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Received - DIANE L. BATTIATO
 Register of Deeds, Douglas County, NE
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**FIRST AMENDMENT TO DECLARATION OF COVENANTS, CONDITIONS,
 RESTRICTIONS AND EASEMENTS
 PINE CREEK PHASE II**

THIS FIRST AMENDMENT TO THE DECLARATION OF COVENANTS, CONDITIONS, RESTRICTIONS AND EASEMENTS ("First Amendment") is made and entered into as of this 14 day of September, 2007 ("Effective Date") by PINE CREEK DEVELOPMENT, L.L.C., a Nebraska limited liability company ("Declarant").

WHEREAS, a Declaration of Covenants, Conditions, Restrictions and Easements (the "Original Declaration") covering Lots 1 through 3, inclusive, of Pine Creek Replat Two and Lots 480 through 482, inclusive, of Pine Creek, subdivisions as surveyed, platted and recorded in Douglas County, Nebraska, was recorded in the office of the Register of Deeds of Douglas County, Nebraska, on July 27, 2006, as Instrument No. 2006084718; and

WHEREAS, pursuant to Section 13.2 of the Original Declaration, the Original Declaration may be terminated, modified or amended upon the terms of a recorded document executed by Declarant alone during the period of Declarant Control; and

WHEREAS, Declarant still owns more than ten percent (10%) of the membership interests in Pine Creek Phase II Landowners Association, Inc., and, as such, the period of Declarant Control is still in effect; and

WHEREAS, the Declarant desires to amend the Original Declaration as hereinafter set forth.

NOW, THEREFORE, for good and valuable consideration, the Declarant hereby declares as follows:

Return to:
 P. Scott Dye
 Baird Holm LLP
 1500 Woodmen Tower
 Omaha, NE 68102

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TA-53605

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1. All capitalized terms not defined herein shall be defined and have the meanings set forth in the Original Declaration.

2. Section 1.25 shall be amended by substituting Exhibit A1, attached hereto and incorporated herein by this reference, in place of Exhibit A as the depiction of the "Site Plan" for the Property.

3. Notwithstanding anything to the contrary in the Original Declaration, there shall be no cross-parking easement on Lot 2 ("Lot 2") of Pine Creek Replat Two, and any cross-parking easement that presently exists is hereby terminated and of no further force and effect. The owner of Lot 2 may restrict parking on Lot 2 to vehicles of such owner and the owner's employees, agents, contractors, licensees, tenants and invitees.

4. Notwithstanding Exhibit A1 or any previous exhibit in the Original Declaration, the owner of Lot 2 may change or eliminate the location of vehicle access points located on Lot 2, from time to time, as said owner deems necessary in the owner's discretion and may restrict the number of vehicular access points on Lot 2 to one access point each on the North and South lot lines of said Lot 2.

5. Declarant agrees that notwithstanding any period of Declarant Control, Declarant will not amend or modify in any manner the provisions of Sections 2, 3 and 4 of this First Amendment as to Lot 2 in any manner that would affect Lot 2 without the prior written consent of the then owner of Lot 2. Except as specifically amended herein, the Original Declaration shall remain in full force and effect as originally executed. This First Amendment shall have the same legal effect as the Original Declaration.

IN WITNESS WHEREOF, the Declarant has caused this Instrument to be executed at Omaha, Douglas County, Nebraska, this 14th day of September, 2007.

PINE CREEK DEVELOPMENT, L.L.C., a
Nebraska limited liability company

By: 

John Spaustat, Manager

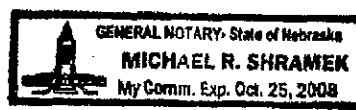
STATE OF NEBRASKA)
) ss.
COUNTY OF DOUGLAS)

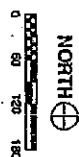
The foregoing instrument was acknowledged before me on the 14 day of September, 2007, by John Spaustat, the Manager of Pine Creek Development, L.L.C., a Nebraska limited liability company, on behalf of the company.

Michael R. Shramek

Notary Public

DOCS/804145.3





PLANT SCREDDLE

EXHIBIT "C" - F.A.R. SUMMARY

PINE CREEK PHASE II

1970 年 5 月 1 日 北京 中国地质出版社 (11) 155 页 1 册

MIXED USE DEVELOPMENT AGREEMENT

156TH AND STATE STREET

OMAHA, NEBRASKA

AUGUST 08, 2007
(REVISED AUGUST 29, 2007)