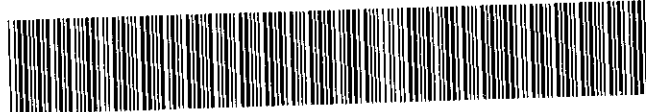





MISC 2005112708



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**FIRST AMENDMENT TO
DECLARATION OF EASEMENTS, COVENANTS, CONDITIONS AND
RESTRICTIONS
FOR A PART OF LEGACY, A SUBDIVISION
IN DOUGLAS COUNTY, NEBRASKA**

Received - DIANE L. BATTIATO
Register of Deeds, Douglas County, NE
9/9/2005 15:15:07.91

2005112708

This First Amendment is made to the Declaration of Easements, Covenants, Conditions and Restrictions for a part of Legacy, a Subdivision in Douglas County, Nebraska (the "Declaration"), dated April 20, 2005, and recorded with the Douglas County Register of Deeds on April 26, 2005, Instrument No. 2005047001, Miscellaneous Records, by Legacy Development, L.L.C., an Iowa limited liability company (the "Declarant"), Legacy Upstream, LLC, an Iowa limited liability company, and The Shops of Legacy, LLC, a Nebraska limited liability company (collectively the "Parties", or in the singular, a "Party").

Preliminary Statement

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

Lots 4 through 6, inclusive, Legacy, Lots 1 and 2 Legacy Replat 5, and Lots 1 and 2 Legacy Replat 10, each a subdivision, as surveyed, platted and recorded in Douglas County, Nebraska.

Such lots are herein referred to collectively as the "Parcels" and individually as each "Parcel."

The Parties have considered amending Section 3.4(b)(2) of the Declaration. Section 9.4 of the Declaration, allows the Parties to amend the Declaration by written consent of no less than eighty percent (80%) of the member votes of Parcel Owners. The Parties, constituting more than eighty percent (80%) of the member votes of Parcel Owners have investigated the impact which the proposed amendment to the Declaration would have on the Parcels and have determined that the amendment would further the maintenance of the character and integrity of Legacy, and would further the benefits and protection afforded to the Parcels by the Declaration.

NOW, THEREFORE, pursuant to the authority granted to Declarant in Section 9.4 of the Declaration, the Parties hereby agree as follows:

1. Section 3.4(b)(2) of the Declaration is amended and replaced in its entirety as follows:
 - (2) A massage parlor (which does not include tanning parlors, health spas or clubs or beauty salons that offer massages as an incidental part of the tanning parlors, health spas or clubs or beauty salons, and which does not include clinics that provide governmentally licensed and approved neuro-muscular and therapeutic massage membership sales and services and for the incidental sale of directly related retail products commonly sold in high quality clinics).
2. Terms utilized in this First Amendment with an initial capitalized letter and which are not otherwise defined herein, shall have the meaning ascribed to them by the Declaration.

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

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			MI-22268-L.
BKP		C/O	MI-22281-Rep. 10.
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3. Except as amended and modified herein, the Declaration shall remain in full force and effect according to its terms.

IN WITNESS WHEREOF, the Declarant has executed this First Amendment as of the ___ day of September, 2005.

LEGACY DEVELOPMENT, L.L.C., an Iowa limited liability company

By: [Signature]
Name: Jeff Johnson
Its: Managing Member

STATE OF NEBRASKA)
) SS.
COUNTY OF DOUGLAS)


I, the undersigned, a Notary Public in and for the County and State aforesaid, do hereby certify that Jeff Johnson, personally known to me to be the Managing Member of Legacy Development, L.L.C., an Iowa limited liability company, and personally known to me to be the same person whose name is subscribed to the foregoing instrument as such Managing Member, appeared before me this day in person and acknowledged that he signed, sealed and delivered the foregoing instrument as such Managing Member, and as his free and voluntary act of said limited liability company for the uses and purposes therein set forth; and on his respective oath stated that he was duly authorized to execute said instrument.

Given under my hand and Notarial Seal this 1 day of September, 2005.

[Signature: Max J. Burbach]
Notary Public

My commission Expires: 

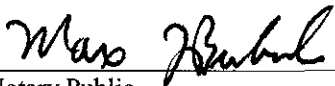
LEGACY UPSTREAM, L.L.C., an Iowa limited liability company

By: 
Name: MANAGING MEMBER
Its: JEFF JOHNSON

STATE OF NEBRASKA)
) SS.
COUNTY OF DOUGLAS)

I, the undersigned, a Notary Public in and for the County and State, aforesaid, do hereby certify that Jeff Johnson, personally known to me to be the Managing Member of Legacy Upstream, L.L.C. and personally known to me to be the same person whose name is subscribed to the foregoing instrument, appeared before me this day in person and acknowledged that he signed, sealed and delivered the foregoing instrument and as his free and voluntary act of said limited liability company for the uses and purposes therein set forth; and on his respective oath stated that he was duly authorized to execute said instrument.

Given under my hand and Notarial Seal this 1 day of September, 2005.


Notary Public

My commission Expires: _____

