



MISC 2011087785



OCT 17 2011 11:04 P 4

F misc 4/2 M  
FFE 2100 FB MC-110595  
RKP C/O COMIP  
DEL SCAN FV

Received - DIANE L. BATTIATO  
Register of Deeds, Douglas County, NE  
10/17/2011 11:04:43.63



2011087785

**FIRST AMENDMENT TO DEED OF TRUST**

THIS FIRST AMENDMENT TO DEED OF TRUST (this "First Amendment") is made this 30<sup>th</sup> day of September, 2011 (the "Effective Date") among GREAT WESTERN BANK, a bank chartered under the laws of the State of South Dakota ("Trustee", "Lender" and "Beneficiary"), and FANTASY'S, INC., a Nebraska corporation ("Trustor"), with respect to that certain Deed of Trust (as the same may be amended, restated, modified or supplemented from time to time, the "Deed of Trust") dated May 31, 2005, executed by Trustor to Trustee for the benefit of Beneficiary, which Deed of Trust was recorded January 19, 2007 as Instrument No. 2007007547 with the Douglas County, Nebraska Register of Deeds with respect to that certain real estate located in Douglas County, Nebraska, more particularly described in Exhibit A attached hereto and incorporated by reference herein.

**WITNESSETH:**

1. All terms used herein, unless specifically modified by this First Amendment, shall have the same meaning as ascribed to them in the Deed of Trust. Where the terms of this First Amendment may conflict with the terms of the Deed of Trust, this First Amendment shall control.

2. Beneficiary and Trustor hereby agree that this First Amendment is given in consideration of Beneficiary entering into that certain Forbearance Agreement and First Global Amendment (GWB Loans) dated on even date herewith among Trustor, Tranquility Realty, LLC, a Nebraska limited liability company, West Maple Fantasy's, LLC, a Nebraska limited liability company, and Beneficiary, and other good and valuable consideration, the receipt of which is hereby acknowledged.

3. Beneficiary and Trustor hereby agree that the Deed of Trust was intended to and did convey to Trustee in trust, WITH POWER OF SALE, for the benefit of Beneficiary, all of Trustor's right, title and interest in and to the "Lease" (as that term is defined below) in addition to all other property described in the Deed of Trust, and the term "Real Property" as described in the Lease includes Trustor's interest in, to and under the Lease. As used herein, the word "Lease" means the lease of property dated April 20, 2000, between Robert J. Krejci, Gail D. Krejci and F & J Enterprises, Inc., collectively as Landlord, and Trustor as Tenant, which Lease was recorded with the Douglas County Register of Deeds on August 17, 2000 at Misc. Book 1348, Page 332.

4. Except as specifically amended herein, the Deed of Trust shall remain in full force and effect as originally executed.

5. This First Amendment shall be binding on the successors and assigns of the parties hereto.

After recording, return to:  
Jason Benson  
McGrath North Mullin & Kratz, PC LLO  
1601 Dodge Street, Suite 3700  
Omaha, NE 68102

593634

6. This First Amendment may be executed in any number of counterparts, each of which when so executed shall be deemed to be an original and all of which when taken together shall constitute but one and the same agreement.

*[Signature Page Follows]*

IN WITNESS WHEREOF, the parties hereto have executed this First Amendment as of the date first written above.

GREAT WESTERN BANK

FANTASY'S, INC.

By: Michael Phelps  
Title: Vice President

By: John Spawter  
Title: President

STATE OF NEBRASKA     )  
  ) ss.  
COUNTY OF DOUGLAS    )

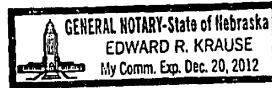
The foregoing First Amendment to Deed of Trust was acknowledged before me on Oct. 13, 2011, by Michael Phelps, Vice President of Great Western Bank, and acknowledged the execution thereof to be his/her voluntary act and deed and the voluntary act and deed of said Great Western Bank.



Dixie L. Nelson  
Notary Public

STATE OF NEBRASKA     )  
  ) ss.  
COUNTY OF DOUGLAS    )

The foregoing First Amendment to Deed of Trust was acknowledged before me on Oct. 12, 2011, by John Spawter, President of Fantasy's, Inc., and acknowledged the execution thereof to be his/her voluntary act and deed and the voluntary act and deed of said Fantasy's, Inc.



Edward R. Krause  
Notary Public

EXHIBIT A

LOTS 3 & 4, HILLSBOROUGH PLAZA, A SUBDIVISION, AS SURVEYED, PLATTED AND RECORDED, IN DOUGLAS COUNTY, NEBRASKA.