

AMENDMENT TO INDENTURE OF COVENANTS, CONDITIONS AND  
RESTRICTIONS FOR MEADOW RIDGE SUBDIVISION

WHEREAS, Meadow Ridge Subdivision was created by that certain Indenture recorded in Book 1029 at Page 128 in the office of the Recorder of Deeds for St. Charles County, Missouri as amended from time to time (the "Indenture"); and

WHEREAS, the Indenture provides that the Indenture may be amended by the unanimous consent of the Trustees at any time prior to the last sale of a Lot by the Developer; and

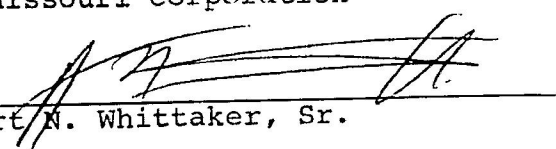
WHEREAS, the Trustees unanimously agree that the Indenture shall be amended to provide that the annual meetings of the Owners shall be held annually after management of the Subdivision has been turned over and vested in Trustees elected by said Owners.

NOW THEREFORE, the undersigned Trustees, being all of the Trustees of the Owners' Association as described in the Indenture hereby amend the Indenture by adding to Paragraph 3 of Article IV thereof the following:

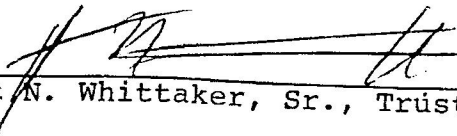
"Notwithstanding anything set forth herein to the contrary, no annual meeting of the Owners shall be held, and no special meeting of the Owners may be called by the President, the Trustees or the Owners until the Trustees appointed hereby or their appointed successors have resigned and been replaced by Trustees elected by the Owners".

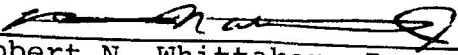
Except as specifically modified hereby, the Indenture shall remain unmodified and in full force and effect.


WHITTAKER CONSTRUCTION, INC.,  
a Missouri corporation

  
Robert N. Whittaker, Sr.



  
Robert N. Whittaker, Sr., Trustee

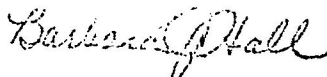
  
Robert N. Whittaker, Jr., Trustee

  
Joan M. Leahy, Trustee

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STATE OF MISSOURI  
COUNTY OF ST. CHARLES  
FILED FOR RECORD

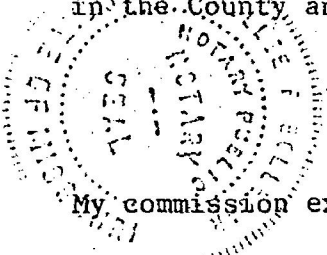
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RECORDER OF DEEDS

STATE OF MISSOURI )  
 ) SS.  
COUNTY OF ST. CHARLES )

On this 4 day of January, 1988, before me appeared Robert N. Whittaker Sr., to me personally known, who, being by me duly sworn, did say that he is the President of Whittaker Construction, Inc., a corporation of the State of Missouri, and that the seal affixed to the foregoing instrument is the corporate seal of said corporation, and that said instrument was signed and sealed in behalf of said corporation, by authority of its Board of Directors; and said Robert N. Whittaker, Sr. acknowledged said instrument to be the free act and deed of said corporation.

IN WITNESS WHEREOF, I have hereunto set my hand and affixed my official seal in the County and State afoersaid, the day and year first above written.



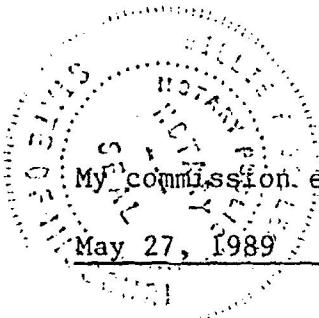
Billie F. Bollegar  
Billie F. Bollegar

My commission expires:  
May 27, 1989

STATE OF MISSOURI )  
 )  
COUNTY OF ST. CHARLES )

On this 4 day of January, 1988, before me personally appeared Robert N. Whittaker, Sr., Joan M. Leahy, and Robert N. Whittaker, Jr., to me known to be the persons described in and who executed the foregoing instrument, who, after being by me duly sworn, did acknowledge that they executed the same as their free act and deed.

IN WITNESS WHEREOF, I have hereunto set my hand and affixed my official seal in the County and State aforesaid, the day and year first above written.



Billie F. Bollegar  
Billie F. Bollegar

My commission expires:  
May 27, 1989

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