

FILED SARPY CO. NE.
INSTRUMENT NUMBER
2006-09334

2006 MAR 20 P 12:38

Shirley J. Dowling
REGISTER OF DEEDS

COUNTER 2 C.C. 10
VERIFY CM D.E. AM
PROOF P
FEES \$ 28.00
CHECK# 150515
CHG _____ CASH _____
REFUND _____ CREDIT _____
SHORT _____ NCR 50¢

After recording, please return to:

RK
James F. Kasher, Esq.
CROKER, HUCK, KASHER, DeWITT,
ANDERSON & GONDERINGER, P.C.
2120 South 72nd Street, Suite 1200
Omaha, NE 68124

**THIRD AMENDMENT TO
RESTRICTIVE COVENANTS FOR HILLTOP INDUSTRIAL PARK,
A SUBDIVISION IN SARPY COUNTY, NEBRASKA**

THIS THIRD AMENDMENT TO RESTRICTIVE COVENANTS is made on the date hereinafter set forth by HILLTOP INDUSTRIAL PARK, L.L.C., a Nebraska limited liability company, hereinafter referred to as "Declarant."

WITNESSETH:

WHEREAS, the undersigned is the Declarant under a certain Restrictive Covenants for Hilltop Industrial Park, a Subdivision in Sarpy County, Nebraska, (the "Declaration"), which Declaration was filed for record in the office of the Register of Deeds of Sarpy County, Nebraska, on March 11, 1998, as Instrument No. 1998-05465, and which Declaration was amended by that First Amendment to Restrictive Covenants for Hilltop Industrial Park, a subdivision in Sarpy County, Nebraska (the "First Amendment to Declaration") which was filed for record in the office of the Register of Deeds of Sarpy County, Nebraska, on October 25, 2002, as Instrument No. 2002-42518, and further amended by that certain Second Amendment to Restrictive Covenants for Hilltop Industrial Park, a subdivision in Sarpy County, Nebraska (the "Second Amendment to Declaration") which was filed for record in the office of the Register of Deeds of Sarpy County, Nebraska, on January 15, 2003, as Instrument No. 2003-02595; and

WHEREAS, the Declaration, the First Amendment to Declaration and the Second Amendment to Declaration govern the following lots now known as Lots 1, 6, 7, 16-18, inclusive, 24-27, inclusive, 30, 31, 33, 34 and 35 in Hilltop Industrial Park, Lot 1 in Hilltop Industrial Park Replat 4, Lot 1 in Hilltop Industrial Park Replat 5, Lots 1, 2 and 3 Hilltop Industrial Park Replat 1, Lot 1 Hilltop Industrial Park Replat 4, Lot 1 Hilltop Industrial Park Replat 2, Lot 1 Hilltop Industrial Park Replat 3, Lots 1 and 2 Hilltop Industrial Park Replat 7 and Lots 1 and 2 Hilltop Industrial Park Replat 6, all as platted and recorded in Sarpy County, Nebraska (the "Properties"); and

A

WHEREAS, pursuant to the terms and conditions of Paragraph 14 of the Declaration, Declarant is desirous of amending the Declaration as set forth below.

NOW THEREFORE, Declarant hereby declares that Sections 1 and 2 of the Declaration, as further amended by the First Amendment to Declaration, shall be deleted and replaced with the following and shall apply to all of the Properties:

- 1. Limitations as to Type of Construction. All buildings erected on the Lots shall be approved by Declarant pursuant to these Covenants and shall be of either approved masonry construction such as brick, stone, painted or colored architectural concrete over a steel or concrete frame or of other approved material in the sole discretion of Declarant; provided, however, that at least half of any exterior building wall visible from any public street shall be glass, brick, stone, or other approved material measuring from the ground up to approximately the midway point of the building's height or higher.

For buildings and structures completed prior to adoption of this Third Amendment, Declarant shall not withhold approval of exterior finish materials or type of construction for future additions or alterations that are consistent with those used on the original building or structure.

- 2. Approval of Plans. Before commencing the construction, grading, excavation for, or alteration of buildings, enclosures, fences, landscaping, signs, grading or drainage work, loading docks, parking facilities, storage yards or any other structures or permanent improvements on or to any site or Lot, the property owners shall first submit site plans or plans and specifications thereof to Declarant for its written approval, in the Declarant's sole discretion, with the overall quality and aesthetic values of the Properties in mind. Declarant shall have the right to require such documents, materials, drawings or other clarification as it shall determine to be necessary to consider the subject building project. In the event that Declarant shall fail to approve or disapprove such building plans, specifications or site plans within thirty (30) days after they have been submitted to it, such approval will not be required and this Covenant will be deemed to have been complied with.

Approval of Declarant (including disapproval) as to various items in these Covenants shall also mean approval (or disapproval) by another person designated by Declarant in a writing duly recorded in the Office of the Register of Deeds and indexed against the subdivision as approving authority in lieu of Declarant.

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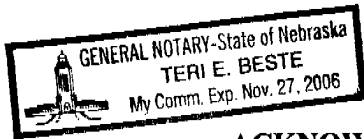
IN WITNESS WHEREOF, the undersigned Declarant has executed this Third Amendment to Restrictive Covenants this 17 day of March, 2006

HILLTOP INDUSTRIAL PARK, L.L.C.
a Nebraska limited liability company

By: [Signature]
Rudolph Mudra, President

STATE OF NEBRASKA)
) ss.
COUNTY OF Douglas)

The foregoing instrument was acknowledged before me this 17 day of March, 2006 by Rudolph Mudra, President, of Hilltop Industrial Park, L.L.C., a Nebraska limited liability company, on behalf of the company.



[Signature]
Notary Public

ACKNOWLEDGMENT AND CONSENT

The undersigned, American National Bank, of Omaha, Nebraska, hereby acknowledges the execution and filing of the foregoing Third Amendment to Restrictive Covenants and consents to the priority of the foregoing Third Amendment to Restrictive Covenants and the aforementioned Declaration with respect to financing or collateral interests of American National Bank.

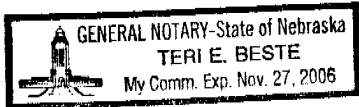
DATED this 17 day of March, 2006.

AMERICAN NATIONAL BANK

By: [Signature]
Title: First Vice President

STATE OF NEBRASKA)
) ss.
COUNTY OF DOUGLAS)

The foregoing instrument was acknowledged before me this 17 day of March, 2006 by Craig Lefer of American National Bank, on behalf of the company.



[Signature]
Notary Public