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AMENDMENT TO PROTECTIVE COVENANTS

THIS AMENDMENT TO PROTECTIVE COVENANTS is made the date hereinafter set forth by Celebrity Homes, Inc., a Nebraska corporation hereinafter referred to as "Developer".

RECITALS:

A. On July 16, 1991, Protective Covenants for Lots one (1) through one hundred twenty (120), inclusive in THE COLONIES REPLAT II, 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 in Miscellaneous Book 971 at Page 246; and

B. Paragraph 23 of the Protective Covenants provides that said Covenants may be amended by the Developer for a period of ten (10) years following July 9, 1991 by executing and recording one or more duly acknowledged Amendments to Protective Covenants in the Office of the Register of Deeds of Douglas County, Nebraska.

NOW, THEREFORE, Developer hereby declares that the Protective Covenants recorded on July 16, 1991 in Miscellaneous Book 971 at Page 246 in the office of the Register of Deeds of Douglas County, Nebraska for the following described lots, to-wit:

Lots 1, 113 and 120 THE COLONIES REPLAT II, a subdivision as surveyed, platted and recorded in Douglas County, Nebraska

should be and hereby are amended by deleting said lots from the Protective Covenants for such period of time as the same are owned by Developer but that said Protective Covenants shall be reinstated and in full force and effect as to each lot upon conveyance of the same by Developer to a third-party purchaser.

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

Dated this 13th day of October, 1992.

CELEBRITY HOMES, INC.

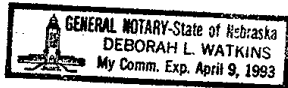
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By: [Signature] President

GEORGE J. DUBOWICZ REGISTER OF DEEDS DOUGLAS COUNTY, NE

STATE OF NEBRASKA)) ss. COUNTY OF DOUGLAS)

On this 13th day of October, 1992, the foregoing instrument was acknowledged before me by Gale L. Larsen acting on behalf of Celebrity Homes, Inc.



[Signature] Notary Public

Walsh Fullenkamp & Doyle 11440 W Center Rd. Omaha NE 68144

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