

**AMENDMENT OF, AND WRITTEN APPROVAL FOR
EXCEPTIONS TO, PROTECTIVE COVENANTS OF
BROOK VALLEY BUSINESS PARK**

This Amendment of, and Written Approval for Exceptions to, Protective Covenants of Brook Valley Business Park (hereinafter referred to as "Written Approval") is made and executed as of the 7th day of November, 1995, by Brook Valley Limited Partnership, a Nebraska limited partnership (hereinafter referred to as the "Declarant"), Streck Laboratories, Inc. and Dillon Real Estate Co., Inc.

WITNESSETH:

WHEREAS, Declarant has recorded protective covenants affecting the following described real property:

Lots One (1) through Twenty-Eight (28), inclusive, in Brook Valley Business Park, a Subdivision, as surveyed, platted and recorded in Sarpy County, Nebraska; and

WHEREAS, a "Declaration of Covenants" was recorded on February 26, 1993, as Instrument No. 93-03605 in the deed records of the office of the Sarpy County Register of Deeds (hereinafter referred to as the "Covenants"); and

WHEREAS, Dillon Real Estate Co., Inc., a Kansas corporation (hereinafter referred to as "Purchaser"), has purchased Lots 12 and 13 in Brook Valley Business Park.

WHEREAS, it is necessary to make an exception to the Covenants to allow the development of Lots 12 and 13 of Brook Valley Business Park, and Declarant is allowed to make exceptions to or modifications of the Covenants when a special situation exists pursuant to Paragraph XV of the Covenants; and

WHEREAS, the undersigned currently own over seventy-five (75%) percent of all the land in Brook Valley Business Park and therefore, pursuant to Paragraph XVI of the Covenants, may amend the Covenants.

NOW, THEREFORE, the undersigned hereby grants to Purchaser the following exceptions to the Covenants of Brook Valley Business Park, titled Declaration of Covenants and recorded as Instrument No. 93-03605 in the deed records of the Sarpy County Register of Deeds and amends the Covenants to incorporate such exceptions into the Covenants as they currently exist and relate to Lots 12 and 13 of Brook Valley Business Park:

1. This Written Approval specifically approves exceptions to the following:
 - (a) The "minimum side yard and rear yard" set-back requirement set forth in Paragraph (a) Section III Building Set-Backs will be reduced from twenty five (25') feet to fifteen (15') feet;
2. This Written Approval is granted pursuant to Paragraph XV of the Covenants and undersigned warrants that it has the power and authority to grant and approve the exceptions contained herein. Undersigned agrees to indemnify and save Purchaser and its successors or assigns harmless from any claim or cause of action brought against Purchaser by the undersigned, its successors, assigns, or any Owner or contract purchaser of a lot in Brook Valley Business Park, or any other person, for breach or violation of the Covenants, which claim or cause of action is based on an exception granted or approved by the undersigned in this Written Approval.

IN WITNESS WHEREOF, the undersigned has executed this Written Approval as of the date first set forth above.

95 201598

BROOK VALLEY LIMITED PARTNERSHIP,
a Nebraska limited partnership

By: PRIME REALTY, INC.,
General Partner

By: [Signature]
James V. McCart, President

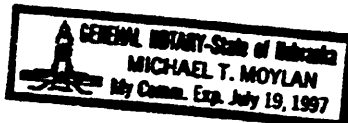
STRECK LABORATORIES, INC.

By: _____
Terry Agee, Operations Manager

DILLON REAL ESTATE CO., INC.

By: [Signature]
Robert Moeder, Vice President

STATE OF NEBRASKA)
COUNTY OF DOUGLAS) ss:



Subscribed and sworn to before me this 20 day of November, 1995, by James V. McCart, President of Prime Realty, Inc., a Nebraska corporation.

[Signature]
Notary Public

My commission expires:
7-19-97

STATE OF NEBRASKA)
COUNTY OF DOUGLAS) ss:

Subscribed and sworn to before me this _____ day of November, 1995, by Terry Agee, Operations Manager, Streck Laboratories, Inc.

Notary Public

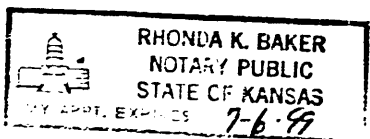
My commission expires:

STATE OF ~~NEBRASKA~~ KANSAS)
COUNTY OF DOUGLAS ~~RENO~~) ss:

Subscribed and sworn to before me this 7 day of November, 1995, by Robert Moeder, Vice President, Dillon Real Estate Co., Inc.

[Signature]
Notary Public

My commission expires:
7-6-99



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95-20159

DEC 14 PM 3:36

Handwritten signature
REGISTER OF DEEDS

Counter *W. J. B.*
 Verify *W*
 D.E. *W*
 Proof _____
 Fee \$ 34.00
 Ck Cash Crg

THIS PAGE WAS ADDED FOR RECORDERS INFORMATION