

FILED SARPY CO. NE.
INSTRUMENT NUMBER
98-030056

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Sharon J. Dunning
REGISTER OF DEEDS

98-30056

Counter *[Signature]*
Verify *[Signature]*
D.E. *[Signature]*
Proof *[Signature]*
Fee \$ 23.50
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AMENDMENT TO PROTECTIVE COVENANTS

THIS AMENDMENT TO PROTECTIVE COVENANTS is made the date hereinafter set forth by Barrington Place Limited Partnership, a Nebraska limited partnership.

RECITALS

A. On September 30, 1998, a document entitled Declaration of Covenants, Conditions, Restrictions and Easements for Barrington Place, Sarpy County, Nebraska (hereinafter the "Protective Covenants") for Lots Fifty-three (53) through Seventy (70), inclusive, in Barrington Place, a subdivision as surveyed, platted and recorded in Sarpy County, Nebraska, were recorded by Barrington Place Limited Partnership, a Nebraska limited partnership, Declarant, in the office of the Register of Deeds of Sarpy County, Nebraska as Instrument No. 98-027530. *EXCEPT LOT 54 BARRINGTON PLACE - CAPA*

B. Article IV, Paragraph 2. of the Protective Covenants provides that the covenants, conditions and restrictions of the Protective Covenants may be amended by the Declarant, or any person, firm, corporation, partnership, or entity designated in writing by Declarant, in any manner which it may determine in its full and absolute discretion for a period of five (5) years following September 24, 1998.

NOW, THEREFORE, Developer hereby declares that the Protective Covenants recorded on September 30, 1998 as Instrument No. 98-027530 in the office of the Register of Deeds of Sarpy County, Nebraska should be and hereby are amended in the following manner:

I. by deleting therefrom subparagraph (ii) of Article I, Paragraph 3 and adding in its place and stead the following:

(ii). Declarant shall review such Plans in relation to the type and exterior of improvements and construction, or approved for construction, on neighboring Lots and in the surrounding area and any general scheme or plans formulated by Declarant. In this regard, Declarant intends that the Lots shall form a developed residential community with homes constructed of high quality materials. Declarant has established grading and drainage plans and all excavation, grading, construction or other activity shall be in accordance with said plans and all conditions, covenants and restrictions, including, but not limited to, paragraph 11 of the Protective Covenants.

II. by deleting therefrom Paragraph 11 of Article I and adding in its place and stead the following:

11. (i) A dwelling on which construction has begun shall be completed within one (1) year from the date the foundation was commenced for such dwelling.
(ii) The drainage patterns over, across and through Lots Fifty-four (54) through Sixty-two (62), inclusive, in Barrington Place, as originally established by the Declarant, shall be maintained. The placing of dirt or other material, the construction of any outbuildings or other structures, or any other excavation, grading, construction or other activity, if approved by Declarant, in the area between the rear of the house and the rear property line of each Lot shall be accomplished in such a manner so as to maintain and not disturb the original, existing drainage pattern as established by the Declarant.

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(iii) The drainage patterns over, across and through Lots Sixty-five (65) through Seventy (70), inclusive, in Barrington Place, as originally established by the Declarant, shall be maintained. The placing of dirt or other material, the construction of any outbuildings or other structures, or any other excavation, grading, construction or other activity, if approved by Declarant, in the area between the rear of the house and the rear property line of each Lot shall be accomplished in such a manner so as to maintain and not disturb the original, existing drainage pattern as established by the Declarant. In addition, a twelve (12) foot wide sewer and drainage easement exists along the rear lot lines of Lot Sixty-five (65) through Seventy (70), inclusive, in Barrington Place. The drainage swale and berm that exist within said sewer and drainage easement must be maintained and not disturbed to prevent deposits of sediment on the property to the east of Lots Sixty-five (65) through Seventy (70), inclusive, in Barrington Place. If roof drainage is enclosed in a tile system and if it is directed to the rear of the lots the tile system shall extend to the westerly edge of the easement and the discharge configured so as to direct the storm runoff into the swale without damage to the existing berm. The berm and drainage swale shall be shaped in accordance with the typical section "A," as depicted in Exhibit "A," attached hereto and incorporated herein by this reference. An area drain is to be constructed approximately five (5) feet south of the common lot line between Lots Sixty-seven (67) and Sixty-eight (68), Barrington Place and between Lots Sixty-nine (69) and Seventy (70), Barrington Place. The top of the rim elevation should be constructed to be fifteen (15) inches below the top of berm elevations. See typical section "B" as depicted in Exhibit "A."

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

Dated this 23rd day of October 1998.

BARRINGTON PLACE LIMITED PARTNERSHIP, a
Nebraska limited partnership,

By: OLD DOMINION LAND COMPANY, a Nebraska
corporation, its General Partner

By: [Signature]
Charles A. Pool, Vice President

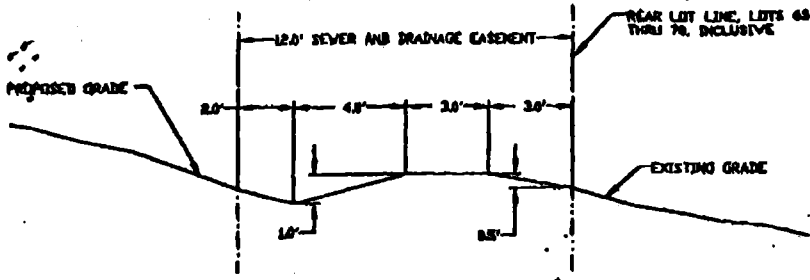
STATE OF NEBRASKA)
 SARPY) ss.
COUNTY OF BOUGLEAS)

On this 23 day of October 1998, the foregoing instrument was acknowledged before me, a Notary Public, by Charles A. Pool, Vice-President of Old Dominion Land Company, general partner of Barrington Place Limited Partnership, a Nebraska limited partnership, acting on behalf of said limited partnership.

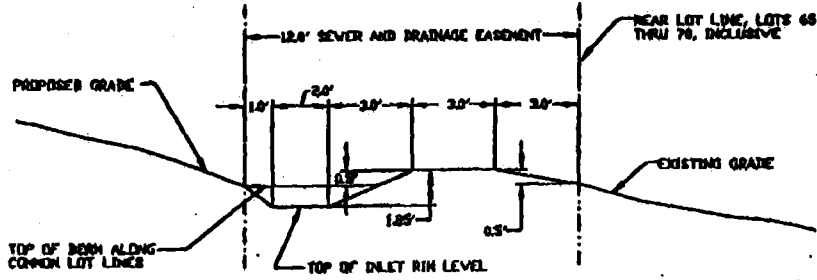
[Signature]
Notary Public



98-30056 B



TYPICAL SECTION A LOOKING NORTH ALONG REAR LOT LINE, LOTS 65 THRU 70 BARRINGTON PLACE



TYPICAL SECTION B LOOKING NORTH ALONG REAR LOT LINE, AT COMMON LOT LINES 67 & 68 AND 69 & 70 BARRINGTON PLACE

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EXHIBIT A