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GEORGE J. BUGH
REGISTER OF
DOUGLAS COUNTY



12730 53-05932 - for L1-2-3-6-7 Cass St Replat
 FEE 325 DR Comp FB 53-05933 for Lts 4+5
 DEL. C/O COMP L Now L1-2 Cass St Replat II
 LEGAL PG SCAN W FV

FIRST AMENDMENT TO EASEMENT AND OPERATING AGREEMENT

This First Amendment to Easement and Operating Agreement ("Amendment I") is made and entered into this 25th day of August, ~~August~~ ^{October} 1996, by and between Hy-Vee, Inc., an Iowa corporation having its principal place of business at 5820 Westown Parkway, West Des Moines, Iowa 50266 ("Hy-Vee") and Cass Street, L.L.C., a Nebraska limited liability company having its office at 11506 Nicholas Street, Suite 200, Omaha, Nebraska 68154 ("Cass").

W I T N E S S E T H

WHEREAS that certain Easement and Operating Agreement ("EOA") dated February 9, 1996, filed of record on February 12, 1996, in Book 1168 at Page 503 of the Miscellaneous records of Douglas County, Nebraska for Lots 1, 2, 3, 4, 5, 6 and 7 of Cass Street Replat ("Replat"), an Addition to the City of Omaha, as surveyed, platted, and recorded in Douglas County, Nebraska, said lots shown on the site plan attached hereto as Exhibit "A" and by this reference made a part hereof; and

WHEREAS Building Areas for each lot were defined in the EOA (Section 1) and the size of building for Lot 4 and size and location of building on Lot 5 were defined (Section 4); and

WHEREAS Exhibit "B" to the EOA designates lot boundaries and entrance points and widths to individual lots which are not to be changed without the consent of Hy-Vee; and

WHEREAS Section 6(b)(iii) of the EOA provides for care and maintenance of the Access Drive for Lots 2, 3, 4, 5, 6 and 7 of the Replat and provides for each owner's proportionate share of payment for the expense to maintain the Access Drive; and

WHEREAS the proportionate share of expense was calculated by square footage of each lot; and

WHEREAS to accomodate third party purchases of Lots 4 and 5 of the Replat, Cass desires to create an administrative subdivision of Lots 4 and 5 which will re-locate the boundary line separating Lots 4 and 5 which administrative subdivision shall be called Cass Street Replat II, Lots 1 and 2 ("Replat II"); and

WHEREAS entrances from the Access Drive to Lots 1 and 2 Replat II will be revised from the entrances to Lots 4 and 5 of the Replat;

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August 12, 1996

NOW THEREFORE by mutual agreement of the parties who acknowledge the combined outside boundaries of Lots 4 and 5 of the Replat and Lots 1 and 2 Replat II will remain the same, the EOA is amended as follows:

1. The boundary separating Lots 1 and 2, Replat II as illustrated on Exhibit "B", attached hereto and made a part hereof is hereby approved by the parties.
2. The size and location of buildings and entrances to Lots 1 and 2, Replat II are as illustrated on Exhibit "C", attached hereto and made a part hereof are approved. ~~Consent to construct the building on Lot 1 with a basement is hereby approved.~~ *RD Pearson*
3. The proportionate share recited in Section 6(b)(iii) for maintenance for Lots 1 and 2 Replat II are amended as follows:

Lot 1 - Replat II (Lot 4 - Replat)	7.24%
Lot 2 - Replat II (Lot 5 - Replat)	5.01%
4. The parties ratify and affirm all other provisions of the EOA not amended hereby.

Hy-Vee Food Stores, Inc.

Date: October 25, 1996

By: _____

Ronald D. Pearson

Ronald D. Pearson, President

Title

Cass Street, L.L.C.

Date: October 15, 1996

By: _____

Jay N. Carter


Member

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August 12, 1996

ACKNOWLEDGEMENTS

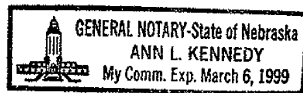
STATE OF IOWA)
) ss.
COUNTY OF POLK)

Before me, the undersigned, a Notary Public in and for said county and state, on this 25th day of October, 1996, personally appeared Ronald D. Pearson, to me known to be President of Hy-Vee Food Stores, Inc., a corporation and the identical person who executed this within and foregoing instrument and acknowledged to me that he executed the same as his free and voluntary act and deed and the free and voluntary act and deed of said corporation, for the uses and purposes therein set forth.

Julie L. Jensen
Notary Public

NOTARIAL SEAL AFFIXED
REGISTER OF DEEDS

STATE OF Nebraska)
) ss.
COUNTY OF Douglas)

Before me, the undersigned, a Notary Public in and for said county and state, on this 15th day of OCTOBER, 1996, personally appeared Joseph H. Carter, to me known to be a Member of Cass Street, L.L.C., a Nebraska limited liability company, and the identical person who executed this within and foregoing instrument and acknowledged to me that he executed the same as his free and voluntary act and deed and the free and voluntary act and deed of said limited liability company, for the uses and purposes therein set forth.



Ann L. Kennedy
Notary Public

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August 12, 1996

NOTARIAL SEAL AFFIXED
REGISTER OF DEEDS

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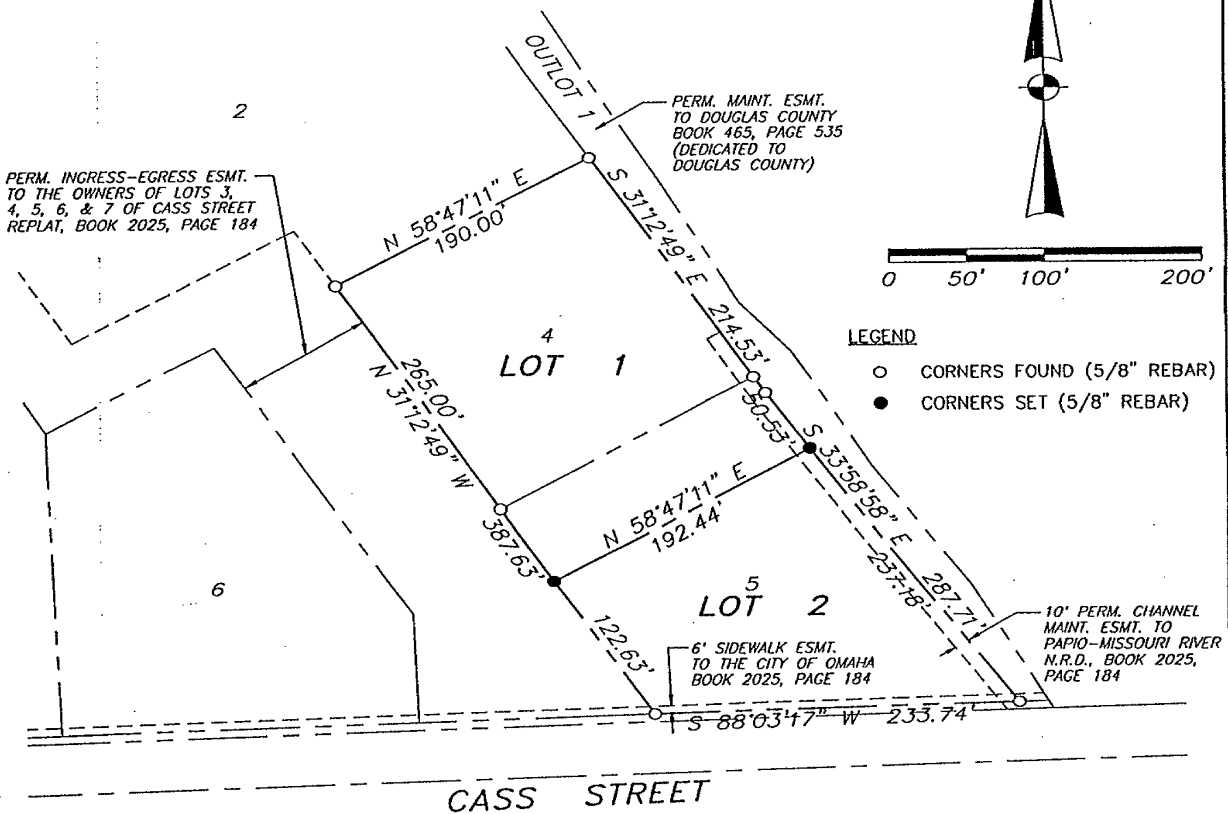
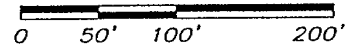
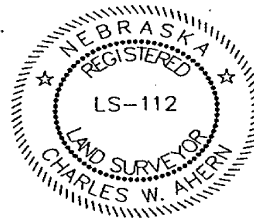
SURVEYOR'S CERTIFICATE

I, CHARLES W. AHERN, A REGISTERED LAND SURVEYOR IN THE STATE OF NEBRASKA, DO HEREBY CERTIFY THAT AN ON THE GROUND SURVEY OF THE LOTS SHOWN ON THIS ADMINISTRATIVE SUBDIVISION WAS MADE BY ME OR UNDER MY DIRECT SUPERVISION AND I HAVE INSTALLED PERMANENT IRON PINS (5/8" X 24" REBAR) AT THE RELOCATED CORNERS AS SHOWN ON THIS PLAT DESCRIBED AS FOLLOWS:

A TRACT OF LAND BEING ALL OF LOTS 4 AND 5, OF CASS STREET REPLAT, AS RECORDED IN BOOK 2025, PAGE 184 AND AMENDED IN BOOK 1169, PAGE 185, IN THE SW 1/4 OF SECTION 14, TOWNSHIP 15 NORTH, RANGE 12 EAST OF THE 6TH P.M., OMAHA, DOUGLAS COUNTY, NEBRASKA. CONTAINING AN AREA OF 1.97 ACRES, MORE OR LESS.

DATED THIS 22nd DAY OF July, 1996 A.D.

Charles W. Ahern
CHARLES W. AHERN
REGISTERED LAND SURVEYOR L.S. 112

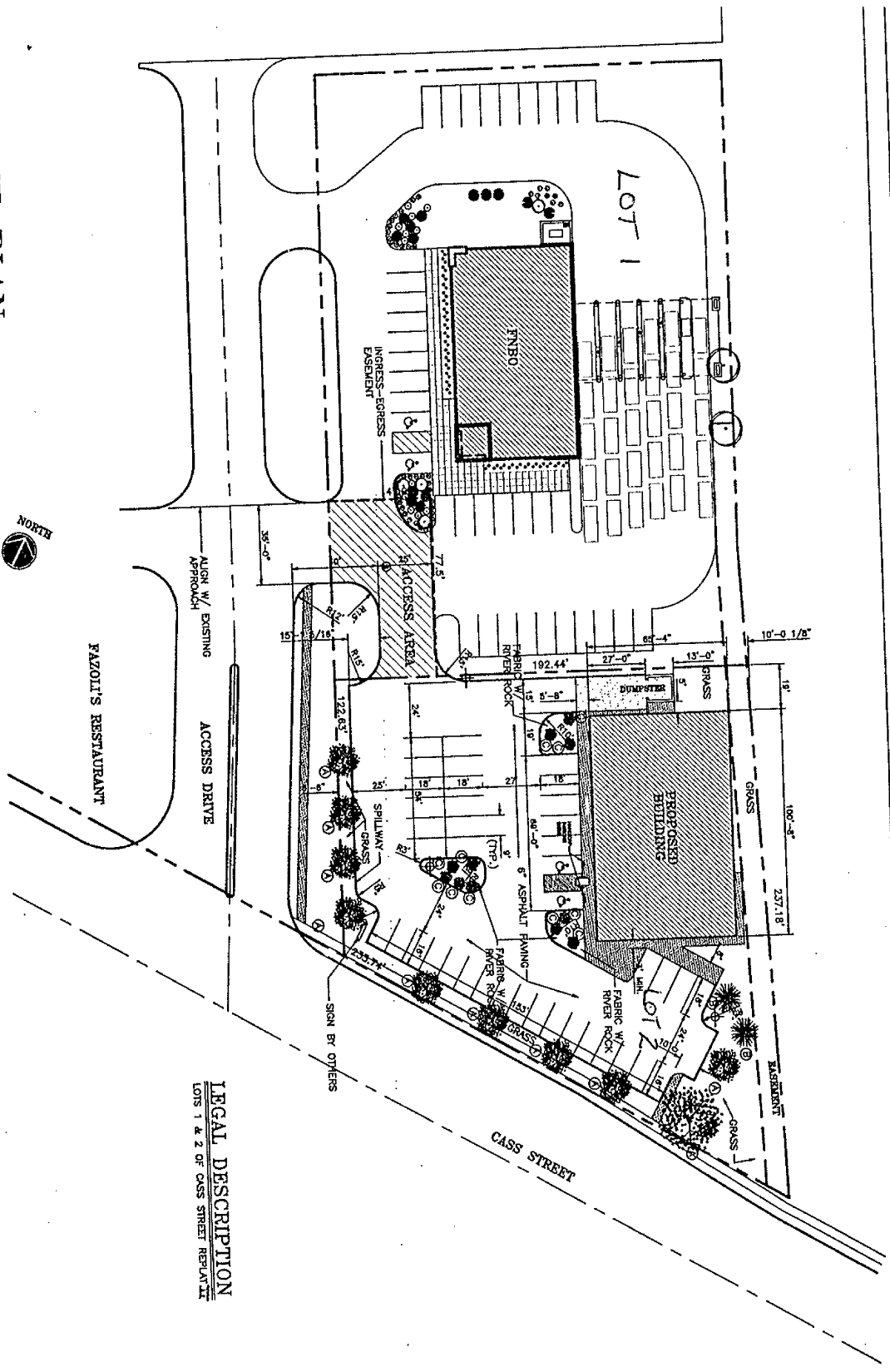
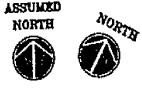


- LEGEND**
- CORNERS FOUND (5/8" REBAR)
 - CORNERS SET (5/8" REBAR)

Exhibit "B"

First Amendment to Easement and Operating Agreement
Hy-Vee, Inc. and Cass Street, L.L.C.
Dated: _____

SITE PLAN
1" = 50' - 0"



RAZOLI'S RESTAURANT

ACCESS DRIVE

CASS STREET

LEGAL DESCRIPTION
LOTS 1 & 2 OF CASS STREET REPLAT II

EXHIBIT C

BLACKLISTED VIDEO