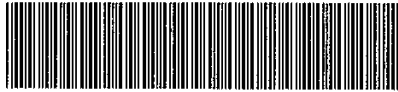


1262 221 MISC



12489 98 221-222

RECEIVED

SEP 4 1 19 PM '98

RICHARD N. TAKECHI
REGISTER OF DEEDS
DOUGLAS COUNTY, NE

(Space Above This Line for Recording Data)

**AMENDMENT NO. 2 TO
DECLARATION OF COVENANTS, CONDITIONS AND RESTRICTIONS**

THIS AMENDMENT NO. 2 TO DECLARATION OF COVENANTS, CONDITIONS AND RESTRICTIONS (the "Amendment") is dated as of August 21, 1998, and is made by Dave Paik Builders, Inc., a Nebraska corporation, hereinafter referred to as the "Declarant," and Bennington Company, a Nebraska corporation, hereinafter referred to as "Bennington."

RECITALS:

WHEREAS, a Declaration of Covenants, Conditions and Restrictions (the "Declaration") was recorded in Book 1206, Page 312, of the Miscellaneous Records of the Douglas County Register of Deeds Office on the 8th day of April 1997 covering Lots 13 and 14 in Hillsborough Replat 21, a subdivision as surveyed, platted and recorded in Douglas County, Nebraska; and the Declaration was subsequently amended by certain Amendments executed by Declarant and other Owners of the Properties.

WHEREAS, Bennington, as the Owner of certain of the Lots in Hillsborough Replat 21 and in Hillsborough Northeast, has agreed to include and subject all of the Lots owned by it to the Declaration and, Declarant consenting thereto desires to amend the Declaration in accordance with Article VII, Section 4, of the Declaration as hereinafter set forth.

WHEREAS, all terms used in this Amendment without definition shall have the same meanings in this Amendment as such terms have in the Declaration.

1. Addition of Property to Declaration. Bennington is the Owner of the following described real property (herein "Bennington Property"):

Lots 3, 4, 5 & 6 in Hillsborough Replat 21, a subdivision as surveyed, platted and recorded in Douglas County, Nebraska; and

Lots 1 through 22, inclusive, in Hillsborough Northeast, a subdivision as surveyed, platted and recorded in Douglas County, Nebraska.

The foregoing Bennington Property shall be added to and become a part of the Properties under the Declaration and all of the terms, covenants, restrictions, conditions, reservations, and provisions of the Declaration shall be extended to and be applicable to the Bennington Property for all purposes. This Amendment shall be deemed to be effective on the date of the recording of the Amendment with the Register of Deeds Office of Douglas County, Nebraska.

Erickson ~ Sederstrom
10330 Regency Parkway Dr.
Omaha, Ne 68114

A-12489 MC-16582
FEE 11.00 FB MC-16586
BKP C/O COMP VP
DEL SCAN MK FY

2. Declarant's Consent and Approval. Declarant hereby consents to and approves of the Bennington Property being added to and becoming a part of the Properties under the Declaration and all of the terms, covenants, restrictions, conditions, reservations, and provisions of the Declaration being extended to and being applicable to the Bennington Property for all purposes.

3. Reference to and Effect on the Declaration. On and after the effective date of this Amendment, each reference in the Declaration to "this Declaration," "hereof," "herein," or words of like import, shall mean and be a reference to the Declaration as amended by this Amendment. Except as specifically amended by this Amendment, the Declaration shall remain in full force and effect and hereby is ratified and confirmed.

IN WITNESS WHEREOF, this Amendment has been duly executed on behalf of the Declarant and Bennington as of the date above written.

DECLARANT:

DAVE PAIK BUILDERS, INC., a Nebraska corporation,

By: 
David R. Paik, President

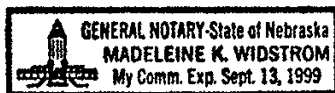
BENNINGTON:

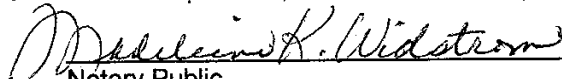
BENNINGTON COMPANY, a Nebraska corporation,

By: 
Barbara Shaw, President

STATE OF NEBRASKA)
) ss.
COUNTY OF DOUGLAS)

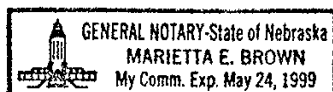
The foregoing instrument was acknowledged before me this 24th day of ^{August} ~~July~~ 1998, by David R. Paik, President of Dave Paik Builders, Inc., a Nebraska corporation, on behalf of the corporation.

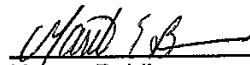



Notary Public

STATE OF NEBRASKA)
) ss.
COUNTY OF DOUGLAS)

The foregoing instrument was acknowledged before me this 10th day of ^{August} ~~July~~ 1998, by Barbara Shaw, President of Bennington Company, a Nebraska corporation, on behalf of the corporation.




Notary Public

H:\LKS\BKP\PAIK\HILLSBORO\AMEND-2.DEC