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FILED SARPY CO. NE.
INSTRUMENT NUMBER
99-006834

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Glenn J. Handberg
REGISTER OF DEEDS

AMENDMENT TO PROTECTIVE COVENANTS

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

RECITALS

A. On July 21, 1998, a document entitled Protective Covenants (hereinafter the "Declaration") for Lots One (1) through One Hundred Nineteen (119), inclusive, and Lots One Hundred Twenty-four (124) through One Hundred Seventy-three (173), inclusive, in OVERLAND HILLS V, a subdivision as surveyed, platted and recorded in Sarpy County, Nebraska, and Lots One Hundred Seventy-four (174) through One Hundred Seventy-seven (177), inclusive, in OVERLAND HILLS V REPLAT I, a subdivision as surveyed, platted and recorded in Sarpy County, Nebraska were recorded by Celebrity Homes, Inc., a Nebraska corporation, Declarant, in the office of the Register of Deeds of Sarpy County, Nebraska as Instrument No. 98-019742.

B. Paragraph 21 of the Declaration provides that for a period of ten (10) years following July 17, 1998, the Developer shall have the exclusive right to amend, modify or supplement the Declaration.

NOW, THEREFORE, Developer hereby declares that the Protective Covenants recorded on July 21, 1998 as Instrument No. 98-019742 in the office of the Register of Deeds of Sarpy County, Nebraska should be and hereby are amended in the following manner:

I. by deleting therefrom Paragraph 16. and adding in its place and stead the following:

16. Utility, Pipeline and Other Easements. A perpetual easement is hereby reserved in favor of and granted to the Omaha Public Power District, U.S. West Communications, and any company which has been franchised to provide a cable television system in the area to be subdivided, their successors and assigns, to erect, operate, maintain, repair and renew underground poles, wires, cables, conduits and other related facilities, and to extend thereon wires or cables for the carrying and transmission of electric current for light, heat and power and for the transmission of signals and sounds of all kinds including signals provided by a cable television system, and the reception on, over, through, under and across a five-foot (5') wide strip of land abutting all front and side boundary lot lines except Lots 124, 127, 131, 135 and 177 to avoid a pipeline easement; an eight-foot (8') wide strip of land abutting the rear boundary lines of all lots except Lots 4 through 13, inclusive, 126, 132, 133 and 134 to avoid a pipeline easement; an eight-foot (8') strip of land as shown on the plat and Replat I of Overland Hills V adjacent to and abutting the above described pipeline easement on Lots 4 through 13, inclusive, 124 through 127, inclusive, 131 through 135, inclusive, and 177; and a sixteen-foot (16') wide strip of land abutting the rear boundary lines of all exterior lots. The pipeline easement referenced above is in favor of Northern Natural Gas, its successors and assigns on, over, through and across the rear fifty-nine and six tenths feet (59.06') of Lots 4 through 6, inclusive; the rear forty and ninety-four tenths feet (40.94') of Lots 7 through 13, inclusive; the west side fifty feet (50') of Lots 127, 131, 135 and 177; the

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Celebrity Homes
14002 "L" St
Omaha, 68137 ATTN: Alana

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east side fifty feet (50') of Lot 124; the rear fifty feet (50') of Lots 126, 132, 133 and 134; the northwest corners of Lots 118 and 125; an approximate seventy-five feet (75') by eighty-nine feet (89') triangular parcel in the southwest corner of Lot 119; and the southwest corner of Lot 174 all as shown on the plat and replat of Overland V. The term exterior lots is herein defined as those lots forming the outer perimeter of the above-described addition. Said sixteen-foot (16') wide easement will be reduced to an eight-foot (8') wide strip when the adjacent land is surveyed, platted and recorded, and a perpetual easement is hereby granted to the City of Papillion and Peoples Natural Gas, their successors and assigns, to erect, install, operate, maintain, repair and renew pipelines, hydrants and other related facilities, and to extend thereon pipes for the transmission of gas and water on, through, under and across a five-foot (5') wide strip of land abutting all streets. A perpetual right-of-way easement is hereby reserved in favor of and granted to the Omaha Public Power District, with rights of ingress and egress thereto to construct, operate, maintain, replace and remove its underground electric facilities, consisting of cable, wires, conduits, manholes, drains, splicing boxes and other appurtenances, upon, over, along and under Lots Fifty-two (52) through Fifty-eight (58), inclusive, Overland Hills V, Lots Ninety-eight (98) through One Hundred Seventeen (117), inclusive, Overland Hills V, Lots One Hundred Twenty-nine (129) and One Hundred Thirty (130), Overland Hills V and Lots One Hundred Seventy-five (175) and One Hundred Seventy-six (176), Overland Hills V Replat No. I, as more particularly shown on Exhibits "A, B, and C," attached hereto and incorporated herein by this reference. No permanent buildings or retaining walls shall be placed in the said easement ways, but the same may be used for gardens, shrubs, landscaping and other purposes that do not then or later interfere with the aforesaid uses or rights herein granted.

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

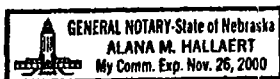
Dated this 26 day of February 1999.

CELEBRITY HOMES, INC.,

By Gale L. Larsen
GALE L. LARSEN, President

STATE OF NEBRASKA)
) ss.
COUNTY OF DOUGLAS)

On this 26 day of February 1999, the foregoing instrument was acknowledged before me, a Notary Public, by Gale L. Larsen, President of Celebrity Homes, Inc., who acknowledged the execution of said instrument to be his voluntary act and deed on behalf of said corporation.



Alana M. Hallaert
Notary Public

99-06834B

EXHIBIT "A"

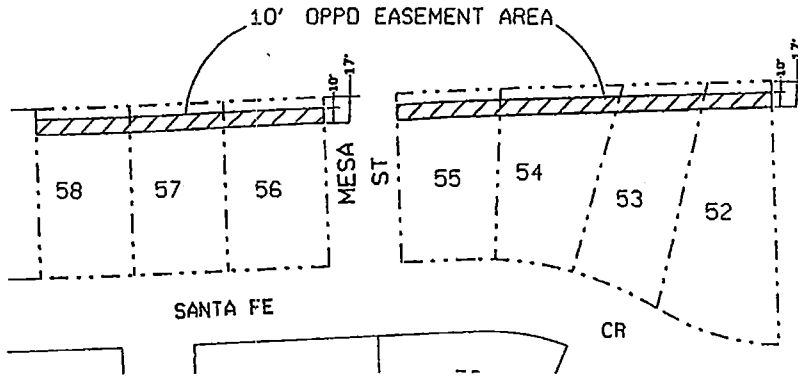
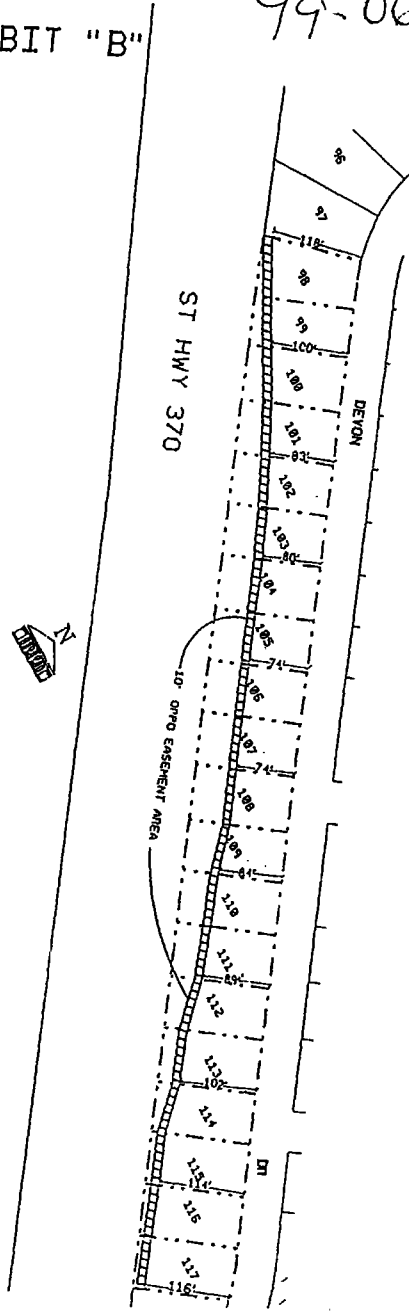


EXHIBIT "B"

99-06834C



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