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2007124430

After Recording Return To: Robert W. Rieke, Esq., 409 South 17<sup>th</sup> Street, Suite 500, Omaha, Nebraska 68102

**FIRST AMENDMENT TO  
 DECLARATION OF EASEMENTS, COVENANTS AND RESTRICTIONS FOR  
 SOMA DEVELOPMENT**

This First Amendment to Declaration of Easements, Covenants and Restrictions for SOMA Development ("First Amendment") is entered into by COURTLAND PLACE NO. 1, LLC, a Nebraska limited liability company ("Declarant"), with the consent and approval of COURTLAND PLACE NO. 2, LLC, a Nebraska limited liability company ("Affiliate") and SOMA DEVELOPMENT HOMEOWNERS ASSOCIATION, INC. ("Association").

WHEREAS, Declarant is the Declarant under that certain Declaration of Easements, Covenants and Restrictions for SOMA Development dated April 15, 2005 and recorded in the office of the Register of Deeds of Douglas County, Nebraska on April 21, 2005, as Instrument No. 2005045292 (the "Declaration"; terms capitalized herein and not otherwise defined shall have the meanings ascribed to them in the Declaration); and

WHEREAS, Declarant reserved the right in Section 9.2 of the Declaration to add Additional Property to the Declaration with the consent and approval of the party owning the Additional Property; and

WHEREAS, Declarant reserved the right in Section 9.1 of the Declaration to amend the Declaration and the exhibits attached thereto until the Transfer Meeting as long as no person or entity who has signed a contract to purchase a Residence from Declarant was materially adversely affected; and

WHEREAS, Declarant desires to reconfigure a portion of the Property by removing a Condominium Building Parcel, substituting additional Residential Parcels and realigning certain portions of a Drive Court; and

WHEREAS, Declarant desires to add certain Additional Property owned by Affiliate and Association to the Property; and

WHEREAS, the Transfer Meeting has not occurred and no person or entity who has signed a contract to purchase a Residence from Declarant will be materially adversely affected by this First Amendment.

NOW THEREFORE, Declarant, with the consent and approval of Affiliate and Association evidenced below, hereby amends the Declaration by deleting the Exhibit "A" attached to the Declaration and substituting

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TA-54705<sup>10</sup>

in lieu thereof the Exhibit "A" attached to this First Amendment. Except as amended by this First Amendment, all of the original terms and provisions of the Declaration shall continue in full force and effect.

Dated: October 29, 2007.

COURTLAND PLACE NO. 1, LLC  
BY: BLUESTONE DEVELOPMENT, LLC, Manager

By [Signature]  
Title: President

COURTLAND PLACE NO. 2, LLC  
BY: BLUESTONE DEVELOPMENT, LLC, Manager

By [Signature]  
Title: President

SOMA DEVELOPMENT HOMEOWNERS  
ASSOCIATION, INC., a Nebraska nonprofit  
corporation

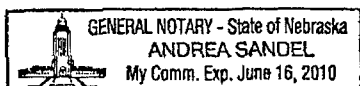
By [Signature]  
Title: President

STATE OF NEBRASKA     )  
                                  ) ss.  
COUNTY OF DOUGLAS    )

On this 29th day of October, 2007, before me, a notary public in and for said county and state, personally came Christian Christensen, President of BLUESTONE DEVELOPMENT, LLC, Manager of COURTLAND PLACE NO. 1, LLC, known to me to be the identical person who signed the foregoing instrument and acknowledged the execution thereof to be his voluntary act and deed and the voluntary act and deed of said limited liability companies.

WITNESS my hand and notarial seal at Omaha, in said county and state, the day and year last above written.

[SEAL]



Andrea Sandel  
Notary Public

STATE OF NEBRASKA     )  
                                  ) ss.  
COUNTY OF DOUGLAS    )

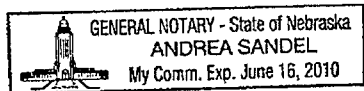
On this 29th day of October, 2007, before me, a notary public in and for said county and state, personally came Christian Christensen, President

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of BLUESTONE DEVELOPMENT, LLC, Manager of COURTLAND PLACE NO. 2, LLC, known to me to be the identical person who signed the foregoing instrument and acknowledged the execution thereof to be his voluntary act and deed and the voluntary act and deed of said limited liability companies.

WITNESS my hand and notarial seal at Omaha, in said county and state, the day and year last above written.

[SEAL]



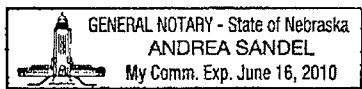
Andrea Sandel  
Notary Public

STATE OF NEBRASKA        )  
  ) ss.  
COUNTY OF DOUGLAS     )

On this 29<sup>th</sup> day of October, 2007, before me, a notary public in and for said county and state, personally came Christian Christensen, President of SOMA DEVELOPMENT HOMEOWNERS ASSOCIATION, INC., known to me to be the identical person who signed the foregoing instrument and acknowledged the execution thereof to be his voluntary act and deed and the voluntary act and deed of said limited liability companies.

WITNESS my hand and notarial seal at Omaha, in said county and state, the day and year last above written.

[SEAL]



Andrea Sandel  
Notary Public

EXHIBIT "A"

Lots 1 through 23, inclusive, and Outlot A, The Rows at SoMa, a cluster subdivision, an Addition to the City of Omaha, Douglas County, Nebraska. 23-34125 (29)

Lots 24 through 44, inclusive, and Lots 47 through 70, inclusive, The Rows at SoMa Replat 1, a cluster subdivision, an Addition to the City of Omaha, Douglas County, Nebraska. 23-34126 (45)

Lots 71 through 83, inclusive, and Lots 94 through 101, inclusive, The Rows at SoMa Replat 2, a cluster subdivision, an Addition to the City of Omaha, Douglas County, Nebraska. 23-34129 (21)

Lots 103 through 123, inclusive, and Outlot A, The Rows at SoMa Replat 3, a cluster subdivision, an Addition to the City of Omaha, Douglas County, Nebraska. (22)

Units 201, 202, 203, 204, 205, 301, 302, 303, 304, 305, 401, 402, 403, 404 and 405, The Lofts at SoMa 1 Condominium, a condominium created pursuant to Condominium Declaration recorded in the office of the Register of Deeds of Douglas County, Nebraska on June 9, 2006, as Instrument No. 2006064902 (f/k/a Outlot "C", The Rows at SoMa Replat 1, as surveyed, platted and recorded, in Douglas County, Nebraska.) (15)

Units 1, 2 and 3, The Gallery Condominium, a condominium created pursuant to Condominium Declaration recorded in the office of the Register of Deeds of Douglas County, Nebraska on August 26, 2005, as Instrument No. 2005105977. (3)