

GAINES, MULLEN, PANSING &
HOGAN
10050 REGENCY CIRCLE, SUITE 200
OMAHA, NEBRASKA 68114



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RICHARD N. TAKEUCHI
REGISTER OF DEEDS
DOUGLAS COUNTY, NE

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FIRST AMENDMENT TO
DECLARATION OF COVENANTS, CONDITIONS,
RESTRICTIONS AND EASEMENTS OF
PACIFIC SPRINGS, A SUBDIVISION IN
DOUGLAS COUNTY, NEBRASKA

This First Amendment is made to the Declaration of Covenants, Conditions, Restrictions and Easements of Pacific Springs, a subdivision in Douglas County, Nebraska, dated May 17, 1996, and recorded with the Douglas County Register of Deeds on May 23, 1996, Miscellaneous Records, in Book 1177 at Page 600 (the "Declaration"), by Lancha-Pacific Development, Inc., a Nebraska corporation (referred to as the "Declarant").

PRELIMINARY STATEMENT

The Declaration was made by the Declarant in connection with the development of Lots 1 through 29, inclusive, in Pacific Springs, a subdivision, as surveyed, platted and recorded in Douglas County, Nebraska (such lots are herein referred to collectively as the "Lots" and individually as each "Lot") and Lot 30, in Pacific Springs, a subdivision, as surveyed, platted and recorded in Douglas County, Nebraska (the "Park Lot"). The Lots are part of Pacific Springs, a residential subdivision in Douglas County, Nebraska ("Pacific Springs").

Lots 1 through 8, inclusive, and 14 through 20, inclusive, Pacific Springs, have been replatted into 21 individual lots as shown on the plat recorded with the Douglas County Register of Deeds on July 25, 1996, in Book 2038, Page 298 (herein the "Villas Lots").

Due to the replatting, the above-identified lots are now legally described as follows:

Lots 9 through 13, inclusive, and 21 through 28, inclusive, Pacific Springs, a subdivision, as surveyed, platted and recorded in Douglas County, Nebraska; OC-29197

Lot 30, Pacific Springs, a subdivision, as surveyed, platted and recorded in Douglas County, Nebraska; and OC-29197

Lots 1 through 21, inclusive, Pacific Springs Villas West, a subdivision, as surveyed, platted and recorded in Douglas County, Nebraska. OC-29198

AND LOT 1 PACIFIC SPRINGS REPLAT 2 OC-29203

Except as specifically provided herein, for purposes of the Declaration, each of the above-identified lots shall be deemed individual lots governed by the provisions of the Declaration.

Declarant has considered amendment of the Declaration for purposes of excluding the Villas Lots from encumbrance by Article I of the Declaration. Article V, Section 2 of the Declaration allows the Declarant to amend the Declaration in any manner which it may determine in its full and absolute discretion for a period of five (5) years from the date of the Declaration. Declarant has investigated the effect which the proposed amendment to the Declaration would have on the Lots and has concluded that the amendment would further the preservation of Pacific Springs, would further the maintenance of the character and residential integrity of Pacific Springs, and would further the benefits and protection afforded to the Lots by the Declaration.

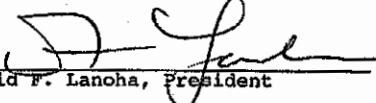
NOW, THEREFORE, pursuant to the authority granted to the Declarant in Article V, Section 2 of the Declaration, Declarant, hereby amends and supplements the Declaration as follows:

1. The Villas Lots shall no longer be restricted or encumbered by Article I of the Declaration.
2. In each and every other respect, the Declaration shall remain in full force and effect according to its terms.
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.

26th day of June, 1997.

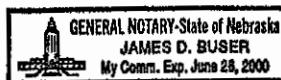
LANOHA-PACIFIC DEVELOPMENT, INC., a
Nebraska corporation, "Declarant"

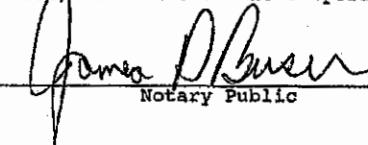
BY


David F. Lanoha, President

STATE OF NEBRASKA)
} ss.
COUNTY OF DOUGLAS)

June, 1997, by David F. Lanoha, President of LANOHA-PACIFIC
DEVELOPMENT, INC., a Nebraska corporation, on behalf of the corporation.




James D. Buser
Notary Public

NOTARIAL SEAL AFFIXED
REGISTER OF DEEDS