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**2008 MASTER DEED AND DECLARATION AMENDMENT
FOR THE
UNIVERSITY TOWERS CONDOMINIUM PROPERTY REGIME
("2008 Amendments")**

The University Towers Condominium Property Regime, as amended and renamed by the Second Amended and Revised Master Deed and Declaration recorded on May 8, 1986 as Instrument No. 86-12905 ("Second Amended Declaration") and as amended, supplemented and revised by numerous amendments ("Amendments") collectively referred to as the "Declaration".

Pursuant to paragraph 23 of the Declaration these 2008 Amendments were submitted by the Board to the unit owners for approval and the required percentage of the votes in the Association were in favor of their adoption. Capitalized terms have the meaning assigned to them in the Declaration except as otherwise provided.

The primary reason for these 2008 Amendments is to clarify the precise square footage of several units resulting from final configuration and interior build-out of the units approved in the 2005 subdivision of the Club Unit as described in Instrument Number 2005-069021 and to clarify the votes allocated to all Units per the attached "Exhibit A-2008".

The President of the Board shall execute these 2008 Amendments to confirm that the Board of the Association has followed the appropriate procedures under the Declaration and applicable law and secured the required approval of the votes of eighty percent of the unit owners in the Association.

THE DECLARATION IS AMENDED AS FOLLOWS:

1. **PARAGRAPH 4:** The first paragraph included in Paragraph 4 of the Declaration is amended to read as follows:
 4. **Description of Building.** The condominium improvements consist of an existing twelve story building and penthouse located at 13th and "P" Streets, Lincoln, Nebraska, commonly referred to as University Towers. The building contains approximately 188,498 (corrected) square feet. The attached "Exhibit C-2008" replaces the filed "Exhibit C-2005" for the floors included in the Club Unit, namely the Eleventh Floor, Twelfth Floor, and Penthouse. The attached "Exhibit C-2008" indicates the current applicable boundaries for all unit boundaries, common areas, and limited common areas for the Eleventh Floor, Twelfth Floor, and Penthouse. For all other purposes, "Exhibit C-2005" remains in effect in accordance with the terms of the Declaration and the 2005 Amendments. The remainder of Paragraph 4 is not amended and shall remain as stated in the 2005 Amendments.
2. **PARAGRAPH 5:** Paragraph 5 of the Declaration is amended by substituting the attached revised and corrected "Exhibit A-2008" for "Exhibit A-2005".

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3. **PARAGRAPH 8: Paragraph 8 of the Declaration, Common Elements, is amended to read as follows:**

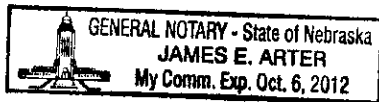
8. Ownership of Common Elements. The undivided interest in the Common Elements appurtenant to each apartment shall be as set forth in "Exhibit A-2008". Except as otherwise provided in this Declaration, each owner shall be entitled to use the Common Elements (other than Limited Common) in any manner that does not hinder or encroach upon the rights of other owners and is not contrary to any Rules and Regulations promulgated by the Association.

Dated: 01-13, 2009.

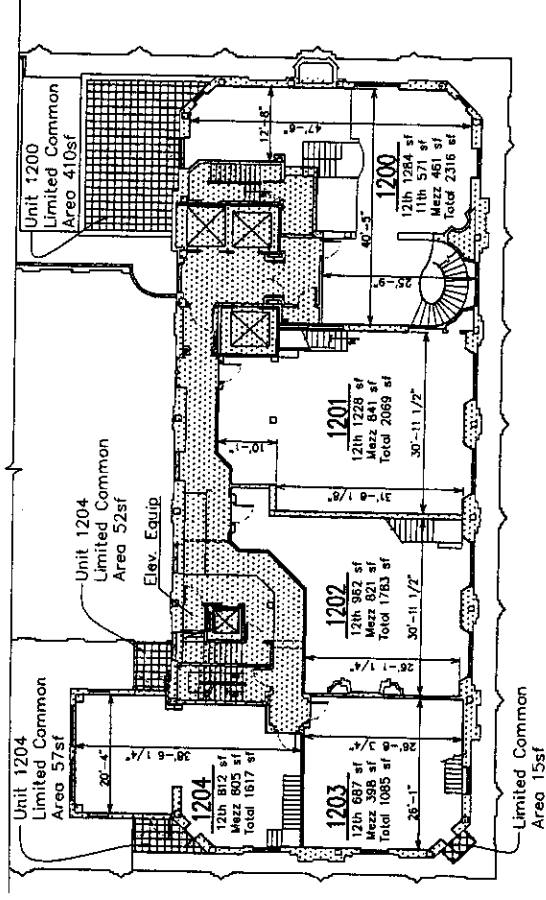
UNIVERSITY TOWERS CONDOMINIUM
ASSOCIATION, INC., a Nebraska non profit
Corporation
By: *Maury Halstead*
Maury Halstead, President

STATE OF NEBRASKA)
) ss:
COUNTY OF LANCASTER)

The foregoing instrument was acknowledged before me this 13th day of January, 2009, by Maury Halstead, President of University Towers Condominium Association, Inc., a Nebraska non profit corporation, on behalf of the corporation.

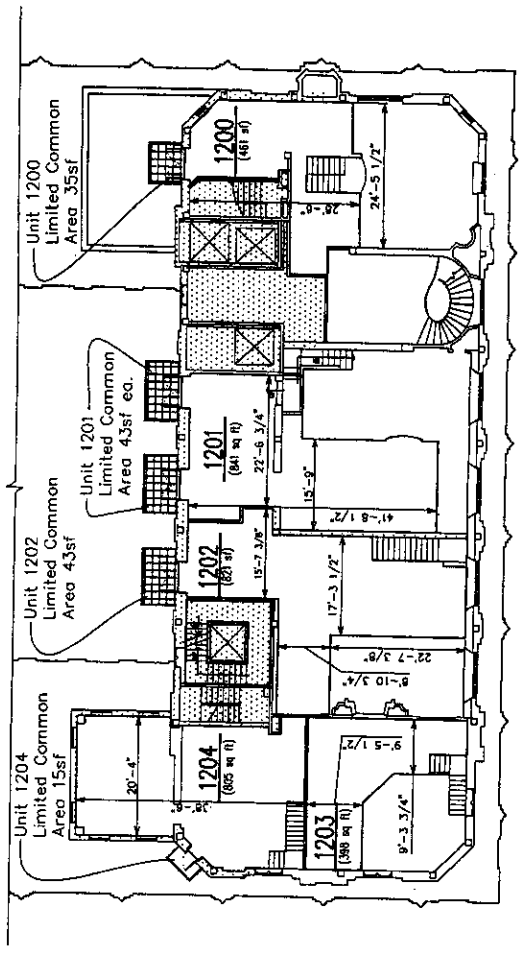


James E. Arter
Notary Public



TWELFTH FLOOR PLAN

TWELFTH FLOOR GROSS SQ FT 7,158 | NET SQ FT 4,973



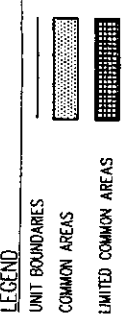
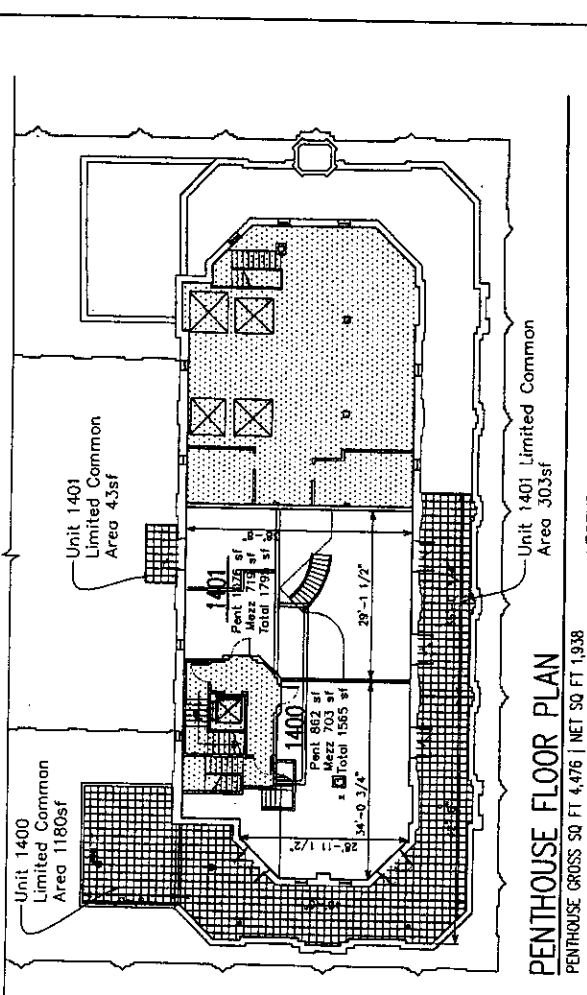
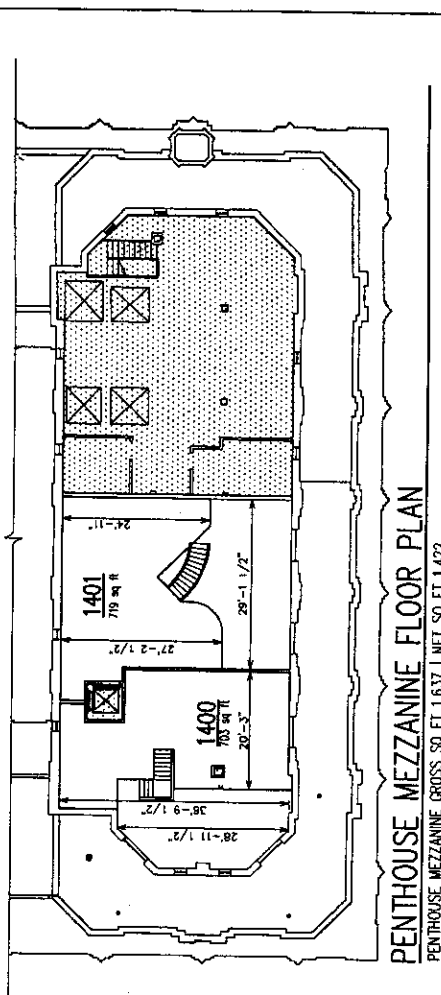
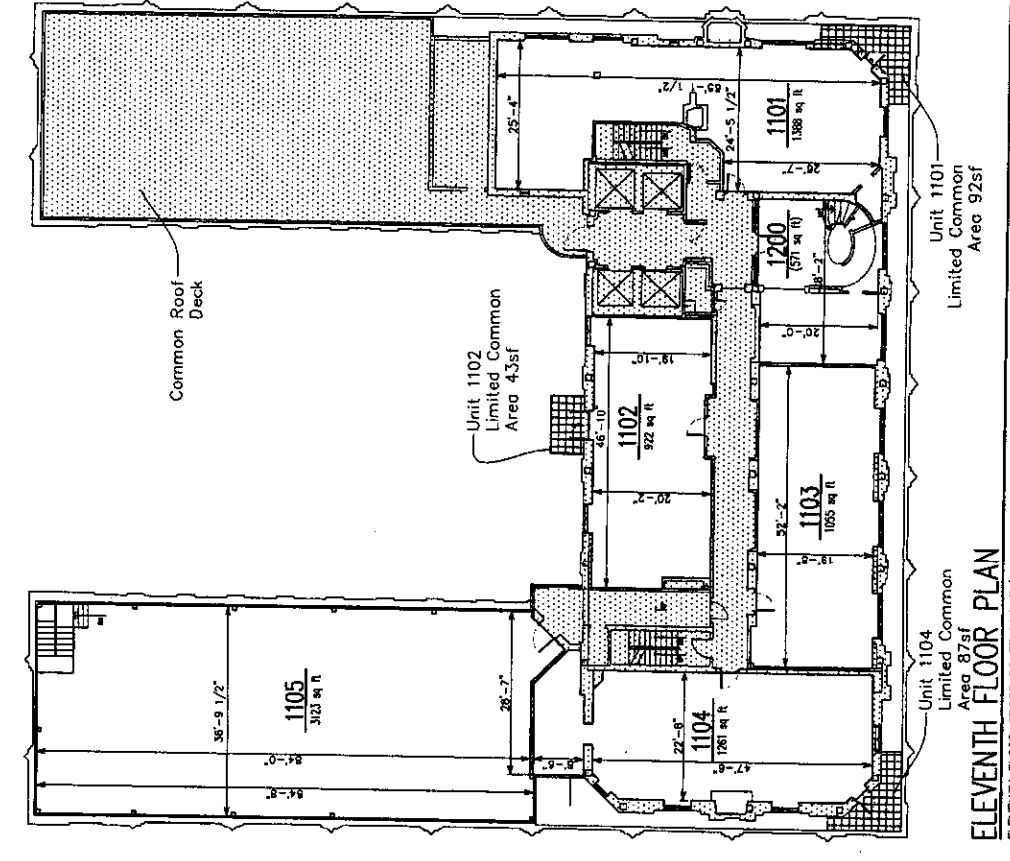
TWELFTH FLOOR MEZZANINE PLAN

TWELFTH FLOOR MEZZANINE GROSS SQ FT 4,803 | NET SQ FT 3,328

- LEGEND**
- UNIT BOUNDARIES
 - COMMON AREAS
 - LIMITED COMMON AREAS



"Exhibit C - 2008"



"EXHIBIT A - 2008" Allocation of Interest
UNIVERSITY TOWERS - 128 N. 13th Street, Lincoln, Nebraska

DESCRIPTION	Based on Floor area		Unit Total	As % of all units based on s.f.	# Votes per unit
	SF Unit	SF Total			
BASEMENT		24,412		124,321	
Limited Common	24,412				
FIRST FLOOR		21,300			
124 N. 13th St	2,056		3,917	3.1507	2
126 N. 13th St.	1,995		1,995	1.6047	1
130 N. 13th St.	1,600		1,600	1.2870	1
134 N. 13th St.	830		830	0.6676	1
140 N. 13th St.	10,221		17,588	14.1472	6
144 N. 13th St.	2,450		2,450	1.9707	2
1315 P Street	387		387	0.3113	1
1321 P Street	387		387	0.3113	1
Common	1,374				
LOGE LEVEL		4,301			
124 N. 13th St.	1,441				
140 N. 13th St.	2,860				
SECOND FLOOR		11,738			
124 N. 13th St.	420				
140 N. 13th St.	2,780				
203	782		782	0.6129	1
204	1,130		1,130	0.9089	1
205	1,266		1,266	1.0183	1
207	1,183		1,183	0.9516	1
208	1,137		1,137	0.9146	1
Common	3,060				
THIRD FLOOR		9,459			
140 N. 13th St.	661				
304	1,914		1,914	1.5396	1
305	1,266		1,266	1.0183	1
307	1,183		1,183	0.9516	1
308	1,137		1,137	0.9146	1
Common	3,298				
FOURTH FLOOR		9,279			
140 N. 13th St.	211				
403	1,021		1,021	0.8213	1
404	1,222		1,222	0.9829	1
405	1,266		1,266	1.0183	1
407	1,183		1,183	0.9516	1
408	1,316		1,316	1.0586	1
Common	3,060				
FIFTH FLOOR		8,952			
503	1,021		1,021	0.8213	1
504	1,222		1,222	0.9829	1
505	1,266		1,266	1.0183	1
506	734		734	0.5904	1
507	1,183		1,183	0.9516	1
508	1,316		1,316	1.0586	1
Common	2,210				
SIXTH FLOOR		9,807			
140 N. 13th St.	855				
603	1,021		1,021	0.8213	1
604	1,222		1,222	0.9829	1
605	1,266		1,266	1.0183	1
606	818		818	0.6580	1
607	1,183		1,183	0.9516	1
608	1,316		1,316	1.0586	1
Common	2,126				
SEVENTH FLOOR		15,212			
701	1,169		1,169	0.9403	1
702	1,003		1,003	0.8068	1
703	889		889	0.7151	1
704	1,222		1,222	0.9829	1
705	1,266		1,266	1.0183	1
706	734		734	0.5904	1
707	1,183		1,183	0.9516	1

708	1,179		1,179	0.9484	1
709	1,256		1,256	1.0103	1
710	1,205		1,205	0.9693	1
Common	4,106				
EIGHTH FLOOR		15,212			
801	1,169		1,169	0.9403	1
802	1,003		1,003	0.8068	1
803	889		889	0.7151	1
804	1,222		1,222	0.9829	1
805	1,266		1,266	1.0183	1
806	734		734	0.5904	1
807	1,249		1,249	1.0047	1
808	1,179		1,179	0.9484	1
809	1,256		1,256	1.0103	1
810	1,205		1,205	0.9693	1
Common	4,040				
NINTH FLOOR		15,212			
901	1,169		1,169	0.9403	1
902	1,003		1,003	0.8068	1
903	889		889	0.7151	1
904	1,222		1,222	0.9829	1
905	1,266		1,266	1.0183	1
906	734		734	0.5904	1
907	1,183		1,183	0.9516	1
908	1,179		1,179	0.9484	1
909	1,256		1,256	1.0103	1
910	1,205		1,205	0.9693	1
Common	4,106				
TENTH FLOOR		15,212			
1001	1,169		1,169	0.9403	1
1002	1,003		1,003	0.8068	1
1003	889		889	0.7151	1
1004	1,222		1,222	0.9829	1
1005	1,266		1,266	1.0183	1
1006	812		812	0.6531	1
1007	1,249		1,249	1.0047	1
1008	1,179		1,179	0.9484	1
1009	1,256		1,256	1.0103	1
1010	1,205		1,205	0.9693	1
Common	3,962				
ELEVENTH FLOOR		10,743			
1101	1,388		1,388	1.1165	1
1102	922		922	0.7416	1
1103	1,055		1,055	0.8486	1
1104	1,261		1,261	1.0143	1
1105	3,123		3,123	2.5120	2
1200	571		2,316	1.8629	2
Common	2,423				
TWELFTH FLOOR		7,158			
1200	1,284				
1201	1,228		2,069	1.6642	2
1202	962		1,783	1.4342	1
1203	687		1,085	0.8727	1
1204	812		1,617	1.3007	1
Common	2,185				
12th FL Mezzanine		4,603			
1200	461				
1201	841				
1202	821				
1203	398				
1204	805				
Common	1,277				
PENTHOUSE		4,476			
1400	862		1,565	1.2588	1
1401	1,076		1,795	1.4438	1
Common	2,538				
Penthouse Mezzanine		1,422			
1400	703				
1401	719				
Common					
TOTAL Bldg. Sq Ft	188,498	188,498	124,321	100.0000	96

PENTH

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