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Return: Volen, Jessen P.C.
1125 S. 103rd St., #800
Omaha, NE 68124
310-9500

**AMENDMENT AND RESTATEMENT OF
 PERPETUAL EASEMENT AGREEMENT**

RECEIVED
 DOUGLAS COUNTY, NE

THIS AMENDMENT AND RESTATEMENT OF PERPETUAL EASEMENT AGREEMENT is entered into between WLG Enterprises, Inc., a Nebraska corporation, successor developer of Lake Aero Replat II ("WLG") and the undersigned owners of all platted lots within Lake Aero Replat II, a subdivision in Douglas County, Nebraska.

W I T N E S S E T H :

WHEREAS, Lake Aero and Lake Aero Replat have been or are in the process of being replatted into Lake Aero Replat II, a copy of which is attached hereto as Exhibit "A"; and

WHEREAS, WLG is the owner of all the real property located in Lake Aero Replat II, a subdivision in Douglas County, Nebraska, with exception of the Lots set forth opposite the names of the undersigned owners;

WHEREAS, pursuant to a Perpetual Easement Agreement dated October 6, 1983 and recorded in Book 701 at Page 314 of the Miscellaneous Records of Douglas County, Nebraska (the "Existing Easement"), a perpetual easement was granted to all present and future owners of Lot 1, Lots 29 through 64 and Lots 98 through 106, Lake Aero and Lots 1 through 36, Lake Aero Replat, over all of Lot 103, Lake Aero and over all of Lots 35 and 36, Lake Aero Replat;

WHEREAS, the parties hereto now desire to enter into this Perpetual Easement Agreement to provide a new easement for ingress and egress in favor of all present and future owners of Lots 1 through 41, Lake Aero Replat II and to amend, restate and supersede the Existing Easement.

NOW, THEREFORE, in consideration of One Dollar (\$1.00) and for other good and valuable consideration, receipt of which is hereby acknowledged, it is agreed as follows:

1. WLG hereby grants a perpetual easement for ingress and egress over all of Lot 38, Lake Aero Replat II, for all present and future owners of Lots 1 through 37, and Lots 39 through 41, Lake Aero Replat II, a subdivision in Douglas County, Nebraska. *

2. The undersigned owners of all of Lots 1 through 41, Lake Aero Replat II hereby forever release and discharge the rights of ingress and egress granted under the Existing Agreement.

3. The easements granted under Paragraph 1 above shall run with the land and shall be binding upon the parties hereto, their respective heirs, successors, administrators, assigns, personal

LM 27745 1098 82447 FB 0W-21010
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 TYPE MISC PG 58-67 C/O _____ COMP VP SCAN HC
 FEE 7050 OF MISC LEGL PG _____ MC _____ FV _____

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representatives, transferees, devisees, lessees, licensees, servants, agents, employees and visitors of all owners of lots in Lake Aero Replat II.

4. This Amendment and Restatement of Perpetual Easement Agreement may be executed by WLG and some or all of the other undersigned owners of lots in Lake Aero Replat II prior to final approval of the plat of Lake Aero Replat II as shown on Exhibit "A" attached hereto by the Douglas County Board of Commissioners and the recording of such plat in the office of the Register of Deeds of Douglas County, Nebraska. Notwithstanding the fact that some of the parties may execute this Amendment and Restatement of Perpetual Easement Agreement prior to approval and recording of the plat of Lake Aero Replat II, this Amendment and Restatement of Perpetual Easement Agreement shall not be binding or enforceable on any of the undersigned parties unless and until the plat of Lake Aero Replat II is approved by the Douglas County Board of Commissioners and is recorded in the office of the Register of Deeds of Douglas County, Nebraska. In the event that the approved plat of Lake Aero Replat II is not recorded in the office of the Register of Deeds of Douglas County on or before December 31, 1993, this Amendment and Restatement shall be null and void and the Existing Easement shall remain in full force and effect according to its terms.

Lots 1-5, 7-10, 15-17, 23-39,
41 Lake Aero Replat II

WLG ENTERPRISES, INC.,
a Nebraska corporation

By: *M. Jorgensen*
Its: PRES.

STATE OF NEBRASKA)
) ss.
COUNTY OF DOUGLAS)

Acknowledged before me this 12 day of February,
1993, by W.L. Greerock, President of
WLG ENTERPRISES, INC., a Nebraska corporation, for and on behalf
of said corporation.



Lots 6, 11 and 40 Lake
Aero Replat II

NOTARIAL SEAL AFFIXED
REGISTER OF DEEDS

Michelle R. Jorgensen
Notary Public
Donald W. Rogert
DONALD W. ROBERT
Lois A. Rogert
LOIS A. ROBERT

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NOTARIAL SEAL AFFIXED
REGISTER OF DEEDS

STATE OF NEBRASKA)
COUNTY OF DOUGLAS) ss.

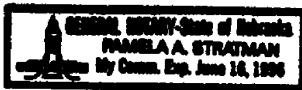
Acknowledged before me this 10th day of February, 1993, by DONALD W. ROBERT.



Pamela A. Stratman
Notary Public

STATE OF NEBRASKA)
COUNTY OF DOUGLAS) ss.

Acknowledged before me this 10th day of February, 1993, by LOIS A. ROBERT.



Pamela A. Stratman
Notary Public

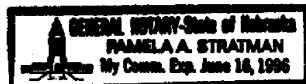
Lots 12 Lake Aero Replat II

William Green
WILLIAM GREEN

Delores Green
DELORES GREEN

STATE OF NEBRASKA)
COUNTY OF DOUGLAS) ss.

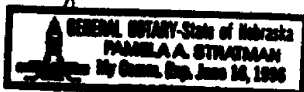
Acknowledged before me this 10th day of February, 1993, by WILLIAM GREEN.



Pamela A. Stratman
Notary Public

STATE OF NEBRASKA)
COUNTY OF DOUGLAS) ss.

Acknowledged before me this 10th day of February, 1993, by DELORES GREEN.





Pamela A. Stratman
Notary Public

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REGISTER OF DEEDS

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Lot 13, Lake Aero Replat II


 HOWARD J. FRIEDMAN


 SANDRA B. FRIEDMAN


 STATE OF NEBRASKA)
) ss.
 COUNTY OF DOUGLAS)

 Acknowledged before me this 1st day of
MARCH, 1993, by HOWARD J. FRIEDMAN.


 Notary Public

 STATE OF NEBRASKA)
) ss.
 COUNTY OF DOUGLAS)

 Acknowledged before me this 1st day of
MARCH, 1993, by SANDRA B. FRIEDMAN.

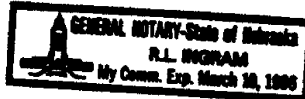
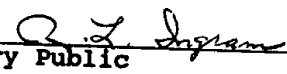

 Notary Public

Lot 14, Lake Aero Replat II

 FLINN PAVING CO., INC.,
 a Nebraska corporation

 By: 
 Its: President

 STATE OF NEBRASKA)
) ss.
 COUNTY OF DOUGLAS)

 Acknowledged before me this 12TH day of FEBRUARY,
 1993, by Matt L. Flinn, President of FLINN
PAVING CO., INC., a Nebraska corporation, for and on behalf of
 said corporation.


 Notary Public

 NOTARIAL SEAL AFFIXED
 REGISTER OF DEEDS

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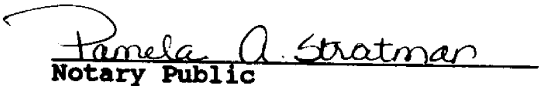
Lot 18, Lake Aero Replat II


 DAVID OWEN JANKE

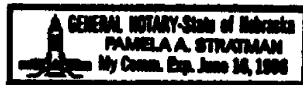
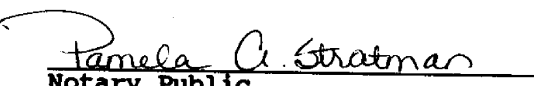

 CHRISTINE JANKE

 STATE OF NEBRASKA)
) ss.
 COUNTY OF DOUGLAS)

 Acknowledged before me this 11th day of February, 1993, by DAVID OWEN JANKE.



 Notary Public

 STATE OF NEBRASKA)
) ss.
 COUNTY OF DOUGLAS)

 Acknowledged before me this 11th day of February, 1993, by CHRISTINE JANKE.


 Notary Public

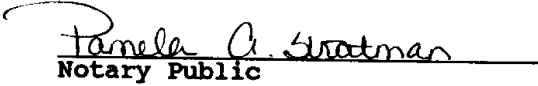
 Lots 19 and 20,
 Lake Aero Replat II


 BERNIECE E. GREWCOCK, Trustee


 WILLIAM L. GREWCOCK

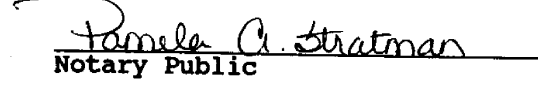
 STATE OF NEBRASKA)
) ss.
 COUNTY OF DOUGLAS)

 Acknowledged before me this 11th day of February, 1993, by BERNIECE E. GREWCOCK, Trustee.


 Notary Public

 STATE OF NEBRASKA)
) ss.
 COUNTY OF DOUGLAS)

 Acknowledged before me this 11th day of February, 1993, by WILLIAM L. GREWCOCK.


 Notary Public

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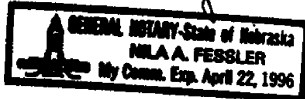
Lots 21 and 22,
Lake Aero Replat II

Richard Harvey
RICHARD HARVEY

Judith Harvey
JUDITH HARVEY

STATE OF NEBRASKA)
) ss.
COUNTY OF DOUGLAS)

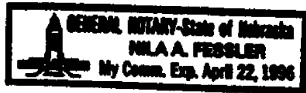
Acknowledged before me this 22nd day of February, 1993, by RICHARD HARVEY.



Nila A. Fessler
Notary Public

STATE OF NEBRASKA)
) ss.
COUNTY OF DOUGLAS)

Acknowledged before me this 22nd day of February, 1993, by JUDITH HARVEY.



Nila A. Fessler
Notary Public

NOTARIAL SEAL AFFIXED
REGISTER OF DEEDS

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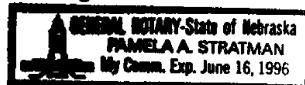
Holder of a security
interest in Lots 6, 11
and 40, Lake Aero Replat II

William L. Grewcock
William L. Grewcock,
Beneficiary

Michael M. Hupp
Michael M. Hupp, Trustee

STATE OF NEBRASKA)
COUNTY OF DOUGLAS) ss.

Acknowledged before me this 11th day of February, 1993, by William L. Grewcock, as Beneficiary.



Pamela A. Stratman
Notary Public

STATE OF NEBRASKA)
COUNTY OF DOUGLAS) ss.

Acknowledged before me this 12 day of February, 1993, by Michael M. Hupp, as Trustee.

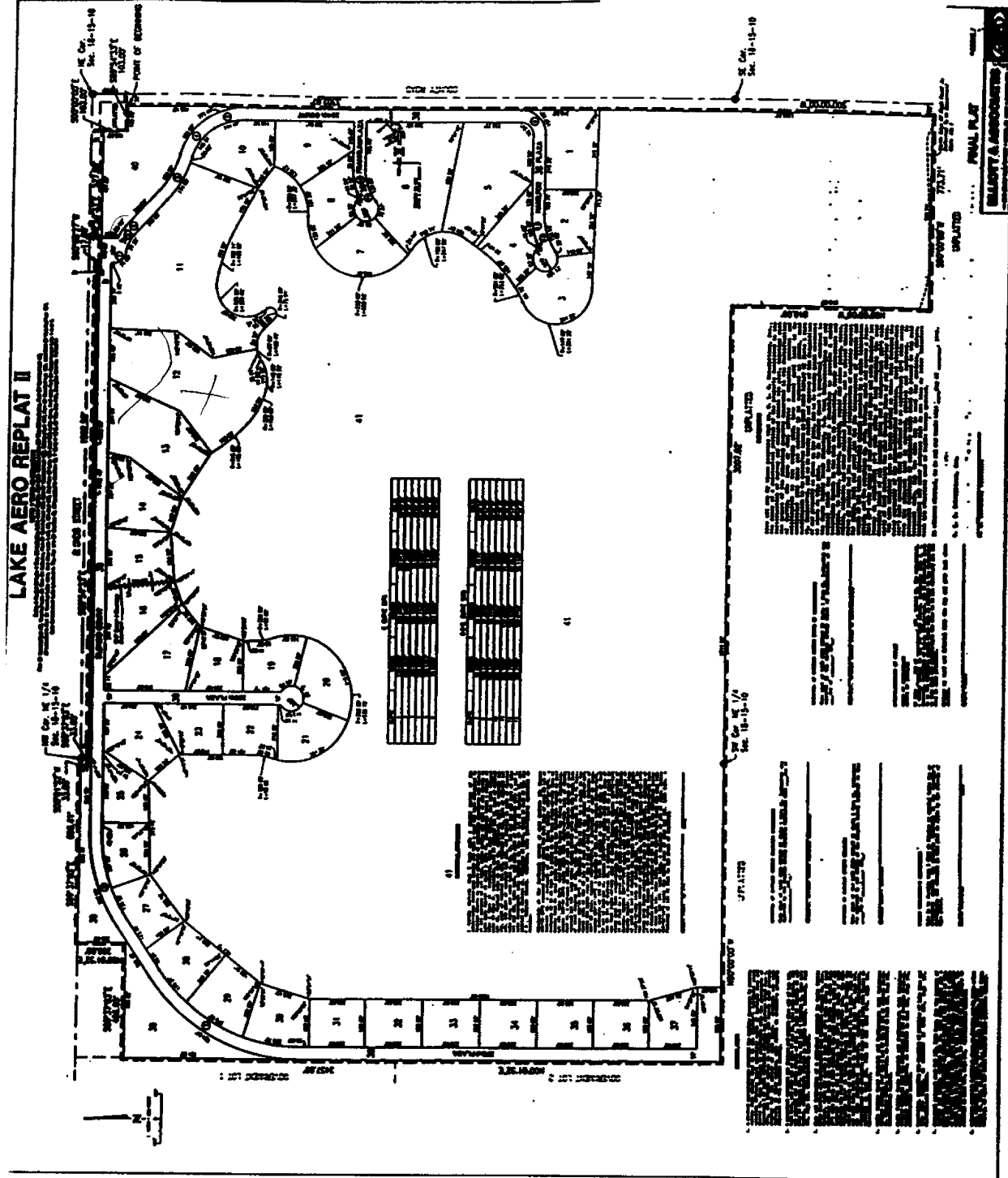


Michelle R. Jorgensen
Notary Public

NOTARIAL SEAL AFFIXED
REGISTER OF DEEDS

EXHIBIT "A"

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**ADDENDUM TO AMENDMENT AND RESTATEMENT
OF PERPETUAL EASEMENT AGREEMENT**

WHEREAS, the undersigned has agreed to purchase Lot 15, Lake Aero Replat, which lot will be known as Lot 15, Lake Aero Replat II upon the replatting of Lake Aero and Lake Aero Replat ("Lot 15") from WLG Enterprises, Inc. ("WLG");

WHEREAS, as a condition to selling Lot 15 to the undersigned, WLG has required that the undersigned acknowledge the existence of and agree to the terms of that certain Amendment and Restatement of Perpetual Easement Agreement to which this Addendum is attached (the "New Easement") pursuant to which that certain Perpetual Easement Agreement dated October 6, 1983 and recorded in Book 701 at Page 314 of the Miscellaneous Records of Douglas County, Nebraska (the "Existing Easement") is amended and superseded;

WHEREAS, in order to induce WLG to complete the sale of Lot 15 to the undersigned, the undersigned is willing to enter into this Addendum.

NOW, THEREFORE, in consideration of the above premises and in order to induce WLG to sell Lot 15 to the undersigned, the undersigned hereby agrees to the terms of the New Easement to which this Addendum is attached and specifically acknowledges and agrees that the Existing Easement has been released and discharged and replaced by the New Easement.

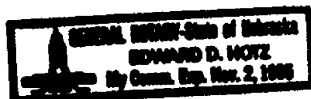
The undersigned further consents to the recording of this Addendum as an attachment to the New Easement.

IN WITNESS WHEREOF, the undersigned has executed this Addendum on the 29 day of April, 1993.

~~John W. Weekly~~

STATE OF NEBRASKA))
COUNTY OF DOUGLAS) ss.

Acknowledged before me this 29 day of April
1993, by John W. Weekly.



Notary Public

NOTARIAL SEAL AFFIXED
REGISTER OF DEEDS

**ADDENDUM TO AMENDMENT AND RESTATEMENT
OF PERPETUAL EASEMENT AGREEMENT**

WHEREAS, the undersigned has agreed to purchase Lot 16, Lake Aero Replat, which lot will be known as Lot 16, Lake Aero Replat II upon the replatting of Lake Aero and Lake Aero Replat ("Lot 16") from WLG Enterprises, Inc. ("WLG");

WHEREAS, as a condition to selling Lot 16 to the undersigned, WLG has required that the undersigned acknowledge the existence of and agree to the terms of that certain Amendment and Restatement of Perpetual Easement Agreement to which this Addendum is attached (the "New Easement") pursuant to which that certain Perpetual Easement Agreement dated October 6, 1983 and recorded in Book 701 at Page 314 of the Miscellaneous Records of Douglas County, Nebraska (the "Existing Easement") is amended and superseded;

WHEREAS, in order to induce WLG to complete the sale of Lot 16 to the undersigned, the undersigned is willing to enter into this Addendum.

NOW, THEREFORE, in consideration of the above premises and in order to induce WLG to sell Lot 16 to the undersigned, the undersigned hereby agrees to the terms of the New Easement to which this Addendum is attached and specifically acknowledges and agrees that the Existing Easement has been released and discharged and replaced by the New Easement.

The undersigned further consents to the recording of this Addendum as an attachment to the New Easement.

IN WITNESS WHEREOF, the undersigned has executed this Addendum on the 15 day of July, 1993.


Gary A. Rittenhouse

Suzanne C. Rittenhouse
Suzanne C. Rittenhouse

STATE OF NEBRASKA)) ss.
COUNTY OF DOUGLAS)

Acknowledged before me this 15th day of July
1993, by Gary H. Rittenhouse and Suzanne C. Rittenhouse.



Low A. Jansse
NOTARY PUBLIC

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REGISTER OF DEEDS