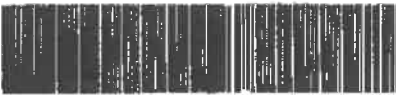RICHARD N. TAKECHI
REGISTER OF DEEDS
DOUGLAS COUNTY, NE

98 AUG 19 PM 3:22

RECEIVED

After recording, please return to:

James F. Kasher
CROKER, HUCK, KASHER, DeWITT,
ANDERSON & GONDERINGER, P.C.
2120 South 72nd Street, Suite 1250
Omaha, NE 68124

SECOND AMENDMENT TO
DECLARATION OF COVENANTS, CONDITIONS AND RESTRICTIONS
FOR ELK CREEK CROSSING, A SUBDIVISION
IN DOUGLAS COUNTY, NEBRASKA

THIS SECOND AMENDMENT TO DECLARATION OF COVENANTS, CONDITIONS AND RESTRICTIONS is made on the date hereinafter set forth by BENCHMARK HOMES, INC., a Nebraska corporation, hereinafter referred to as "Declarant".

WITNESSETH:

WHEREAS, the undersigned is the Declarant under a certain Declaration of Covenants, Conditions and Restrictions for Elk Creek Crossing, A Subdivision in Douglas County, Nebraska (the "Declaration"), which Declaration was filed for record in the office of the Register of Deeds of Douglas County, Nebraska, on January 13, 1994, in Misc. Book 1108 at Pages 697 through 710, inclusive, and which governs Lots 1 through 147 and Outlot 1, Elk Creek Crossing, a subdivision as surveyed, platted and recorded in Douglas County; Nebraska; and

WHEREAS, the undersigned is the Declarant under a certain First Amendment to Declaration of Covenants, Conditions and Restrictions for Elk Creek Crossing, A Subdivision in Douglas County, Nebraska (the "First Amendment to Declaration"), which First Amendment was filed for record in the office of the Register of Deeds of Douglas County, Nebraska, on October 13, 1995, in Misc. Book 1158 at Pages 555 and 556, which governs Lots 148 through 312, inclusive, and Outlots 2 and 3, Elk Creek Crossing, a subdivision as surveyed, platted and recorded in Douglas County, Nebraska; and

WHEREAS, Declarant is the owner of certain real estate hereinafter referred to as the **"Properties"** in the County of Douglas, State of Nebraska, described as follows:

Lots 313 through 416, inclusive, in Elk Creek Crossing, a subdivision as surveyed, platted, and recorded in Douglas County, Nebraska;

and

WHEREAS, pursuant to the terms and conditions of Article VI, Section 4 of the Declaration, Declarant is desirous of subjecting the Properties to the easements, restrictions, covenants and conditions for use set forth in the Declaration for the purpose of protecting the value and desirability of the Properties.

NOW THEREFORE, Declarant hereby declares that all of the Properties shall be held, sold and conveyed subject to the easements, restrictions, covenants and conditions set forth in the Declaration as if same had been included at the time of the execution and filing of the Declaration. The Properties now being included, in the Declaration shall be subject to all of the time periods referenced in the Declaration in the same manner as if they had originally been included in the Declaration. It is the intent hereof that the Properties shall be considered to have been covered by the Declaration from the time of its filing to allow for continuity among all of the Lots covered by the Declaration.

IN WITNESS WHEREOF, the undersigned Declarant has executed this Second Amendment to Declaration this __17th__ day of __August__ , 1998.

Attest:

_____
Secretary

Attest:

_____
Title: _____ BBO

BENCHMARK HOMES, INC.,
a Nebraska Corporation

By: _____
John C. Czerwinski, Jr., President

U.S. BANK NATIONAL ASSOCIATION
formerly known as

FIRST BANK, N.A.

By: _____
Its: _____

2

STATE OF NEBRASKA)
) ss.
COUNTY OF DOUGLAS)

The foregoing instrument was acknowledged before me this _17th_ day of
August 1998, by JOHN C. CZERWINSIU, JR., President of Benchmark
Homes, Inc., a Nebraska Corporation, on behalf of the corporation.

GENERAL NOTARY-State of Nebraska
LOUISE N. SCOLARO
My Comm. Exp. Oct. 7, 2001

Louise N Scolaro
Notary Public

STATE OF NEBRASKA)
) ss.
COUNTY OF DOUGLAS)

The foregoing instrument was acknowledged before me this _17th_ day of
August , 1998, by _Edward J. Kulleher_ , _Sr Vice President_ of
*First Bank, N.A., on behalf of the corporation.

Dolores E. Terwey
Notary Public

*now known as U.S. Bank National Association

0038439.01

GENERAL NOTARY-State of Nebraska
DOLORES E. TERWEY
My Comm. Exp. Jan. 16, 2001