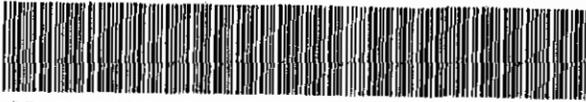




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Received - DIANE L. BATTIATO
Register of Deeds, Douglas County, NE
7/28/2005 15:17:02.54



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**FIRST AMENDMENT TO DECLARATION OF COVENANTS,
CONDITIONS, RESTRICTIONS AND EASEMENTS OF
VILLAS AT STONE CREEK**

This First Amendment to Declaration of Covenants, Conditions, Restrictions and Easements is made the 27th day of July, 2005, by HORGAN DEVELOPMENT COMPANY, a Nebraska corporation, hereinafter referred to as the "Declarant."

PRELIMINARY STATEMENT

By Declaration of Covenants, Conditions, Restrictions and Easements of Villas at Stone Creek, dated August 6, 2001 and recorded on August 10, 2001, as Instrument No. 2001-12293* in the records of Douglas County, Nebraska (herein the "Declaration"), the Declarant imposed covenants, conditions and restrictions on Lots 541 through 600, inclusive, in Stone Creek, a subdivision, as surveyed, platted and recorded in Douglas County, Nebraska.

* Book 1314
Page 193

Article VI, Section 3 of the Declaration provides as follows:

Section 3. Term; Amendment. The covenants and restrictions of this Declaration shall run with and bind the Properties for a term of thirty (30) years from the date this Declaration is recorded, after which time they may be automatically extended for successive periods of ten (10) years by action of not less than seventy-five percent (75%) of the Owners. Subject to complying with the provisions of Section 4 of this Article VI, for a period of five (5) years following the date of this Declaration, this Declaration may be amended, modified or dissolved by an instrument signed by the Declarant. Any amendment, modification or extension must be recorded in the office of the Register of Deeds to be effective.

Declarant desires to remove Lots 541 through 556, inclusive, from the Declaration and to amend the Declaration to effect the removals of such Lots.

JDB
PANSING HOGAN ERNST & BACHMAN LLP
10250 Regency Circle, Suite 300
Omaha, NE 68114-3728

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② _____ 00 _____ 00 _____
60 _____ 00 _____ 00 _____

WHEREFORE, the Declarant hereby amends the Declaration as follows:

Article I, Section 3 of the Declaration is hereby amended in entirety and replaced as follows:

Section 3. "Properties" shall mean and refer to the real property in Douglas County, Nebraska, described as follows:

Lot 557 through 600, inclusive, in Stone Creek, a subdivision, as surveyed, platted and recorded in Douglas County, Nebraska.

Except as amended herein, the Declaration shall remain in full force and effect as previously recorded.

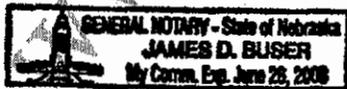
IN WITNESS WHEREOF, the Declarant has caused this Amendment to Declaration to be executed on the date and year first written above.

HORGAN DEVELOPMENT COMPANY, a
Nebraska corporation

By: *Robert P. Horgan*
Robert P. Horgan, President

STATE OF NEBRASKA)
) ss.
COUNTY OF DOUGLAS)

The foregoing instrument was acknowledged before me this 22nd day of July, 2005, by Robert P. Horgan, President of Horgan Development Company, a Nebraska corporation, on behalf of the corporation.



James D. Buser
Notary Public