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AMENDED DECLARATION OF COVENANTS

The Declarant, Oakbrook Joint Venture, is the owner of the following-described real property:

Lots 1 through 118, inclusive, in Oakbrook Meadows, a subdivision in Douglas County, Nebraska.

Declarant hereby amends the covenants covering the above-noted property which were dated December 4, 1984, and recorded in Book 725, Page 528 of the Miscellaneous Records of the Douglas County Register of Deeds.

Said covenants are hereby amended so that the second sentence of Part A, Paragraph A-1, as originally filed is hereby deleted and the following sentence is hereby inserted in its place:

"Each dwelling shall have a garage for not less than two automobiles."

All other provisions contained in said original Declaration of Covenants, Easements and Restrictions shall continue to be of full force and effect.

IN WITNESS WHEREOF, the Declarant has caused this amendment of Declaration to be executed this 26th day of April, 1985.

DECLARANT:

OAKBROOK JOINT VENTURE, A Nebraska Joint Venture.

By: [Signature] Oakbrook ULI, Inc., a Nebraska Corporation, Partner

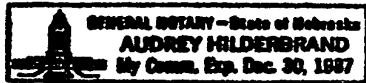
Oakbrook CVF, Inc., a Nebraska Corporation, Partner

By: [Signature] President

By: [Signature] President

STATE OF NEBRASKA)
) ss.
COUNTY OF DOUGLAS)

The foregoing instrument was acknowledged before me this 26th day of April, 1985, by E. M. Gallahan, President of Oakbrook ULI, Inc., a Nebraska Corporation, and C. E. Hestphal, President of Oakbrook CVF, Inc., a Nebraska Corporation, Partners of Oakbrook Joint Venture.



[Signature]
Notary Public

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

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