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LLOYD J. DOWDING

SARPY COUNTY REGISTER OF DEEDS
1210 GOLDEN GATE DRIVE, STE 1109
PAPILLION, NE 68046-2895
402-593-5773

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FIRST AMENDMENT TO COVENANTS

THIS FIRST AMENDMENT TO COVENANTS is made the date hereinafter set forth by PALISADES DEVELOPMENT, L.L.C., a Nebraska limited liability company ("Declarant").

RECITALS

A. On August 12, 2005, a document entitled Declaration of Covenants, Conditions, Restrictions and Easements of Lots 205 - 411, The Palisades, a Subdivision in Sarpy County, Nebraska (the "Declaration") for Lots Two Hundred-Five (205) through Four Hundred Eleven (411), inclusive, in THE PALISADES, a subdivision as surveyed, platted and recorded in Sarpy County, Nebraska, were recorded by Declarant, in the office of the Register of Deeds of Sarpy County, Nebraska as Instrument No. 2005-29027.

B. Paragraph 2 of Article IV of the Declaration provides that for a period of twenty (20) years following August 12, 2005, the Declarant shall have the sole, absolute and exclusive right to amend, modify or supplement all or any portion of the Declaration.

NOW, THEREFORE, Declarant hereby declares that the Declaration recorded on August 12, 2005 as Instrument No. 2005-29027 of the Register of Deeds of Sarpy County, Nebraska, should be and hereby are amended in the following manner:

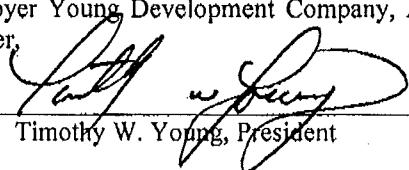
I. By deleting therefrom Paragraph 12 of Article I and adding in its place and stead the following:

12. Fencing is permitted only with Declarant's written approval. If approved, no fence shall be permitted to extend beyond the front line of a main residential structure. Unless other materials are specifically approved in writing by Declarant, fences shall only be composed of wood, black wrought iron, black aluminum, black vinyl, or black vinyl-coated chain link. Unless approved by the Declarant and any local governing authority, no fences or walls may exceed a height of six (6) feet. Any Lot abutting any pond or water amenity in The Palisades shall only use black wrought iron type fencing (made of iron, aluminum, or vinyl) if such fencing is approved in writing by the Declarant, no other type of fencing shall be allowed on any such Lot without specific written permission of Declarant. Except as provided above, no chain link fencing shall be allowed. No hedges or mass planted shrubs shall be permitted more than ten (10) feet in front of the front building line. Any fences, hedges or mass planted shrubs installed by or at the direction of the Declarant shall not be subject to the provisions of this paragraph.

All other terms of said Declaration shall remain in full force and effect.

Dated this 20 day of October 2005.

PALISADES DEVELOPMENT, L.L.C., Declarant,
By: Boyer Young Development Company, Administrative
Member,

By: 
Timothy W. Young, President

PER

FULLENKAMP, DOYLE & JOBEUN
11440 WEST CENTER ROAD
OMAHA, NEBRASKA 68144-4482

AJH

2005-39342 B

STATE OF NEBRASKA)
)
COUNTY OF SARPY) ss.

The foregoing instrument was acknowledged before me this 20 day of October 2005, by Timothy W. Young, President of Boyer Young Development Company, Administrative Member of Palisades Development, L.L.C., a Nebraska limited liability company, on behalf of said limited liability company.



Randi A. Zabawa
Notary Public