot 24A, Brook Valley Business Park, a subdivision in Sarpy County, Nebraska.

THE PARTIES HEREBY AMEND the Deed of Trust as follows:

Paragraph 21 is deleted in its entirety and the following is inserted as the text of paragraph 21 of the Deed of Trust:

"Trustor expressly understands and agrees that nothing contained in this instrument shall in any manner constitute or be deemed to be a release or impairment of the indebtedness evidenced by the Note or an impairment of the lien of this Deed of Trust instrument or any other liens, assignments, rights or security interests securing the Note or shall otherwise affect or impair the enforceability of this Deed of Trust or the Note. Furthermore, nothing in this instrument shall preclude Trustee or Beneficiary from foreclosing under this Deed of Trust, from proceeding against any and all security held by Trustee or

Beneficiary, or from enforcing any and all of Beneficiary's rights and remedies at law or in equity, including, without limitation, the right to have a receiver appointed in case of a default under this Deed of Trust or the Note, or from pursuing an action at law and obtaining judgment against Trustor for the indebtedness secured hereby."

EXECUTED effective as of the date first written above.

PHOENIX BROOK VALLEY RE-CAP, LLC, BENEFICIARY:

By: **HMG PROPERTIES, L.L.C.**
Co-Manager

Thomas G. Hotz
Thomas G. Hotz, Managing Member

By: **BENGIN, INC., Co-Manager**

Bennett Ginsberg
Bennett Ginsberg, President

PHOENIX PROPERTIES, LLC, TRUSTOR:

By: **RCS & SONS, INC., Member**

Robert C. Schropp
Robert C. Schropp, President

Leo E. Dahlke
Leo E. Dahlke, Member

JERRY M. SLUSKY, ESQ., TRUSTEE:

Jerry M. Slusky

PHOENIX BROOK VALLEY MANAGEMENT, LLC, Manager of Trustor

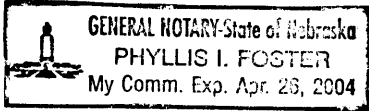
By: **HMG REALTY ADVISORS, L.L.C.**
Manager

Thomas G. Hotz
Thomas G. Hotz, President

C

STATE OF NEBRASKA)
)
COUNTY OF DOUGLAS) ss.

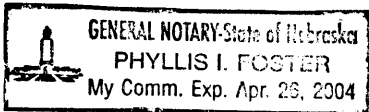
The foregoing instrument was acknowledged before be this 23RD day of January, by Robert E. Schropp, President of RCS & Sons, Inc., a Member of Phoenix Properties, LLC, a Nebraska limited liability company, Trustor, on behalf of such corporation and such limited liability company.



Phyllis I. Foster
Notary Public

STATE OF NEBRASKA)
)
COUNTY OF DOUGLAS) ss.

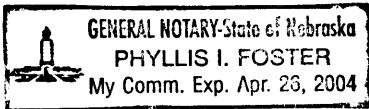
The foregoing instrument was acknowledged before be this 23RD day of January, by Leo E. Dahlke, Member of Phoenix Properties, LLC, a Nebraska limited liability company, Trustor, on behalf of such limited liability company.



Phyllis I. Foster
Notary Public

STATE OF NEBRASKA)
)
COUNTY OF DOUGLAS) ss.

The foregoing instrument was acknowledged before be this 16TH day of January, by Thomas Hotz, President of HMG Realty Advisors, L.L.C., a Nebraska limited liability company and the Manager of Phoenix Brook Valley Management, LLC, a Nebraska limited liability company and the Manager of Phoenix Properties, LLC, on behalf of such limited liability companies.

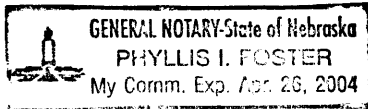


Phyllis I. Foster
Notary Public

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STATE OF NEBRASKA)
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) ss.
COUNTY OF DOUGLAS)

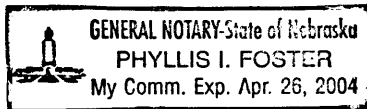
The foregoing instrument was acknowledged before be this 16th day of January, by Thomas Hotz, Managing Member of HMG Properties, L.L.C., a Nebraska limited liability company and the Co-Manager of Phoenix Brook Valley Re-Cap, LLC, a Nebraska limited liability company and Beneficiary, on behalf of such limited liability companies.



Phyllis I. Foster
Notary Public

STATE OF NEBRASKA)
)
) ss.
COUNTY OF DOUGLAS)

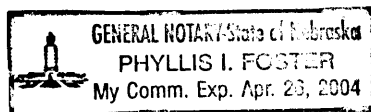
The foregoing instrument was acknowledged before be this 16th day of January, by Bennett Ginsburg, President of BenGin, Inc., a Nebraska corporation and the Co-Manager of Phoenix Brook Valley Re-Cap, LLC, a Nebraska limited liability company and Beneficiary, on behalf of such corporation and limited liability company.



Phyllis I. Foster
Notary Public

STATE OF NEBRASKA)
)
) ss.
COUNTY OF DOUGLAS)

The foregoing instrument was acknowledged before be this 24th day of January, by Jerry M. Slusky, Trustee.



Phyllis I. Foster
Notary Public