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NOPL 1
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NOVACO
NORCO*

**SECOND AMENDMENT TO AMENDED AND RESTATED
DECLARATION OF COVENANTS, CONDITIONS AND RESTRICTIONS**

This Second Amendment to Amended and Restated Declaration of Covenants, Conditions and Restrictions ("Second Amendment") is adopted by the undersigned, being the holders of at least two-thirds of the voting rights in Northwoods Plaza Association, a Nebraska nonprofit corporation, pursuant to §23 of, and hereby amends, the Amended and Restated Declaration of Covenants, Conditions and Restrictions recorded October 1, 1999 with the Lancaster County, Nebraska Register of Deeds as Instrument No. 1999-053379 (the "Restated Covenants"), and amended by the Amendment to Amended and Restated Declaration of Covenants, Conditions and Restrictions recorded October 15, 2008 with the Lancaster County, Nebraska Register of Deeds as Instrument No. 2008-047613 (the "First Amendment"). Unless otherwise defined herein, capitalized terms shall have the meanings ascribed to them in the Restated Covenants.

Chg 4/26/11 \$50.00

The properties covered by this Second Amendment are legally described on the attached Exhibit "A."

The Restated Covenants are hereby amended as follows:

1. Definitions – The Definition of Declarant is hereby amended as follows:

"Declarant" shall mean Union Bank & Trust Company, and any successor in interest. For purposes of Sections 4 and 18 of the Restated Covenants, "Declarant" shall mean both Union Bank & Trust Company and Linpro, LLC, a Nebraska limited liability company, as their respective interests appear, and any successors in interest.

2. Allocation of Assessment Units – Section 19 of the Restated Covenants is hereby amended to read as follows:

Charge Union Bank & Trust Company

19. ALLOCATION OF ASSESSMENT UNITS: Assessment Units are allocated to the Lots within the Properties as follows:

(a) Commencing January 1, 2011, any Lot that has not obtained a certificate of occupancy from the city of Lincoln, Nebraska shall be allocated one (1) Assessment Units per one hundred (100) square feet of building area permitted for the Lot as designated on the site plan for the Use Permit.

(b) Upon the issuance of a certificate of occupancy by the city of Lincoln, Nebraska, for any completed improvements, the Lot shall be allocated three (3) Assessment Units per one hundred (100) square feet of building area.

The Assessment Units referred to above shall not be cumulative; that is, the allocation per Lot shall be either under 19(a) or 19(b), but not both.

3. **Effective Date** – This Second Amendment shall be effective January 1, 2011, if the requisite approvals are obtained in order to file this Second Amendment with the Register of Deeds. Upon its filing with the Register of Deeds, this Second Amendment shall be presumed to have received the requisite approval.

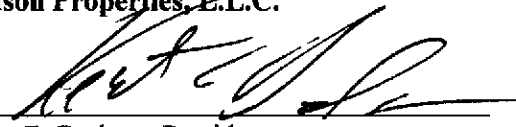
4. **Full Force and Effect** – Except as amended herein, the Restated Covenants remain in full force and effect.

5. **Counterparts** – This Second Amendment may be executed in counterparts.

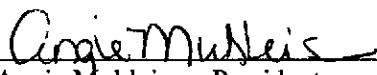
[signatures appear on following pages]

NORTHWOODS PLAZA ADDITION

Dodson Properties, L.L.C.

Lot 5 By: 
Kent E. Dodson, President

**Union Bank & Trust Company, an undivided
75% interest as a Tenant in Common**

Lot 11,
Lot 17 By: 
Angie Muhleisen, President

**Linpro, LLC, an undivided 25% interest as a
Tenant in Common**

By: 
Randall M. Haas, Manager

Security First Bank

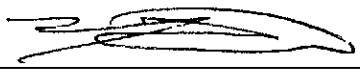
Lot 16 By: _____
John Daubert, President


NORTHWOODS PLAZA FIRST ADDITION

Peters Properties, L.L.C.

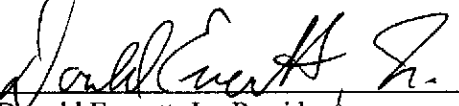
Lot 1 By: _____
Jay D. Peters, Manager/Member

Regor, LLC

Lot 2 By: 
Roger D. Fredstrom, Member

By: 
Cassie J. Fredstrom, Member

The Eating Establishment, LTD

Lot 3 By: 
Donald Everett, Jr., President

Tunzmore Growth, LTD.

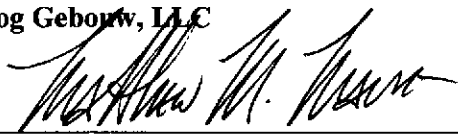
Lot 4 By: _____
Robert R. Otte, General Partner

NORTHWOODS PLAZA SECOND ADDITION

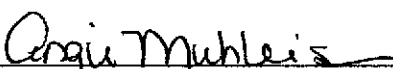
LPA Properties, LLC

Lot 1 By: 
Bradford A. Brabec, Manager

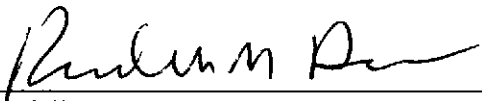
Hoog Gebouw, LLC

Lot 2 By: 
Matthew M Maude, Member

By: 
Dennis Bozarth, Member

Lot 4, Lot 5, Lot 6, Lot 7 By: 
Angie Muhleisen, President

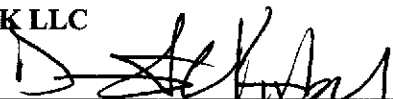
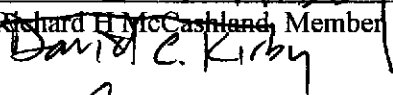
Linpro, LLC, an undivided 25% interest as a Tenant in Common

By: 
Randall M. Haas, Manager


NORTHWOODS VALLEY CONDOMINIUM

(A condominium formed out of Lot 10, Northwoods Plaza Addition)

MCK LLC

Unit A By: 
Richard H. McCashland, Member


Independent Insurance Agents of Nebraska

Unit B By: 
Carol McClelland, Executive Director

NORRSKOGEN CONDOMINIUM

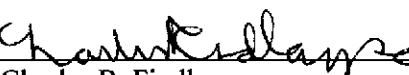
(A condominium formed out of Lot 3, Northwoods Plaza Second Addition)

Hoog Gebouw South, LLC

Unit 100
Unit 300 By: _____
Donald W. Linscott, Co-Manager

By: _____
David L. Johnson, Co-Manager

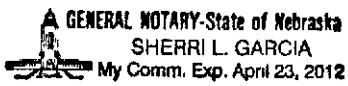
Charles B. Findlay and Janine M. Findlay, as husband and wife

Unit 200 By: 
Charles B. Findlay

By: 
Janine M. Findlay

STATE OF NEBRASKA)
) ss.
COUNTY OF LANCASTER)

The foregoing instrument was acknowledged before me on February 18, 2011, Don Everett, Jr., President of The Eating Establishment, LTD, a Nebraska limited partnership, on behalf of the company.



Sherril L. Garcia
Notary Public

STATE OF NEBRASKA)
) ss.
COUNTY OF LANCASTER)

The foregoing instrument was acknowledged before me on _____, Robert R. Otte, General Partner of Tunzmor Growth, LTD., a Nebraska limited partnership, on behalf of the company.

Notary Public

STATE OF NEBRASKA)
) ss.
COUNTY OF LANCASTER)

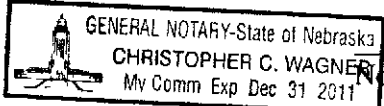
The foregoing instrument was acknowledged before me on March 7, 2011, by Bradford A. Brabec, Manager of LPA, Properties, LLC, a Nebraska limited liability company, on behalf of the company.

Cathy J. Petersen
Notary Public

STATE OF NEBRASKA)
) ss.
COUNTY OF LANCASTER)



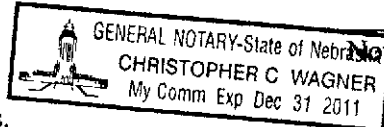
The foregoing instrument was acknowledged before me on February 15, 2011, by Matthew M. Maude and Dennis Bozarth both members of Hoog Gebouw, LLC, a Nebraska limited liability company on behalf of the company.



Christopher C. Wagner
Notary Public

STATE OF NEBRASKA)
) ss.
COUNTY OF LANCASTER)

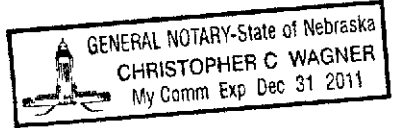
The foregoing instrument was acknowledged before me on February 15, 2011, ^{David C}~~Richard H.~~ Kirby, Member of MCK LLC, a Nebraska limited liability company, on behalf of the company.



Christopher C. Wagner
Notary Public

STATE OF NEBRASKA)
) ss.
COUNTY OF LANCASTER)

The foregoing instrument was acknowledged before me on February 15, 2011, Carol McClelland, Executive Director of Independent Insurance Agents of Nebraska, a Nebraska nonprofit corporation, on behalf of the company.



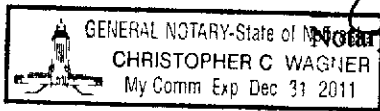
Christopher C. Wagner
Notary Public

STATE OF NEBRASKA)
) ss.
COUNTY OF LANCASTER)

The foregoing instrument was acknowledged before me on February 15, 2011, by Kent E. Dodson, President of Dodson Properties, L.L.C., a Nebraska limited liability company, on behalf of the company.

[Handwritten Signature]

Notary Public

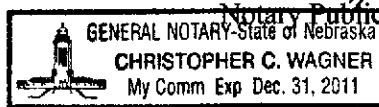


STATE OF NEBRASKA)
) ss.
COUNTY OF LANCASTER)

The foregoing instrument was acknowledged before me on January 31, 2011, by Angie Muhleisen, President of Union Bank & Trust Company, a Nebraska corporation, on behalf of the company.

[Handwritten Signature]

Notary Public



STATE OF NEBRASKA)
) ss.
COUNTY OF LANCASTER)

The foregoing instrument was acknowledged before me on 2-9-11, by Randall M. Haas, Manager of Linpro, LLC, a Nebraska limited liability company, on behalf of the company.

[Handwritten Signature]

Notary Public



STATE OF NEBRASKA)
) ss.
COUNTY OF LANCASTER)

The foregoing instrument was acknowledged before me on _____, by John Daubert, President of Security First Bank, a Nebraska corporation, on behalf of the company.

Notary Public

STATE OF NEBRASKA)
) ss.
COUNTY OF LANCASTER)

The foregoing instrument was acknowledged before me on _____, by Jay D. Peters, Manager/Member of Peters Properties, L.L.C., a Nebraska limited liability company, on behalf of the company.

Notary Public

STATE OF NEBRASKA)
) ss.
COUNTY OF LANCASTER)

The foregoing instrument was acknowledged before me on February 3, 2011, by Roger D. Fredstrom and Cassie J. Fredstrom both members of Regor, LLC, on behalf of the company.

[Handwritten Signature]

Notary Public



STATE OF NEBRASKA)
) ss.
COUNTY OF LANCASTER)

The foregoing instrument was acknowledged before me on _____, Donald W. Linscott and David L. Johnson, both Co-Managers of Hoog Gebouw South, LLC, a Nebraska limited liability company, on behalf of the company.

Notary Public

STATE OF NEBRASKA)
) ss.
COUNTY OF LANCASTER)

The foregoing instrument was acknowledged before me on April 24, 2011, Charles B. Findlay and Janine M. Findlay, as husband and wife.



Notary Public

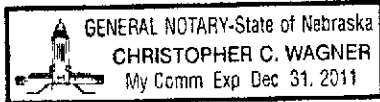


EXHIBIT "A"

Lots Five (5), Eleven (11), Sixteen (16), and Seventeen (17), Northwoods Plaza Addition, Lincoln, Lancaster County, Nebraska;

Lots One (1), Two (2), Three (3), and Four (4), Northwoods Plaza First Addition, Lincoln, Lancaster County, Nebraska;

Lots One (1), Two (3), Four (4), Five (5), Six (6), Seven (7) and Outlot "A", Northwoods Plaza Second Addition, Lincoln, Lancaster County, Nebraska;

Units A and B, Northwoods Valley Condominium, a condominium, Lincoln, Lancaster County, Nebraska; in according to Declaration recorded December 23, 2005 as Inst. No. 2005-075261 in the office of the Register of Deeds of Lancaster County, Nebraska (formally, Lot 10, Northwoods Plaza Addition, Lincoln, Lancaster County, Nebraska).

AND

Units One-Hundred (100), Two-Hundred (200), and Three-Hundred (300), Norrskogen Condominium, a condominium, Lincoln, Lancaster County, Nebraska; in according with the Condominium Declaration recorded May 27, 2009 as Inst. No. 2009028021; amended by Amendment to Condominium Declaration of Norrskogen Condominium, a condominium, recorded October 6, 2010 as Inst. No. 2010044525 in the office of the Register of Deeds of Lancaster County, Nebraska (formally, Lot 3, Northwoods Plaza Second Addition, Lincoln, Lancaster County, Nebraska).