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FIRST AMENDMENT TO THE DECLARATION OF COVENANTS, CONDITIONS, RESTRICTIONS AND EASEMENTS FOR VILLAGE GARDENS VILLAGE CENTER

The undersigned, constituting the "Declarant" under the DECLARATION OF COVENANTS, CONDITIONS, RESTRICTIONS AND EASEMENTS FOR VILLAGE GARDENS VILLAGE CENTER dated November 21, 2006, and filed of record with the Lancaster County Register of Deeds as Instrument No. 2006-058920 ("Declaration"), does hereby amend the Declaration for the properties described in Exhibit "A" attached hereto.

The term "Association Expenses" as defined in Article I of the Declaration is hereby amended and restated as follows:

"Association Expenses" shall mean the total actual and estimated costs incurred by the Association in operating, maintaining, repairing and replacing any open space, facility, utility and improvement within the Common Areas, including, without limitation, the cost of maintaining and resurfacing roads, gardening and landscaping, signage, underground sprinkler system, fire detection and sprinkler systems, retaining walls, striping, line painting, lighting, maintenance of utility lines, snow removal, ice, drainage, rubbish and other refuse, management fees and costs, wages, salaries, and compensation of employees, accounting, legal, janitorial, window washing, painting, repairing, security and other services, public liability and property damage insurance premiums, repairs, reasonable reserves and sinking funds for, but not limited to, capital replacements, depreciation on equipment and machinery used in such maintenance described herein, cost of postage, photocopies, telephone and fax charges, or other expenses and personnel required to provide such services and management, together with a reasonable charge for overhead of the foregoing, or amounts paid to independent contractors for any or all of such services and any other charges assessed or imposed pursuant to any agreements, easements, covenants or restrictions on record regarding the Common Areas.

All other terms and conditions of the Declaration, except as amended herein, remain in full force and effect. In the event of a conflict between the terms of this First Amendment and the terms of the Declaration, the terms of this First Amendment shall control. Capitalized terms used herein and not defined herein have the same meaning as in the Declaration.

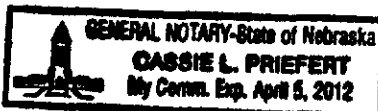
IN WITNESS WHEREOF, the Declarant has caused this First Amendment to be executed this 3rd day of June, 2008.

**VILLAGE GARDENS
DEVELOPMENT COMPANY, LLC**

BY: *Richard B. Campbell*
Richard B. Campbell, Manager

STATE OF NEBRASKA)
) ss.
COUNTY OF LANCASTER)

The foregoing was acknowledged before me this 3 day of June, 2008, by Richard B. Campbell, who is personally known to me.



Cassie L. Priefert
Notary Public

**CONSENT OF LOT OWNER
UNION BANK & TRUST COMPANY
TO FIRST AMENDMENT**

Union Bank & Trust Company, which is the owner of certain lot(s) within the Village Center and therefore subject to the Declaration of Covenants, Conditions, Restrictions and Easements for Village Gardens Village Center filed of record with the Lancaster County Register of Deeds as Instrument No. 2006-058920 hereby gives its consent in writing to the adoption of the First Amendment provided hereinabove.

DATED: June 11, 2008

UNION BANK & TRUST COMPANY

BY: *Alan Foster*
Alan Foster, Its S.V.P. & Cashier

EXHIBIT "A"

The Declaration is amended for the following legally described properties:

Lots 1 through 4, Block 1; Lot 1, Block 3; Outlots J, M, and O, Village Gardens 1st Addition, Lincoln, Lancaster County, Nebraska; Lot 1, Village Gardens 4th Addition, Lincoln, Lancaster County, Nebraska, (formerly known as Outlot H, Village Gardens 1st Addition, Lincoln, Lancaster County, Nebraska); and Outlots F, G, I, K, L, P, Village Gardens 1st Addition, Lincoln, Lancaster County, Nebraska;

The Declaration is further amended to include such "Additional Property" as that term is defined in Article I of the Declaration, which is conveyed subject to the provisions of the Declaration, as amended, and added to the provisions of the Declaration pursuant to Paragraph 1 of Article V of said Declaration, which is legally described as follows:

Outlot A, Village Gardens 5th Addition, Lincoln, Lancaster County, Nebraska, (formerly known as Lots 1 and 2, Block 6, and Outlot N, Village Gardens 1st Addition, Lincoln, Lancaster County, Nebraska).