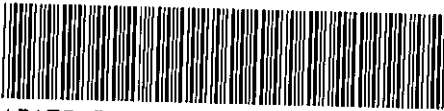


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RICHARD H. TANECH
REGISTER OF DEEDS
DOUGLAS COUNTY, NE

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Please return to:
Richard Anderson
2120 S. 72nd St., #1250
Omaha NE 68124

AMENDMENT TO DECLARATION OF COVENANTS,
CONDITIONS, RESTRICTIONS AND COMMON
DRIVE EASEMENT

THIS AMENDMENT to the Declaration of Covenants, Conditions, Restrictions and Common Drive Easement is made this 23 day of July, 1998, by PINK GRADING, INC., a Nebraska corporation (herein "PG") and 66TH CIRCLE OUTLOT ASSOCIATION, a Nebraska non-profit corporation (herein "Association").

RECITALS:

PG and Association made on October 21, 1997 the Declaration of Covenants, Conditions, Restrictions and Common Drive Easement ("Declaration") effective with regard to Lots 1, 2, 3, 4, 5, and 6 of Pink Industrial Park, a subdivision, in Omaha, Douglas County, Nebraska. The Declaration was filed on or about February 11, 1998 at Book 1238, Miscellaneous Records, Page 01827. PG and Association are currently the sole owners of all of the Lots and other real estate in the subdivision and desire to make this Amendment as to the Declaration.

NOW, THEREFORE, PG AND THE ASSOCIATION IN FURTHERANCE OF AND FOR THE PURPOSE SET FORTH IN THE DECLARATION, HEREBY AMEND THE DECLARATION AS FOLLOWS:

1. By deleting Paragraph c of Section 2. Use Restrictions, in its entirety and substituting in lieu thereof the following:

“In no event shall the exterior front wall of any improvement be constructed with any material other than masonry block, brick, stucco, synthetic stucco, or glass with aluminum frames.”

2. The parties ratify, confirm, and approve the Declaration in all respects except as modified herein.

IN WITNESS WHEREOF the parties have executed this Amendment as of the 23 day of July, 1998.

PINK GRADING, INC., a Nebraska corporation

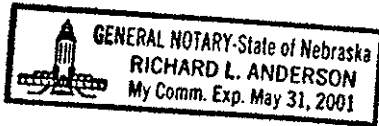
By: *Gary L. Pink*
GARY L. PINK, President

66TH CIRCLE OUTLOT ASSOCIATION, a
Nebraska Non-Profit Corporation

By: *Gary L. Pink*
GARY L. PINK, President

STATE OF NEBRASKA)
) ss.
COUNTY OF DOUGLAS)

The foregoing instrument was acknowledged before me on July 23, 1998, by Gary L. Pink, President of Pink Grading, Inc., and Gary L. Pink, President of 66th Circle Outlot Association.



Richard L. Anderson
Notary Public