



MISC 2007067251



JUN 14 2007 12:55 P 7

Received - DIANE L. BATTIATO
Register of Deeds, Douglas County, NE
6/14/2007 12:55:12.54



2007067251

**THIRD AMENDMENT TO
DECLARATION OF RESTRICTIONS AND GRANT OF EASEMENTS**

THIS THIRD AMENDMENT TO DECLARATION OF RESTRICTIONS AND GRANT OF EASEMENTS ("Amendment") is made by and among DILLON COMPANIES, INC., a Kansas corporation ("Dillon"), and AMES 72, L.L.C., a Nebraska limited liability company ("Ames"), (individually, a "Party" or collectively as the "Parties").

RECITALS

The Parties are the owners of Lots 1, 2, 5, 6 and Outlot 1 in Benson Park Plaza, a subdivision, as surveyed, platted and recorded, in Douglas County, Nebraska, except those portions thereof heretofore dedicated for right of way. Lots 1 through 6, inclusive, and Outlot 1, Benson Park Plaza, a subdivision, as surveyed, platted and recorded, in Douglas County, Nebraska, except those portions thereof heretofore dedicated for right of way. (the "Shopping Center") are subject to a Declaration of Restrictions and Grant of Easements recorded June 15, 2000, in Book 1341 at Page 429 of the Miscellaneous Records of Douglas County, Nebraska, as amended by a First Amendment to Declaration of Restrictions and Grant of Easements recorded June 19, 2001, in Book 1386 at Page 127 of the Miscellaneous Records of Douglas County, Nebraska, and by a Second Amendment to Declaration of Restrictions and Grant of Easements recorded August 31, 2006 as Instrument number 2006100339 in the Miscellaneous Records of Douglas County, Nebraska (collectively, the "Declaration"). The Parties collectively own 90% or more of the total square footage of "Building Area" (as defined in the Declaration) in the Shopping Center and desire to amend the Declaration in accordance with Section 8.5 thereof.

AGREEMENT

NOW, THEREFORE, the Parties hereby amend the Declaration as follows:

1. **Definitions.** Capitalized terms not otherwise defined herein shall have the respective meanings ascribed to such terms in the Declaration. The definition of a Parcel in the Shopping Center will not include any land dedicated as right of way. Ames, being the Owner of Parcel 1, and Dillon, being the Owner of Parcel 2, are the "Consenting Owners" for purposes of the Declaration and this Amendment.

OM-239397-1

Misc
G 7h
6038450
FEF 38 FB 43-03445
BKP _____ C/O _____ COMP *dw*
DEL _____ SCAN _____ FV _____



2. **Development of Outlot 1.** Notwithstanding any other provisions of the Declaration, the improvements shown and described on the site plan attached hereto and marked Exhibit "A" (the "Outlot 1 Development Plan") may be constructed on Outlot. The Consenting Owners hereby approve the Outlot 1 Development Plan and the construction of the improvements on Outlot 1 in accordance with the plans and specifications identified on Exhibit "B" attached hereto.


3. **Effective Date.** The Owner of Outlot 1 shall cause this Amendment to be recorded in the office of the Register of Deeds of Douglas County, Nebraska, and this Amendment shall become effective on the date it is recorded.

4. **Incorporation of Exhibits.** Exhibits "A" and "B" attached hereto are incorporated into this Amendment.

5. **Reaffirmation of Declaration.** As hereby amended, the Declaration shall remain in full force and effect.

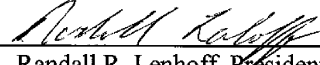
IN WITNESS WHEREOF, the undersigned Parties have executed this Amendment on the dates set forth beneath their respective signatures.

DILLON COMPANIES, INC.

By: 
Name: John Bays
Title: Vice President
Date: May 8, 2007

AMES 72, L.L.C.

By: LEM Management, Inc., a
Nebraska corporation, Manager

By: 
Randall R. Lenhoff, President

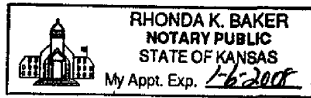
Date: May 31, 2007

STATE OF KANSAS)
) ss.
COUNTY OF RENO)

The foregoing instrument was acknowledged before me this 8th day of May, 2007 by John Bays, Vice President of Dillon Companies, Inc., a Kansas corporation, on behalf of the corporation.

Rhonda K. Baker
Notary Public

My Commission expires:



STATE OF NEBRASKA)
) ss.
COUNTY OF DOUGLAS)

The foregoing instrument was acknowledged before me this 31st day of May, 2007, by Randall R. Lenhoff, President of LEM Management, Inc., a Nebraska corporation, the manager of Ames 72, L.L.C., a Nebraska limited liability company, on behalf of the limited liability company.

Cindy M. Wiese
Notary Public

My Commission expires:

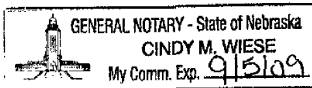


EXHIBIT "A"
OUTLOT 1 DEVELOPMENT PLAN

OM-239397-1

EXHIBIT "B"**PLANS AND SPECIFICATIONS**

The following plans were prepared by Leo A. Daly Company of Omaha, Nebraska, and are dated January 8, 2006.

PLAN SHEETS:

- G0.00 BENSON PARK COVER
- G0.01 INDEX OF DRAWINGS, VICINITY MAP AND SYMBOLS AND ABBREVIATIONS
- C0.01 BENSON PARK TOPOGRAPHIC SURVEY
- C1.01 BENSON PARK REMOVAL PLAN AND CONTROL PLAN
- C2.01 BENSON PARK SITE LAYOUT PLAN
- C2.02 BENSON PARK PLATFORM PAVING AND JOINTING PLAN
- C3.01 BENSON PARK SITE GRADING PLAN
- C3.02 BENSON PARK STORM WATER POLLUTION PREVENTION PLAN (SWPPP)
- C4.01 BENSON PARK UTILITY PLAN
- C4.02 BENSON PARK SITE ELECTRICAL PLAN
- C5.01 BENSON PARK SITE DETAILS
- C6.01 BENSON PARK LANDSCAPE PLAN
- A1.01 BENSON PARK FLOOR PLAN, ELEVATIONS, SECTIONS AND DETAILS
- A1.02 BENSON PARK MONUMENT SIGN AND DETAILS
- S0.01 BENSON PARK STRUCTURAL GENERAL NOTES
- S1.01 BENSON PARK FOUNDATION AND ROOF FRAMING PLANS
- S2.01 BENSON PARK SECTIONS AND DETAILS
- M1.01 BENSON PARK MECHANICAL PLANS
- E0.01 BENSON PARK SPECIFICATIONS AND SYMBOL LEGEND
- E1.01 BENSON PARK LIGHTING PLAN
- E2.01 BENSON PARK POWER PLANS
- E3.01 BENSON PARK SYSTEMS PLANS

SPECIFICATIONS: CITY OF OMAHA LATEST STANDARD SPECIFICATIONS

OM-239397-1

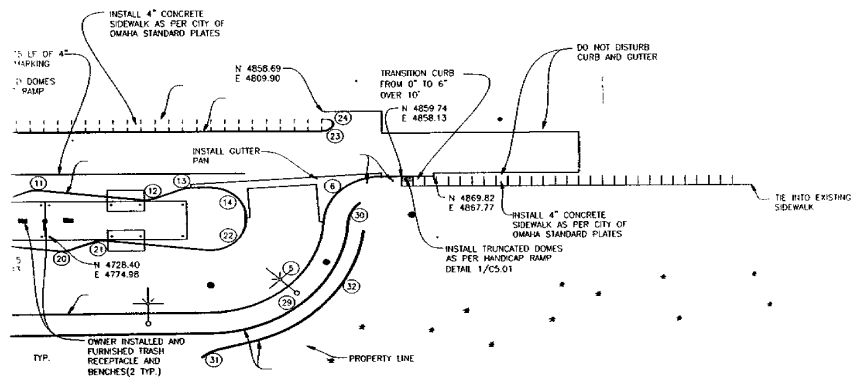
BIT A

METRO AREA TRANSIT
BENSON PARK
TRANSIT CENTER
OMAHA, NE

METRO AREA TRANSIT
2222 CUMMING STREET
OMAHA, NE 68102

LEO A DAILY
PLANNING
ARCHITECTURAL
ENGINEERING
INTERIORS

8600 Indian Hills Drive
Omaha, NE 68114-4039 USA
Tel 402-391-8111 Fax 402-391-8564



C202 FOR JOINTING

GENERAL NOTES:

- ALL WORK SHALL COMPLY WITH THE CITY OF OMAHA LATEST EDITION OF "STANDARD SPECIFICATIONS FOR PUBLIC WORKS CONSTRUCTION" AND ALL APPLICABLE REVISIONS.
- THE LOCATIONS OF ALL AERIAL AND UNDERGROUND UTILITY FACILITIES ARE APPROXIMATE OR MAY NOT BE INDICATED IN THESE PLANS. UNDERGROUND FACILITIES, WHETHER INDICATED OR NOT, SHALL BE LOCATED PRIOR TO CONSTRUCTION. IT SHALL BE THE RESPONSIBILITY OF THE CONTRACTOR TO PROTECT ALL EXISTING UTILITIES, PAVEMENT AND OTHER IMPROVEMENTS. ANY DAMAGE TO EXISTING UTILITIES AND/OR PAVED SURFACES CAUSED BY CONSTRUCTION OPERATIONS SHALL BE REPAIRED AT THE CONTRACTOR'S EXPENSE.
- THE CONTRACTOR SHALL CALL FOR THE EXISTING UTILITY LOCATION STAKES 48 HOURS PRIOR TO DIGGING. CALL LOCATING SERVICE AND ALL APPLICABLE UTILITY COMPANIES AS NECESSARY.

DIGGER'S HOTLINE OF NEBRASKA.....811

U.S. WEST TELEPHONE COMPANY.....422-2000

OMAHA PUBLIC POWER DISTRICT.....536-4000

METROPOLITAN UTILITIES DISTRICT - GAS & WATER.....449-8000

MOI TELECOMMUNICATIONS.....571-5450

COX COMMUNICATIONS.....933-3000

RAMP

STED OUT

- THE CONTRACTOR SHALL CONSTRUCT ALL PAVEMENTS TO MATCH EXISTING PAVEMENT GRADES AT TE-IN POINTS. CUT LINES TO BE AT EXISTING JOINT LOCATIONS.
- THE CONTRACTOR SHALL PAY FOR ALL PERMITS AND OTHER ASSOCIATED FEES REQUIRED BY LOCAL, STATE AND FEDERAL AGENCIES.
- ALL DIMENSIONS ARE MEASURED FROM BACK OF CURB OR AS INDICATED.
- CONTRACTOR SHALL REMOVE AND/OR ALLOCATE ALL ITEMS NECESSARY TO ACCOMMODATE THE PROPOSED IMPROVEMENTS, WHETHER SPECIFICALLY CALLED OUT BY NOTE OR NOT.
- CONTRACTOR SHALL PLACE AND ESTABLISH SEED PER CITY OF OMAHA SPECIFICATIONS AND NOTES ON LANDSCAPE PLAN FOR ALL DISTURBED AREAS.
- ALL JOINTING TO BE DONE AS SHOWN ON SHEET C202. CONTRACTOR TO SUBMIT JOINTING PLAN SHOW DRAWING PRIOR TO ALL CONCRETE WORK.
- THE ENGINEER/INSPECTOR MUST NOTIFY THE FOLLOWING CITY OF OMAHA PUBLIC WORKS DEPARTMENT PERSONNEL 48 HOURS PRIOR TO ALL PRECONSTRUCTION MEETINGS AND 48 HOURS PRIOR TO THE START OF ANY CONSTRUCTION. MATT GROSSE (PHONE: 402-444-5282; MGROSSE@CITYOFOMAHA.NE.US) AND LONEL ODOPEZA (PHONE: 402-444-5252; LOODOPEZ@CITYOFOMAHA.NE.US)
- THE ENGINEER/INSPECTOR MUST SUBMIT WEEKLY PROGRESS REPORTS TO THE FOLLOWING CITY OF OMAHA PUBLIC WORKS DEPARTMENT EMPLOYEE NO LATER THAN THE FOLLOWING WEEK ENDING DATE: MATT GROSSE.
- THE ENGINEER/INSPECTOR MUST NOTIFY THE FOLLOWING CITY OF OMAHA PUBLIC WORKS DEPARTMENT PERSONNEL 48 HOURS PRIOR TO LANE CLOSURES AND 24 HOURS PRIOR TO LANE RESTRICTIONS: MATT GROSSE, AND LONEL ODOPEZA.
- ALL CONCRETE TO BE CITY OF OMAHA L6 MIX AS PER SECTION 501 OF THE CITY OF OMAHA STANDARD SPECIFICATIONS. MINIMUM 28 DAY COMPRESSIVE STRENGTH TO BE 3500 PSI.
- CONTRACTOR TO MAINTAIN A 20' ASPHALT LANE ALONG THE BACKSIDE OF BUILDING AS CITY OF OMAHA FIRE LANE. DURING ENTIRE CONSTRUCTION, CONTRACTOR TO NOTIFY ENGINEER WHEN COMPLETE CLOSURE OF FIRE LANE WILL OCCUR SO COORDINATION WITH BAKER'S CAN OCCUR.

CURVE DATA

| # | L(FT) | R(FT) | PC | PT |
|----|-------|--------|------------------------|------------------------|
| 1 | 3.67 | 5.00 | N 4830.33 E 4583.75 | N 4827.09 E 4585.29 |
| 2 | 7.85 | 5.00 | N 4622.07 E 4590.55 | N 4622.23 E 4597.62 |
| 3 | 38.31 | 25.00 | N 4559.87 E 4642.85 | N 4588.53 E 4608.19 |
| 4 | 77.05 | 50.00 | N 4529.87 E 4642.85 | N 4602.29 E 4712.41 |
| 5 | 75.55 | 50.00 | N 4750.63 E 4851.98 | N 4819.19 E 4852.02 |
| 6 | 37.92 | 25.00 | N 4819.19 E 4852.02 | N 4853.58 E 4852.24 |
| 7 | 24.67 | 15.00 | N 4826.16 E 4864.04 | N 4848.10 E 4865.31 |
| 8 | 5.00 | 10.00 | N 4819.19 E 4706.19 | N 4850.56 E 4702.89 |
| 9 | 5.00 | 10.00 | N 4850.81 E 4744.61 | N 4894.81 E 4747.52 |
| 10 | 5.00 | 10.00 | N 4723.60 E 4744.61 | N 4727.60 E 4747.52 |
| 11 | 5.00 | 10.00 | N 4737.85 E 4751.64 | N 4741.85 E 4754.56 |
| 12 | 5.00 | 10.00 | N 4770.24 E 4789.84 | N 4774.64 E 4792.38 |
| 13 | 3.81 | 10.00 | N 4787.10 E 4797.37 | N 4790.29 E 4793.41 |
| 14 | 24.24 | 15.00 | N 4796.51 E 4955.16 | N 4798.34 E 4826.84 |
| 15 | 24.22 | 15.00 | N 4624.38 E 4685.76 | N 4624.38 E 4687.44 |
| 16 | 3.81 | 10.00 | N 4630.29 E 4693.07 | N 4633.89 E 4695.52 |
| 17 | 5.00 | 10.00 | N 4646.33 E 4700.51 | N 4650.33 E 4703.42 |
| 18 | 5.00 | 10.00 | N 4679.12 E 4738.32 | N 4683.12 E 4741.24 |
| 19 | 5.00 | 10.00 | N 4683.37 E 4745.15 | N 4697.37 E 4748.27 |
| 20 | 5.00 | 10.00 | N 4726.16 E 4785.17 | N 4730.16 E 4788.09 |
| 21 | 5.00 | 100.00 | N 4740.41 E 4790.20 | N 4744.41 E 4793.11 |
| 22 | 24.67 | 15.00 | N 4732.62 E 4817.13 | N 4794.52 E 4818.45 |
| 23 | 4.64 | 5.00 | N 4851.76 E 4817.13 | N 4856.05 E 4818.45 |
| 24 | 5.54 | 2.50 | N 4836.05 E 4818.45 | N 4857.37 E 4814.18 |
| 25 | 22.99 | 15.00 | N 4591.59 E 4615.40 | N 4592.40 E 4636.38 |
| 26 | 92.75 | 61.77 | N 4692.40 E 4638.18 | N 4558.34 E 4720.41 |
| 27 | 76.18 | 69.00 | N 4579.69 E 4586.19 | N 4577.31 E 4588.62 |
| 28 | 8.44 | 16.00 | N 4743.76 E 4724.87 | N 4826.04 E 4732.88 |
| 29 | 90.66 | 60.00 | N 4728.85 E 4865.62 | N 4738.97 E 4867.51 |
| 30 | 12.47 | 15.00 | N 4826.04 E 4859.38 | N 4837.46 E 4855.29 |
| 31 | 8.44 | 16.00 | N 4728.85 E 4865.62 | N 4738.97 E 4867.51 |
| 32 | 77.79 | 67.00 | N 4755.02 E 4875.58 | N 4828.02 E 4869.97 |

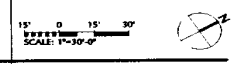
KEY PLAN

REVISIONS

| NO. | DESCRIPTION | DATE |
|-----|-------------|------|
| | | |
| | | |
| | | |
| | | |
| | | |
| | | |
| | | |
| | | |
| | | |
| | | |

FILE LOG

| ACTIVITY | BY |
|----------|----|
| | |
| | |
| | |
| | |
| | |
| | |
| | |
| | |
| | |
| | |

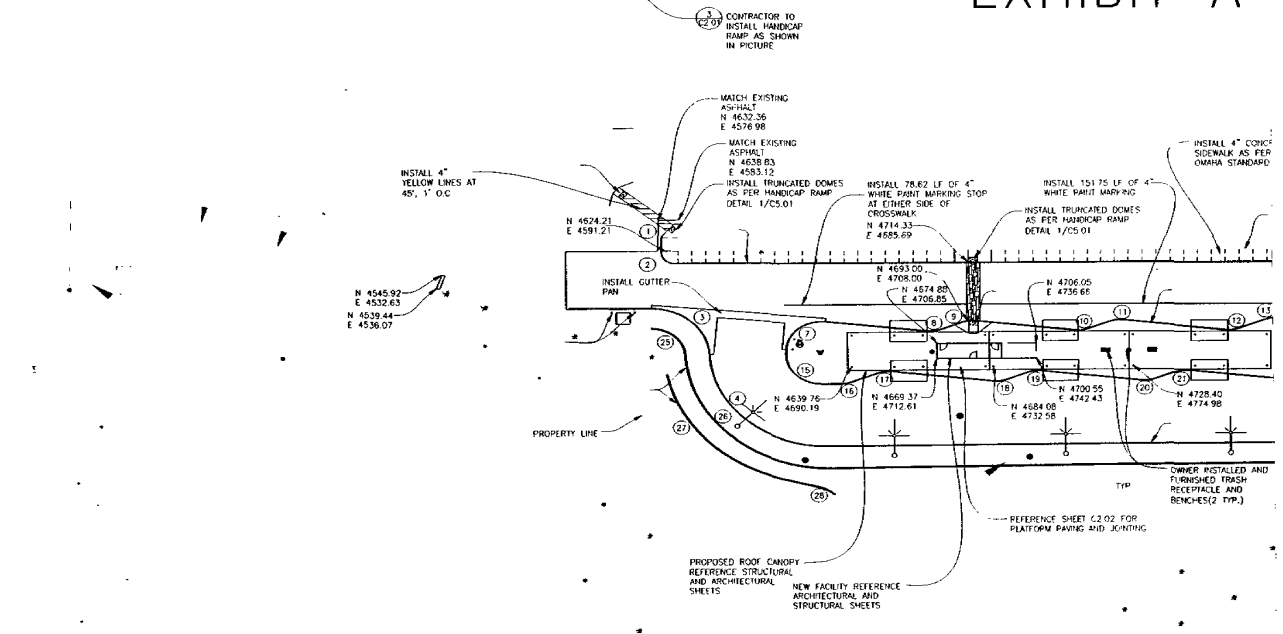


Project No. 002-10017-003
January 8, 2006

BENSON PARK
SITE LAYOUT

C2.01

EXHIBIT A



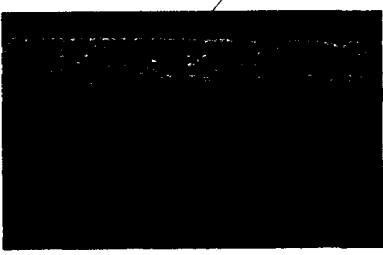
CONTRACTOR TO STAMP AND STAIN NEW RETAINING WALLS TO MATCH EXISTING RETAINING WALL IN BENSIGN PARK. COLOR TO BE INTEGRALLY MIXED WITH CONCRETE AND BOTH COLOR AND PATTERN TO BE SUBMITTED AS SHOP DRAWING AND APPROVED BY ENGINEER, OWNER, AND CITY PARKS DEPARTMENT PRIOR TO INSTALLATION. CONTRACTOR TO USE FLEX C-WHITE TYPE APPLICATION, OR APPROXIED EQUIV. TO LIMIT ADDITIONAL LOAD ON WALL FOUNDATIONS.

CONTRACTOR TO PAINT CAST IN PLACE WALL TO MATCH EXISTING. PAINT FROM SOUTH BUILDING CORNER TO NORTH BUILDING CORNER. COLOR TO BE INTEGRALLY COLORED TO MATCH L.M. SCOFFED CO. CHROMIX C-12, "MESA BEIGE", GROUT CLEAN FINISH.

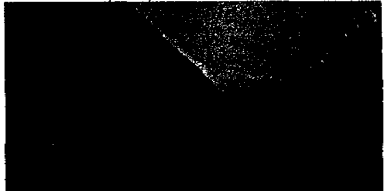
FIRE LANE SIGNS TO BE REMOVED DURING PAINTING OPERATION AND RE-SETTING IN SAME LOCATIONS AFTER PAINT IS DRY.

PAVING LEGEND

| PAVING LEGEND | GENERAL |
|---------------|---|
| | 1. 8" CONCRETE WITH COMBINATION CURB AND GUTTER |
| | 2. 8" COLORED AND STAMPEO CONCRETE. COLOR TO BE QUARRY RED, BIRCH RED OR APPROXIED EQUAL. STAMPE TO BE ASHLEAF SLATE, OR APPROXIED EQUAL. |
| | 3. 4" CONCRETE SIDEWALK JOINTS |



1. RETAINING WALL FINISH ENLARGEMENT
SCALE: NO SCALE



2. BUILDING FINISH ENLARGEMENT
SCALE: NO SCALE



3. HANDICAP RAMP LOCATIONS
SCALE: NO SCALE

CONTRACTOR TO INSTALL STANDARD HANDICAP RAMP WITH 6" WINGS. LOCATION TO BE COORDINATED OUT IN THE FIELD WITH ENGINEER.

POOR COPY

POOR COPY