

FILED SARY CO. NE.
INSTRUMENT NUMBER
2008-29308
2008 OCT 23 P 1:50 B
James E. Lang
REGISTER OF DEEDS

COUNTER ah C.E. LM
VERIFY WS D.E. MM
PROOF D
FEES \$ 64.50
CHECK # 23491
CHG. MOA B.50 CASH
RECORD _____ CREDIT _____
SIGNATURE _____

FIRST AMENDMENT TO CONDOMINIUM DECLARATION

**Silverthorne Condominium
1910 Thurston Avenue
Bellevue, Nebraska 68005**

Record and Return to: James E. Lang, 11718 Nicholas Street, Suite 101, Omaha, NE 68154

A

**FIRST AMENDMENT TO
CONDOMINIUM DECLARATION
Silverthorne Condominium
1910 Thurston Avenue
Bellevue, Nebraska 68005**

This First Amendment (the "First Amendment") to the Condominium Declaration, Silverthorne Condominium, 1910 Thurston Avenue, Bellevue, Nebraska 68005, a Condominium Regime dated June 12, 2007, and recorded on June 14, 2007, as Instrument No. 2007-17557 of the records of the Registrar of Deeds of Sarpy County, Nebraska (the "Condominium Declaration"), is made this 13th day of October, 2008, by Silverthorne Partners, LLC, a Nebraska limited liability company who is the owner of more than 67% of the Units subject to the Condominium Declaration and who is the Declarant ("Declarant") under the Condominium Declaration.

WHEREAS, by the recording of the Condominium Declaration on June 14, 2007, the Declarant created Silverthorne Condominium whose address is 1910 Thurston Avenue, Bellevue, Nebraska; and

WHEREAS, attached to the Condominium Declaration as Exhibit "A" and to this First Amendment as Exhibit "A", is the legal description of the Property against which the Condominium Declaration was recorded; attached to the Condominium Declaration as Exhibit "A-1" and to this First Amendment as Exhibit "A-1", is the As-Built Survey and Plans which sets forth the location and dimensions of the improvements, together with the other information required by the Condominium Act; and attached to the Condominium Declaration as Exhibit "B" and to this First Amendment as Exhibit "B" is the Unit Number and Percentage Interest of each Unit; and

WHEREAS, the Declarant desires to amend the Condominium Declaration to limit a first mortgagee's liability for unpaid regularly budgeted dues or charges accrued before acquisition of the title to the unit by the mortgagee for not more than six (6) months, all as set forth in this First Amendment.

NOW THEREFORE, the Declarant hereby amends the Condominium Declaration as follows:

1. Liability of Mortgagee for Unpaid Dues. Any first mortgagee who obtains title to a Condominium Unit pursuant to the remedies in the mortgage or through foreclosure will not be liable for more than six (6) months of the Units unpaid regularly budgeted dues or charges accrued before acquisition of the title to the Unit by the mortgagee. Where the Associations lien priority under the Declaration includes the cost of collecting the unpaid dues, the mortgagee will be liable for any fees or costs related to the collection of such unpaid dues.

2. That except as otherwise amended herein, all of the other terms, conditions and restrictions of the original Condominium Declaration shall remain in full force and effect as stated.

B

IN WITNESS WHEREOF, the Declarant has executed and acknowledged this First Amendment to the Declaration on and as of the date first above written.

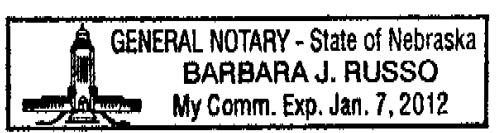
SILVERTHORNE PARTNERS, LLC,
a Nebraska limited liability company

By *Kirk Estee*
Title: *Partner*

STATE OF NEBRASKA)
) ss.
COUNTY OF DOUGLAS)

The foregoing instrument was acknowledged before me this 10 day of October, 2008, by Kirk Estee, a Manager of Silverthorne Partners, LLC, a Nebraska limited liability company, on behalf of the company.

[SEAL]



Barbara J. Russo
Notary Public

C

CONSENT TO AND RATIFICATION OF FIRST AMENDMENT
TO THE CONDOMINIUM DECLARATION

Enterprise Bank, N.A., a federally chartered bank ("Lender"), hereby consents to the foregoing First Amendment to Condominium Declaration; agrees that the Property identified in said Condominium Declaration on which it has a lien shall be owned, held, transferred, sold, leased, conveyed, developed, used, occupied, operated, improved, mortgaged or otherwise encumbered subject to the provisions of said Condominium Declaration, as amended by the First Amendment; agrees that said Condominium Declaration, as amended herein, and all of its provisions shall be and are covenants running with the Property, and shall be binding upon Lender and its successors and assigns; and Lender hereby ratifies and approves the recordation of the First Amendment to Condominium Declaration in the office of the Registrar of Deeds of Sarpy County, Nebraska.

LENDER:

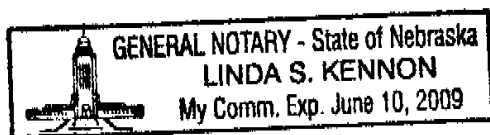
ENTERPRISE BANK, N.A., a federally chartered bank

By David Ohm
Title Vice President

STATE OF NEBRASKA)
) ss.
COUNTY OF DOUGLAS)

The foregoing instrument was acknowledged before me this 13th day of October, 2008, by David Ohm, the Vice President of Enterprise Bank, N.A., a federally chartered bank, on behalf of such bank.

[SEAL]



Linda S Kennon
Notary Public

D

EXHIBIT "A"

Legal Description of the Land
Silverthorne Condominium

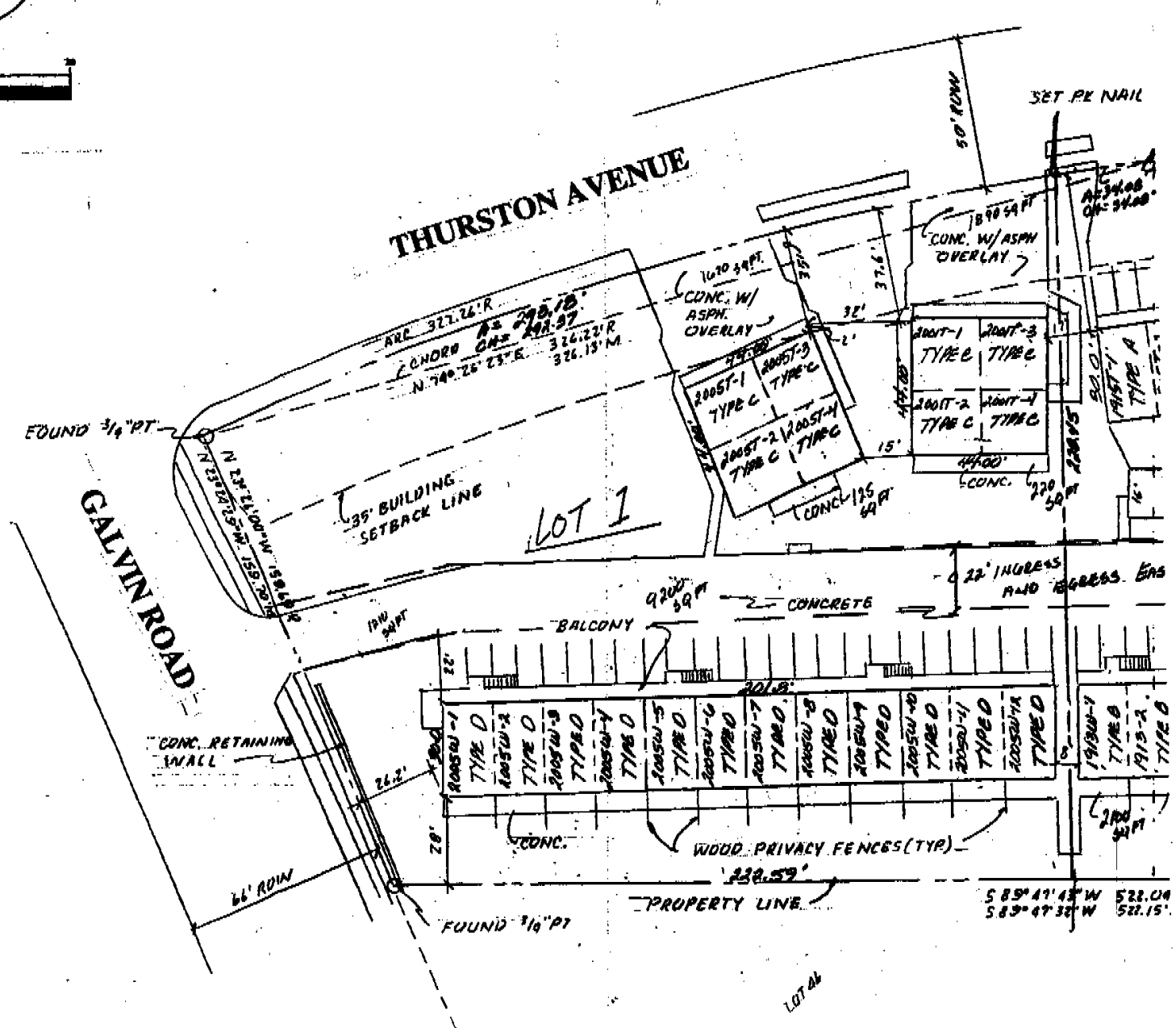
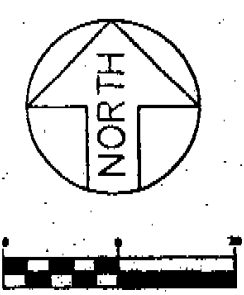
Lot 1, Hillcrest Replat 3 and Lot 39A, Hillcrest, an Addition to the City of Bellevue, as surveyed, platted and recorded, in Sarpy County, Nebraska.

Aa E

SILVER THORNE CONDOMINIUM PROPERTY REGIME #1

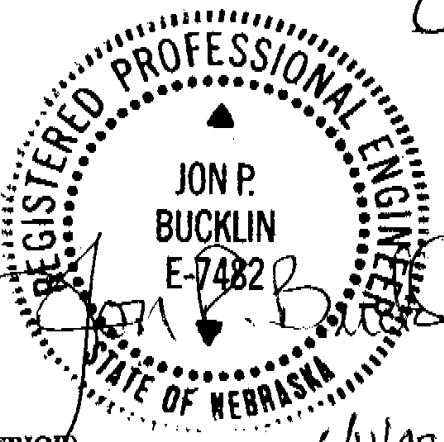
BELLEVUE, NEBRASKA

LOT 1, HILLCREST REPLAT 3, AS SURVEYED, PLATTED AND
RECORDED IN SARPY COUNTY, NEBRASKA.



I hereby certify that this plat, map, survey or report was made by me or under my direct personal supervision and that I am a duly Registered Land Surveyor under the laws of the State of Nebraska.

Clarence Roger Carrell
Signature of Land Surveyor
Date 5/14/07 Reg. No. 306



GENERAL NOTES:

1. ALL BUILDINGS ARE TWO STORY MASONRY CONST.
2. ~~1915~~ 2005 WINNIE ARE 12 UNITS
3. 2001 AND 2005 THURSTON ARE 4 UNITS
4. ~~1901 THURSTON IS 4 UNITS~~
5. ~~1915 THURSTON IS 8 UNITS~~
6. ~~1901 WINNIE IS 6 UNITS~~
7. ~~1005 WINNIE IS 7 UNITS~~
8. TYPE A, B AND D AREA IS 450 SQ. FT. MAIN FLOOR (INTERIOR)
9. TYPE C AREA IS 435 SQ. FT. MAIN FLOOR (INTERIOR)

6/11/07

EXHIBIT "A-1"
(Page 1 of 4)

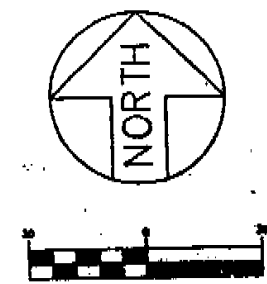
CARRELL & ASSOCIATES, INC.
LAND SURVEYORS & CONSULTANTS
804 South 110th Street Omaha, NE 68137 402-551-2323 / FAX: 402-551-9077

AB F

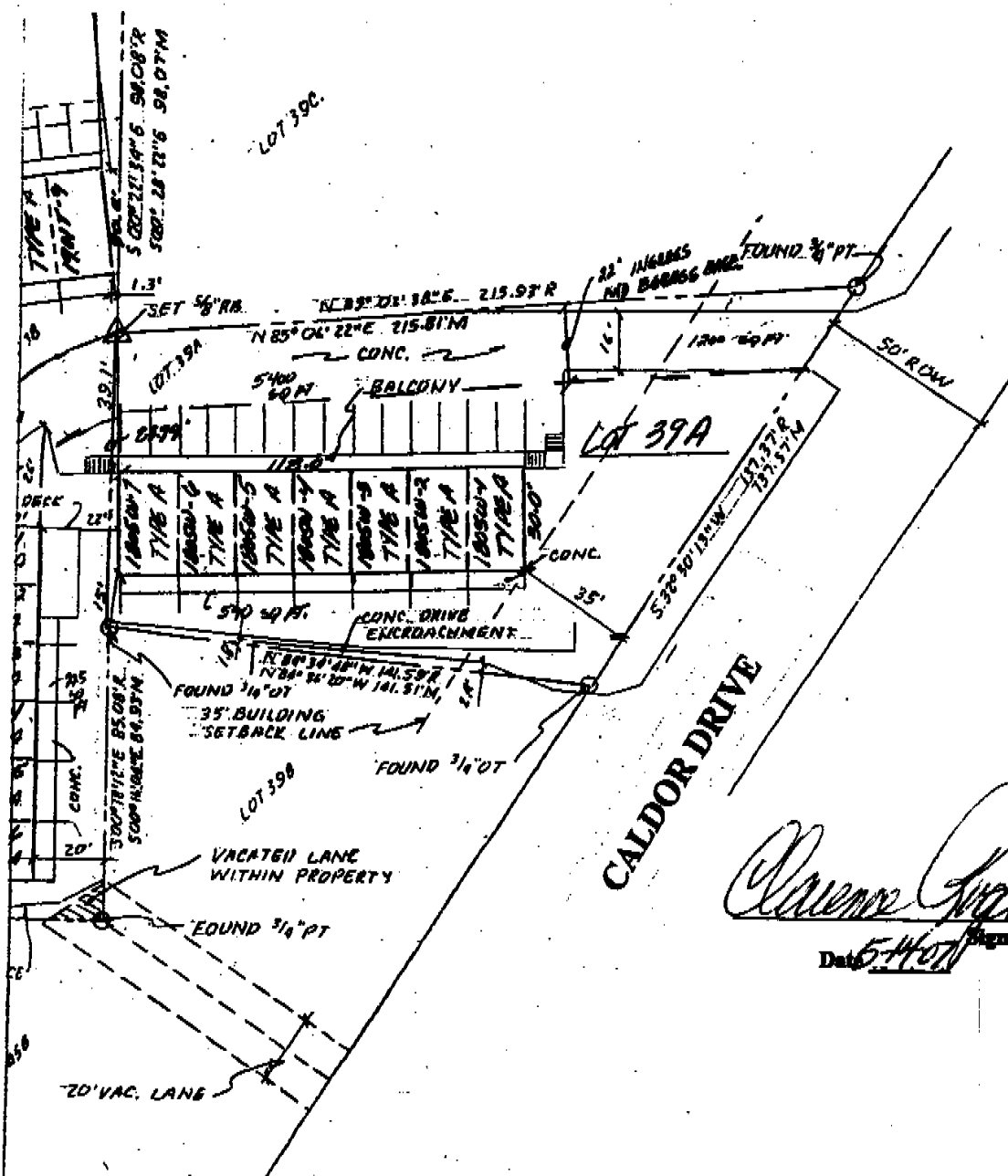
SILVER THORNE CONDOMINIUM PROPERTY REGIME #1

BELLEVUE, NEBRASKA

LOT 39A, HILLCREST, AS SURVEYED, PLATTED AND
RECORDED IN SARPY COUNTY, NEBRASKA.



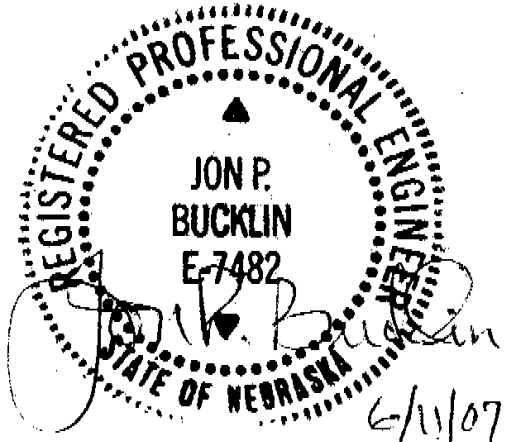
LOT 2



Clarence Roger Carrell
Signature of Land Surveyor
Date: 5-4-07
Reg. No. 306



I hereby certify that this plat, map, survey or report was made by me or under my direct personal supervision and that I am a duly Registered Land Surveyor under the laws of the State of Nebraska.



GENERAL NOTES:

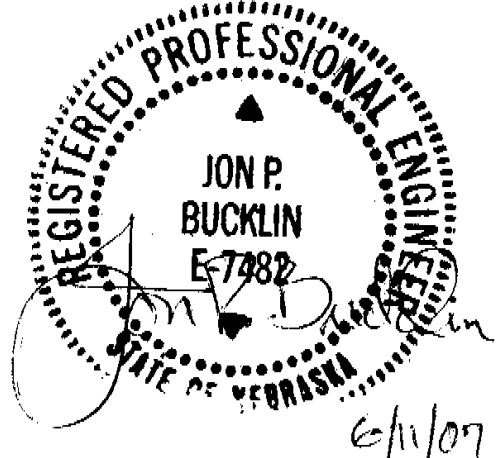
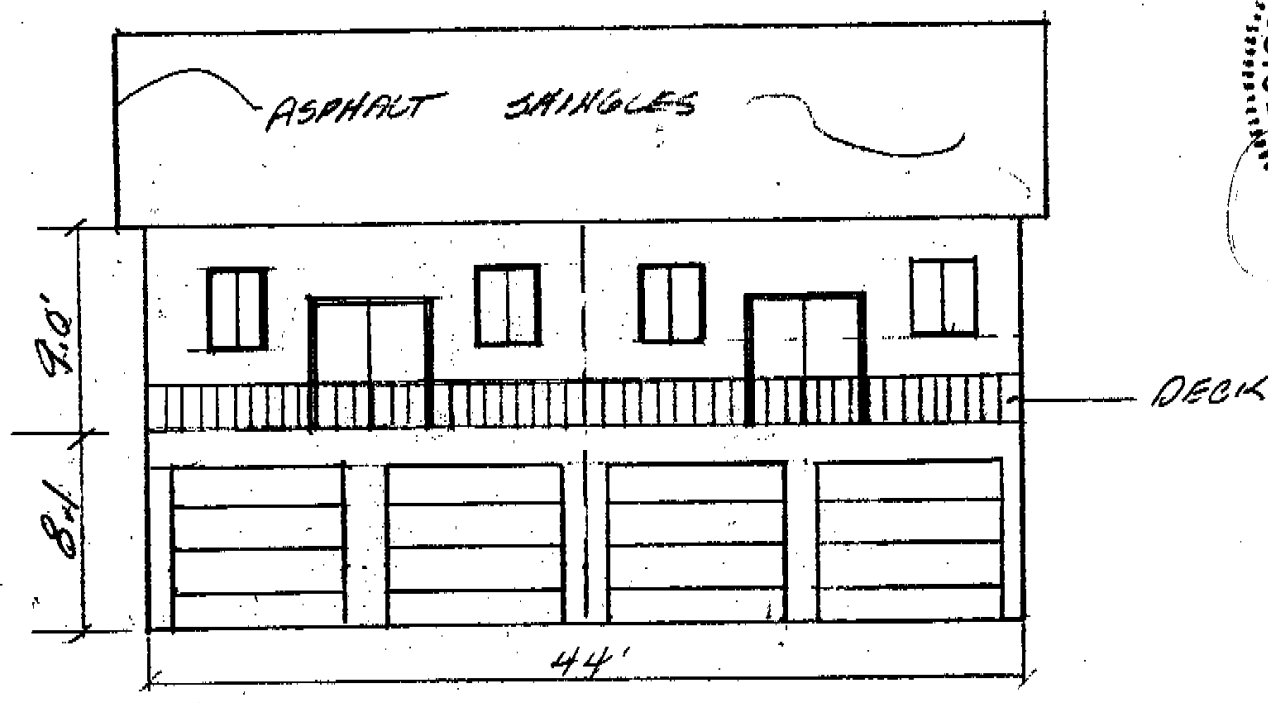
1. ALL BUILDINGS ARE TWO STORY MASONRY CONST.
2. ~~1915 AND 2005 WINNIE ARE 12 UNITS~~
3. ~~2001 AND 2005 THURSTON ARE 4 UNITS~~
4. ~~1901 THURSTON IS 9 UNITS.~~
5. ~~1915 THURSTON IS 6 UNITS.~~
6. ~~1901 WINNIE IS 6 UNITS.~~
7. 1805 WINNIE IS 7 UNITS.
8. TYPE A, B AND D AREA IS 450 SQ. FT. MAIN FLOOR (INTERIOR)
9. TYPE C AREA IS 435 SQ. FT. MAIN FLOOR (INTERIOR)

Exhibit "A-1"
(Page 2 of 4)

CARRELL
ASSOCIATES, INC.
LAND SURVEYORS & CONSULTANTS
2004 South 110th Street Omaha, NE 68137 402-691-2225 / FAX: 402-391-8077

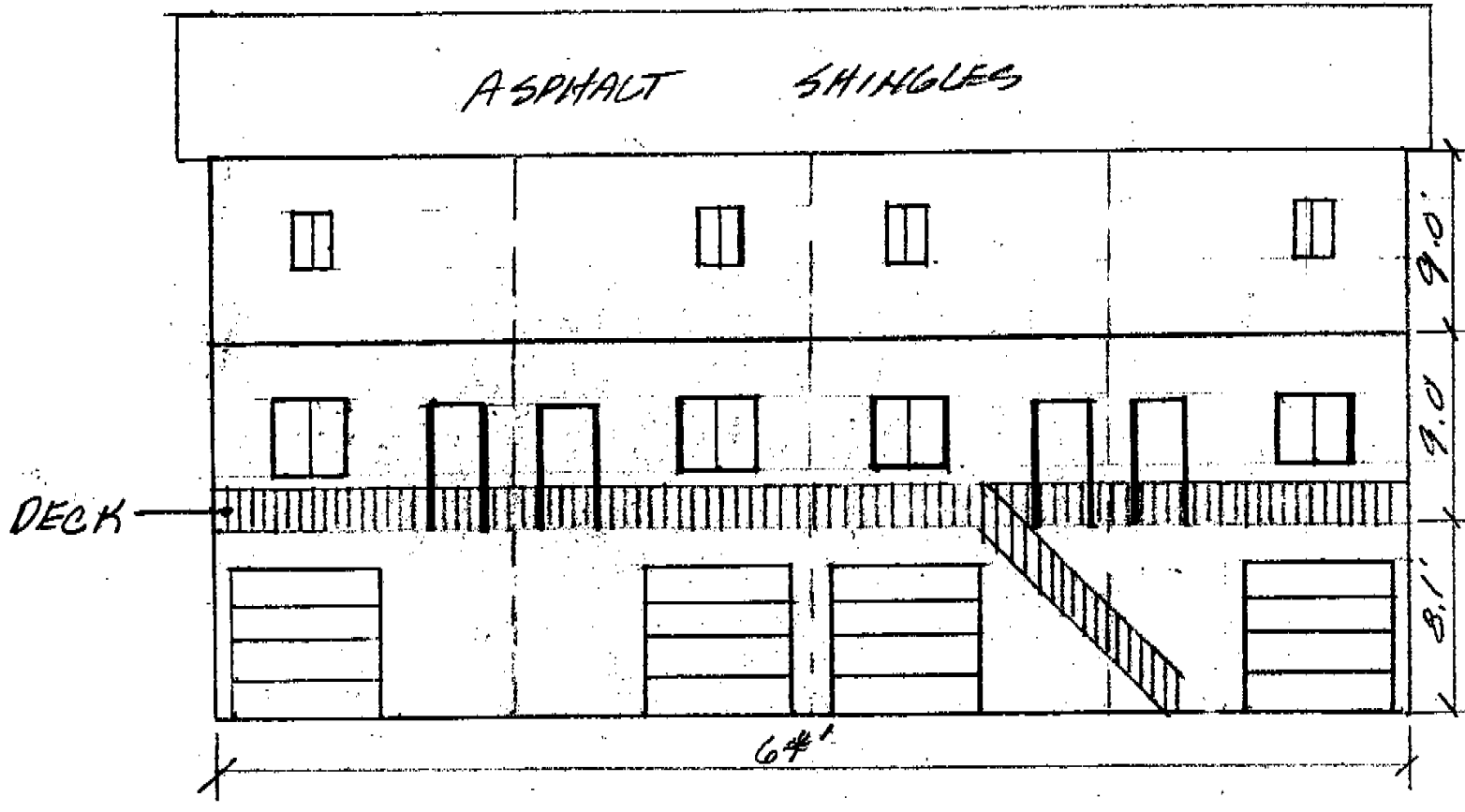
AC G

**TYPICAL ELEVATION
FOR
2001 AND 2005 THURSTON AVENUE**



**FRONT ELEVATION
4-PLEX**

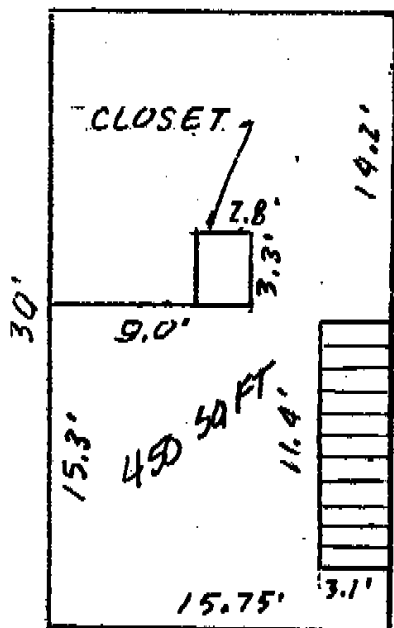
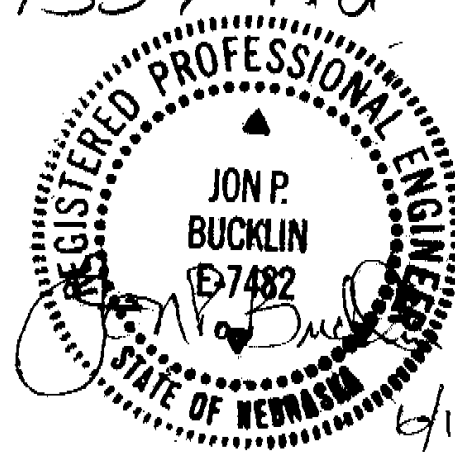
**TYPICAL ELEVATION
FOR
1805, 1901, 1913 AND 2005 WINNIE DRIVE,
1901 AND 1915 THURSTON AVENUE**



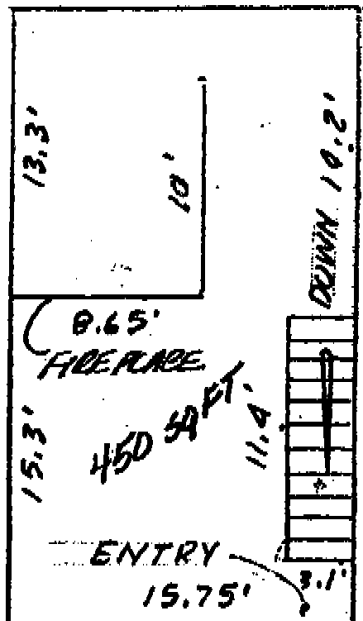
**FRONT ELEVATION
4 UNIT**

2007-17557 Ad H

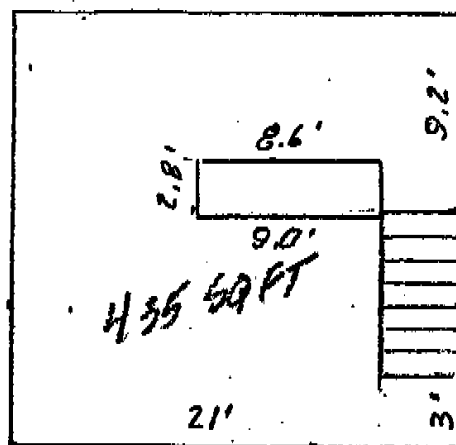
TYPICAL BUILDING LAYOUT (INTERIOR)



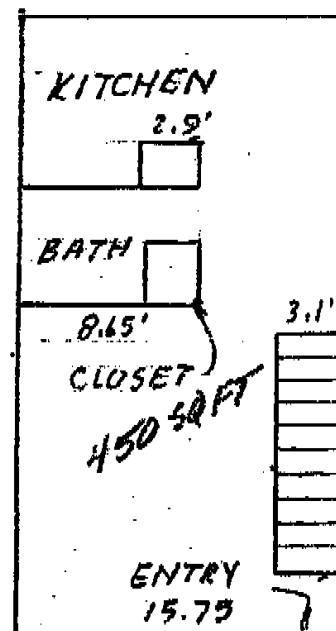
MAIN FLOOR
TYPE A



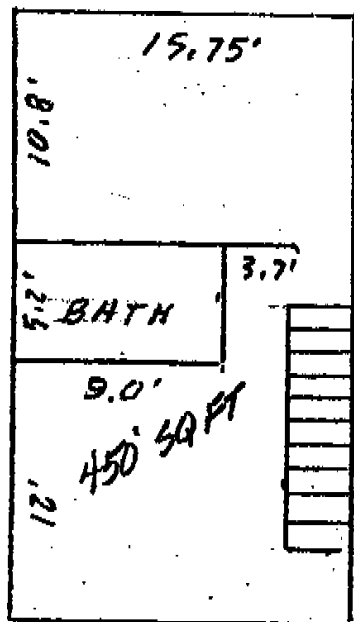
MAIN FLOOR
TYPE B



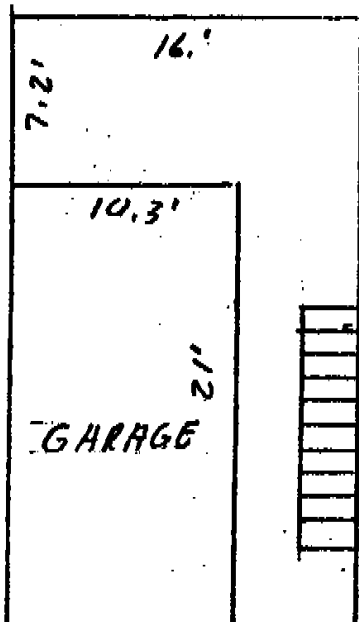
MAIN FLOOR
TYPE C



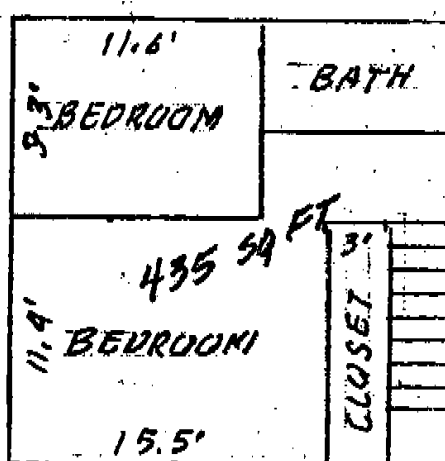
MAIN FLOOR
TYPE D



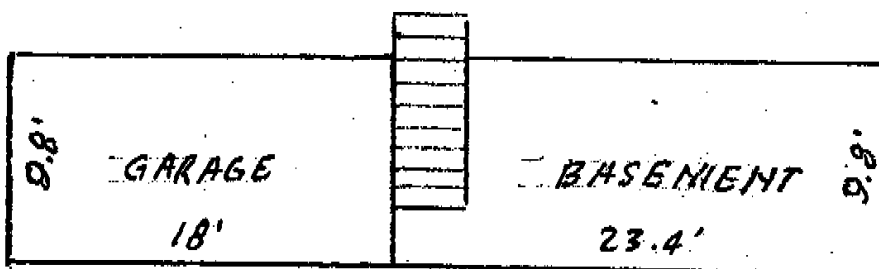
SECOND FLOOR
TYPE A, B, D



BASEMENT
TYPE A, B, D



SECOND FLOOR
TYPE C



BASEMENT
TYPE C

Silverthorne Public Offering Statement

Exhibit B

Z I
2008-29308

Estimated Per Unit Monthly Assessment

Total Estimated Annual Budget:	\$30,028.32
Total Estimated Monthly Budget:	\$2,502.36
Total Square Footage of All Units:	35,878.56 sq. ft.

Unit	Unit Sq. Ft of Main Floor and Second Floor	Sq. Ft of Garage and Basement Floor	Total Unit Sq. Ft	Percentage Interest	Est. Monthly Unit Assessment
Dwelling Units					
2001T-1	870	405.72	1,275.72	3.555%	\$92.68
2001T-2	870	405.72	1,275.72	3.555%	92.68
2001T-3	870	405.72	1,275.72	3.555%	92.68
2001T-4	870	405.72	1,275.72	3.555%	92.68
2005T-1	870	405.72	1,275.72	3.555%	92.68
2005T-2	870	405.72	1,275.72	3.555%	92.68
2005T-3	870	405.72	1,275.72	3.555%	92.68
2005T-4	870	405.72	1,275.72	3.555%	92.68
2005W-1	900	451.2	1,351.20	3.766%	92.68
2005W-2	900	451.2	1,351.20	3.766%	92.68
2005W-3	900	451.2	1,351.20	3.766%	92.68
2005W-4	900	451.2	1,351.20	3.766%	92.68
2005W-5	900	451.2	1,351.20	3.766%	92.68
2005W-6	900	451.2	1,351.20	3.766%	92.68
2005W-7	900	451.2	1,351.20	3.766%	92.68
2005W-8	900	451.2	1,351.20	3.766%	92.68
2005W-9	900	451.2	1,351.20	3.766%	92.68
2005W-10	900	451.2	1,351.20	3.766%	92.68
2005W-11	900	451.2	1,351.20	3.766%	92.68
2005W-12	900	451.2	1,351.20	3.766%	92.68
1805W-1	900	451.2	1,351.20	3.766%	92.68
1805W-2	900	451.2	1,351.20	3.766%	92.68
1805W-3	900	451.2	1,351.20	3.766%	92.68
1805W-4	900	451.2	1,351.20	3.766%	92.68
1805W-5	900	451.2	1,351.20	3.766%	92.68
1805W-6	900	451.2	1,351.20	3.766%	92.68
1805W-7	900	451.2	1,351.20	3.766%	92.68
Total:			35,878.56		\$2,502.36

Lot 1

Lot 39A