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AMENDMENT TO DECLARATION OF PROTECTIVE COVENANTS

THIS AMENDMENT TO DECLARATION OF PROTECTIVE COVENANTS (the "Amendment") is made as of the 9th day of March, 1992, by 144TH AND CENTER PARTNERSHIP, a Colorado general partnership, (the "Colorado Partnership"), CONSTRUCTION DEVELOPERS, INCORPORATED, an Arkansas corporation, CENTER ROAD RETAIL DEVELOPERS LIMITED PARTNERSHIP, an Indiana limited partnership, KV-CENTER ASSOCIATES, a Nebraska general partnership, WESTERN AUTO SUPPLY COMPANY, a Delaware corporation, FIRSTIER, N.A., a national banking association, SNOWSTATE RESTAURANT CORPORATION, a Texas corporation, and J.S. VENTURES, INC., a Kansas corporation.

WITNESSETH:

WHEREAS, Parcel 520 Associates, a Nebraska general partnership, KV International, Inc., a Nebraska corporation, 140th and Center Partnership, a Colorado general partnership, the County of Douglas, Nebraska, and May and Oxner Partnership, a Nebraska general partnership, executed that certain Declaration of Protective Covenants, dated as of February 12, 1986, and recorded May 20, 1987 in the Office of the Register of Deeds of Douglas County in Miscellaneous Book 815, Page 326 (the "Declaration"); and

WHEREAS, the parties hereto constitute (a) all of the Owners (as described in the Declaration) of all of the Building Sites (as defined in the Declaration) upon which the regional enclosed mall shopping center (as defined herein) is located, and (b) seventy-five percent (75%) of the Owners of all of the Building Sites within and constituting at least seventy-five percent (75%) of both (i) the Property (as defined in the Declaration) as a whole, and (ii) the Property not including the Building Sites upon which the regional enclosed mall shopping center is located; and

WHEREAS, (a) the majority of the Property was replatted as Lots 1-21, inclusive, in Oak View, a Subdivision, as surveyed, platted and recorded in Douglas County, Nebraska, and (b) said Lots 1-21 constitute all of the Property, save and except for (1) the portion of Lot 4 of Omaha Industrial Foundation ("O.I.F.") District No. 4, Replat One, which is owned by the Colorado Partnership, and (2) the portion of Lot 3 of the O.I.F. District No. 4, which is owned by Safety Kleen Corp., a Wisconsin corporation; and

WHEREAS, the parties hereto desire to confirm that (a) Lots 1-15, inclusive, in Oak View, a Subdivision (which Lots 1-15 are collectively referred to in this Amendment as the "Shopping Center Property"), shall constitute the "Regional Enclosed Mall Shopping Center", (b) the term "Regional Enclosed Mall Shopping Center" shall be defined to mean the Shopping Center Property, for all purposes of, and as such term "Regional Enclosed Mall Shopping

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Center" is used in, the Declaration, and (c) the Shopping Center Property shall not be subject to any covenants, conditions, regulations, restrictions, reservations or burdens contained in the Declaration.

NOW, THEREFORE, in consideration of the mutual covenants herein contained, and pursuant to Paragraph 9.2 of the Declaration, the parties hereto agree as follows:

1. (a) The Shopping Center Property does and shall constitute the "Regional Enclosed Mall Shopping Center" for all purposes of, and as such term "Regional Enclosed Mall Shopping Center" is used in, the Declaration, (b) the term "Regional Enclosed Mall Shopping Center" shall be defined to mean the Shopping Center Property, for all purposes of, and as such term "Regional Enclosed Mall Shopping Center" is used in, the Declaration, and (c) the Shopping Center Property shall not be subject to any covenants, conditions, regulations, restrictions, reservations or burdens contained in the Declaration; provided, however, the terms and provisions of the Declaration shall continue to inure to the benefit of the Shopping Center Property. Both "Regional Enclosed Mall Shopping Center" and "regional enclosed mall shopping center" are used in the Declaration, and for all purposes of the Declaration and this Amendment, such two terms shall be deemed to be identical.

2. Except as amended herein, the Declaration remains in full force and effect.

3. This Amendment to Declaration of Protective Covenants is executed in several counterparts, each of which shall be deemed an original, and all such counterparts shall together constitute one and the same instrument.

IN WITNESS WHEREOF, the parties have caused this Amendment to Declaration of Protective Covenants to be executed as of the day, month and year first above written.

[END OF PAGE 2]

[NEXT PAGE IS PAGE 3, THE SIGNATURE PAGE OF
144TH AND CENTER PARTNERSHIP]

THIS PAGE CONSTITUTES A COUNTERPART SIGNATURE AND ACKNOWLEDGMENT PAGE FOR THAT CERTAIN AMENDMENT TO DECLARATION OF PROTECTIVE COVENANTS, AND THIS COUNTERPART PAGE, TOGETHER WITH THE OTHER COUNTERPART PAGES CONTAINING SIGNATURES AND ACKNOWLEDGEMENTS OF THE OTHER PARTIES, SHALL CONSTITUTE ONE AND THE SAME INSTRUMENT.

CENTER ROAD RETAIL DEVELOPERS LIMITED PARTNERSHIP, an Indiana limited partnership

By: CENTER-SIMON RETAIL DEVELOPERS LIMITED PARTNERSHIP, an Indiana limited partnership, General Partner

By: CS RETAIL DEVELOPERS, INC., an Indiana corporation, General Partner

By: _____

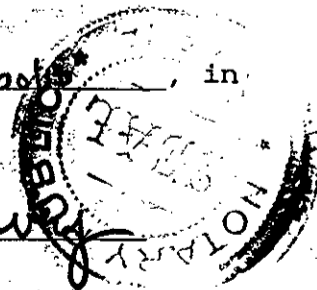
STATE OF INDIANA)
) SS:
COUNTY OF MARION)

On this 25th day of June, 1992, before the undersigned, a Notary Public in and for said County, personally came David Simon, Vice President of CS Retail Developers, Inc., an Indiana corporation, general partner of Center-Simon Retail Developers Limited Partnership, an Indiana limited partnership, general partner of Center Road Retail Developers Limited Partnership, an Indiana limited partnership, personally known to be a vice President and identical person whose name is affixed to the above Amendment to Declaration of Protective Covenants, and he acknowledged the execution thereof to be his voluntary act and deed as such Vice President, and the voluntary act and deed of said corporation and each of said limited partnerships.

Witness my hand and notarial seal at Indianapolis, in said County, on the day and year last above written.

DARLENE E. GARVEY, Notary Public
County of Residence: Johnson
My Commission Expires: Jan. 18, 1994

Darlene E. Garvey
Notary Public



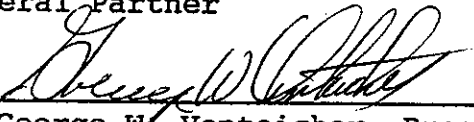
[NEXT PAGE IS PAGE 7, THE SIGNATURE PAGE OF KV-CENTER ASSOCIATES]

BOOK 1019 PAGE 146

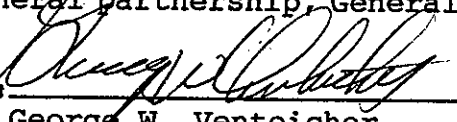
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KV-CENTER ASSOCIATES, a Nebraska general partnership, General Partner

BY: KVI, LTD., a Nebraska corporation, General Partner

By: 
George W. Venteicher, President

BY: OLD MILL ASSOCIATES, a Nebraska general partnership, General Partner

By: 
George W. Venteicher,
General Partner

By: 
Frank R. Krejci, General Partner

[NEXT PAGE IS PAGE 8, THE ACKNOWLEDGMENT PAGE OF
KV-CENTER ASSOCIATES]

BOOK 1019 PAGE 147

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144TH AND CENTER PARTNERSHIP, a Colorado general partnership

By: NDC COLORADO, a Nebraska general partnership, General Partner

By: *Harlan J. Noddle*
Harlan J. Noddle, General Partner

By: EQUITY 144TH OMAHA VENTURE, a Colorado general partnership, General Partner

By: U.S. WEST REAL ESTATE, INC., a Colorado corporation, General Partner

FILE By: *Richard A. Post*
Vice President

[NEXT PAGE IS PAGE 4, THE ACKNOWLEDGMENT PAGE OF 144TH AND CENTER PARTNERSHIP]

STATE OF NEBRASKA)
) ss.
COUNTY OF DOUGLAS)

On this 9th day of March, 1992, before the undersigned, a Notary Public in and for said County, personally came George W. Venteicher, President of KVI, Ltd., a Nebraska corporation, and general partner of KV-Center Associates, a Nebraska general partnership, and personally known to be a partner and identical person whose name is affixed to the above Amendment to Declaration of Protective Covenants, and he acknowledged the execution thereof to be his voluntary act and deed as such partner and the voluntary act and deed of said corporation and the partnerships.

Witness my hand and notarial seal at Omaha, in said County, on the day and year last above written.



Susan Marie Heithoff
Notary Public

STATE OF NEBRASKA)
) ss.
COUNTY OF DOUGLAS)

On this 9th day of March, 1992, before the undersigned, a Notary Public in and for said County, personally came George W. Venteicher, general partner of Old Mill Associates, a Nebraska general partnership, and general partner of KV-Center Associates, a Nebraska general partnership, and personally known to be a partner and identical person whose name is affixed to the above Amendment to Declaration of Protective Covenants, and he acknowledged the execution thereof to be his voluntary act and deed as such partner and the voluntary act and deed of said partnerships.

Witness my hand and notarial seal at Omaha, in said County, on the day and year last above written.



Susan Marie Heithoff
Notary Public

[NEXT PAGE IS PAGE 9, AN ACKNOWLEDGEMENT PAGE OF KV-CENTER ASSOCIATES]

STATE OF NEBRASKA)
COUNTY OF DOUGLAS) ss.

On this 9th day of March, 1992, before the undersigned, a Notary Public in and for said County, personally came Frank R. Krejci, general partner of Old Mill Associates, a Nebraska general partnership and partner of KV-Center Associates, a Nebraska general partnership, and personally known to be a partner and identical person whose name is affixed to the above Amendment to Declaration of Protective Covenants, and he acknowledged the execution thereof to be his voluntary act and deed as such partner and the voluntary act and deed of said partnerships.

Witness my hand and notarial seal at Omaha, in said County, on the day and year last above written.



Susan Marie Heithoff
Notary Public

[NEXT PAGE IS PAGE 10, THE SIGNATURE AND ACKNOWLEDGEMENT PAGE OF WESTERN AUTO SUPPLY COMPANY]

BOOK 1019 PAGE 150

THIS PAGE CONSTITUTES A COUNTERPART SIGNATURE AND ACKNOWLEDGMENT PAGE FOR THAT CERTAIN AMENDMENT TO DECLARATION OF PROTECTIVE COVENANTS, AND THIS COUNTERPART PAGE, TOGETHER WITH THE OTHER COUNTERPART PAGES CONTAINING SIGNATURES AND ACKNOWLEDGEMENTS OF THE OTHER PARTIES, SHALL CONSTITUTE ONE AND THE SAME INSTRUMENT.

WESTERN AUTO SUPPLY COMPANY, a Delaware corporation

By: K. Macarone
AVP

STATE OF Missouri)
COUNTY OF Jackson)

SS:

On this 17th day of June, 1992, before the undersigned, a Notary Public in and for said County, personally came K. Macarone, Asst. Vice President of WESTERN AUTO SUPPLY COMPANY, a Delaware corporation, personally known to be a Asst. Vice President and identical person whose name is affixed to the above Amendment to Declaration of Protective Covenants, and he acknowledged the execution thereof to be his voluntary act and deed as such Asst. Vice President, and the voluntary act and deed of said corporation.

Witness my hand and notarial seal at Kansas City, in said County, on the day and year last above written.



Kenneth E. Hyatt
Notary Public

[NEXT PAGE IS PAGE 11, THE SIGNATURE AND ACKNOWLEDGEMENT PAGE OF FIRSTIER, N.A.]

THIS PAGE CONSTITUTES A COUNTERPART SIGNATURE AND ACKNOWLEDGMENT PAGE FOR THAT CERTAIN AMENDMENT TO DECLARATION OF PROTECTIVE COVENANTS, AND THIS COUNTERPART PAGE, TOGETHER WITH THE OTHER COUNTERPART PAGES CONTAINING SIGNATURES AND ACKNOWLEDGEMENTS OF THE OTHER PARTIES, SHALL CONSTITUTE ONE AND THE SAME INSTRUMENT.

FIRSTIER, N.A., a national banking association

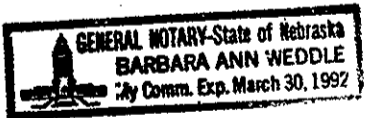
By: Patrick Lynch - Officer

STATE OF NEBRASKA)
)
COUNTY OF DOUGLAS) SS:

On this 30th day of March, 1992, before the undersigned, a Notary Public in and for said County, personally came Patrick Lynch, Officer President of FIRSTIER, N.A., a national banking association, personally known to be a President and identical person whose name is affixed to the above Amendment to Declaration of Protective Covenants, and he acknowledged the execution thereof to be his voluntary act and deed as such President, and the voluntary act and deed of said bank.

Witness my hand and notarial seal at Omaha, in said County, on the day and year last above written.

Barbara Ann Weddle
Notary Public



[NEXT PAGE IS PAGE 12, THE SIGNATURE AND ACKNOWLEDGEMENT PAGE OF SAFETY KLEEN CORPORATION]

J. S. VENTURES, INC.

THIS PAGE CONSTITUTES A COUNTERPART SIGNATURE AND ACKNOWLEDGMENT PAGE FOR THAT CERTAIN AMENDMENT TO DECLARATION OF PROTECTIVE COVENANTS, AND THIS COUNTERPART PAGE, TOGETHER WITH THE OTHER COUNTERPART PAGES CONTAINING SIGNATURES AND ACKNOWLEDGEMENTS OF THE OTHER PARTIES, SHALL CONSTITUTE ONE AND THE SAME INSTRUMENT.

SNOWSTATE RESTAURANT CORPORATION, a Texas corporation

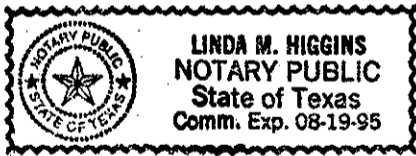
By: *John W. Titus, President*

STATE OF TEXAS)
COUNTY OF DALLAS)

SS:

On this 12 day of June, 1992, before the undersigned, a Notary Public in and for said County, personally came John W. Titus, President of SNOWSTATE RESTAURANT CORPORATION, a Texas corporation, personally known to be a President and identical person whose name is affixed to the above Amendment to Declaration of Protective Covenants, and he acknowledged the execution thereof to be his voluntary act and deed as such President, and the voluntary act and deed of said corporation.

Witness my hand and notarial seal at 6820 L.B.J. Fwy, in said County, on the day and year last above written.



Linda M. Higgins
Notary Public

[NEXT PAGE IS PAGE 13, THE SIGNATURE AND ACKNOWLEDGEMENT PAGE OF J.S. VENTURES, INC.]

THIS PAGE CONSTITUTES A COUNTERPART SIGNATURE AND ACKNOWLEDGMENT PAGE FOR THAT CERTAIN AMENDMENT TO DECLARATION OF PROTECTIVE COVENANTS, AND THIS COUNTERPART PAGE, TOGETHER WITH THE OTHER COUNTERPART PAGES CONTAINING SIGNATURES AND ACKNOWLEDGEMENTS OF THE OTHER PARTIES, SHALL CONSTITUTE ONE AND THE SAME INSTRUMENT.

J.S. VENTURES, INC., a Kansas corporation

By: *James H. Stevens*

STATE OF KANSAS)
COUNTY OF Sedgewick)

SS:

On this 17th day of June, 1992, before the undersigned, a Notary Public in and for said County, personally came *James H. Stevens*, _____ President of J.S. VENTURES, INC., a Kansas corporation, personally known to be a _____ President and identical person whose name is affixed to the above Amendment to Declaration of Protective Covenants, and he acknowledged the execution thereof to be his voluntary act and deed as such _____ President, and the voluntary act and deed of said corporation.

Witness my hand and notarial seal at *Wichita, Kansas*, in said County, on the day and year last above written.

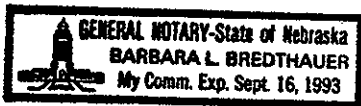
Marion C. Lewis
Notary Public



STATE OF NEBRASKA)
) SS:
COUNTY OF DOUGLAS)

On this 8th day of June, 1992, before the undersigned, a Notary Public in and for said County, personally came Harlan J. Noddle, the general partner of NDC COLORADO, a Nebraska general partnership and partner of 144TH AND CENTER PARTNERSHIP, a Colorado general partnership, personally known to be a partner and identical person whose name is affixed to the above Amendment to Declaration of Protective Covenants, and he acknowledged the execution thereof to be his voluntary act and deed as such partner and the voluntary act and deed of each of said partnerships.

Witness my hand and notarial seal at Omaha NE, in said County, on the day and year last above written.

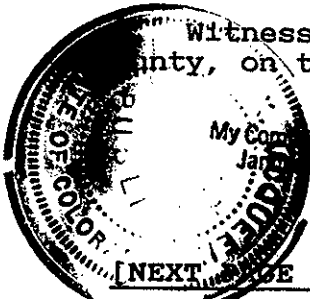


Barbara L. Bredthauer
Notary Public

STATE OF Colorado)
) SS:
COUNTY OF Denver)

On this 5th day of June, 1992, before me appeared Richard A. Post, to me personally known, who, being by me duly sworn, did depose and say that he is Vice President of U.S. WEST REAL ESTATE, INC., a Colorado corporation, general partner of EQUITY 144TH OMAHA VENTURE, a Colorado general partnership and partner of 144TH AND CENTER PARTNERSHIP, a Colorado general partnership, and personally known to be the Vice President and identical person whose name is affixed to the above Amendment to Declaration of Protective Covenants, and he acknowledged the execution thereof to be his voluntary act and deed as such Vice President, and the voluntary act and deed of said corporation and each of said partnerships.

Witness my hand and notarial seal at Denver, in said County, on the day and year last above written.



Karen K. McQuinn
Notary Public

[NEXT PAGE IS PAGE 5, THE SIGNATURE AND ACKNOWLEDGEMENT PAGE OF CONSTRUCTION DEVELOPERS, INCORPORATED]

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GEORGE J. BUGLE
REGISTER OF DEEDS
DOUGLAS COUNTY