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AMENDMENT TO PARKING DECLARATION

THIS AMENDMENT TO PARKING DECLARATION, made this __31st__ day of July, 1995, between Opus Corporation, a Minnesota corporation ("Opus") and ConAgra, Inc., a Delaware corporation ("ConAgra").

RECITALS

Opus and ConAgra are parties to a Parking Declaration dated November 30, 1989, recorded November 30, 1989, in the Miscellaneous Records of Douglas County, Nebraska, at Page 481 of Book 906 (the "Declaration"). Under the Declaration, Opus may from time to time provide additional parking facilities. Opus and ConAgra have agreed to construct a parking deck on the Parking Parcel, as defined in the Declaration, and to amend the Declaration to provide for that parking deck.

NOW, THEREFORE, the parties hereto hereby agree as follows:

1. The first paragraph on page 2 of the Declaration is amended to read as follows:

The First Use Parcel, the Second Use Parcel, Lots 2, 3 and 17 of Central Park East, an Addition to the City of Omaha, as surveyed, platted and recorded in Douglas County, Nebraska and the Additional Parcels are herein called collectively the "Benefitted Parcels" and individually a "Benefitted Parcel".

2. Section 1 of the Declaration is amended to read as follows:

1. Opus has provided street level parking facilities on the Parking Parcel and Expansion Parcel in accordance with the terms of the First Use Lease. Opus will provide on the Parking Parcel a one-level parking deck containing approximately 300 stalls (the "Parking Deck") pursuant to contract with ConAgra. Opus may from time to time provide additional parking facilities on the Parking Parcel. The parking facilities provided pursuant to the First Use Lease, the Parking Deck and all other parking facilities from time to time provided by Opus on the Parking Parcel and Expansion Parcel, together with all replacements thereto, are herein called the "Parking Facilities", and individual components thereof constructed at different times are individually called a "Parking Facility". ConAgra shall own the Parking Deck, subject to the easements created by this Declaration, but upon the termination of all leases by which ConAgra leases one or more of the Benefitted Parcels, title to the Parking Deck shall pass to the owner of the Parking Parcel without further act or instrument.

Faegre & Benson
2200 Northwest Center
Minneapolis, MN 55402-390

3.   The following sentence is added to Section 3 of the Declaration:

Opus shall construct the Parking Deck, pursuant and subject to the terms and conditions of a construction contract with ConAgra.

4.   All references to the Declaration in the Declaration as amended hereby shall be to the Declaration as amended hereby, and all use in the Declaration of defined words or terms which are amended by this Amendment shall be to the words or terms as so amended.

5.   Except as hereby amended, the Declaration and all of the terms and provisions thereof shall remain in full force and effect.
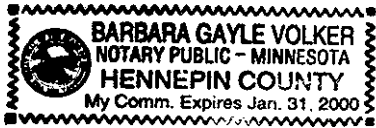
IN WITNESS WHEREOF, the parties hereto have caused these presents to be made as of the day and year first above stated.

OPUS CORPORATION

By _____

Its _____Vice President_____

STATE OF MINNESOTA   )
) ss.
COUNTY OF HENNEPIN   )

The foregoing instrument was acknowledged before me this _____ day of July, 1995, by _Barbara Gayle Volker_, the _Notary_ of Opus Corporation, a Minnesota corporation, on behalf of the corporation.

BARBARA GAYLE VOLKER
NOTARY PUBLIC – MINNESOTA
HENNEPIN COUNTY
My Comm. Expires Jan. 31, 2000

Barbara Gayle Volker
Notary Public

NOTICE: ERROR HAS BEEN FOUND INASMUCH AS: _____
Date missing in notary.

-2-

CONAGRA, INC.

By _Janet Richardson_

Its _JANET RICHARDSON_

VICE PE
CORPORA IABILITIES

STATE OF NEBRASKA   )
) ss.

COUNTY OF DOUGLAS   )

        The foregoing instrument was acknowledged before me this _31_ day of July, 1995, by _Joan A. Rydberg_, the _Notary_ of ConAgra, Inc., a Delaware corporation, on behalf of the corporation.

Joan A. Rydberg

Notary Public

M1:0037830.01

NOTICE: ERROR HAS BEEN FOUND INASMUCH AS: _____

Notary incorrectly acknowledged herself instead of Janet Richardson.