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Received - DIANE L. BATTIATO Register of Deeds, Douglas County, NE 6/5/2009 11:54:46.85



SECOND AMENDMENT TO DECLARATION OF CONDOMINIUM OWNERSHIP FOR BRANDEIS BUILDING CONDOMINIUMS

THIS SECOND AMENDMENT TO DECLARATION OF CONDOMINIUM OWNERSHIP FOR BRANDEIS BUILDING CONDOMINIUMS ("Second Amendment") is made and entered into this <u>3rd</u> day of <u>June</u>, 2009, by Brandeis Holdings, LLC, a Nebraska limited liability company ("Declarant"), assignee of Brandeis Lofts, LLC, a Nebraska limited liability company.

WHEREAS, that certain Declaration of Condominium Ownership for Brandeis Building Condominiums was recorded in the office of the Douglas County Register of Deeds on August 31, 2005, as Instrument #2005108215 (the "Original Declaration"); and

WHEREAS, that certain First Amendment to Declaration of Condominium Ownership for Brandeis Building Condominiums was recorded on February 27, 2008, as Instrument #2008018482 (the "First Amendment"). The Original Declaration and First Amendment shall be collectively referred to as the "Declaration".

WHEREAS, pursuant to the Declaration, Declarant submitted certain property to a condominium to be known as "Brandeis Building Condominiums"; and

WHEREAS, the Declarant has relocated the boundaries of certain Units located on the Mezzanine Floors and Floors 2 through 7 and wishes to amend Exhibits B and C of the Declaration by recording this Second Amendment; and

WHEREAS, pursuant to the provisions of Section 13.01(b) of the Declaration, the Declarant has certain rights to amend the Declaration regarding Condominium Units, common areas, limited common areas and allocation of common expenses.

After recording, please return to: John Q. Bachman PANSING HOGAN ERNST & BACHMAN LLP 10250 Regency Circle, Suite 300 Omaha, NE 68114

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NOW, THEREFORE, for good and valuable consideration, the receipt and sufficiency of which is hereby acknowledged, the Declarant declares as follows:

- 1. Declarant has relocated the boundaries of certain Units on the Mezzanine Floors and Floors 2 through 7 as set forth on the Amended Exhibit B attached to this Second Amendment. As a result of the changes identified on the attached Amended Exhibit B, the percentage interest of a Unit in the Common Area has been amended as set forth on Amended Exhibit C attached to this Second Amendment. Declarant hereby deletes:
 - (i) Exhibit B attached to the Declaration solely relating to the Mezzanine Floors and Floors 2 through 7; and
 - (ii) Exhibit C attached to the Declaration relating to all Floors,

and substitutes Amended Exhibits B and C attached to this Second Amendment in their respective place. The Amended Exhibits B and C are hereby incorporated into the Declaration by this Second Amendment.

2. Except as specifically amended hereby, the Declaration shall remain in full force and effect as originally executed, acknowledged and recorded. Capitalized terms not specifically defined herein shall have the meanings set forth in the Declaration. This Second Amendment shall be binding upon, and inure to the benefit of, the successors and assigns of Declarant.

IN WITNESS WHEREOF, the undersigned has executed this instrument effective as of the 3rd day of June , 2009.

BRANDEIS HOLDINGS, LLC, a Nebraska limited liability company

By: Brandeis Managing Member, LLC, a Nebraska limited liability company, its Managing Member

William Jason Townsend, Manager

JARED J.T. KENNEDY

Notary Public

State of Kansas

My Appt. Exp. Y. 17.09

STATE OF KANSAS) ss.
COUNTY OF _______) ss.

The foregoing instrument was acknowledged before me on the 3^{total} day of 2009, by William Jason Townsend, Manager of Brandeis Managing Member, LLC, a Nebraska limited liability company, Managing Member of Brandeis Holdings, LLC, a Nebraska limited liability company, on behalf of the limited liability company.

Notary Public

CONSENT OF BRANDEIS CONDO HOLDINGS, LLC

The undersigned, BRANDEIS CONDO HOLDINGS, LLC, a Nebraska lim	nited liability
company, hereby consents to the execution and recording of the foregoing Second	Amendment
to Declaration of Condominium Ownership for Brandeis Building Condominiums.	

Dated this 3rd day of Jane, 2009.

BRANDEIS CONDO HOLDINGS, LLC, a Nebraska limited liability company

By: William Jason Townsend, Manager

JARED J.T. KENNEDY
Notary Public
State of Kansas
My Appt. Exp.

STATE OF KANSAS) s:

COUNTY OF huson

The foregoing instrument was acknowledged before me on the 3rd day of 2009, by William Jason Townsend, Manager of Brandeis Condo Holdings, LLC, a Nebraska limited liability company, on behalf of the limited liability company.

Notary Public J. T. Kenedy

CONSENT OF BRANDEIS BUILDING OWNERS ASSOCIATION, INC.

Nebraska not-for-profit corporation, hereb	BUILDING OWNERS ASSOCIATION, INC., a by consents to the execution and recording of the on of Condominium Ownership for Brandeis Building, 2009.
	BRANDEIS BUILDING OWNERS ASSOCIATION, INC., a Nebraska not-for-profit corporation
	By:
2009. by W. Kson blunsail	JARED J.T. KENNEDY Notary Public State of Kansas My Appt. Exp. 3.17.09 owledged before me on the 3 day of day of foresident of Brandeis obraska not-for-profit corporation, on behalf of the

T.T. Kungly

CONSENT OF BENEFICIARY AND TRUSTEE

GREAT WESTERN BANK, a South Dakota corporation, as Beneficiary and Trustee of the following described Deeds of Trust, Security Agreements, Assignments of Leases and Rents and Fixture Financing Statements ("Deeds of Trust") with respect to the Property identified in the Declaration:

- (i) Deed of Trust dated May 2, 2008, and recorded on May 9, 2008, as Instrument No. 2008045926, in the office of the Register of Deeds of Douglas County, Nebraska;
- (ii) Deed of Trust dated May 2, 2008, and recorded on May 9, 2008, as Instrument No. 2008045927, in the office of the Register of Deeds of Douglas County, Nebraska; and
- (iii) Deed of Trust dated May 6, 2008, and recorded on May 9, 2008, as Instrument No. 2008045929, in the office of the Register of Deeds of Douglas County, Nebraska;

hereby consents to the execution and recording of the foregoing Second Amendment to Declaration of Condominium Ownership for Brandeis Building Condominiums.

GREAT WESTERN BANK, a South Dakota corporation

Name: Coron Harnisch
Title: St. Vice Flee don't

STATE OF Wohrasten) ss COUNTY OF Aouglas)

The foregoing instrument was acknowledged before me on the 3 day of July, 2009, by Vordon Hounisch, Sv. Vice Hvoldon of Great Western Bank, a South Dakota corporation, on behalf of the corporation.

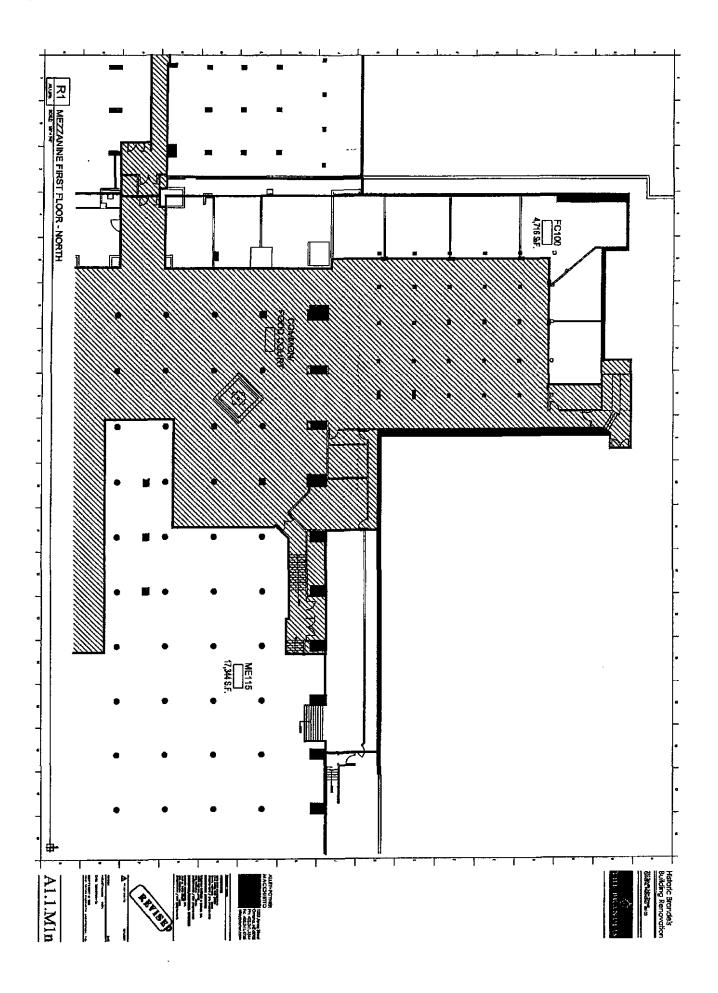
GENERAL NOTARY - State of Nebraska
JOHN Q. BACHMAN
My Comm. Exp. Oct. 25, 2010

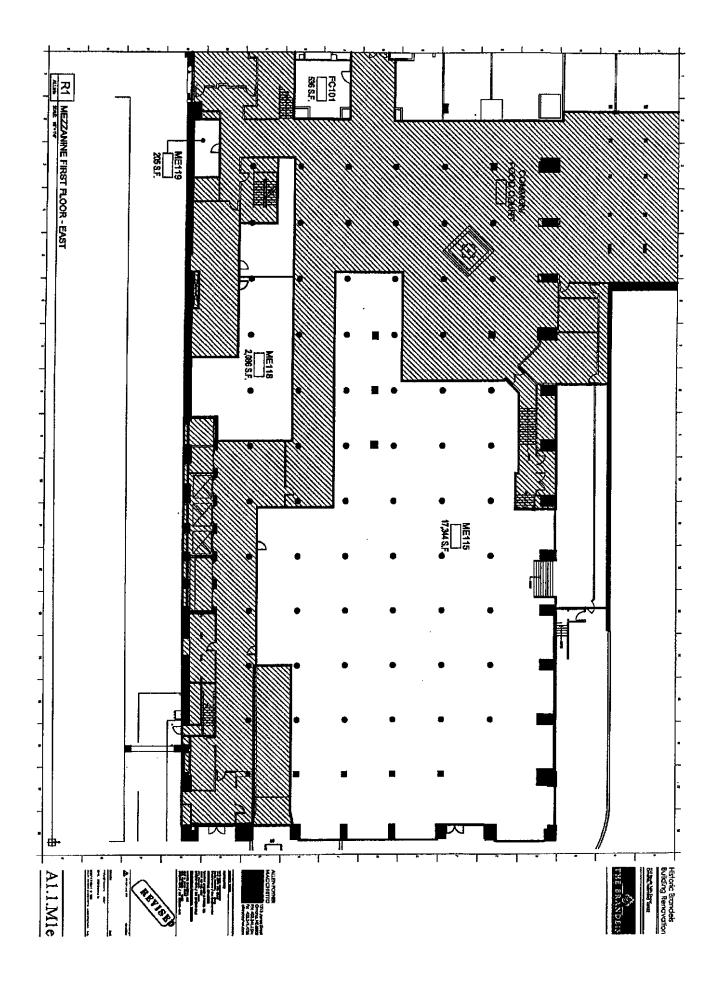
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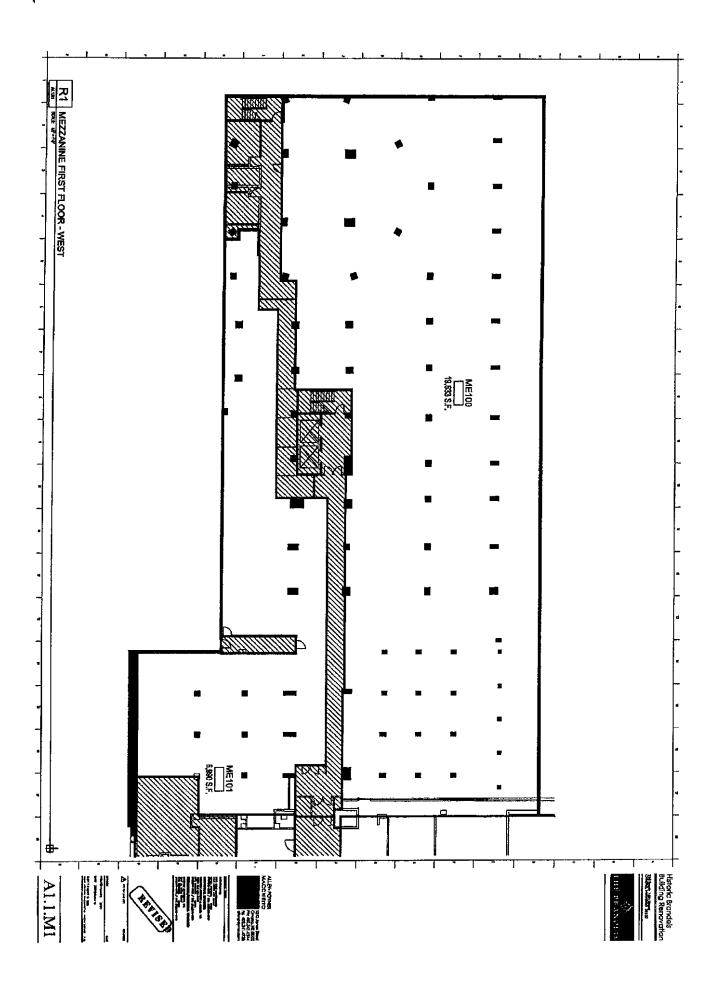
AMENDED EXHIBIT B

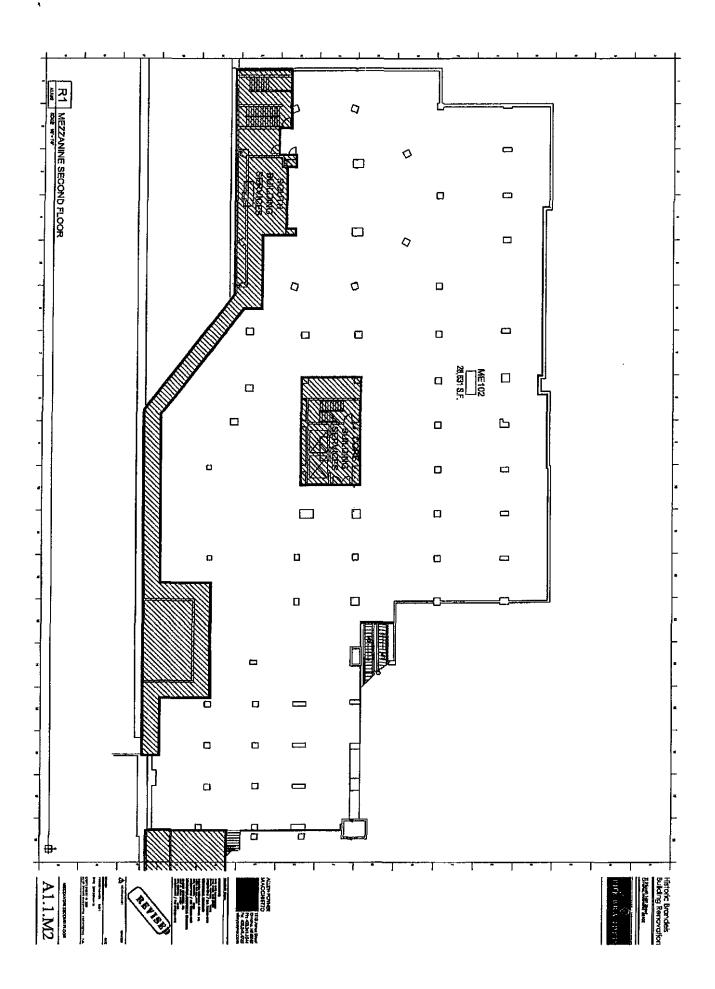
CONDOMINIUM PLAN MEZZANINE FLOORS AND FLOORS 2 THROUGH 7

[See Attachments]



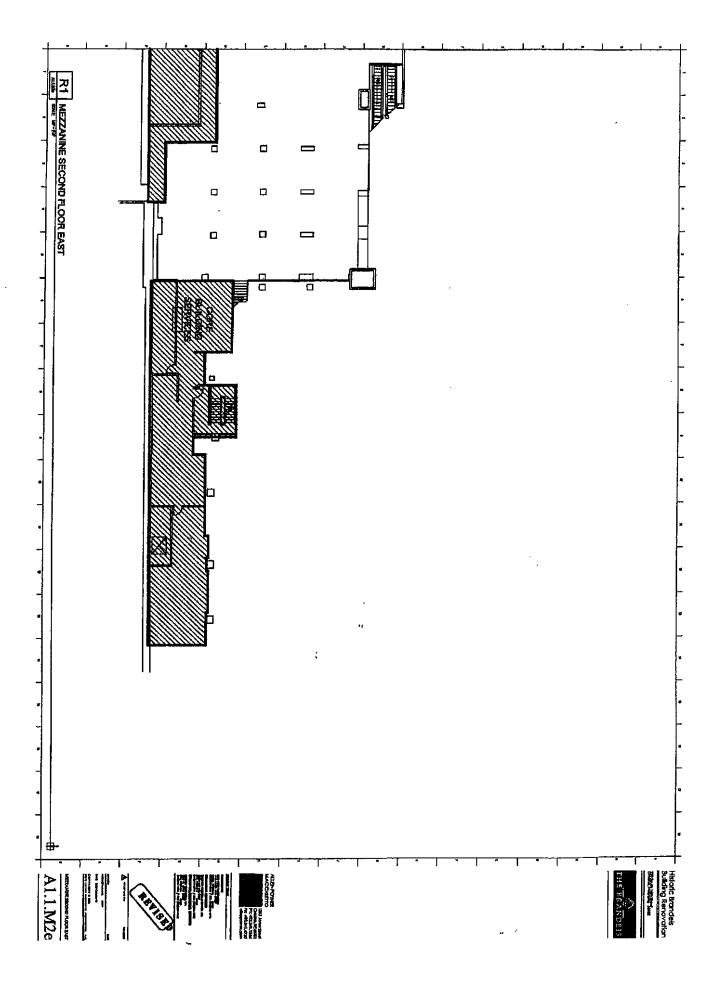


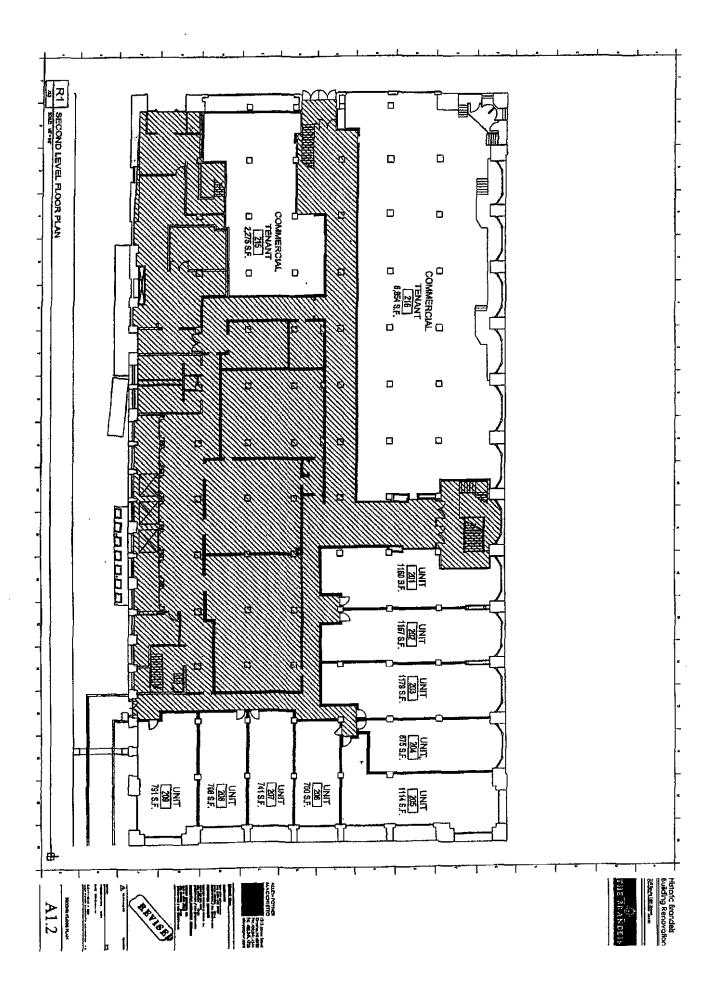


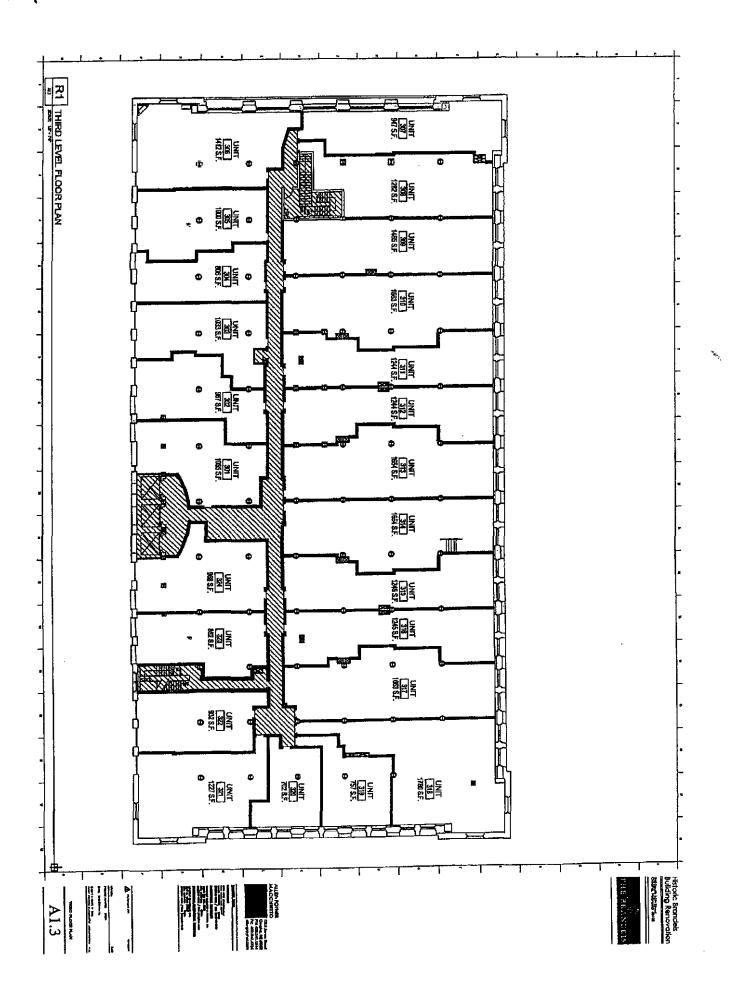


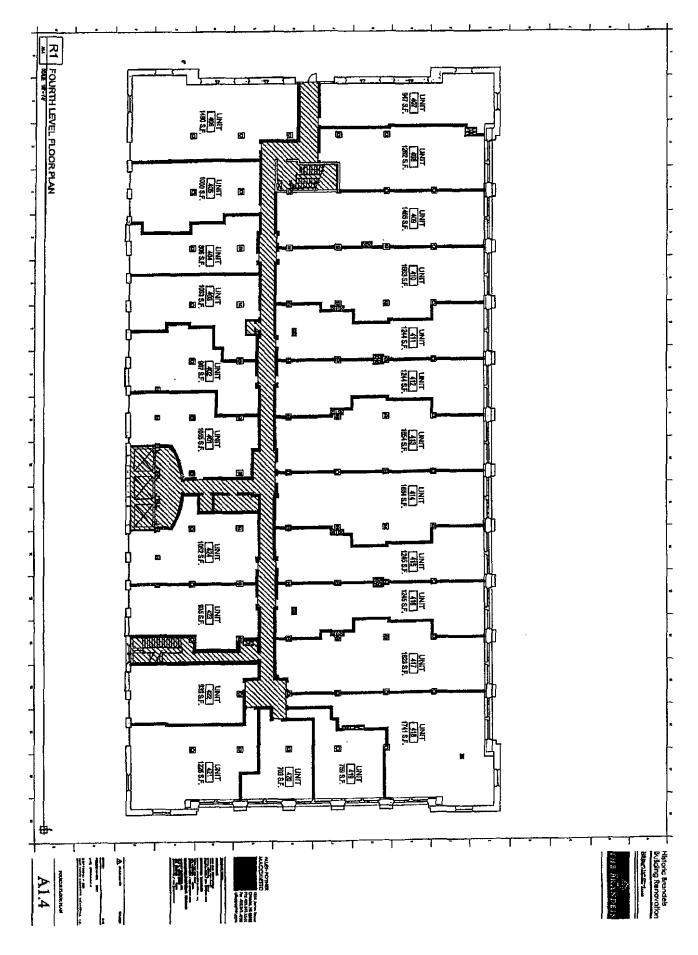
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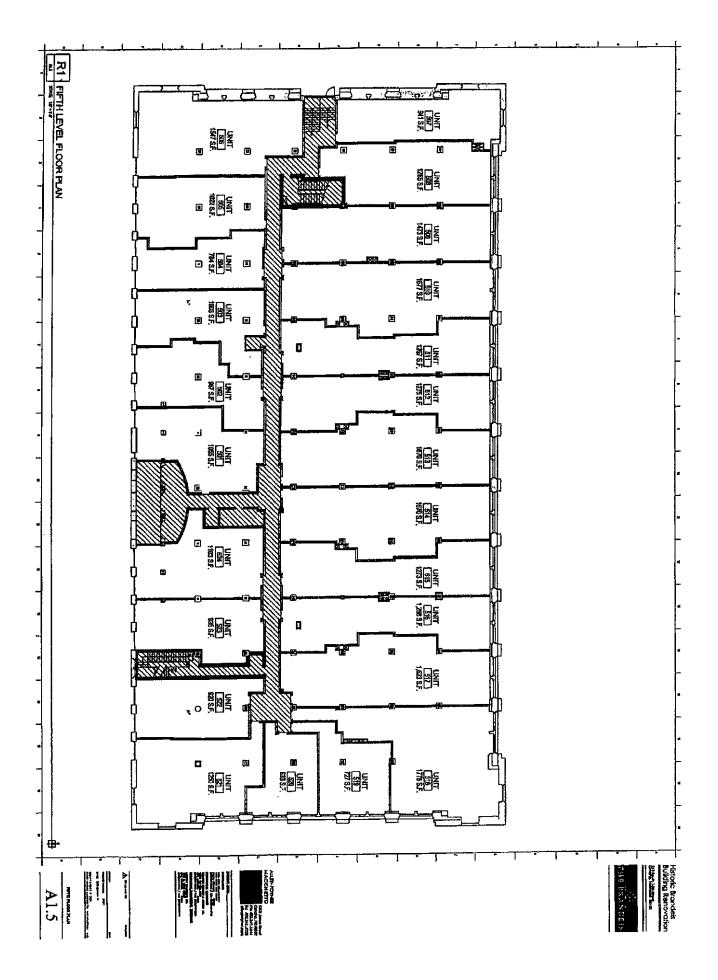


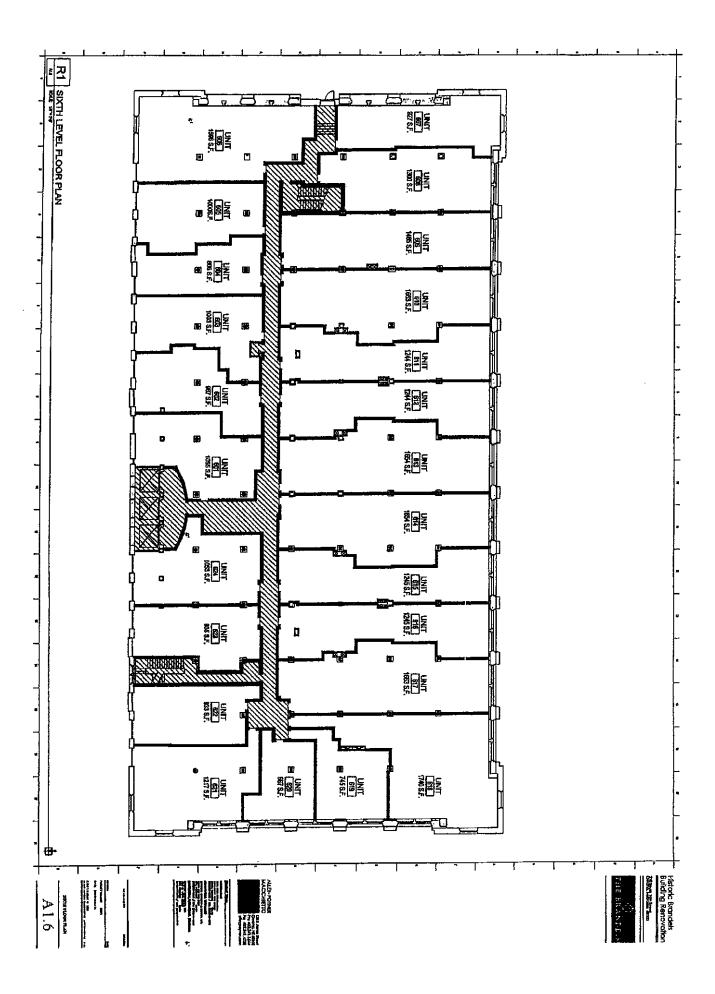


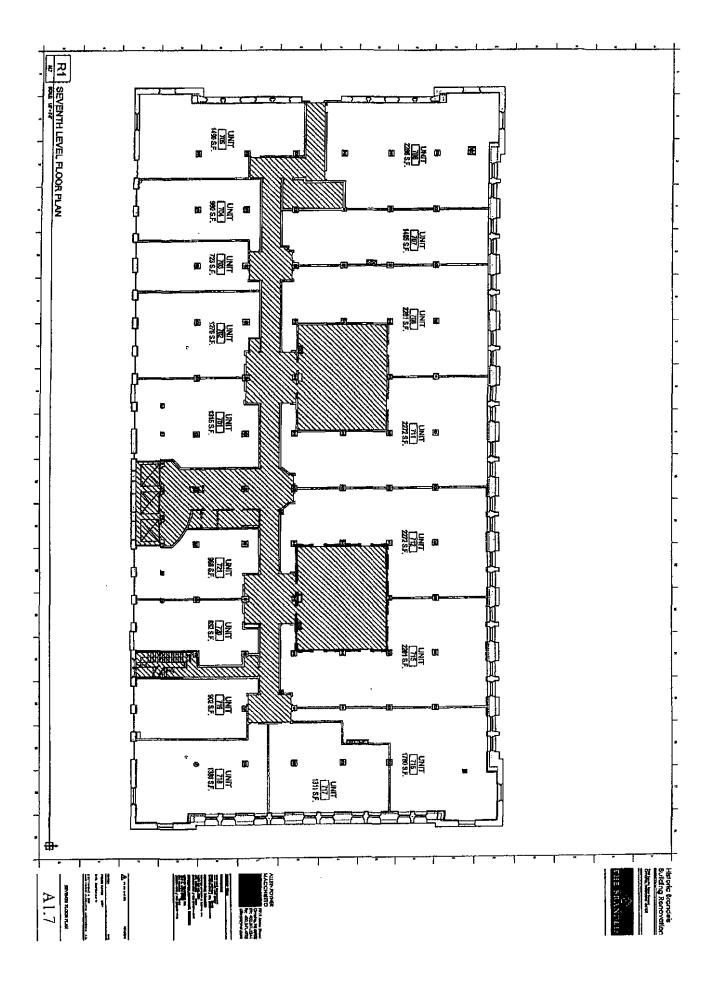




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AMENDED EXHIBIT C PERCENTAGE OF UNIT OWNERSHIP

[See Attachment]

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			Percentage
Unit		Unit Square	Interest of Unit in
Number	Description	Footage	Common Area
40 -	Parking Commercial	32,440.00	9.26%
FC100	Food Court Commercial	4,716.00	1.32%
FC101	Food Court Commercial	536.00	0.13%
ME100 /	Commercial Condo	19,633.00	5.57%
ME101	Commercial Condo	6,990.00	1.96%
ME115~	Commercial Condo	17,344.00	4.91%
-ME118 ✓	Commercial Condo	2,086.00	0.58%
ME119	Commercial Condo	205.00	0.04%
ME102	Commercial Condo	28,631.00	8.14%
201	Residential Condo	1,160.00	0.33%
202 ∖	Residential Condo	1,167.00	0.33%
203	Residential Condo	1,179.00	0.34%
204 -	Residential Condo	875.00	0.25%
. 205 -	Residential Condo	1,114.00	0.32%
206	Residential Condo	700.00	0.20%
207 ~	Residential Condo	741.00	0.21%
208	Residential Condo	708.00	0.20%
209 ~	Residential Condo	791.00	0.23%
215 ~	Commercial Condo	2,275.00	0.65%
(216)	Commercial Condo	6,854.00	1.96%
301	Residential Condo	1,055.00	0.30%
302 ~	Residential Condo	967.00	0.28%
303 ′	Residential Condo	1,033.00	0.29%
304 -	Residential Condo	806.00	0.23%
305 ^	Residential Condo	1,000.00	0.29%
306 ′	Residential Condo	1,412.00	0.40%
307~	Residential Condo	947.00	0.27%
308 <	Residential Condo	1,282.00	0.37%
309 ~	Residential Condo	1,465.00	0.42%
310	Residential Condo	1,663.00	0.47%
311 ~	Residential Condo	1,244.00	0.36%
312	Residential Condo	1,244.00	0.36%
313 –	Residential Condo	1,654.00	0.47%
314	Residential Condo	1,654.00	0.47%
315 /	Residential Condo	1,245.00	0.36%
316	Residential Condo	1,245.00	0.36%
317	Residential Condo	1,663.00	0.47%
318 ^	Residential Condo	1,780.00	0.51%
319	Residential Condo	757.00	0.22%
320	Residential Condo	702.00	0.20%
321	Residential Condo	1,227.00	0.35%

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			Percentage
Unit		Unit Square	Interest of Unit in
Number_	Description	Footage	Common Area
/322	Residential Condo	932.00	0.27%
323	Residential Condo	852.00	0.24%
324	Residential Condo	968.00	0.28%
401	Residential Condo	1,055.00	0.30%
402 -	Residential Condo	967.00	0.28%
403-	Residential Condo	1,003.00	0.29%
404 -	Residential Condo	806.00	0.23%
405~	Residential Condo	1,000.00	0.29%
406 ~	Residential Condo	1,490.00	0.43%
407 /	Residential Condo	947.00	0.27%
408 /	Residential Condo	1,282.00	0.37%
409 ~	Residential Condo	1,465.00	0.42%
410 -	Residential Condo	1,663.00	0.47%
411 -	Residential Condo	1,244.00	0.35%
412	Residential Condo	1,244.00	0.36%
413	Residential Condo	1,654.00	0.47%
414	Residential Condo	1,654.00	0.47%
415 ^	Residential Condo	1,245.00	0.36%
416	Residential Condo	1,245.00	0.36%
417 ′	Residential Condo	1,623.00	0.46%
418	Residential Condo	1,741.00	0.50%
419~	Residential Condo	759.00	0.22%
420 ~	Residential Condo	703.00	0.20%
421	Residential Condo	1,228.00	0.35%
(422)	Residential Condo	933.00	0.27%
423	Residential Condo	935.00	0.27%
424/	Residential Condo	1,052.00	0.30%
501 /	Residential Condo	1,055.00	0.30%
502	Residential Condo	967.00	0.28%
503/	Residential Condo	1,003.00	0.29%
504/	Residential Condo	784.00	0.22%
505	Residential Condo	1,022.00	0.29%
506 🦳	Residential Condo	1,547.00	0.44%
507	Residential Condo	941.00	0.27%
508	Residential Condo	1,265.00	0.36%
509	Residential Condo	1,473.00	0.42%
510	Residential Condo	1,677.00	0.48%
511	Residential Condo	1,267.00	0.36%
512	Residential Condo	1,275.00	0.36%
513	Residential Condo	1,670.00	0.48%
514	Residential Condo	1,670.00	0.48%

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			Percentage
Unit		Unit Square	Interest of Unit in
Number	Description	Footage	Common Area
515 /	Residential Condo	1,273.00	0.36%
516	Residential Condo	1,268.00	0.36%
517 ~	Residential Condo	1,623.00	0.46%
518′	Residential Condo	1,778.00	0.51%
519 ~	Residential Condo	727.00	0.21%
520 ~	Residential Condo	633.00	0.18%
521	Residential Condo	1,250.00	0.36%
522	Residential Condo	920.00	0.26%
523	Residential Condo	935.00	0.27%
524	Residential Condo	1,103.00	0.31%
- 601	Residential Condo	1,055.00	0.30%
602	Residential Condo	967.00	0.28%
603 -	Residential Condo	1,003.00	0.29%
604/	Residential Condo	806.00	0.23%
605 ~	Residential Condo	1,000.00	0.29%
606	Residential Condo	1,596.00	0.46%
607 <	Residential Condo	927.00	0.26%
608	Residential Condo	1,300.00	0.37%
609	Residential Condo	1,485.00	0.42%
610	Residential Condo	1,663.00	0.47%
611	Residential Condo	1,244.00	0.36%
612	Residential Condo	1,244.00	0.36%
613	Residential Condo	1,654.00	0.47%
614	Residential Condo	1,654.00	0.47%
615	Residential Condo	1,245.00	0.36%
616	Residential Condo	1,245.00	0.36%
617 🥤	Residential Condo	1,663.00	0.47%
618	Residential Condo	1,740.00	0.50%
619 (Residential Condo	745.00	0.21%
620	Residential Condo	687.00	0.20%
621	Residential Condo	1,217.00	0.35%
622	Residential Condo	933.00	0.27%
623	Residential Condo	935.00	0.27%
624	Residential Condo	1,053.00	0.30%
701~	Residential Condo	1,315.00	0.38%
702 /	Residential Condo	1,276.00	0.36%
703 ~	Residential Condo Residential Condo	723.00 980.00	0.21%
704 /	Residential Condo	1,490.00	0.28% 0.43%
705 /	Residential Condo	2,286.00	0.65%
706 /	Residential Condo	1,465.00	0.42%
707 /	residential condo	1,403.00	U.42%

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· ————			Percentage
Unit		Unit Square	Interest of Unit in
Number	Description	Footage	Common Area
≥708 /	Residential Condo	2,281.00	0.65%
711	Residential Condo	2,272.00	0.65%
712 ~	Residential Condo	2,272.00	0.65%
715 ′	Residential Condo	2,281.00	0.65%
716 ^	Residential Condo	1,780.00	0.51%
.717 ~	Residential Condo	1,311.00	0.37%
-7 18 ~	Residential Condo	1,388.00	0.40%
719 /	Residential Condo	902.00	0.26%
·720 ′	Residential Condo	852.00	0.24%
721	Residential Condo	968.00	0.28%
. 801 ′	Residential Condo	1,283.00	0.37%
802 ~	Residential Condo	1,288.00	0.37%
.803 <	Residential Condo	727.00	0.21%
804 1	Residential Condo	957.00	0.28%
805	Residential Condo	1,444.00	0.41%
.806 ′	Residential Condo	2,222.00	0.63%
-807 <i>-</i>	Residential Condo	1,425.00	0.41%
808	Residential Condo	2,222.00	0.63%
811	Residential Condo	2,222.00	0.63%
812	Residential Condo	2,222.00	0.63%
815~	Residential Condo	2,182.00	0.62%
816 /	Residential Condo	1,772.00	0.51%
817 ′	Residential Condo	1,280.00	0.37%
. 818 ∕	Residential Condo	1,371.00	0.39%
819 ~	Residential Condo	878.00	0.26%
820 ~	Residential Condo	861.00	0.25%
821	Residential Condo	938.00	0.28%
901 /	Residential Condo	1,312.00	0.39%
902 -	Residential Condo	1,271.00	0.37%
903 -	Residential Condo	727.00	0.21%
904	Residential Condo	976.00	0.28%
905	Residential Condo	1,565.00	0.46%
906	Residential Condo	1,913.00	0.56%
907	Residential Condo	1,641.00	0.48%
908~	Residential Condo	2,236.00	0.64%
911	Residential Condo	2,235.00	0.64%
912	Residential Condo	2,215.00	0.63%
915	Residential Condo	2,223.00	0.65%
916	Residential Condo	1,780.00	0.51%
917	Residential Condo	1,119.00	0.32%
918_	Residential Condo	1,532.00	0.44%

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			Percentage
Unit		Unit Square	Interest of Unit in
Number	Description	Footage	Common Area
- 919 /	Residential Condo	895.00	0.26%
- 920/	Residential Condo	861.00	0.25%
921 ~	Residential Condo	938.00	0.28%
1001	Commercial Condo	1,270.00	0.36%
1002 -	Commercial Condo	1,600.00	0.46%
1003 ~	Commercial Condo	2,317.00	0.66%
~1004 [^]	Commercial Condo	3,275.00	0.94%
. 1a -1005 /	Commercial Condo	2,053.00	0.59%
1006	Commercial Condo	2,020.00	0.58%
1007 /	Commercial Condo	2,020.00	0.58%
1008	Commercial Condo	2,053.00	0.59%
1009 ′	Commercial Condo	2,135.00	0.61%
. 1010 /	Commercial Condo	2,300.00	0.66%
1011	Commercial Condo	1,720.00	0.49%
1012 /	Commercial Condo	1,641.00	0.47%
1117	Rooftop Condo	3,155.00	0.90%
	Total Square Footage		
	of All Units	350,201.00	100.00%