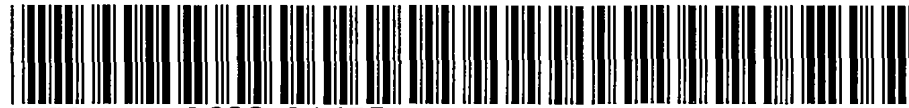


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SECOND AMENDMENT TO PROTECTIVE COVENANTS

GEORGE J. BUGLEWICZ
REGISTER OF DEEDS
DOUGLAS COUNTY, NEBR.

The undersigned Pepperwood Joint Venture, a Nebraska Limited Partnership, (hereinafter referred to as "Developer"), pursuant to Paragraph Numbers 25 and 28 of the Protective Covenants dated January 11, 1984 and recorded on January 26, 1984 in Book 704, Page 172 of the Miscellaneous Records of the Register of Deeds, Douglas County, Nebraska and as amended by "Amendment to Protective Covenants" dated the 20th day of March, 1984 and recorded April 2, 1984 in Book 707, Page 697 of the Miscellaneous Records of the Register of Deeds, Douglas County, Nebraska, in order to enhance the construction of homes on the following Lots, do hereby waive the square footage provisions of Paragraph Number 6 of the Protective Covenants and substitute therefore the following square footage provisions upon the following described property:

Lots 409, 464, 467, 468, 562, 569, and 419, in Pepperwood, a subdivision in Douglas County, Nebraska, as surveyed, platted and recorded

That as to the Lots described above, Paragraph No 6. entitled "Area" is hereby amended to read as follows:

6. Area. No building shall be created, altered, placed or permitted to remain on any lot other than one detached single-family dwelling, not to exceed two stories in height, nor containing finished living areas, exclusive of porches, breezeways, carports and garages of less than the following: a two-story dwelling house constructed on any of said residential lots shall have a minimum of 1850 square feet, exclusive of the basement area, with a first floor area, above the basement area, of not less than 900 square feet with an attached garage on the first floor level. No such two-story dwelling house shall have a garage on the basement floor level. A one and one-half story dwelling house shall have a total area of not less than 1600 square feet with an attached garage on the first floor level above the basement level, and shall not contain a garage on the basement floor level. Dwelling houses constructed on a split-entry plan, a ranch plan, a split-level plan or a side-by-side plan shall contain a total of not less than 1450 square feet on the main level. Dwelling houses constructed on a tri-level plan shall have a total area of not less than 1750 square feet. That said areas are exclusive of porches or attached garages. Each house shall have a garage for not less than two automobiles.

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Except as to those provisions amended above, the Protective Covenants shall in all other respects remain the same.

IN WITNESS WHEREOF, Pepperwood Joint Venture, a Nebraska Limited Partnership, hereby executes and acknowledges these Amendments to Protective Covenants this _____ day of _____ 1989.

PEPPERWOOD JOINT VENTURE

By BS&W Enterprises, a Nebraska partnership, Joint Venturer,

Royal Realty, a Nebraska partnership, Partner

By _____

Partner

and

ATTEST:

CBS Investment, Inc.,
a corporation, Partner,

By _____

President

ATTEST:

By BS&W Enterprises II,
a Nebraska partnership,
Joint Venturer,

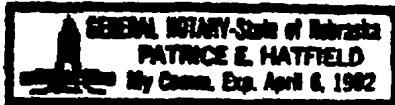
By _____

Partner

STATE OF NEBRASKA)
) ss.
 COUNTY OF DOUGLAS)

On this 1st day of September, ¹⁹⁸⁹~~1988~~, before me, a Notary Public duly commissioned and qualified in and for said County and State, personally came Willard J. Friedman general partner of Royal Realty to me personally known to be the identical person who signed the foregoing instrument, and acknowledged the execution thereof to be his voluntary act and deed as such partner, and the voluntary act and deed of said general partnership.

Witness my hand and notarial seal the day and year last above written.



Patrice E. Hatfield
 Notary Public

STATE OF NEBRASKA)
) ss.
 COUNTY OF DOUGLAS)

On this 1st day of September, ¹⁹⁸⁹~~1988~~, before me, a Notary Public duly commissioned and qualified in and for said County and State, personally came J R Smith, president of CBS Investments, Inc. to me personally known to be the identical person who signed the foregoing instrument, and acknowledged the execution thereof to be his voluntary act and deed as such officer, and the voluntary act and deed of said Corporation.

Witness my hand and notarial seal the day and year last above written.

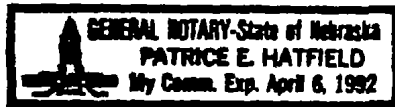


Patrice E. Hatfield
 Notary Public

STATE OF NEBRASKA)
) ss.
 COUNTY OF NEBRASKA)

On this 1st day of September, 1989, before me, a Notary Public duly commissioned and qualified in and for said County and State, personally came Herbert L. Freeman, general partner of BS&W Enterprises II to me personally known to be the identical person who signed the foregoing instrument, and acknowledged the execution thereof to be his voluntary act and deed as such partner, and the voluntary act and deed of said general partnership.

Witness my hand and notarial seal the day and year last above written.



Patrice E. Hatfield
 Notary Public