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Received - DIANE L. BATTIATO
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**FIRST AMENDMENT TO
 DECLARATION OF COVENANTS,
 CONDITIONS, RESTRICTIONS AND EASEMENTS
 FOR THE SANCTUARY**

This First Amendment is made to the Declaration of Covenants, Conditions, Restrictions and Easements for The Sanctuary, dated September 25, 2006, and recorded with the Douglas County Register of Deeds on September 29, 2006, as Instrument No. 2006110905, Miscellaneous Records (the "Declaration"), by Lanoha Real Estate Company, Inc., a Nebraska corporation (the "Declarant").

Preliminary Statement

The Declaration was made by the Declarant in connection with the development of real estate legally described as follows:

Lots 1 through 94, inclusive, in The Sanctuary, a subdivision, as surveyed, platted and recorded in Douglas County, Nebraska (referred to collectively as the "Lots" and individually as each "Lot");

and

Outlots "A" through "H" inclusive, in The Sanctuary, a subdivision, as surveyed, platted and recorded in Douglas County, Nebraska (collectively the "Outlots")

Declarant has considered amendment of the Declaration for purposes of amending Article I, Section 26, and adding a new subparagraph g) to Article V, Section 3. Article VII, Section 3, 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 impact which the proposed amendment and modification of the Declaration would have on the Lots and Outlots and has concluded that the amendment and modification would further the preservation of The Sanctuary, would further the maintenance of the character and residential integrity of The Sanctuary, and would further the benefits and protection afforded to the Lots and Outlots by the Declaration.

Return to:
 James D. Buser
 Pansing Hogan Ernst & Bachman, LLP
 10250 Regency Circle, Suite 300
 Omaha, Nebraska 68114

v 104980

NOW, THEREFORE, pursuant to the authority granted to the Declarant in Article VII, Section 3 of the Declaration, Declarant hereby amends and supplements the Declaration as follows:

1. Article I, Section 26 is hereby amended and replaced in its entirety as follows:

Section 26 "Undeveloped Lot".

Shall mean and refer to any Lot on which the construction of a Dwelling Unit has yet to commence.

2. There is added to the Declaration a new Article V, Section 3, subparagraph g), as follows:

g) To protect the consistency and quality of the general appearance of the Project, Lanoha Nurseries, a company that is affiliated with the Declarant, shall be the exclusive provider of landscaping services for The Sanctuary, including, but not limited to, typical Lot landscaping services such as plant material, walls, walks and patios, unless otherwise approved by Declarant.

3. Except as amended and modified herein the Declaration shall remain in full force and effect according to its terms.

IN WITNESS WHEREOF, Declarant has executed this First Amendment as of the 22nd day of May, 2008.

LANOHA REAL ESTATE COMPANY INC., a
Nebraska corporation

By: *David F. Lanoha*
David F. Lanoha, President

STATE OF NEBRASKA)
) ss.
COUNTY OF DOUGLAS)

The foregoing instrument was acknowledged before me this 22nd day of May, 2008, by David F. Lanoha as President of LANOHA REAL ESTATE COMPANY INC., a Nebraska corporation, for and on behalf of the corporation.

Kristina J. Carter
Notary Public

