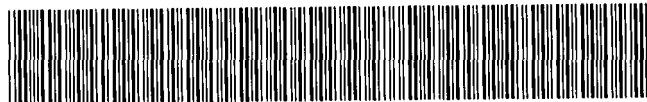


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**FOURTH AMENDMENT TO DECLARATION OF COVENANTS,
CONDITIONS AND RESTRICTIONS FOR THE VILLAS OF
SADDLEBROOK, A SUBDIVISION IN DOUGLAS COUNTY, NEBRASKA**

This Fourth Amendment to Declaration of Covenants, Conditions and Restrictions (this "Amendment") is made this 18 day of June, 2012, by S.B. Villas, LLC, a Nebraska limited liability company, hereinafter referred to as the "Declarant", to the Declaration of Covenants, Conditions and Restrictions for Lots 1 Through 63, Inclusive, and Outlot 1, Villas of Saddlebrook, dated February 7, 2002, and filed with the Douglas County Register of Deeds on February 13, 2002, as Instrument Number 200203476 (Book 1423, Page 635), as amended by First Amendment to Declaration of Covenants, Conditions and Restrictions For the Villas of Saddlebrook, a Subdivision in Douglas County, Nebraska dated May 18, 2005, and filed with the Douglas County Register of Deeds on October 31, 2005, as Instrument Number 2005136958 (as amended the "Declaration"), as further amended by the Second Amendment to Declaration of Covenants, Conditions, and Restrictions for the Villas of Saddlebrook, a Subdivision in Douglas County, Nebraska dated June 19, 2007, and filed with the Douglas County Register of Deeds on June 20, 2007, as Instrument Number 2007069868, and as further amended by the Second Amendment to Declaration of Covenants, Conditions, and Restrictions for the Villas of Saddlebrook, a Subdivision in Douglas County, Nebraska dated December 21, 2011, and filed with the Douglas County Register of Deeds on December 28, 2011, as Instrument Number 2011112492 (the "Declaration").

PRELIMINARY STATEMENT

WHEREAS, the Declaration governs the following real estate:

Lots 1 through 63, inclusive, and Outlot 1, Villas of Saddlebrook, a Subdivision
in Douglas County, Nebraska

WHEREAS, pursuant to the Declaration, "This Declaration may be amended by the Declarant, or any person, firm, corporation, partnership or entity designated in writing by the Declarant, in any manner it shall determine in its full and absolute discretion for a period ending January 1, 2014";

WHEREAS, the Declarant is the successor declarant under the Declaration pursuant to an Assignment of Declarant Rights dated December 21, 2011; and

WHEREAS, the Declarant wishes to amend certain terms of the Declaration.

Return to:
Mark J. LaPuzza
Pansing Hogan Ernst & Bachman, LLP
10250 Regency Circle, Suite 300
Omaha, Nebraska 68114

1005116

NOW, THEREFORE, the Declarant, pursuant to the rights granted to it under the Declaration, hereby amends the Declaration in the following particulars:

1. Architectural Control Committee. Article IV, Section 1 shall be deleted in its entirety and the following shall be inserted in lieu thereof:

Section 1. No dwelling, building, fence, other than fences constructed by the Declarant, wall, pathway, driveway, patio, patio cover or enclosure, deck, rock garden, tree house, swimming pool, tennis court, dog house, flagpole, solar heating or cooling collecting panels, device or equipment, satellite receiving dish (which in any case shall be limited to eighteen inches or less in diameter), or any external improvement above or below the surface of the ground (herein all referred to as "Improvement") shall be constructed, erected, planted, altered, removed or otherwise maintained or permitted to remain on any lot, nor shall any grading, excavation or tree removal be commenced without express prior written approval of the Declarant. Any dog runs must be fully enclosed with fences in the real yard only with prior written approval of the Declarant. The Declarant expressly maintains the right to condition removal of any fence upon timely replacement of the fence with one constructed in a substantially similar location of substantially similar materials to those being replaced and/or consistent with other fences on the Properties.

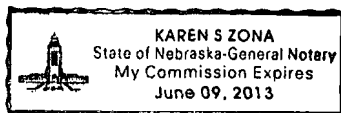
2. Miscellaneous. Except as amended and modified herein the Declaration shall continue in full force and effect in accordance with its terms.

S.B. VILLAS, LLC, a Nebraska limited liability company

By: [Signature]
Printed Name: Joel Chudy
Title: managing member

STATE OF NEBRASKA)
) ss.
COUNTY OF DOUGLAS)

The foregoing instrument was acknowledge before me this 18th day of June, 2012 by Joel Chudy, Managing Member of S.B. Villas, LLC, a Nebraska limited liability company, on behalf of the company.



[Signature]
Notary Public