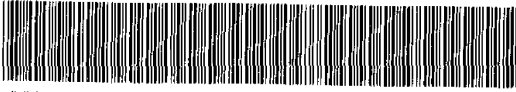




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JUN 14 2007 12:55 P 4

Received - DIANE L. BATTIATO
Register of Deeds, Douglas County, NE
6/14/2007 12:55:12.93



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SECOND AMENDMENT TO COMMON AREA MAINTENANCE AGREEMENT

THIS SECOND AMENDMENT TO COMMON AREA MAINTENANCE AGREEMENT ("Amendment") is made by and among DILLON COMPANIES, INC., a Kansas corporation, and AMES 72, L.L.C., a Nebraska limited liability company (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 Common Area Maintenance Agreement recorded June 15, 2000, in Book 1341 at Page 468 of the Miscellaneous Records of Douglas County, Nebraska, as amended by a First Amendment to Common Area Maintenance Agreement recorded June 19, 2001, in Book 1386 at Page 135 of the Miscellaneous Records of Douglas County, Nebraska (the "CAMA"). The Parties collectively own 90% or more of the total square footage of "Building Area" (as defined in the CAMA) in the Shopping Center and desire to amend the CAMA in accordance with Section 13.5 thereof.

AGREEMENT

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

1. **Definitions.** Capitalized terms not otherwise defined herein shall have the respective meanings ascribed to such terms in the CAMA. The definition of a Parcel in the Shopping Center will not include any land dedicated as right of way.

2. **Proportionate Shares; Amendment of Section 7.3.** Section 7.3 of the CAMA is amended in its entirety to read as follows:

"7.3. The proportionate share of the total Common Area expenses to be borne by each Owner of Parcel 1, 2, 3, 4, 5 and 6 and Outlot 1, respectively, for any year shall be that percentage set forth below:

OM-239370-1

6 mtd
4/2
FEE 2350
43-03445
PKP C/O COMP dw
DEL SCAN FV
6038450

33


	<u>Land Area (in square feet)</u>	<u>Percent</u>
Parcel 1	33,126.57	7.921
Parcel 2	263,803.76	63.080
Parcel 3	34,769.00	8.314
Parcel 4	30,166.53	7.213
Parcel 5	17,762.00	4.247
Parcel 6	29,867.90	7.142
Outlot 1	8,712.00	2.083
<hr/>		
TOTAL:	418,207.76	100.00

3. **Effective Date; Intent.** 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 the amendment to Section 7.3 of the CAMA set forth in this Amendment shall become effective on the date this Amendment is recorded. It is the intent of the Parties that the Owner of Outlot 1 shall be required to bear the cost of taxes, insurance, assessments, utilities and Common Area maintenance for Outlot 1 from and after the date this Amendment is recorded.

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

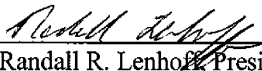
IN WITNESS WHEREOF, the undersigned Parties have executed this Amendment on the dates set forth beneath their respective signatures.

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

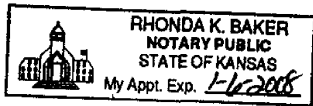
By: 
Randall R. Lenhoff, President
Date: May 31, 2007

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: 9/15/09

