

was recorded on August 18, 2008 as Instrument No. 0200807155. The 1999 Declaration, the First Amendment, the Second Amendment and the Third Amendment were amended by a certain Fourth Amendment to Declaration of Restrictions and Grant of Easements dated August 29, 2011 (the "**Fourth Amendment**"). The Fourth Amendment was recorded on August 30, 2011 as Instrument No. 0201106471. The 1999 Declaration, the First Amendment, the Second Amendment, the Third Amendment, the Fourth Amendment and this Fifth Amendment are hereinafter collectively referred to as the "**Declaration**").

B. Allen Webb Road LLC is the owner of Parcel 28, legally described as Lot 11, Meadowlark West Fourth Subdivision, a subdivision, as surveyed, platted and recorded in Hall County, Nebraska ("**Lot 11**"), as depicted on the Site Plan attached hereto as **Exhibit "A"**.

C. William D. Raile or his assigns is about to purchase Lot 11.

D. The Property Owners are the Owners of the Parcels containing in the aggregate at least ninety percent (90%) of the total square footage of Building Area in the Shopping Center as required by Section 8.5 of the 1999 Declaration for the purpose of modifying the Declaration.

E. The parties desire to make certain modifications to the Declaration as set forth below.

Agreement

Now, therefore, in consideration of the foregoing Recitals which are incorporated herein by this reference, and for other good and valuable consideration, the receipt and sufficiency of which are hereby acknowledged, the parties hereby agree as follows:

1. **Recitals.** Except as set forth herein, the recitals are incorporated herein as if set forth in full.

2. **Capitalized Terms.** All capitalized terms that are not defined in this Fifth Amendment shall have the meanings respectively given to them in the 1999 Declaration, the First Amendment, the Second Amendment, the Third Amendment and the Fourth Amendment.

3. **Conflict or Inconsistency.** In the event of any conflict or inconsistency between the provisions of this Fifth Amendment and the 1999 Declaration, the First Amendment, the Second Amendment, the Third Amendment or the Fourth Amendment, the provisions of this Fifth Amendment shall control.

4. **Use Restrictions.** Notwithstanding the provisions of Article 5, Section 5.2(a) of the Declaration, a gym, health spa or fitness center shall be a permitted use with respect to Lot 11, and such use shall not be included within the definition of an "**entertainment or recreational facility**" as it relates to Lot 11.

5. **Counterparts.** This Fifth Amendment may be executed in two (2) or more counterparts, each of which shall be deemed an original, and all of which together shall constitute one and the same agreement.

6. **Ratification.** Except as amended herein, the Declaration remains in full force and effect and the parties hereby ratify and confirm the Declaration as amended hereby.

Executed as of the date and year first written above.

**[THE BALANCE OF THIS PAGE LEFT INTENTIONALLY BLANK
- SIGNATURES APPEAR ON THE FOLLOWING PAGES]**

IN WITNESS WHEREOF, this Amendment has been executed as of the day and year first above written.

ROBERT M. ALLEN FAMILY PARTNERSHIP,
a Nebraska limited partnership

By: *Kristin M. Allen*
Kristin M. Allen, General Partner

Owner of:

Lots 4, 6 and 7, Meadowlark West Fourth
Subdivision, City of Grand Island,
Hall County, Nebraska, also known as
Parcels 1, 3 and 4, respectively.

STATE OF Nebraska)
) :ss.
COUNTY OF Adams)

On this 23rd day of March, 2015, before me, the undersigned, a Notary Public in and for said State, personally appeared Kristin M. Allen, to me known to be the General Partner of **ROBERT M. ALLEN FAMILY LIMITED PARTNERSHIP**, a Nebraska limited partnership, who executed the foregoing instrument, and acknowledged to me that the said instrument is the free and voluntary act and deed of said limited partnership, for the uses and purposes therein mentioned, and on oath stated that she is authorized to execute the said instrument.

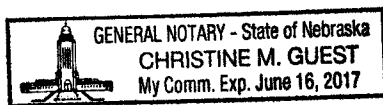
WITNESS MY HAND and official seal hereto affixed the day, month and year in this certificate first above written.

My commission expires:

June 16, 2017

Christine M. Guest
Notary Public in and for the
State of Nebraska
Residing at Junata, Nebraska

[NOTARY SEAL]



(Signatures continue on the following pages)

IN WITNESS WHEREOF, this Amendment has been executed as of the day and year first above written.

ALLEN WEBB ROAD LLC, a Nebraska limited liability company

By: *Kristin M. Allen*
Kristin M. Allen, Manager

Owner of:

Lots 11 and 12, Meadowlark West Fourth Subdivision, and Lot 1, Meadowlark West Sixth Subdivision, City of Grand Island, Hall County, Nebraska, also known as Parcels 28, 27 and 26, respectively.

STATE OF Nebraska)
) :ss.
COUNTY OF Adams)

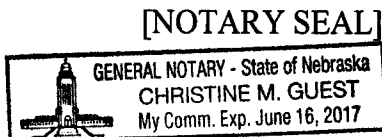
On this 23rd day of March, 2015, before me, the undersigned, a Notary Public in and for said State, personally appeared Kristin M. Allen, to me known to be the Manager of ALLEN WEBB ROAD LLC, a Nebraska limited liability company, who executed the foregoing instrument, and acknowledged to me that the said instrument is the free and voluntary act and deed of said limited liability company, for the uses and purposes therein mentioned, and on oath stated that she is authorized to execute the said instrument.

WITNESS MY HAND and official seal hereto affixed the day, month and year in this certificate first above written.

My commission expires:

June 16, 2017

Christine M. Guest
Notary Public in and for the
State of Nebraska
Residing at Junata, Nebraska



(Signatures continue on the following pages)

IN WITNESS WHEREOF, this Amendment has been executed as of the day and year first above written.

GRAND ISLAND VENUE, L.L.C., a Nebraska limited liability company

By: [Signature]
Raymond J. O'Connor, Managing Member

Owner of:

Lots 3 and 5, Meadowlark West Fourth Subdivision, City of Grand Island, Hall County, Nebraska, also known as Parcels 24 and 2, respectively.

STATE OF NEBRASKA)
COUNTY OF Hall) :ss.

On this 27 day of October, 2014, before me, the undersigned, a Notary Public in and for said State, personally appeared Raymond J. O'Connor, to me known to be the Managing Member of **GRAND ISLAND VENUE, L.L.C.**, a Nebraska limited liability company, who executed the foregoing instrument, and acknowledged to me that the said instrument is the free and voluntary act and deed of said limited liability company, for the uses and purposes therein mentioned, and on oath stated that he is authorized to execute the said instrument.

WITNESS MY HAND and official seal hereto affixed the day, month and year in this certificate first above written.

My commission expires:

9-30-18



[NOTARY SEAL]

[Signature]
Notary Public in and for the State of Nebraska
Residing at Grand Island.

(Signatures continue on the following pages)

IN WITNESS WHEREOF, this Amendment has been executed as of the day and year first above written.

HOME DEPOT U.S.A., INC., a Delaware corporation

By: _____

Name: _____

Title: _____

Owner of:

Lot 8, Meadowlark West Fourth Subdivision, City of Grand Island, Hall County, Nebraska, also known as Parcel 5.

STATE OF _____)
) :ss.
COUNTY OF _____)

On this ____ day of _____, 2015, before me, the undersigned, a Notary Public in and for said State, personally appeared _____, to me known to be the _____ of HOME DEPOT U.S.A., INC., a Delaware corporation, who executed the foregoing instrument, and acknowledged to me that the said instrument is the free and voluntary act and deed of said corporation, for the uses and purposes therein mentioned, and on oath stated that he/she is authorized to execute the said instrument.

WITNESS MY HAND and official seal hereto affixed the day, month and year in this certificate first above written.

My commission expires:

Notary Public in and for the
State of _____
Residing at _____

[NOTARY SEAL]

(Signatures continue on the following pages)

IN WITNESS WHEREOF, this Amendment has been executed as of the day and year first above written.

JLF, L.L.C., a Nebraska limited liability company

By: _____

Name: _____

Title: _____

Owner of:

Lot 10, Meadowlark West Fourth Subdivision,
City of Grand Island, Hall County, Nebraska,
also known as Parcel 29.

STATE OF NEBRASKA)
) :ss.
COUNTY OF _____)

On this ____ day of _____, 2015, before me, the undersigned, a Notary Public in and for said State, personally appeared _____, to me known to be the _____ of JLF, L.L.C., a Nebraska limited liability company, who executed the foregoing instrument, and acknowledged to me that the said instrument is the free and voluntary act and deed of said limited liability company, for the uses and purposes therein mentioned, and on oath stated that he/she is authorized to execute the said instrument.

WITNESS MY HAND and official seal hereto affixed the day, month and year in this certificate first above written.

My commission expires:

Notary Public in and for the
State of Nebraska
Residing at _____

[NOTARY SEAL]

(Signatures continue on the following pages)

CALIFORNIA ALL-PURPOSE ACKNOWLEDGMENT

CIVIL CODE § 1189

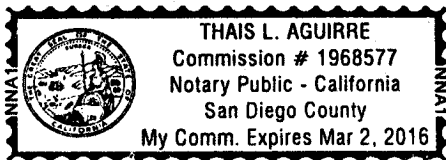
State of California

County of San Diego

On Oct. 23, 2014 before me, Thais L. Aguirre, Notary Public

personally appeared Audrey Albert

who proved to me on the basis of satisfactory evidence to be the person(s) whose name(s) is/are subscribed to the within instrument and acknowledged to me that he/she/they executed the same in his/her/their authorized capacity(ies), and that by his/her/their signature(s) on the instrument the person(s), or the entity upon behalf of which the person(s) acted, executed the instrument.



I certify under PENALTY OF PERJURY under the laws of the State of California that the foregoing paragraph is true and correct.

WITNESS my hand and official seal.

Signature: Thais L. Aguirre

Place Notary Seal Above

OPTIONAL

Though the information below is not required by law, it may prove valuable to persons relying on the document and could prevent fraudulent removal and reattachment of this form to another document.

Description of Attached Document

Title or Type of Document: 5th Amendment to dec of restrictions

Document Date: Number of Pages:

Signer(s) Other Than Named Above:

Capacity(ies) Claimed by Signer(s)

Signer's Name: Signer's Name:

- Capacity options: Corporate Officer, Individual, Partner, Attorney in Fact, Trustee, Guardian or Conservator, Other.

Signer Is Representing: Signer Is Representing:

IN WITNESS WHEREOF, this Amendment has been executed as of the day and year first above written.

CFT DEVELOPMENTS, LLC, a California limited liability company

APPROVED AS TO FORM

BY [Signature]

By: [Signature]

Name: CHRISTIE SHEN

Title: Manager

Owner of:

Lot 3, Meadowlark West Ninth Subdivision, City of Grand Island, Hall County, Nebraska, also known as Parcel 15.

STATE OF CALIFORNIA)
) :ss.
COUNTY OF _____)

See Attached.

On this _____ day of _____, 2015, before me, the undersigned, a Notary Public in and for said State, personally appeared _____, to me known to be the _____ of CFT DEVELOPMENTS, LLC, a California limited liability company, who executed the foregoing instrument, and acknowledged to me that the said instrument is the free and voluntary act and deed of said limited liability company, for the uses and purposes therein mentioned, and on oath stated that he/she is authorized to execute the said instrument.

WITNESS MY HAND and official seal hereto affixed the day, month and year in this certificate first above written.

My commission expires:

Notary Public in and for the
State of California
Residing at _____

[NOTARY SEAL]

(Signatures continue on the following page)

IN WITNESS WHEREOF, this Amendment has been executed as of the day and year first above written.

AMES DEVELOPMENT, LLC, a Nebraska limited liability company

By: [Signature]
Gary Rohwer, President

Owner of:

Lot 14, Meadowlark West Third Subdivision, City of Grand Island, Hall County, Nebraska, also known as Parcel 14.

STATE OF NEBRASKA)
) :ss.
COUNTY OF DOUGLAS)

On this 14th day of November, 2014, before me, the undersigned, a Notary Public in and for said State, personally appeared Gary Rohwer, to me known to be the President of AMES DEVELOPMENT, LLC, a Nebraska limited liability company, who executed the foregoing instrument, and acknowledged to me that the said instrument is the free and voluntary act and deed of said limited liability company, for the uses and purposes therein mentioned, and on oath stated that he is authorized to execute the said instrument.

WITNESS MY HAND and official seal hereto affixed the day, month and year in this certificate first above written.

My commission expires:

Aug 13, 2017

[Signature]
Notary Public in and for the
State of Nebraska
Residing at 12307 W. Center Rd.
Omaha, NE 68144

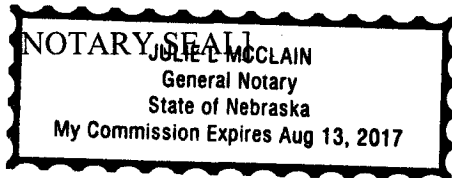
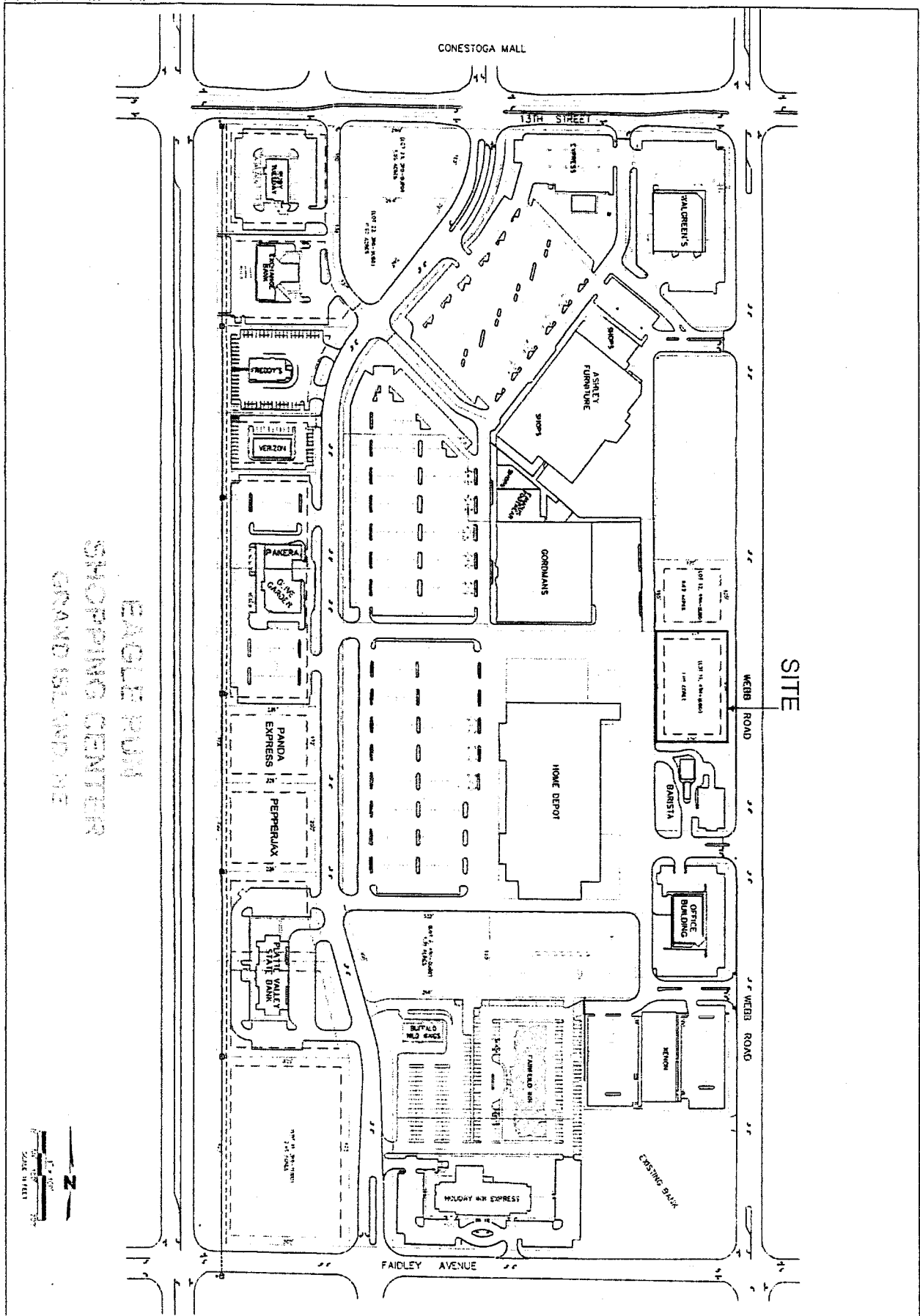


EXHIBIT "A"



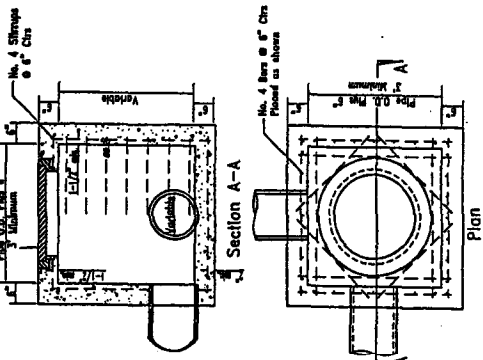
EAGLE RUN
SHOPPING CENTER
GRAND ISLAND, NE



1 OF 2 SHEET	UPDATED SITE PLAN	DATE: 08/14/2015 DRAWN: J. S. OLSSON	
	EAGLE RUN SHOPPING CENTER		
	GRAND ISLAND, NEBRASKA	2012	REVISIONS 1. 08/14/2015: INITIAL SITE PLAN 2. 08/14/2015: REVISED SITE PLAN

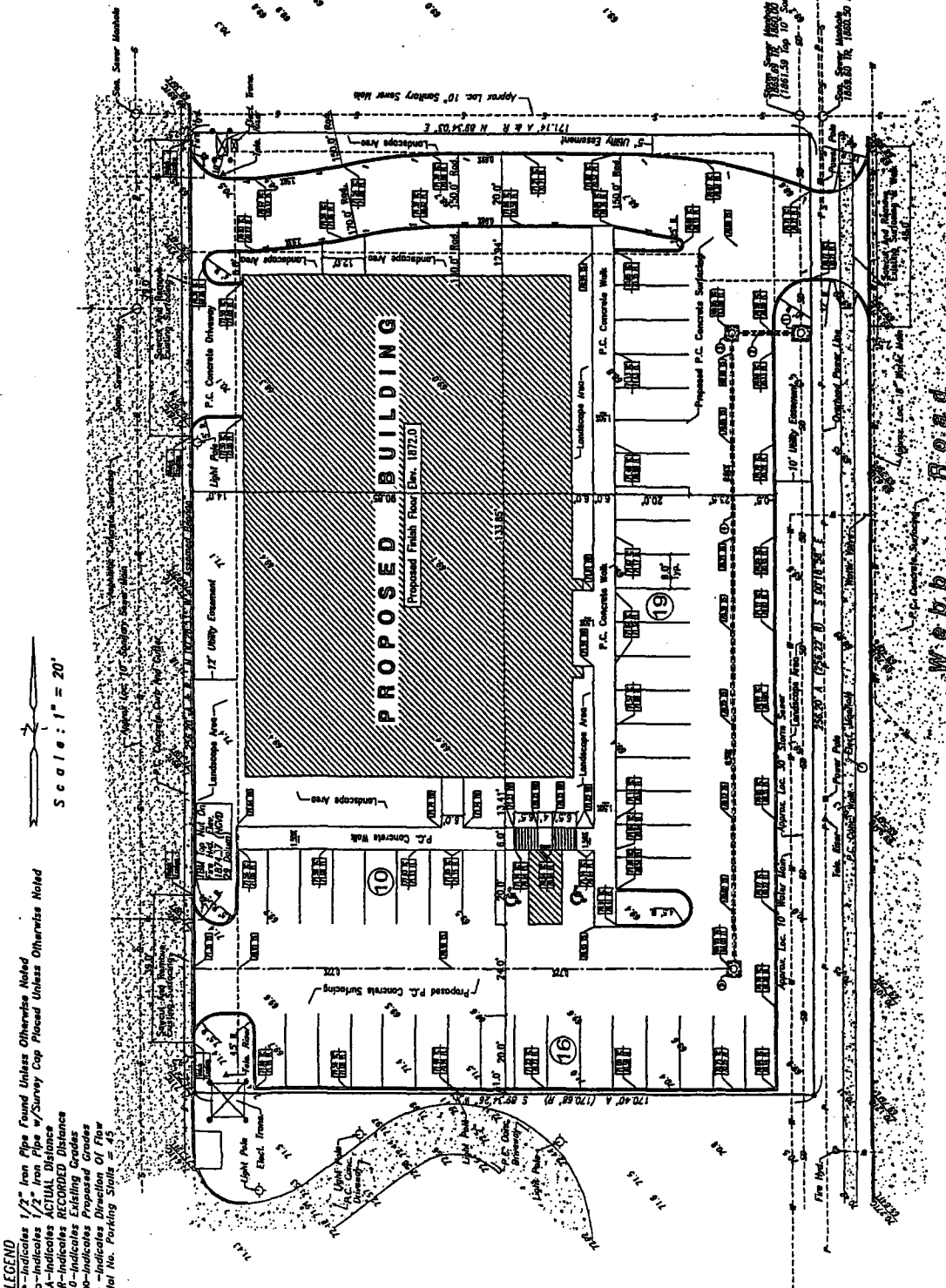
Exhibit A

Use Dealer No. 1052 Grate and Frame For Box No. 1 And Dealer No. 1961 Grate and Frame For Box No. 3 And 5 (or approved equal)



STANDARD JUNCTION BOX DETAIL

- STORM SEWER CONSTRUCTION NOTES**
1. DENSE APPROXIMATE 30 IN. FT. OF EXISTING 18\"/>
 - 2. CONSTRUCT STORMING JUNCTION BOX TOP OF GATE ELEV. 1863.5, FLOW LINE ELEV. 1863.5, TOP OF GATE ELEV. 1863.5, FLOW LINE ELEV. 1863.5.
 - 3. FURNISH AND LAY 18 IN. FT. OF 12\"/>
 - 4. CONSTRUCT STORMING JUNCTION BOX TOP OF GATE ELEV. 1863.5, FLOW LINE ELEV. 1863.5.
 - 5. FURNISH AND LAY 18 IN. FT. OF 12\"/>
 - 6. CONSTRUCT STORMING JUNCTION BOX TOP OF GATE ELEV. 1863.5, FLOW LINE ELEV. 1863.5.



LEGEND

- Indicates 1/2" Iron Pipe Found Unless Otherwise Noted
- Indicates 1/2" Iron Pipe w/Survey Cap Placed Unless Otherwise Noted
- Indicates RECONSTRUCTED
- Indicates EXISTING
- 00.00 - Indicates Existing Grades
- 00.00 - Indicates Proposed Grades
- Indicates Direction Of Flow
- Total No. Parking Stalls = 45

Scale: 1" = 20'

RE S & S
 2810 NORTH WEBB ROAD, GRAND ISLAND, NEBRASKA 68802 P.O. BOX 648
 GRAND ISLAND, NEBRASKA 68802 PHONE (402) 340-1172 FAX (402) 340-1453
 E-MAIL: rsandson@grandisland.net

GRADING PLAN
 Lot Eleven (11), Meadowlark West Fourth Subdivision
 In The City of Grand Island, Nebraska

SUBMITTED BY:	DRAWN BY:	DATE:	REVISIONS:
CHECKED BY: L.A.	SHEET NO.:	1 OF 1	Per Order Jan. 14, 2015
APPROVED BY:	DWG. NO.:	28881	



NOTES:

1. No on-site detention was provided. On-site storm system connects to existing storm pipe which conveys runoff northward to a City of Grand Island detention pond which was designed for developed lot.
2. All of the on-site storm system on this lot was designed using 25-year rainfall event.

Legal Description
 A tract of land comprising all of Lot Eleven (11), Meadowlark West Fourth Subdivision, in the City of Grand Island, Hall County, Nebraska