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Sheryl J. Douding

REGISTER OF DEEDS



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Steven J. Woolley
MCGILL, GOTS DINER, WORKMAN & LEPP, P.C., L.L.O.
11404 W. Dodge Rd., Suite 500
Omaha, NE 68154-2584

**FIRST AMENDMENT TO DECLARATION OF COVENANTS,
CONDITIONS, RESTRICTIONS AND EASEMENTS OF PART OF SPRING CREEK,
a Subdivision in Sarpy County, Nebraska**

This First Amendment to Declaration ("Amendment") is made to the Declaration of Covenants, Conditions, Restrictions and Easements filed on March 28, 2008 in the office of the Register of Deeds of Sarpy County, Nebraska as Instrument No. 2008-08571 (the "Declaration") by Spring Creek Homeowners Association, Inc., a Nebraska nonprofit corporation, (hereinafter the "Successor Declarant").

Preliminary Statement

A. The Successor Declarant is the holder of the Declarant's rights under the Declaration due to the operation of Article IV, Section 14 of the Declaration and the Notice of Successor Declarant filed by Spring Creek Homeowners Association, Inc., a Nebraska nonprofit corporation ("Homeowners Association") with regard to the following described real estate:

Lots 1-85, inclusive, in SPRING CREEK, a subdivision as surveyed, platted and recorded in Sarpy County, Nebraska.

B. Successor Declarant desires to amend the Declaration for purposes of providing for the continued abatement of dues and assessments assessed against lots formerly owned by the Original Declarant.

C. Successor Declarant desires to amend the Declaration to provide for an extension of the period of voting control by Successor Declarant.

D. Successor Declarant desires to amend the Declaration to adjust the amount of dues payable for calendar year 2010 and thereafter.

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

1. Article II, Section 8 is amended by striking said subparagraph in its entirety and substituting the following as new Section 8:

8. Abatement and Proration of Dues and Assessments. Notwithstanding any other provision of this Declaration, one hundred percent (100%) of the dues or assessments due in respect of Lots 1-7, 9 and 10, 13-20, 22-24, 26-30, 32-85, Spring Creek, a subdivision as surveyed, platted and recorded in Sarpy County, Nebraska, previously owned by the Original Declarant ("collectively the "Exempt Lots" and individually an "Exempt Lot"), the title to which have been acquired by Original Declarant's lender through foreclosure of a deed of trust granted by the Original Declarant ("Lender"), are abated until, as to each such Exempt Lot, the earlier of a) nine (9) months from the date construction of footings is commenced on such Exempt Lot, b) completion of the City of Bellevue's final building inspection of the residence constructed on such Exempt Lot, or c) recording of a deed transferring ownership of an Exempt Lot to any person or entity which intends to use or occupy or allow the use and occupancy of the structure constructed or to be constructed on such Exempt Lot as a single family residence. Dues and assessments shall be prorated on a monthly basis.

2. Article II, Section 2, subhead "Class B" is amended by striking said subparagraph in its entirety and substituting the following as new Section 2, subhead Class B:

"Class B. The Class B Member(s) shall be the Declarant and shall be entitled to ten (10) votes for each Lot owned. The Class B membership shall cease and be converted to Class A membership on the happening of either of the following events, whichever occurs earlier:

(a) when the total votes outstanding in the Class A membership equal three-fourths of the total notes outstanding in the Class B membership, or

(b) on June 1, 2017 or sooner at Declarant's discretion."

3. Article II, Section 6 is amended by striking the original Section 6 in its entirety and substituting therefore the following:

11. Maximum Annual Dues. Unless excess dues have been authorized by the Members in accordance with Section 10 below, the aggregate dues which may be due and payable in any year shall not exceed the greater of:

A. One Hundred and No/100th (\$100) Dollars per lot.

B. In the calendar years beginning January 1, 2009 and January 1, 2010, One Hundred and No/100th (\$100) Dollars per lot.

C. In each calendar year beginning on January 1, 2011, and thereafter, one hundred ten (110%) percent of the aggregate dues charged in the previous calendar year.

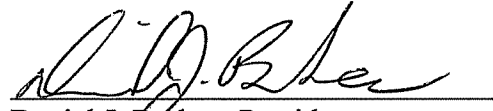
4. This Amendment is effective and is in full force and effect as of March 3, 2010.

5. Except as modified herein, the Declaration shall remain in full force and effect as previously recorded.

IN WITNESS WHEREOF, the Successor Declarant has caused this First Amendment to Declaration of Covenants, Conditions, Restrictions and Easements to be executed this 25th day of May, 2010, to be effective as of March 3, 2010.

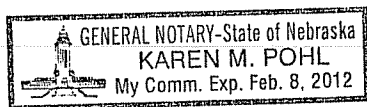
SPRING CREEK HOMEOWNERS
ASSOCIATION, INC., a Nebraska
nonprofit corporation

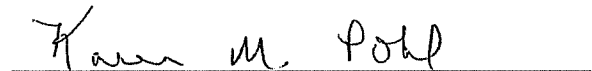
By:


Daniel J. Brabec, President

STATE OF NEBRASKA)
) ss.
COUNTY OF ~~SARPY~~)
 Douglas

The foregoing instrument was acknowledged before me this 25th day of May, 2010 by Daniel J. Brabec, the President of Spring Creek Homeowners Association, Inc., a Nebraska nonprofit corporation, on behalf of the corporation.




Notary Public