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GEORGE H. HARRIS
REGISTER OF DEEDS
DOUGLAS COUNTY, NE



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**FIRST AMENDMENT TO DECLARATION OF COVENANTS,
CONDITIONS AND RESTRICTIONS**

THIS FIRST AMENDMENT TO DECLARATION OF COVENANTS, CONDITIONS AND RESTRICTIONS (this "Amendment") is made as of the 27 day of March, 1995, by the undersigned parties.

RECITALS:

A. Apollo Building Corp., a Nebraska corporation, executed that certain Declaration of Covenantism Conditions and Restrictions dated September 14, 1992 (the "Declaration") and recorded the Declaration in Book 1031 at Page 312 of the Miscellaneous Records of the Office of the Register of Deeds of Douglas County, Nebraska. The Declaration covered Lots 1 through 20, inclusive, of Eagle Run Villas on the Green, a Subdivision located in Douglas County, Nebraska.

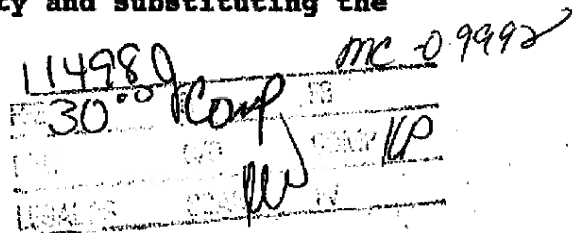
B. Section 1 of ARTICLE VIII, Section 1b) of the Declaration provides that the Declaration may be amended by an instrument signed by the owners of not less than ninety percent (90%) of the Lots (as defined in the Declaration) subject to the Declaration. The undersigned parties to this Amendment, in the aggregate, presently own more than ninety percent (90%) of the Lots subject to the Declaration.

C. The undersigned parties to this Amendment desire to amend certain provisions of the Declaration pertaining to General Restrictions and Other Provisions.

NOW, THEREFORE, the Declaration is amended in the following particulars:

1. ARTICLE VIII, Section 1b) of the Declaration hereby is amended by deleting it in its entirety and substituting the following in its place:

Apollo Building Corp
2757 Harney
Omaha Ne 68131



"ARTICLE VIII"
GENERAL RESTRICTIONS AND OTHER PROVISIONS

Sections 1.

- (b) No animals, livestock or poultry of any kind shall be raised or kept on any Lot in the Properties, other than non-exotic household pets, which shall be limited to one (1) per household which may at times be kept outside. Regulations of inside pets of owners may be regulated at a later date as deemed necessary by the Association's Board of Directors and voted upon by the Members. All pets shall be leashed when outside the residential structure and patio area or restrained by an underground electronic barrier. (ie: Invisible Fence). No such pet shall be kept, bred or maintained for commercial purposes. All reptiles are classified as exotic pets. All unpleasantries created by the household per shall be the responsibility of the Owner, and he shall be obligated to clean up after the animal.
2. This amendment shall be effective as of the date of this Amendment.
3. Except as provided for in this Amendment, all other provisions of the Declaration shall remain in full force and effect.

IN WITNESS WHEREOF, the undersigned have executed this Amendment as of the day and year first above written.

APOLLO BUILDING CORP., A Nebraska
Corporation, Owner of 13 Lots

By:


Terrence J. Figenec, President


Owner of 1 Lot

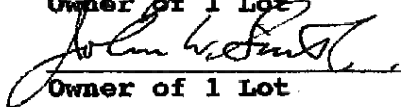
Owner of 1 Lot

Owner of 1 Lot


Owner of 1 Lot


Owner of 1 Lot


Owner of 1 Lot


Owner of 1 Lot

STATE OF NEBRASKA)
) SS.
COUNTY OF DOUGLAS)

The foregoing instrument was acknowledged before me on
3-27-95, 1995, by Terrence J. Ficenec, President
of Apollo Building Corp., a Nebraska corporation, on behalf of
such corporation.

Patricia S. Devaney
Notary Public

My Commission Expires:

7-5-97



NOTARIAL SEAL AFFIXED
REGISTER OF DEEDS

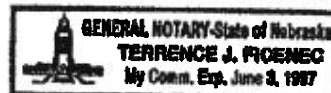
STATE OF NEBRASKA)
) SS.
COUNTY OF DOUGLAS)

The foregoing instrument was acknowledged before me on
3-27-95, 1995, by Margorie Distrach

Terrence J. Ficenec
Notary Public

My Commission Expires:

6-3-97



STATE OF NEBRASKA)
) SS.
COUNTY OF DOUGLAS)

NOTARIAL SEAL AFFIXED
REGISTER OF DEEDS

The foregoing instrument was acknowledged before me on
3-27-95, 1995, by Bernard (Bob) Burns

Terrence J. Ficenec
Notary Public

My Commission Expires:

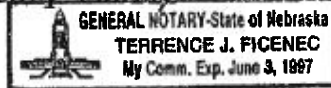
6-3-97



STATE OF NEBRASKA)
COUNTY OF DOUGLAS) SS.

The foregoing instrument was acknowledged before me on
3.27.95, 1995, by T.J. Janer

Notary Public



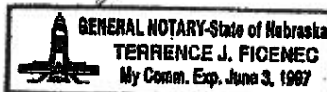
My Commission Expires:

6-3-97

STATE OF NEBRASKA)
COUNTY OF DOUGLAS) SS.

The foregoing instrument was acknowledged before me on
3.27.95, 1995, by John Smith

Notary Public



My Commission Expires:

6-3-97

STATE OF NEBRASKA)
COUNTY OF DOUGLAS) SS.

The foregoing instrument was acknowledged before me on
3.27.95, 1995, by Philip J. Jorg

Notary Public



My Commission Expires:

6-3-97

NOTARIAL SEAL AFFIXED
REGISTER OF DEEDS