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AMENDMENT TO DECLARATION

THIS AMENDMENT TO DECLARATION is made the date hereinafter set forth by G & D Partnership, a Nebraska general partnership, hereinafter referred to as "Declarant".

RECITALS:

A. On November 8, 1996, a Declaration of Protective Covenants, Conditions, Restrictions and Easements for Lots One (1) through Nine (9) inclusive, in SKYLINE MEADOWS, a subdivision as surveyed, platted and recorded in Douglas County, Nebraska, were recorded by Developer in the Office of the Register of Deeds of Douglas County, Nebraska as Instrument No. 96-13003.

B. Paragraph 2, Article V of the Declaration provides that said Declaration may be amended by the Declarant for a period of ten (10) years following November 6, 1996 by executing and recording one or more duly acknowledged Amendments in the Office of the Register of Deeds of Douglas County, Nebraska.

NOW, THEREFORE, Developer hereby declares that the Declaration recorded on November 8, 1996 as Instrument No. 96-13003 in the Office of the Register of Deeds of Douglas County, Nebraska, should be and hereby is amended by adding the following paragraph 16 to Article I:

16. Paragraphs 1 - 15, inclusive notwithstanding, Lots 4 and 5 may be used to stable and raise horses belonging to the occupants of the property and to build structures and fences for stabling horses (subject to paragraph 3 architectural approval); that undedicated drives, roads and lanes within the boundaries of Lot 5 other than the main drive may be of any surface material; and that the roofs of the house and stables on Lots 4 and 5 may be a material other than wood shingles subject however to paragraph 3 architectural approval.

All other terms of said Declaration shall remain in full force and effect.

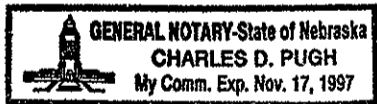
Dated this 6th day of JANUARY, 1997.

G & D PARTNERSHIP, A Nebraska General Partnership

By: Mary M Fitzpatrick
 General Partner

By: [Signature]
 General Partner

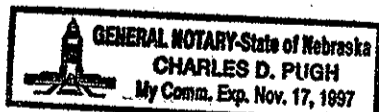
STATE OF NEBRASKA)
) ss.
 COUNTY OF DOUGLAS)



On this 6th day of JANUARY, 1997 the forgoing instrument was acknowledged before me by Mary M. Fitzpatrick, a general partner of G & D Partnership.

[Signature]
 Notary Public

STATE OF NEBRASKA)
) ss.
 COUNTY OF DOUGLAS)



On this 6th day of JANUARY, 1997 the forgoing instrument was acknowledged before me by Gene E. Lacy, a general partner of G & D Partnership.

[Signature]
 Notary Public

RECEIVED
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 GEORGE J. BISHOP
 REGISTER OF DEEDS
 DOUGLAS COUNTY
 NOTARIAL SEAL AFFIXED
 REGISTER OF DEEDS