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RICHARD N. TAKECHI
REGISTER OF DEEDS
DOUGLAS COUNTY, NE

FIRST AMENDMENT TO THE DECLARATION OF COVENANTS, CONDITIONS, RESTRICTIONS AND EASEMENTS OF BRIAR HILLS, A SUBDIVISION IN DOUGLAS COUNTY, NEBRASKA

This First Amendment is made to the Declaration of Covenants, Conditions, Restrictions and Easements of Briar Hills, a subdivision in Douglas County, Nebraska, dated January 29, 1999, and recorded in Book 1283 at Page 426 in the Miscellaneous Records of the Register of Deeds of Douglas County, Nebraska (the "Declaration") by BRIAR HILLS DEVELOPMENT, L.L.P., a Nebraska limited liability partnership ("Declarant").

THIS DECLARATION made on the date hereinafter set forth is made by BRIAR HILLS DEVELOPMENT, L.L.P., a Nebraska limited liability partnership, hereinafter referred to as the "Declarant."

PRELIMINARY STATEMENT

The Declarant is the owner of certain real property located within Douglas County, Nebraska and described as follows:

> Lots 1 through 37, inclusive, in Briar Hills, a subdivision in Douglas County, Nebraska.

NOW, THEREFORE, pursuant to the authority granted to the Declarant in Article VII, Paragraph 2 of the Declaration, Declarant hereby amends and supplements the Declaration as follows:

1. Article III, Paragraph 1 is hereby amended to delete the word "Homeowners".

2. The Declaration is in all other matters ratified and affirmed.

3. Invalidation of any covenant by judgment or court order shall in no way affect any of the other provisions hereof, which shall remain in full force and effect.

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IN WITNESS WHEREOF, the Declarant has caused these presents to be executed this 20th day of May, 1999.

BRIAR HILLS DEVELOPMENT, L.L.P.,
a Nebraska limited liability company, "Declarant"

By: BHD, L.L.C., a Nebraska limited liability company

By: Maurice M. Udes
Maurice M. Udes, Manager

By: NEW MILLENNIUM, L.L.P., a Nebraska limited liability partnership

By: _____
Kevin Irish, Partner

By: _____
Herbert Freeman, Partner

By: B-4, L.L.C., a Nebraska limited liability company

By: _____
Paul M. Brown, Member

STATE OF NEBRASKA)
) ss.
COUNTY OF DOUGLAS)

The foregoing instrument was acknowledged before me this 27th day of May, 1999, by MAURICE M. UDES, Manager of BHD, L.L.C., a Nebraska limited liability company, and Partner in Briar Hills Development, L.L.P., a Nebraska limited liability partnership, as his voluntary act and deed and the voluntary act and deed of the company.

GENERAL NOTARY-State of Nebraska
MARY F. GOSTOMSKI
My Comm. Exp. March 31, 2001

_____
Notary Public

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STATE OF NEBRASKA)
) ss.
COUNTY OF DOUGLAS)

The foregoing instrument was acknowledged before me this 28th day of May, 1999, by KEVIN IRISH and HERBERT FREEMAN, Partners of New Millennium, L.L.P., a Nebraska limited liability partnership, and Partner in Briar Hills Development, L.L.P., a Nebraska limited liability partnership, as his voluntary act and deed and the voluntary act and deed of the partnership.

GENERAL NOTARY-State of Nebraska
MARY F. GOSTOMSKI
My Comm. Exp. March 31, 2001

Mary F Gostomski
Notary Public

STATE OF NEBRASKA)
) ss.
COUNTY OF DOUGLAS)

The foregoing instrument was acknowledged before me this 28th day of May, 1999, by Paul M. Brown, Member of B-4, L.L.C., a Nebraska limited liability company, and Partner in Briar Hills Development, L.L.P., a Nebraska limited liability partnership, as his voluntary act and deed and the voluntary act and deed of the company.

GENERAL NOTARY-State of Nebraska
MARY F. GOSTOMSKI
My Comm. Exp. March 31, 2001

Mary F Gostomski
Notary Public