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FILED SARPY CO. NE.
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Glenn J. Lawley
REGISTER OF DEEDS

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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

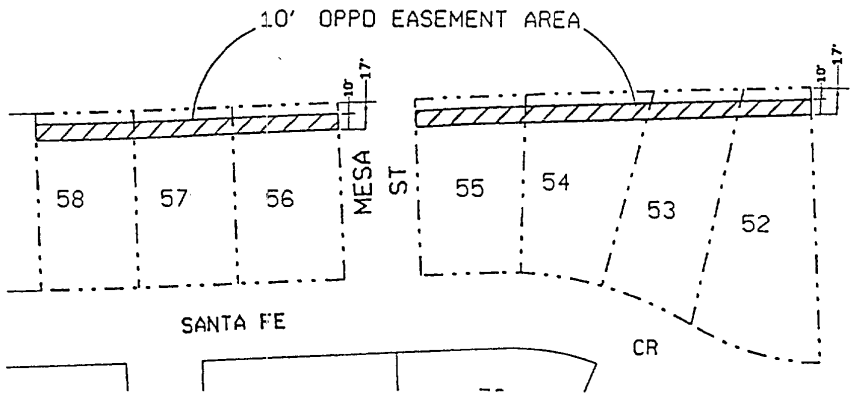
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Return:
Celebrity Homes
14002 "L" St
Omaha, 68137 ATTN: Alana

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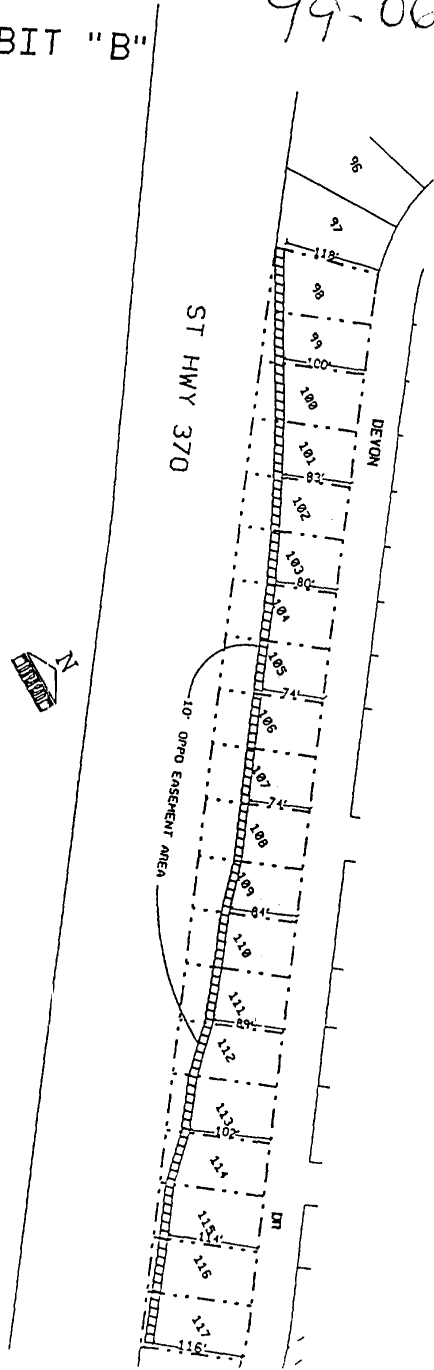
99-06834B

EXHIBIT "A"



99-06834C

EXHIBIT "B"



99-06834D

