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RICHARD N. TAKECHI
REGISTER OF DEEDS
DOUGLAS COUNTY, NE



1212 724 MISC



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DESIGNATION OF SUCCESSOR DECLARANT

THIS DESIGNATION OF SUCCESSOR DECLARANT ("Designation"), is made and entered into as of June 13, 1997 by and between MCGREGOR INTERESTS, INC., a Nebraska corporation ("Declarant"), and C AND C PARTNERS, L.L.C., a Colorado limited liability company ("Designee").

RECITALS:

A. By document dated March 30, 1990 and recorded April 5, 1990, in Book 918 at Page 746 of the Miscellaneous Records in the Register of Deeds of Douglas County, Nebraska, Declarant was named successor declarant to Carl A. Brady, the successor declarant named in the Designation of Successor Declarant dated May 31, 1982 and recorded June 3, 1982, in Book 671 at Page 631 of the Miscellaneous Records of Douglas County, Nebraska, as successor to Creative Land Consultants, Inc., a Nebraska corporation, the named declarant in that certain Declaration of Covenants, Conditions and Restrictions, dated February 14, 1978, and recorded February 14, 1978, in the above referenced Miscellaneous Records in Book 593 at Page 405, all with respect to the following described real property:

85-369

Lots 6 through 10, inclusive, and Lot 14, CRESCENT OAKS, a platted and recorded subdivision in Douglas County, Nebraska; and Lots 104 through 111, CRESCENT OAKS REPLAT, a platted and recorded subdivision in Douglas County, Nebraska. 85-407

B. Pursuant to the terms of the Declaration, Declarant has the right to name a successor declarant.

C. Declarant wishes to name, and Designee wishes to be so named, a successor declarant pursuant to the Declaration, and to assume all of Declarant's authority and obligations contained in the Declaration.

AGREEMENT:

NOW THEREFORE, for and in consideration of the premises contained in this Designation, and other good and valuable consideration, the receipt and sufficiency of which is hereby acknowledged, Declarant and Designee agree as follows:

1. Declarant hereby designates Designee as the successor declarant to Declarant pursuant to the Declaration, and Designee hereby accepts such designation.
2. From the date of this designation, Designee shall assume all authority and fulfill all obligations of Declarant pursuant to the terms of the Declaration.
3. In all other respects the Declaration shall remain in full force and effect as originally set forth properly amended.

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66-08295
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THIS DESIGNATION is entered into as of the date first written above.

DECLARANT:
McGREGOR INTERESTS, INC.,
a Nebraska corporation

By: [Signature]
Its: President

DESIGNEE:
C AND C PARTNERS, L.L.C.,
a Colorado limited liability company

By: [Signature]
Its: Member

STATE OF)
COUNTY OF) ss.

The foregoing instrument was acknowledged before the undersigned this 11 day of June, 1997, by LeGrande N. McGregor, as President of McGregor Interests, Inc., a Nebraska corporation, for and on behalf of the corporation.

[Signature]
Notary Public

My Commission Expires: 1/30/99



STATE OF California)
COUNTY OF Los Angeles) ss.

NOTARIAL SEAL AFFIXED
REGISTER OF DEEDS

The foregoing instrument was acknowledged before the undersigned this 10 day of June, 1997, by David A. Diamond, as Member of C and C Partners, L.L.C., a Colorado limited liability company, for and on behalf of the company.

[Signature]
Notary Public

My Commission Expires: 3-17-2000

NOTARIAL SEAL AFFIXED
REGISTER OF DEEDS

