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When Recorded, Return To:

✓ Brooke & Shaw
Post Office Box 2860
Minden NV 89423

AMENDED DECLARATION OF RESTRICTIONS

This Amendment to Declaration is made on the 30th day of September, 1998, by the undersigned, referred to as "DECLARANT."

1. There have been imposed against property located in Douglas County, Nevada, known as ABC Investment Company Parcel Maps 2 and 3, filed in the Office of the County Recorder of Douglas County, Nevada, on 6 April 1993 in Book 493 at Page 815 as Document No. 503844 and Book 493 at Page 816 as Document No. 303845, known as Douglas County Assessor's Parcel Numbers 37-550-05 through 37-550-12, certain restrictions recorded on 14 July 1994, as Document No. 341858, at Book 794 commencing at Page 2002 and amended restrictions recorded 17 June 1998, as Document No. 442310, Book 798 commencing at Page 4246 of the Official Records of Douglas County.

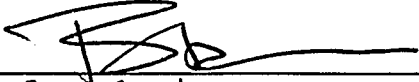
2. The restrictions require approval of the owners of 75% of the parcels to be amended.
3. The undersigned are the owners of 75% of the parcels.
4. The restrictions at Document No. 341858 are amended in the following respects:
 - a. Paragraph I. A. (9) is deleted.
 - b. A new Paragraph I. A. (9) shall be as follows:

Wells and septic systems may be placed anywhere on a parcel approved by the state or local government agencies having jurisdiction.


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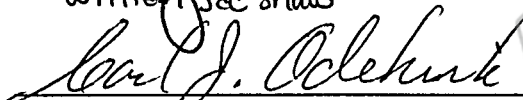
In all other respects the original restrictions are ratified and confirmed.


ABC INVESTMENT COMPANY,
a Nevada corporation

By: 
T. Scott Brooke

BROOKE & SHAW, LTD. PROFIT SHARING PLAN

By: 
William Joe Shaw


Carl J. Odekirk


Judith R. Graves

COPY

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STATE OF NEVADA)
) ss.
COUNTY OF DOUGLAS)

On September 30, 1998, before me, a notary public, personally appeared T. Scott Brooke as the President of ABC INVESTMENT COMPANY, personally known (or proved) to me to be the person whose name is subscribed to the above instrument who acknowledged that he executed the instrument.



Rebekah Higginbotham
Notary Public

STATE OF NEVADA)
) ss.
COUNTY OF DOUGLAS)

On September 30, 1998, before me, a notary public, personally appeared William Joe Shaw as the Trustee of the BROOKE & SHAW, LTD. PROFIT SHARING PLAN, personally known (or proved) to me to be the person whose name is subscribed to the above instrument who acknowledged that he executed the instrument.



Rebekah Higginbotham
Notary Public

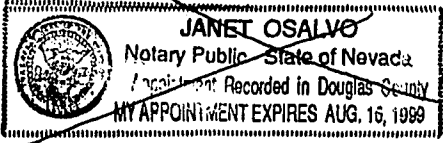
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STATE OF NEVADA)
) ss.
COUNTY OF DOUGLAS)

On 8/28/98, 1998, before me, a notary public, personally appeared

CARL J. ODEKIRK, personally known (or proved) to me to be the person whose name is subscribed to the above instrument who acknowledged that he executed the instrument.



Janet Osalvo
Notary Public



Indiana
~~STATE OF NEVADA~~)
Marion) ss.
COUNTY OF ~~DOUGLAS~~)

On 9/22/98, 1998, before me, a notary public, personally appeared

JUDITH R. GRAVES, personally known (or proved) to me to be the person whose name is subscribed to the above instrument who acknowledged that she executed the instrument.

Sandra Sue Abel
Notary Public

my commission expires 10/18/01

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REQUESTED BY
Brooke & Shaw Ltd
IN OFFICIAL RECORDS OF
DOUGLAS COUNTY, NEVADA

'98 SEP 30 P4:00

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LINDA SLATER
RECORDER
\$10⁰⁰ PAID Sh DEPUTY