

FILED SARPY CO. NE.
INSTRUMENT NUMBER
2007-34884

2007 NOV 20 A 11:19

Shirley J. Dowling
REGISTER OF DEEDS

COUNTER LM C.E. LM
VERIFY LM D.E. LM
PROOF _____
FEES \$ 25.00
CHECK # 1185
CHG _____ CASH _____
REFUND _____ CREDIT _____
SHORT _____ NCR _____

**FIRST AMENDMENT TO DECLARATION OF
COVENANTS, CONDITIONS AND RESTRICTIONS OF CAINCREST**

THIS FIRST AMENDMENT TO DECLARATION OF COVENANTS, CONDITIONS AND RESTRICTIONS OF CAINCREST (the "Amendment") is made and entered into as of the 8 day of November, 2007, by CainCrest, LLC, a Nebraska limited liability company ("Declarant") and Brian J. Ault and Shellie K. Ault, husband and wife (collectively, "Ault").

WITNESSETH:

WHEREAS, Declarant has entered into and filed that certain Declaration of Covenants, Conditions and Restrictions and recorded July 16, 2007 as Instrument No. 2007-21031 in the Register of Deeds office of Sarpy County, Nebraska (the "Declaration") against the property described on Exhibit A attached hereto (the "Property");

WHEREAS, Declarant and Ault constitute all record Owners of the Property;

WHEREAS, Declarant and Ault desire to amend the Declaration as provided herein; and

NOW, THEREFORE, in consideration of the above premises and for good and valuable consideration, the receipt and sufficiency of which are hereby acknowledged, the parties agree as follows:

1. All terms contained herein with an initial capitalized letter that are not otherwise defined herein shall have the meaning ascribed to them in the Declaration.
2. Section 3.2(d) of the Declaration is deleted in its entirety and replaced with the following:

3.2 Use Restrictions.

(d). Commercial Activity. Except as provided in this Section 3.2, no commercial activity shall be conducted on any Lot. Inconsequential home office, studio arrangement, or storage of non-hazardous commercial property lawfully in the possession of an Owner shall be allowed on such Owner's respective Lot so long as such use (i) otherwise complies with this Declaration, (ii) complies with all applicable laws, ordinances, rules and regulations, including but not limited, laws or ordinances related to zoning, land use and environmental laws, (iii) does not change or increase the flow of traffic on the Property, and (iv) does not otherwise materially impact the use or enjoyment of the Property. Nothing shall herein prohibit the carrying on of promotional activities by the Declarant for the sale of Lots.

A

3. Except as amended herein, no other terms and conditions of the Declaration have been modified, and said terms and conditions shall remain in full force and effect.

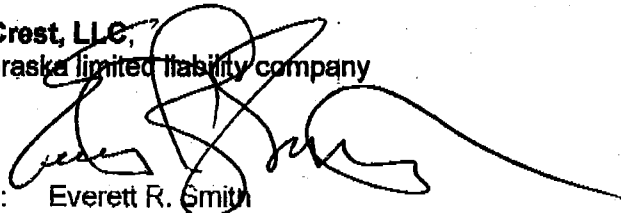
**[Remainder of Page Intentionally Left Blank.
Signature Page to Follow.]**

B

IN WITNESS WHEREOF, the parties have executed this Amendment as of the day and year first above written.

Owner of Lots 1 - 6, 8, 9 and 10

CainCrest, LLC,
a Nebraska limited liability company



Name: Everett R. Smith
Title: Manager

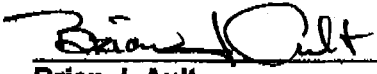
STATE OF NEBRASKA)
COUNTY OF Sarpy) ss.

The foregoing instrument was acknowledged before me this 20 day of November, 2007, by Everett R. Smith, as Manager of CainCrest, LLC.

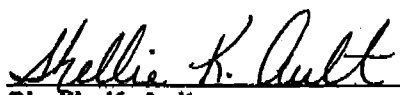


Kristina D. Weiner
Notary Public

Owner of Lot 7



Brian J. Ault



Shellie K. Ault

STATE OF NEBRASKA)
COUNTY OF Sarpy) ss.

The foregoing instrument was acknowledged before me this 9th day of November, 2007, by Brian J. Ault and Shellie K. Ault, husband and wife.



L. Ontiveros-Glenn
Notary Public

2007-34884 C

EXHIBIT A

Property

Lots 1 through 10, CainCrest, a subdivision as surveyed, platted and recorded in Sarpy County, Nebraska.

Rec Everett Smith
15510 S 63rd St
Papillion NE 68133

Ret
↓

Exhibit A

Kendra J. Ringenberg
Koley Jessen P.C.
One Pacific Place, Suite 800
1125 South 103rd Street
Omaha, NE 68124-1079