



BK 0988 PG 452-461



MISC 1991 25435

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AMENDMENT TO AGREEMENT

THIS AMENDMENT TO AGREEMENT is entered into as of the 31st day of October, 1991, by and among CENTER ROAD RETAIL DEVELOPERS LIMITED PARTNERSHIP, an Indiana limited partnership ("CRR") CR PERIPHERAL DEVELOPERS, an Indiana general partnership ("CRP") and 140TH AND CENTER PARTNERSHIP, a Colorado general partnership (hereinafter called "Colorado Partnership").

WITNESSETH:

WHEREAS, Parcel 520 Associates, a Nebraska general partnership, KV International, Inc., a Nebraska corporation and the Colorado Partnership entered into a certain Agreement dated February 12, 1986 ("Initial Agreement"); and

WHEREAS, the CRR, CRP and the Colorado Partnership subsequently entered into that certain Agreement dated May 25, 1989 and recorded May 26, 1989 in Book 887, page 402 in the Office of the Register of Deeds for Douglas County, ~~Nebraska~~ ("Replacement Agreement"); and

WHEREAS, the Replacement Agreement was intended to terminate the Initial Agreement, and to amend and restate the terms and conditions of an agreement between the parties to the Replacement Agreement, regarding the filling of a ditch running between properties owned by the Colorado Partnership and CRR; and

WHEREAS, the parties hereto desire to confirm the termination of the Initial Agreement and to remove CRP as a party to the Replacement Agreement.

NOW, THEREFORE, in consideration of the mutual covenants and agreements herein contained, it is agreed and understood by and between the parties as follows:

1. CRR, CRP and the Colorado Partnership hereby confirm and agree that the Initial Agreement was and hereby is terminated, and is of no force and effect.

2. The term "Nebraska Partnership", for any and all purposes of the Replacement Agreement, is hereby amended to only mean and shall hereafter be defined as, Center Road Retail Developers Limited Partnership, an Indiana limited partnership, and the term "Nebraska Partnership" shall not include or refer to any other entity or person.

3. The Replacement Agreement, as amended by the Amendment to Agreement, remains in full force and effect.


IN WITNESS WHEREOF, the parties hereto have caused this Amendment to Agreement to be executed as of the day and year first above written.

(CRR)

CENTER ROAD RETAIL DEVELOPERS LIMITED PARTNERSHIP, an Indiana limited partnership

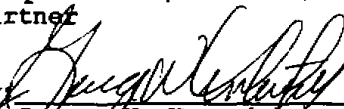
By: CENTER-SIMON RETAIL DEVELOPERS LIMITED PARTNERSHIP, an Indiana limited partnership, General Partner

By: CS RETAIL DEVELOPERS, INC., an Indiana corporation, general partner

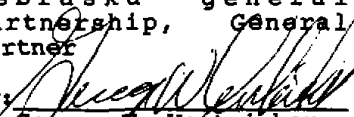
By: 
J. L. Gershmon, Vice President

By: KV-CENTER ASSOCIATES, a Nebraska general partnership, General Partner

By: KVI, LTD., a Nebraska corporation, General Partner

By: 
George W. Venteicher
President

By: OLD MILL ASSOCIATES, a Nebraska general partnership, General Partner

By: 
George W. Venteicher
General Partner


By: 
Frank R. Krejci
General Partner

(CRP)

CR PERIPHERAL DEVELOPERS, an Indiana
general partnership

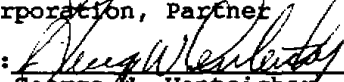
By: CENTER-SIMON PERIPHERAL
DEVELOPERS LIMITED PARTNERSHIP,
an Indiana limited partnership,
Partner

By: CS PERIPHERAL DEVELOPERS,
INC., an Indiana
corporation, General
Partner


By: 
J. L. Gershman, Vice President


By: KV-PERIPHERAL ASSOCIATES, a
Nebraska general partnership,
Partner

By: KVI, LTD., a Nebraska
corporation, Partner

By: 
George W. Venteicher
President

AND BY: OLD MILL ASSOCIATES,
a Nebraska general
partnership, General
Partner

By: 
George W. Venteicher
General Partner

By: 
Frank R. Krejci
General Partner

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(COLORADO PARTNERSHIP)

140TH AND CENTER PARTNERSHIP, a Colorado general partnership

By: NDC COLORADO, a Nebraska general partnership, General Partner

By: Harish J. Noddle
Harish J. Noddle, General Partner

By: EQUITY 140TH OMAHA VENTURE, a Colorado general partnership, General Partner

By: U S WEST REAL ESTATE, INC., a Colorado corporation, General Partner

By: Richard A. Pot
Vice President

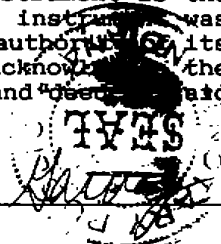


STATE OF INDIANA)
) SS:
COUNTY OF MARION)

On this 31st day of October, 1991, before me appeared J. L. Gershman, to me personally known, who, being by me duly sworn, did depose and say that he is Vice President of CS RETAIL DEVELOPERS, INC., the corporation which executed the foregoing instrument as general partner of CENTER SIMON RETAIL DEVELOPERS LIMITED PARTNERSHIP, an Indiana limited partnership and general partner of CENTER ROAD RETAIL DEVELOPERS LIMITED PARTNERSHIP, an Indiana limited partnership that he knows the seal of said corporation, and that the seal affixed to said instrument is the corporate seal of said corporation, and that said instrument was signed and sealed on behalf of said corporation by authority of its Board of Directors, and the said Vice President acknowledged the execution of the said instrument as the free act and deed of said corporation.

DARLENE E. GARVEY, Notary Public
County of Residence: Johnson
My Commission Expires: Jan. 13, 1994

Darlene E. Garvey
Notary Public



STATE OF NEBRASKA)
) SS:
COUNTY OF DOUGLAS)

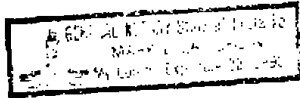
On this 31st day of October, 1991, before me appeared George W. Venteicher, to me personally known, who, being by me duly sworn, did depose and say that he is President of KVI, Ltd., the corporation which executed the foregoing instrument as general partner of KV-CENTER ASSOCIATES, a Nebraska general partnership and general partner of CENTER ROAD RETAIL DEVELOPERS LIMITED PARTNERSHIP, an Indiana limited partnership, affixed to said instrument is the corporate seal of said corporation, and that said instrument was signed and sealed on behalf of said corporation by authority of its Board of Directors, and the said George W. Venteicher acknowledges the execution of the said instrument as the free act and deed of said corporation.

GENERAL NOTARY-STATE of Nebraska
MARK L. LAUGHLIN
My Comm. Exp. July 22, 1992

Mark L. Laughlin
Notary Public

STATE OF NEBRASKA)
) SS:
COUNTY OF DOUGLAS)

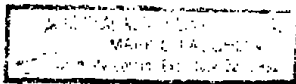
On this 31st day of October, 1991, before me appeared George W. Venteicher, to me personally known, who, being by me duly sworn, did depose and say that he is a General Partner of OLD MILL ASSOCIATES, a Nebraska general partnership and General Partner of KV-CENTER ASSOCIATES, a Nebraska general partnership and General Partner of CENTER ROAD RETAIL DEVELOPERS LIMITED PARTNERSHIP, an Indiana limited partnership, and the said George W. Venteicher acknowledges the execution of the said instrument as the free act and deed of said partnership.



Charles H. Laughlin
Notary Public

STATE OF NEBRASKA)
) SS:
COUNTY OF DOUGLAS)

On this 31st day of October, 1991, before me appeared Frank R. Krejci, to me personally known, who, being by me duly sworn, did depose and say that he is a General Partner of OLD MILL ASSOCIATES, a Nebraska general partnership and General Partner of KV-CENTER ASSOCIATES, a Nebraska general partnership and General Partner of CENTER ROAD RETAIL DEVELOPERS LIMITED PARTNERSHIP, an Indiana limited partnership, and the said Frank R. Krejci acknowledges the execution of the said instrument as the free act and deed of said partnership.



Charles H. Laughlin
Notary Public

STATE OF INDIANA)
) SS:
COUNTY OF MARION)

On this 31st day of October, 1991, before me appeared J. L. Gershman, to me personally known, who, being by me duly sworn, did depose and say that he is Vice President of CS PERIPHERAL DEVELOPERS, INC., the corporation which executed the foregoing instrument as general partner of CENTER-SIMON PERIPHERAL DEVELOPERS LIMITED PARTNERSHIP, an Indiana limited partnership and partner of CR PERIPHERAL DEVELOPERS, an Indiana general partnership, that he knows the seal of said corporation, and that the seal affixed to said instrument is the corporate seal of said corporation, and that said instrument was signed and sealed on behalf of said corporation by authority of its Board of Directors, and the said Vice President acknowledges the execution of the said instrument as the free act and deed of said corporation.

DARLENE E. GARVEY, Notary Public
County of Residence: Johnson
My Commission Expires: Jan. 18, 1994

Darlene E. Garvey
Notary Public

STATE OF NEBRASKA)
) SS:
COUNTY OF DOUGLAS)

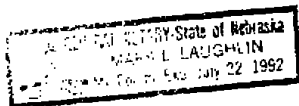
On this 31st day of October, 1991, before me appeared George W. Venteicher, to me personally known, who, being by me duly sworn, did depose and say that he is President of KVI, Ltd., the corporation which executed the foregoing instrument as general partner of KV-PERIPHERAL ASSOCIATES, a Nebraska general partnership and partner of CR PERIPHERAL DEVELOPERS, an Indiana general partnership, that he knows the seal of said corporation, and that the seal affixed to said instrument is the corporate seal of said corporation, and that said instrument was signed and sealed on behalf of said corporation by authority of its Board of Directors, and the said George W. Venteicher acknowledges the execution of the said instrument as the free act and deed of said corporation.

GENERAL NOTARY-State of Nebraska
MARK L. LAUGHLIN
My Comm. Exp. July 22, 1992

Mark L. Laughlin
Notary Public

STATE OF NEBRASKA)
) SS:
COUNTY OF DOUGLAS)

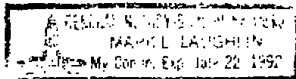
On this 31st day of October, 1991, before me appeared George W. Venteicher, to me personally known, who, being by me duly sworn, did depose and say that he is a General Partner of OLD MILL ASSOCIATES, a Nebraska general partnership and General Partner of KV-PERIPHERAL ASSOCIATES, a Nebraska general partnership and Partner of CR PERIPHERAL DEVELOPERS, an Indiana general partnership, and the said George W. Venteicher acknowledges the execution of the said instrument as the free act and deed of said partnership.



Marshall Laughlin
Notary Public

STATE OF NEBRASKA)
) SS:
COUNTY OF DOUGLAS)

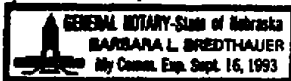
On this 31st day of October, 1991, before me appeared Frank R. Krejci, to me personally known, who, being by me duly sworn, did depose and say that he is a General Partner of OLD MILL ASSOCIATES, a Nebraska general partnership and General Partner of KV-PERIPHERAL ASSOCIATES, a Nebraska general partnership and Partner of CR PERIPHERAL DEVELOPERS, an Indiana general partnership, and the said Frank R. Krejci acknowledges the execution of the said instrument as the free act and deed of said partnership.



Marshall Laughlin
Notary Public

STATE OF NEBRASKA)
) SS:
COUNTY OF DOUGLAS)

On this 21st day of November, 1991, before me appeared Harlan J. Noddle, to me personally known, who, being by me duly sworn, did depose and say that he is a general partner of NDC COLORADO, a Nebraska general partnership and partner of 140TH AND CENTER PARTNERSHIP, a Colorado general partnership, ~~that he knows the seal of said corporation, and that the seal affixed to said instrument is the corporate seal of said corporation, and that said instrument was signed and sealed on behalf of said corporation by authority of its Board of Directors, and the said George W. Ventscher acknowledges the execution of the said instrument as the free act and deed of said corporation,~~ and the said Harlan J. Noddle acknowledges the execution of the foregoing instrument as the free act and deed of such partnership.



[Handwritten Signature]
Notary Public

STATE OF Colorado)
) SS:
COUNTY OF Denver)

On this 14th day of November, 1991, before me appeared Richard A. Post, to me personally known, who, being by me duly sworn, did depose and say that he is Vice President of U S WEST REAL ESTATE, INC., the corporation which executed the foregoing instrument as general partner of EQUITY 140TH OMAHA VENTURE, a Colorado general partnership and partner of 140TH AND CENTER PARTNERSHIP, a Colorado general partnership, that he knows the seal of said corporation, and that the seal affixed to said instrument is the corporate seal of said corporation, and that said instrument was signed and sealed on behalf of said corporation by authority of its Board of Directors, and the said Vice President acknowledges the execution of the said instrument as the free act and deed of said corporation.

KKM general

1640



Karen H. McQueen
Notary Public

My Commission expires
January 16, 1994

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61-2867

~~Part of Lot 4, Omaha Industrial Foundation District No. 4, Replat 1, a Subdivision, as surveyed, platted and recorded, in Douglas County, Nebraska.~~

~~Lots 1 through 14, inclusive, in Oak View, a Subdivision, as surveyed, platted and recorded, in Douglas County, Nebraska.~~ 61-28224

MISC
25-435

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PG 452 461 N _____ DEL W MC Wc
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Dec 10 2 34 PM '91
STEPHEN J. BUGLEWICZ
CLERK OF DEEDS
DOUGLAS COUNTY, NE