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RICHARD N. TAKECHI
REGISTER OF DEEDS
DOUGLAS COUNTY, NE



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SECOND AMENDMENT TO SOUTHWESTERN PLAZA DECLARATION OF COVENANTS, CONDITIONS, EASEMENTS AND RESTRICTIONS

THIS SECOND AMENDMENT TO SOUTHWESTERN PLAZA DECLARATION OF COVENANTS, CONDITIONS, EASEMENTS AND RESTRICTIONS is made on the date hereinafter set forth by Southwestern Plaza Associates, L.L.C., a Nebraska limited liability company, (hereinafter referred to as the "Declarant"), Jay Slusky, Jerry M. Slusky, Trenton Magid and Bennett A. Ginsberg, Trustees of Sanitary and Improvement District No. 407 of Douglas County, Nebraska (collectively "Trustees"), 5500 "L" Street Properties Co., a Nebraska general partnership, ("5500 "L" Street Properties") and Magid Investment Partnership, a Nebraska general partnership, ("Magid").

PRELIMINARY STATEMENT

By the Southwestern Plaza Declaration of Covenants, Conditions, Easements and Restrictions dated March 6, 1996 and recorded on March 8, 1996 in Book 1170, Page 635, and the First Amendment to Southwestern Plaza Declaration of Covenants, Conditions, Easements and Restrictions dated June 5, 1996 and recorded on June 26, 1996 in Book 1180, Page 286, in the Miscellaneous Records of the Register of Deeds of Douglas County, Nebraska (hereinafter collectively referred to as the "Declaration"), Declarant subjected the real estate legally described as Lots 1 thru 23, inclusive, Southwestern Plaza, a subdivision in Douglas County, Nebraska (Lots 14 thru 19, inclusive, have been replatted into Lots 1 thru 9, inclusive, Southwestern Plaza Replat I, a subdivision in Douglas County, Nebraska), to this Declaration.

The Declarant currently is the fee simple owner of Lots 3, 4, 5, 6, 7, 8, 9, 10, 11 and 13, Southwestern Plaza, and Lots 2 thru 9, Southwestern Plaza Replat I; 5500 "L" Street Properties is the current fee simple owner of Lots 1, 2, 20, 21, 22 and 23, Southwestern Plaza; Magid Investment Partnership is the current fee simple owner of Lot 1, Southwestern Plaza Replat I; and the Trustees are the current fee simple owners of Lot 12, Southwestern Plaza; which lots the Declarant, 5500 "L" Street Properties, Magid and the Trustees desire to bind to the Declaration, as amended herein.

IN CONSIDERATION OF THE FOREGOING PRELIMINARY STATEMENT, WHICH BY THIS REFERENCE IS REPEATED AND INCORPORATED IN THIS SECOND AMENDMENT IN ITS ENTIRETY, AND OTHER CONSIDERATION, THE RECEIPT AND SUFFICIENCY OF WHICH ARE HEREBY ACKNOWLEDGED, THE DECLARANT, 5500 "L" STREET PROPERTIES, MAGID AND THE TRUSTEES HEREBY AGREE, STATE AND DECLARE AS FOLLOWS:

1. The definition of "Lots" in Section 1 is hereby amended in its entirety and restated as follows:

"Lot(s)" shall mean any of Lots 1 - 23, inclusive, Southwestern Plaza (Lots 14 thru 19, inclusive, have been replatted into Lots 1 thru 9, inclusive, Southwestern Plaza Replat I); any reference in this Declaration to Lots shall include Lots 1 thru 9, Southwestern Plaza Replat I.

2. Section 2(b) of the Declaration is hereby amended in its entirety and restated as follows:

Section 2(b) **Self Help Easements.** Nonexclusive rights of entry and easements in favor of the Declarant over, across and under each Lot in the Development for all purposes reasonably necessary to enable the Declarant to perform any of the provisions of this Declaration which a defaulting Owner has failed to perform, such easements to be exercised as provided in Section 18(b) of this Declaration.

3. Section 6 of the Declaration is hereby amended to add Section 6(d) as follows:

Section 6(d) **Parking Easements.** Notwithstanding any provision in this Section 6 to the contrary, the Declarant may, in its sole discretion, consent to easements between the Owners of Lots for parking on the respective common areas of such Lots, in order to permit an Owner's customers and invitees and those of its tenants and subtenants and the Owner's employees and those of its tenants and subtenants, to park on the Common Area of another Lot(s) within the Development.

4. The Declaration is in all other matters ratified and affirmed.

The Declarant and undersigned owners have executed this Second Amendment to Declaration as of this 21 day of January, 1997.

SOUTHWESTERN PLAZA ASSOCIATES, L.L.C.,
a Nebraska limited liability company

By: Resource Property Group, Inc., a Nebraska
corporation, Manager

By: Jay L. Slusky
Jay L. Slusky, President

Jay Slusky
Jay Slusky, Trustee of Sanitary and
Improvement District No. 407 of Douglas
County, Nebraska

Trenton Magid
Trenton Magid, Trustee of Sanitary and
Improvement District No. 407 of Douglas
County, Nebraska

5500 "L" STREET PROPERTIES CO,
a Nebraska general partnership

By: Sam Carp
Its: President

MAGID INVESTMENT PARTNERSHIP,
a Nebraska general partnership

By: Bernard Magid
Bernard Magid, Managing Partner

Jerry M. Slusky
Jerry M. Slusky, Trustee of Sanitary and
Improvement District No. 407 of Douglas
County, Nebraska

Bennett A. Ginsberg
Bennett A. Ginsberg, Trustee of Sanitary and
Improvement District No. 407 of Douglas
County, Nebraska

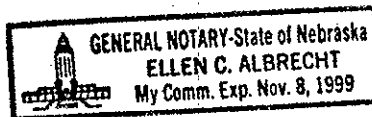
STATE OF NEBRASKA)
) ss.
COUNTY OF DOUGLAS)

On this 21st day of January, 1997, before me, the undersigned, a Notary Public duly commissioned and qualified in and for said county, personally came Jay L. Slusky, President of Resource Property Group, Inc., Manager of Southwestern Plaza Associates, L.L.C., a Nebraska limited liability company, known to me to be the identical person whose name is subscribed to the foregoing instrument and acknowledged the execution thereof to be his voluntary act and deed as such Trustee.

Witness my hand and notarial seal at Omaha, Nebraska, in said county, the date aforesaid.

Ellen Calhoun
Notary Public

STATE OF NEBRASKA)
) ss.
COUNTY OF DOUGLAS)

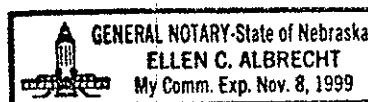


On this 21st day of January, 1997, before me, the undersigned, a Notary Public duly commissioned and qualified in and for said county, personally came Jay Slusky, Trustee of Sanitary and Improvement District No. 407, known to me to be the identical person whose name is subscribed to the foregoing instrument and acknowledged the execution thereof to be his voluntary act and deed as such Trustee.

Witness my hand and notarial seal at Omaha, Nebraska, in said county, the date aforesaid.

Ellen Calhoun
Notary Public

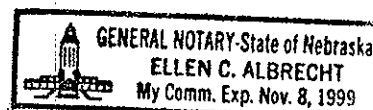
STATE OF NEBRASKA)
) ss.
COUNTY OF DOUGLAS)



On this 21st day of January, 1997, before me, the undersigned, a Notary Public duly commissioned and qualified in and for said county, personally came Jerry M. Slusky, Trustee of Sanitary and Improvement District No. 407, known to me to be the identical person whose name is subscribed to the foregoing instrument and acknowledged the execution thereof to be his voluntary act and deed as such Trustee.

Witness my hand and notarial seal at Omaha, Nebraska, in said county, the date aforesaid.

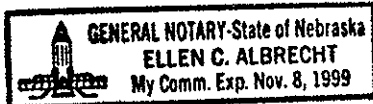
Ellen Calhoun
Notary Public



STATE OF NEBRASKA)
) ss.
COUNTY OF DOUGLAS)

On this 21 day of January, 1997, before me, the undersigned, a Notary Public duly commissioned and qualified in and for said county, personally came Trenton Magid, Trustee of Sanitary and Improvement District No. 407, known to me to be the identical person whose name is subscribed to the foregoing instrument and acknowledged the execution thereof to be his voluntary act and deed as such Trustee.

Witness my hand and notarial seal at Omaha, Nebraska, in said county, the date aforesaid.



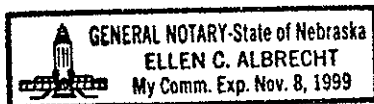
Ellen C. Albrecht
Notary Public

STATE OF NEBRASKA)
) ss.
COUNTY OF DOUGLAS)

NOTARIAL SEAL AFFIXED
REGISTER OF DEEDS

On this 21 day of January, 1997, before me, the undersigned, a Notary Public duly commissioned and qualified in and for said county, personally came Bennett A. Ginsberg, Trustee of Sanitary and Improvement District No. 407, known to me to be the identical person whose name is subscribed to the foregoing instrument and acknowledged the execution thereof to be his voluntary act and deed as such Trustee.

Witness my hand and notarial seal at Omaha, Nebraska, in said county, the date aforesaid.



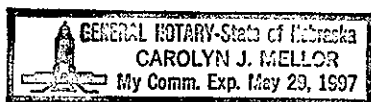
Ellen C. Albrecht
Notary Public

STATE OF NEBRASKA)
) ss.
COUNTY OF DOUGLAS)

NOTARIAL SEAL AFFIXED
REGISTER OF DEEDS

On this 17 day of January, 1997, before me, the undersigned, a Notary Public duly commissioned and qualified in and for said county, personally came SIM EHRP, Partner of 5500 "L" Street Properties, Co., a Nebraska general partnership, known to me to be the identical person whose name is subscribed to the foregoing instrument and acknowledged the execution thereof to be his voluntary act and deed as such Trustee.

Witness my hand and notarial seal at Omaha, Nebraska, in said county, the date aforesaid.



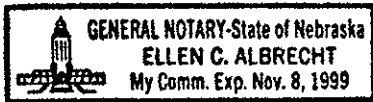
Carolyn J. Mellor
Notary Public

NOTARIAL SEAL AFFIXED
REGISTER OF DEEDS

STATE OF NEBRASKA)
) ss.
COUNTY OF DOUGLAS)

On this 21st day of January, 1997, before me, the undersigned, a Notary Public duly commissioned and qualified in and for said county, personally came Bernard Magid, Managing Partner of Magid Investment Partnership, a Nebraska general partnership, known to me to be the identical person whose name is subscribed to the foregoing instrument and acknowledged the execution thereof to be his voluntary act and deed as such Trustee.

Witness my hand and notarial seal at Omaha, Nebraska, in said county, the date aforesaid.



Ellen C. Albrecht
Notary Public

CONSENT OF BENEFICIARIES UNDER DEEDS OF TRUST

COME NOW the undersigned Beneficiaries under Deeds of Trust recorded against the real estate described in the foregoing Second Amendment to Southwestern Plaza Declaration of Covenant, Conditions, Easements and Restrictions ("Second Amendment"), and do hereby consent to all terms and provisions of the Second Amendment.

PINNACLE BANK, Lender and Beneficiary
under the Deed of Trust dated June 5, 1996 and
recorded June 12, 1996 in Book 4754,
Page 594 in the Mortgage records of the
Register of Deeds of Douglas County, Nebraska

1/20/97
Date

By: [Signature]
Title: CEO

Jan 20, 1997
Date

[Signature]
Ronald P. Jones

Jan 20 1997
Date

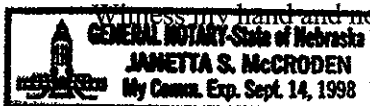
[Signature]
Joyce A. Jones

Beneficiaries under the Deed of Trust dated March 6,
1996 and recorded March 8, 1996 in Book 4688, Page
468 in the Mortgage records of the Register of Deeds of
Douglas County, Nebraska

NOTARIAL SEAL AFFIXED
REGISTER OF DEEDS

STATE OF NEBRASKA)
) ss.
COUNTY OF DOUGLAS)

On this 20 day of January, 1997, before me, the undersigned, a Notary Public duly commissioned and qualified in and for said county, personally came SCOTT D. BRADLEY
CEO of Pinnacle Bank, known to me to be the identical person whose name is subscribed to the foregoing instrument and acknowledged the execution thereof to be his voluntary act and deed as such Beneficiary.



Witness my hand and notarial seal at Omaha, Nebraska, in said county, the date aforesaid.

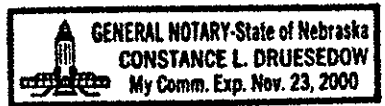
Janetta S. McCroden
Notary Public

STATE OF NEBRASKA)
) ss.
COUNTY OF DOUGLAS)

NOTARIAL SEAL AFFIXED
REGISTER OF DEEDS

On this 20 day of January, 1997, before me, the undersigned, a Notary Public duly commissioned and qualified in and for said county, personally came Ronald P. Jones and Joyce A. Jones, husband and wife, known to me to be the identical persons whose names are subscribed to the foregoing instrument and acknowledged the execution thereof to be their voluntary act and deed as such Beneficiaries.

Witness my hand and notarial seal at Omaha, Nebraska, in said county, the date aforesaid.



Constance L. Druesedow
Notary Public

NOTARIAL SEAL AFFIXED
REGISTER OF DEEDS