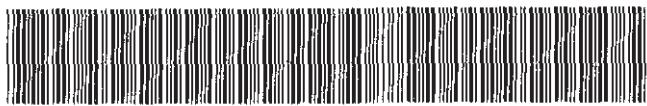


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Received - DIANE L. BATTIATO
Register of Deeds, Douglas County, NE
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FIRST AMENDMENT TO THE
DECLARATION OF COVENANTS, CONDITIONS,
RESTRICTIONS AND EASEMENTS OF GLENMOOR

THIS AMENDMENT TO DECLARATION is made the day first set forth hereinafter by HEARTHSTONE HOMES, INC, a Nebraska corporation, "Declarant".

RECITALS

A. On November 2, 2006 a document entitled Declaration of Covenants, Conditions, Restrictions and Easements of Glenmoor, was recorded against Lots 26 thru 213, inclusive; Lots 215 thru 311, inclusive; and, Outlots "A" and "C", Glenmoor; Lots 1 thru 25, inclusive; and Outlots "A" and "B", Glenmoor Replat One; and, Lot 1; and, Outlot "A", Glenmoor Replat Two, all surveyed, platted and recorded in Douglas County, Nebraska, in the Register of Deeds, Douglas County as Instrument No. 2006125794 (hereinafter referred to as the "Declaration").

B. The Declarant desires to amend the Declaration to include the following lots legally described as:

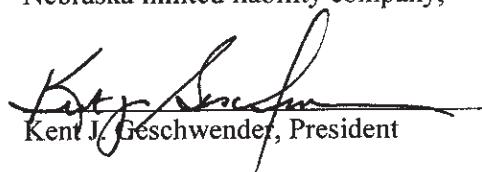
Lots 1 thru 151, 158 thru 185, and Outlots "A" and "B", Turnbridge; and, Lots 1 thru 6, Turnbridge Replat One, as surveyed, platted and recorded in Douglas County, Nebraska (hereinafter referred to as the "Turnbridge Lots").

NOW, THEREFORE, the Declarant for Lots 1 thru 151, 158 thru 185, and Outlots "A" and "B", Turnbridge; and, Lots 1 thru 6, Turnbridge Replat One, as surveyed, platted and recorded in Douglas County, Nebraska, does declare them to be subject to all of the covenants, conditions, restrictions and easements of the Declaration. Declarant does hereby amend the Declaration as follows:

1. All references to Lot, Lots or Glenmoor shall refer to all lots subject to the Declaration, including the Turnbridge Lots.
2. All references to Glenmoor shall be deleted and replaced with Glenmoor/Turnbridge.
3. Article II, Paragraph 1(a) is amended to reflect the name of the Association is Glenmoor/Turnbridge Homeowners Association, Inc.
4. Article II, Paragraph 1(c) is amended to include the Turnbridge Lots.
5. Article II, Paragraph 1(f) is amended to include the Turnbridge Outlots "A" and "B".

IN WITNESS WHEREOF, this First Amendment to Declaration was executed this 1st day of OCTOBER, 2007.

HEARTHSTONE HOMES, INC., a
Nebraska limited liability company,


Kent J. Geschwender, President


Brian K. Scott

STATE OF NEBRASKA)
)ss.
COUNTY OF DOUGLAS)

The foregoing instrument was acknowledged before me this 14 day of OCTOBER,
2007 by Kent J. Geschwender, President of Hearthstone Homes, Inc. a Nebraska corporation, on behalf
of the corporation.

SEAL


Notary Public

