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Dec 5 8 59 AM '97

RICHARD N. TAKECHI
REGISTER OF DEEDS
DOUGLAS COUNTY, NE

DEC-02-1997 17:02 FROM EPSTEIN LAW OFFICES

TO

3302765 P.01



DECLARATION OF PROTECTIVE COVENANTS

STARWOOD SOUTH

FIRST AMENDMENT

15426 67-36852
FEE 17.00 FB _____
BKP [Signature] C/O _____ COMP [Signature]
DEL _____ SCAN [Signature] PV _____

THIS FIRST AMENDMENT TO DECLARATION OF PROTECTIVE COVENANTS, made this 2 day of December, 1997, by Carol J. Gendler, Successor Trustee of the H. Lee Gendler Revocable Trust, Carol J. Gendler, Trustee of the Carol J. Gendler Revocable Trust, and Irvin Gendler, Trustee of the Irvin Gendler Revocable Trust (collectively "Declarant").

RECITALS

Declarant has heretofore platted Starwood South, a subdivision, in Douglas County Nebraska. Protective Covenants were executed on January 28, 1997, and recorded in the office of the Register of Deeds of Douglas County, Nebraska on 5 day of December, 1997 and recorded in Book 1231 at Page 334.

Paragraph 1 of said declaration referred to Lots 7, 8, & 9 as being in City of Omaha Zoning District LI (Limited Industrial District). It has been determined that the City of Omaha Zoning Districts were designated for the Platted Lots as follows: LI (Limited Industrial District) for Lots 7 & 8 and GI (General Industrial District) for Lots 1 through 6 and Lots 9 through 13.

NOW, THEREFORE, in consideration of the premises and other good and valuable consideration, the receipt and sufficiency of which Declarant acknowledges, Declarant does hereby amend the Declaration of Protective Covenants of Starwood South by amending paragraph 1 thereof to read as follows:

"1. USE. All Lots are for industrial, commercial office manufacturing, or warehousing purposes; and, all Lots shall be used for such purposes only, and under the conditions hereinafter set forth. No Lots in Starwood South may at any time be used for any purpose of use in violation of the laws of the United States, State of Nebraska, or the County of Douglas. No trade, use, or occupation shall be implemented on or about the said property or within any improvements constructed thereon which shall be in conflict with the uses permitted by the City of Omaha Zoning ordinances with reference to the classification and use applicable to the said property. The permitted uses will be those applicable to City of Omaha Zoning ordinances LI (Limited Industrial District) for Lots 7 & 8; and, GI (General Industrial District) for Lots 1 through 6, and Lots 9 through 13, except the following:

- a. Uses specified in Zoning Code Section 55-505(b) and (c).
- b. Any other industry or business whose manufacturing processes or methods

of operation cannot be regulated or controlled so as to limit to their property the deleterious effects of their methods of operation, particularly as regards noise, air pollution, order, litter, vibration, glare, or explosion hazard.

Outlot 1 is presently subject to City of Omaha Zoning ordinances DR (Development Reserve District). This Declaration shall not be applicable to said Lot unless the City of Omaha rezones said Lot for industrial, commercial, office, manufacturing, or warehousing purposes."

All other terms of the aforesaid Declaration of Protective Covenants for Starwood South shall remain in full force and effect.

Carol J. Gendler
Carol J. Gendler, Successor Trustee of the
H. Lee Gendler Revocable Trust

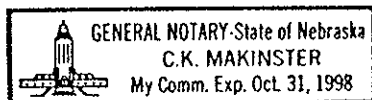
Carol J. Gendler
Carol J. Gendler, Trustee of the
Carol J. Gendler Revocable Trust

Irvin Gendler
Irvin Gendler, Trustee of the Irvin Gendler
Revocable Trust

STATE OF NEBRASKA)
) ss:
COUNTY OF DOUGLAS)

On this 2 day of December, 1997, before me, a Notary Public in and for said County, personally appeared Carol J. Gendler, Successor Trustee of the H. Lee Gendler Revocable Trust, Carol J. Gendler, Trustee of the Carol J. Gendler Revocable Trust and Irvin Gendler, Trustee of the Irvin Gendler Revocable Trust, known to me to be the identical persons whose names are affixed to the above and foregoing instrument, and they acknowledged the execution thereof to be their voluntary act and deed.

WITNESS MY HAND and Notarial Seal the day and year last above written.



C.K. Makinster
Notary Public