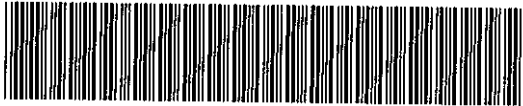


BK 1459 PG 283-287

EDWARD N. TAYLOR
REGISTER OF DEEDS
DOUGLAS COUNTY, NE



MISC 2002 20899

02 SEP -4 PM 3:45

RECEIVED

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BKP _____ C/O _____ COMP 24
DEL _____ SCAN CR FV _____

SECOND AMENDMENT TO PROTECTIVE COVENANTS

THIS AMENDMENT TO PROTECTIVE COVENANTS is made the date hereinafter set forth by HearthStone Homes, Inc., a Nebraska Corporation.

RECITALS

A. On August 1, 2001, a document entitled Declaration of Covenants, Conditions, Restrictions and Easements for Carriage Hill (hereinafter the "Protective Covenants") for Lots 1 - 110, inclusive, and Outlot "A", in Carriage Hill, a subdivision as surveyed, platted and recorded in Douglas County, Nebraska, were recorded by HearthStone Homes, Inc., a Nebraska Corporation, Declarant, in the office of the Register of Deeds of Douglas County, Nebraska Miscellaneous Book 1392 Page 458; and, Amended on June 7, 2002 at Miscellaneous Book 1444 Page 59.

B. Article IV, Paragraph 2 of the Protective Covenants provides that the covenants and restrictions may be amended by the Declarant, or any person, firm, corporation, partnership, or entity designated in writing by the Declarant, in any manner which it may determine in its full and absolute discretion for a period of ten (10) years following August 1, 2001.

NOW, THEREFORE, Declarant hereby declares that the Protective Covenants recorded on August 1, 2001 at Miscellaneous Book 1392 Page 458 in the Office of the Register of Deeds of Douglas County, Nebraska; and, Amended on June 7, 2002 at Miscellaneous Book 1444 Page 59, shall be and hereby are amended by deleting therefrom Paragraph 8. of Article I in its entirety, and adding in its place and stead the following:

8. No fence shall be permitted to extend beyond the front line of a main residential structure. Fences constructed adjacent to Dora Hamann Boulevard (Lot 1) must be located on the five (5) foot landscape easement line abutting Dora Hamann Boulevard, and must be a six (6) foot high, white vinyl, privacy type fence with pickets as manufactured by Kroy Building Products, Style and Model #K84, as depicted on Exhibit "A-1" attached hereto and incorporated herein by reference, or equivalent; running from rear lot line, to a point where a straight line, extended from the plane of the rear foundation wall of the main residential structure, intersects with the five (5) foot landscape easement line abutting Dora Hamann Boulevard; in addition, a side yard fence

#35

may continue along said landscape easement line, from the rear foundation wall line extended, to the front line of the main residential structure extended, provided it is a white vinyl, picket type fence, 50% open and a maximum of four (4) feet high, as depicted on Exhibit: "A-2". Exhibit "B" attached hereto and incorporated herein by reference, depicts the location of said Boulevard fence locations. Construction of said fence is subject to City of Omaha Zoning, Building and Permits and Parks Departments' Ordinances, Regulations and/or Requirements, which are subject to change. No chain link fencing shall be permitted on any Lot except as may be constructed by Declarant on the rear of Lots 44 - 47 inclusive. No hedges or mass planted shrubs shall be permitted more than the (10) feet in front of the front building line. If a fence is constructed on any Lot by the developer or by the owner, the owner of any such Lot, or their successors in interest, shall, at their sole expense, maintain and keep such fence in good order, including the removal of graffiti and the prevention of posting of signs, banners or any other thing on said fence, and repair and replace the same with the same style and equal quality fence when and if reasonably necessary.

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

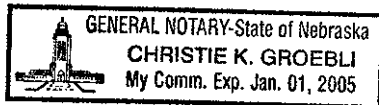
IN WITNESS WHEREOF, HearthStone Homes, Inc., a Nebraska Corporation, pursuant to the authority contained in the Declaration of Covenants, Conditions and Restrictions for Carriage Hill has executed this Amendment to Protective Covenants, this 10th day of July, 2002.

HEARTHSTONE HOMES, INC.,
A Nebraska Corporation,

By [Signature]
John J. Smith, President

STATE OF NEBRASKA)
) ss.
DOUGLAS COUNTY)

On this 10th day of July, 2002, the foregoing instrument was acknowledged before me, a Notary Public, by John J. Smith, President of HearthStone Homes, Inc. a Nebraska Corporation, on behalf of said Corporation.

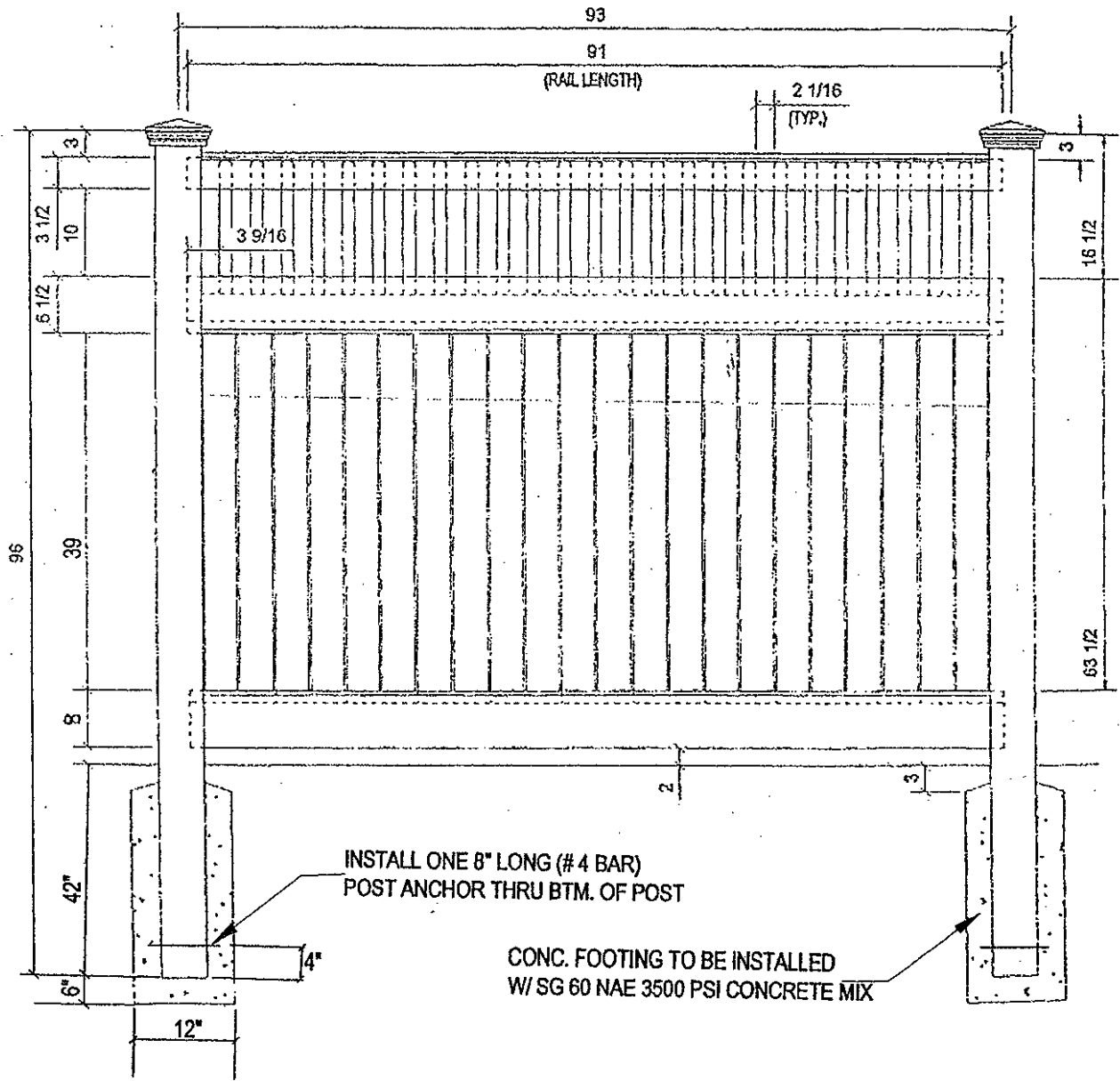


Christie K. Groebli
Notary Public

FENCE MFG. BY
KROY BUILDING PRODUCTS
STYLE AND MODEL # K 84
6' VINYL PRIVACY FENCE W/ PICKETS

POSTS:
(1) 5" X 5" X 96"
RAILS:
(1) 2" X 6" 1/2" X 91" SLOTTED
(1) 2" X 3 1/2" X 91"
(1) 1" X 3 1/2" X 88"
DECORATIVE RAIL
POST CAPS:
(1) 5" X 5" CLASSIC
(1) 2" X 8" X 91" RIBBED BOTTOM

PICKETS:
(25) 1 3/8" X 1 3/8" X 15"
PLANKS:
(1) 1" X 8" T & G X 41 1/2"
WITH "V" GROOVE

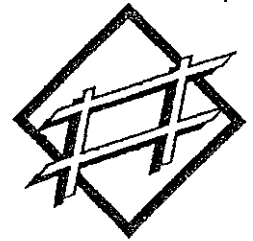


6' VINYL FENCE DETAIL

NOT TO SCALE

4 ft. Picket Fence

(3 inch Gap)



Kroy

Building Products, Inc.

REQ'D MATERIAL PER 6' SECTION

POSTS:

(1) 4" X 4" X 84"

POST CAPS:

(1) 4" X 4" PYRAMID

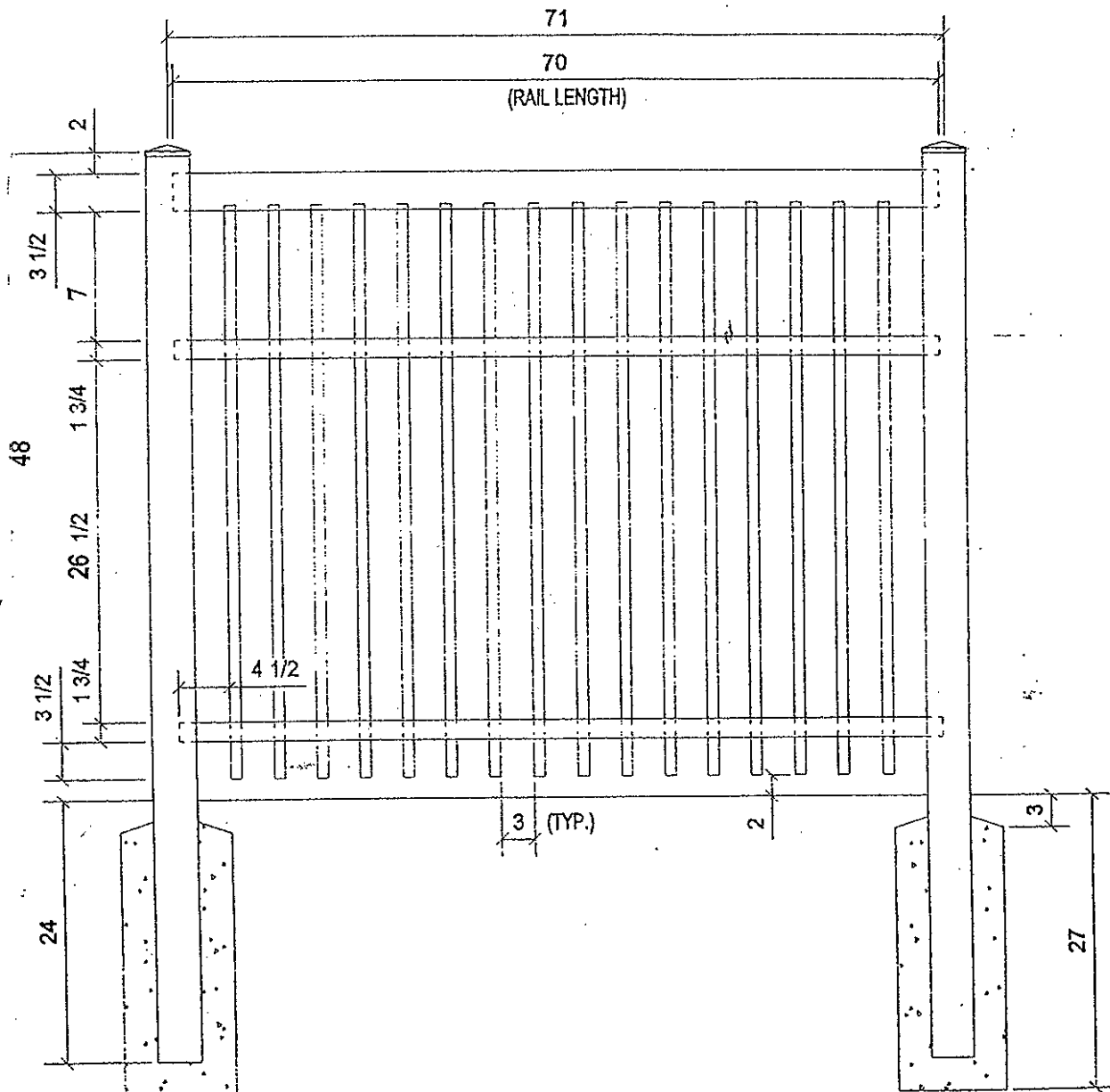
PICKETS:

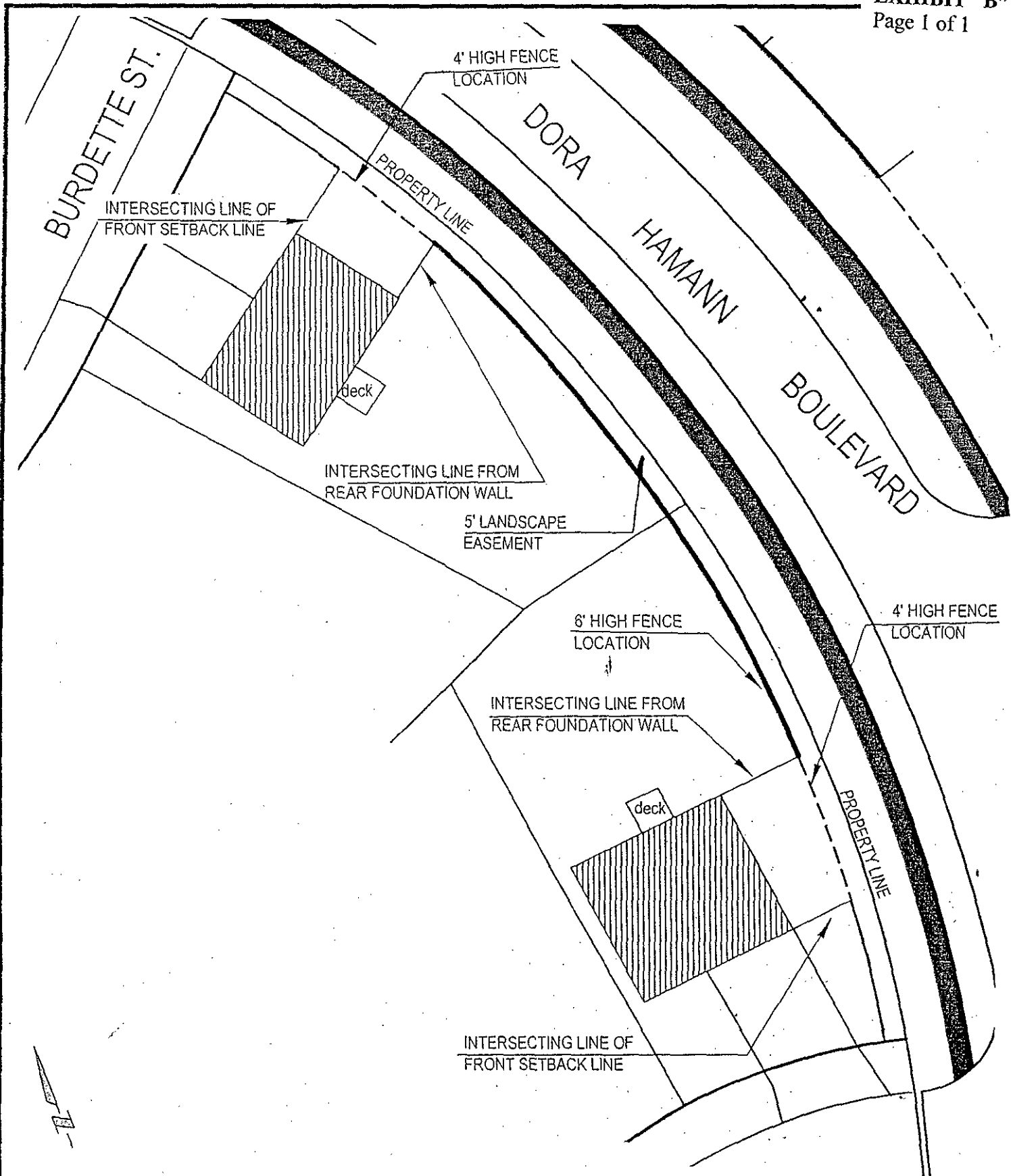
(16) 1" X 1" X 52 7/8"

RAILS:

(1) 2" X 3 1/2" X 70"

(2) 1 3/4" X 1 3/4" X 70"





E&A CONSULTING GROUP, INC.
ENGINEERS • PLANNERS • SURVEYORS
12001 Q STREET OMAHA, NE 68137 PHONE: (402) 895-4700

Drawn by: RPB Chkd by: _____ Date: _____ Chkd by: _____ Date: _____

Job No.: 98128 Date: 03/26/02 Book No.: _____

CARRIAGE HILL BOULEVARD TYPICAL FENCE EXHIBIT