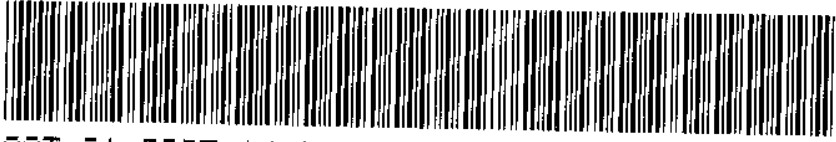


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DEL	PD	SCAN	FV

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After recording, please return to:

James F. Kasher
CROKER, HUCK, KASHER, DeWITT,
ANDERSON & GONDERINGER, P.C.
2120 South 72nd Street, Suite 1200
Omaha, NE 68124

Received - DIANE L. BATTIATO
Register of Deeds, Douglas County, NE
10/31/2005 14:38:11.73

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

THIS FIRST AMENDMENT TO DECLARATION OF COVENANTS, CONDITIONS AND RESTRICTIONS is made on the date hereinafter set forth by SADDLEBROOK PROPERTIES, LLC, a Nebraska limited liability company, hereinafter referred to as "Declarant".

WITNESSETH:

WHEREAS, the undersigned is the Declarant under a certain Declaration of Covenants, Conditions and Restrictions for the Villas of Saddlebrook, a Subdivision in Douglas County, Nebraska (the "Declaration"), which Declaration was filed for record in the office of the Register of Deeds of Douglas County, Nebraska, on February 13, 2002, in Misc. Book 1423 at Pages 635 through 646, inclusive, and which governs Lots 1 through 63, inclusive, and Outlot I in the Villas of Saddlebrook, a cluster subdivision being a replat of Lots 1 through 14, inclusive, and Lots 17 through 36, inclusive, and Lots 39 through 57, inclusive, and Lots 60 through 71 inclusive and Outlot I in the Villas of Saddlebrook and Lots 15, 16, 37, 38, 58, 59 and 72 and Outlots 2 through 4, inclusive, in Saddlebrook, a subdivision as surveyed, platted and recorded in Douglas County, Nebraska; and

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WHEREAS, pursuant to the terms and conditions of Article VI, Section 6 of the Declaration, Declarant has the right and hereby amends the Declaration; and

NOW THEREFORE, Declarant desires to amend the Declaration and hereby removes the following Lots hereinafter referred to as the "Properties" from the Declaration:

Lots 15, 16, 37, 38, 58, 59 and 72 and Outlots 2 through 4, inclusive, in Saddlebrook, a subdivision as surveyed, platted, and recorded in Douglas County, Nebraska.

The Properties shall be replatted as part of Lots 383-427, inclusive, and Outlot 16 in Saddlebrook, a subdivision as surveyed, platted, and recorded in Douglas County, Nebraska. The Properties, as

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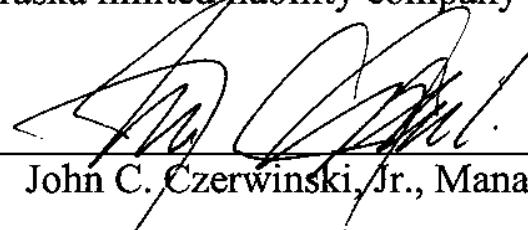
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replatted, will be larger in size and shall be governed by the Second Amendment to Declaration of Covenants, Conditions and Restrictions for the Saddlebrook subdivision. The Properties will remain restricted to single family residential purposes, except that the Outlot will be used for common areas.

NOW THEREFORE, Declarant hereby declares that all of the Properties now being removed from the Declaration shall be released from all rights and obligations set forth in the Declaration.

IN WITNESS WHEREOF, the undersigned Declarant has executed this Amendment to Declaration this 18 day of May, 2005.

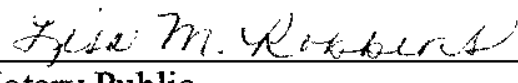
SADDLEBROOK PROPERTIES, LLC,
a Nebraska limited liability company

By: 
John C. Czerwinski, Jr., Manager

STATE OF NEBRASKA)
) ss.
COUNTY OF DOUGLAS)

The foregoing instrument was acknowledged before me this 18 day of May, 2005, by JOHN C. CZERWINSKI, JR., Manager of Saddlebrook Properties, LLC, a Nebraska limited liability company, on behalf of the company.




Notary Public

Saddlebrook Villas (00261286)