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RICHARD N. TAKECHI
REGISTER OF DEEDS
DOUGLAS COUNTY, NE

9556H
 FC: 670062A-259
 DEL. R FB 51-15060
 C/O COMP MB
 LEGAL PG SCAND FV

Return: JULIE ADLER
9821 PINE
OMAHA, NE 68124

**AMENDMENT TO THE PROTECTIVE COVENANTS
AND EASEMENTS HAPPY HOLLOW HILLS**

The undersigned, who constitute a majority of the owners of the real property described as follows:

Lots 1 to 9, inclusive, in Block 3, and all of Blocks 4, 5, 6, 9, 10, 11, 12 and 13, Happy Hollow Hills, a Subdivision of part of the West Half of the Northwest Quarter of Section 27 and the East Half of the Northeast Quarter of Section 28, all in Township 15 North, Range 12 East of the 6th P.M., in Douglas County, Nebraska,

do hereby amend the Happy Hollow Hills Protective Covenants and Easements dated May 19, 1955 and recorded on May 19, 1955 in the Register of Deeds, Douglas County, Nebraska in Book 298, Page 221 of the Miscellaneous Records of such office (the "Protective Covenants"), in the following respects:

1. Amendment to Front Yard Setback for Irregular Lot 6, Block 11. To amend the front yard setback line from 40 feet to 36 feet for irregular Lot 6, Block 11, Happy Hollow Hills, an addition to the City of Omaha in Douglas County, Nebraska.
2. Except as otherwise amended herein, the terms of the Protective Covenants shall remain in full force and effect as written.

Executed this 26 day of JULY, 1997.

OWNERS

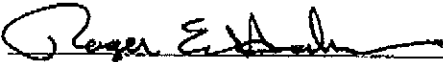
LOT & BLOCK NOS. IN
HAPPY HOLLOW HILLS

John Sullivan, trustee
Kathleen Richardson
Elizabeth D. Shaper
Elvira M. Corring
Mae Koppers
Cedric W. Harding
Daphne Wong
Jim [unclear]
Alma Staffora

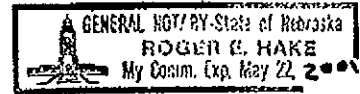
Lot 6, Block 6
9812 PINE
9813 PINE
1607 SO 98
1626 SO 98
1625 SO 98
9627 Walnut
9619 Walnut
1722 So 91

STATE OF NEBRASKA)
COUNTY OF DOUGLAS) ss.

The foregoing instrument was acknowledged before me by the above-named persons
on this 26th day of July, 1997.


Notary Public

F:\AGREES\HAPPY.COV



NOTARIAL SEAL AFFIXED
REGISTER OF DEEDS