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MISC 2002 18399

RICHARD N. TAKECHI
REGISTER OF DEEDS
DOUGLAS COUNTY, NE

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**AMENDMENT TO
DECLARATION OF RESTRICTIONS**

4	FEE	23.00	FB	See Below
6	EMP		C/O	COMP 2
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THIS AMENDMENT TO DECLARATION OF RESTRICTIONS is made this 26 day of July, 2002, by West Bay, Inc., a Nebraska corporation (hereinafter sometimes referred to collectively as "Declarant").

RECITALS:

WHEREAS, Declarant granted a restrictive covenant dated September 14, 2000, in favor of Cutchall Property Management, LLC, a Nebraska limited liability company, which was filed of record in the office of the Douglas County Register of Deeds on September 19, 2000, in Miscellaneous Book 1352, at Page 109-111 (hereinafter referred to as the "Declaration of Restrictions").

WHEREAS, pursuant to Section 4 of the Declaration of Restrictions, Cutchall Property Management, LLC hereby consents to this Amendment to Declaration of Restrictions.

WHEREAS, Declarant desires to amend the Declaration of Restrictions as set forth herein, which shall only be effective and recorded against the following legally described real property, to-wit:

- M1-40578 Lots 1 and 2, Walnut Grove Plaza, a subdivision as surveyed, platted and recorded in Douglas County, Nebraska; Lots 2 and 5, Walnut Grove Plaza Replat Three, a subdivision as surveyed, platted and recorded in Douglas County, Nebraska; Lot 2, Walnut Grove Plaza Replat Five, a subdivision as surveyed, platted and recorded in Douglas County, Nebraska; and Lot 1, Walnut Grove Plaza Replat Seven, a subdivision as surveyed, platted and recorded in Douglas County, Nebraska (hereinafter referred to as the "Declarant Property").
- M1-40589
- M1-40593
- M1-40594

WHEREAS, Walnut Grove Plaza I, LLC, a Nebraska limited liability company, as successor-in-interest to Declarant, hereby consents to this Amendment to Declaration of Restrictions with respect to the following legally described real property, to-wit:

Lot 1, Walnut Grove Plaza Replat Three, a subdivision as surveyed, platted and recorded in Douglas County, Nebraska; and Lot 1, Walnut Grove Plaza Replat Five, a subdivision as surveyed, platted and recorded in Douglas County, Nebraska (hereinafter referred to as the "Walnut Grove Plaza I, LLC Property").

WHEREAS, the Declarant Property and Walnut Grove Plaza I, LLC Property are hereinafter referred to collectively as the "Restricted Property".

NOW THEREFORE, for and in consideration of the recitals set forth above and the mutual representations and covenants set forth below, and other good and valuable consideration, the receipt and adequacy of which is hereby acknowledged, and intending to be legally bound, Declarant hereby amends the Declaration of Restrictions as follows:

1. Definitions. Terms used in this Amendment shall have the meanings set forth in the Declaration of Restrictions except as otherwise defined herein.

2. Amendment. Section 2 of the Declaration of Restrictions shall be amended in its entirety as follows:

Covenants to Run with Land. It is intended that each of the restrictions set forth herein shall run with the land and create equitable servitudes in favor of the real property benefited thereby, shall bind every person having any fee, leasehold or other interest therein, and shall inure to the benefit of the respective parties and their successors, assigns, heirs, and personal representatives for a period of eight (8) years after the date hereof.

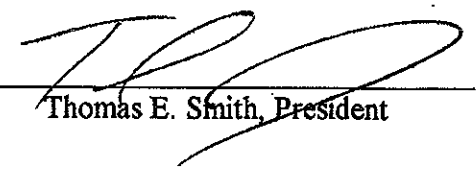
3. No Other Amendment. Except as specifically set forth herein, the Declaration of Restrictions shall remain in full force and effect.

IN WITNESS WHEREOF, the undersigned has executed this Amendment to Declaration of Restrictions on the day and year first above written.

DECLARANT:

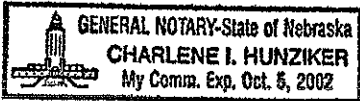
WEST BAY, INC., a Nebraska corporation,

By: _____


Thomas E. Smith, President

STATE OF NEBRASKA)
)ss.
COUNTY OF DOUGLAS)

The foregoing instrument was acknowledged before me on this 26th day of July, 2002, by Thomas E. Smith, President of West Bay, Inc., a Nebraska corporation, on behalf of the corporation.



Charlene I. Hunziker
Notary Public

**CONSENT TO AMENDMENT
TO DECLARATION OF RESTRICTIONS**

The undersigned hereby consent to the above and foregoing Amendment to Declaration of Restrictions.

WALNUT GROVE PLAZA I, LLC, a
Nebraska limited liability company, by its Managing
Member,

West Bay SPE, Inc., a Nebraska
corporation,

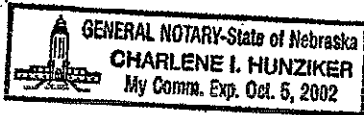
By: [Signature]
Thomas E. Smith, President

CUTCHALL PROPERTY MANAGEMENT, LLC,
a Nebraska limited liability company,

By: [Signature]
Its: PRES.

STATE OF NEBRASKA)
)ss.
COUNTY OF DOUGLAS)

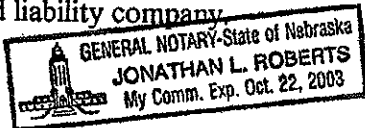
The foregoing instrument was acknowledged before me on this 26th day of July, 2002, by Thomas E. Smith, President of West Bay SPE, Inc., a Nebraska corporation, the Managing Member of Walnut Grove Plaza I, LLC, a Nebraska limited liability company, on behalf of said limited liability company.



Charlene I. Hunziker
Notary Public

STATE OF NEBRASKA)
)ss.
COUNTY OF DOUGLAS)

The foregoing instrument was acknowledged before me on this 1 day of August, 2002, by Greg S. Cutchall, Managing Member of Cutchall Property Management, LLC, a Nebraska limited liability company, on behalf of said limited liability company.



Jonathan L. Roberts
Notary Public

RETURN TO:
FULLENKAMP, DOYLE & JOBEUN
11440 WEST CENTER ROAD
OMAHA, NEBRASKA 68144-4482
ATTN: L.A.J.