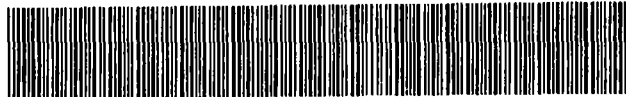


MISC 2012022368



MAR 08 2012 10:20 P 16

misc
 16 FEB 90.00 FB *see below*
 20 BKP _____ C/O _____ COMP *PU*
 DEI _____ SCAN _____ FV _____
A

Received - DIANE L. BATTIATO
 Register of Deeds, Douglas County, NE
 3/8/2012 10:20:14.59



2012022368

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Upon Recording Return to:

Sylvester J Orsi
 Baird Holm LLP
 1500 Woodmen Tower
 1700 Farnam St
 Omaha, NE 68102-2068

**THIRD AMENDMENT TO
 DECLARATION AND MASTER DEED OF
 DUNSANY FLATS CONDOMINIUM PROPERTY REGIME**

This Third Amendment to the Declaration and Master Deed of Dunsany Flats Condominium Regime ("Third Amendment") is made and entered into as of this 08th day of March, 2012, by Forest Hill Properties, LLC, a Nebraska limited liability company, as the Declarant of the Dunsany Flats Condominium Regime.

WITNESSETH:

WHEREAS, this Third is being made pursuant to Section 14.2 and 16.1 of the Declaration and Master Deed of Dunsany Flats Condominium Regime dated June 24, 2009, which was recorded on June 25, 2009, at Instrument No. 2009067034 of the Register of Deeds of Douglas County, Nebraska, as amended by that certain First Amendment to Declaration and Master Deed of Dunsany Flats Condominium Property Regime dated August 27th, 2009, and recorded on August 28, 2009, at Instrument No. 2009094664 of the Register of Deeds of Douglas County, Nebraska, as further amended by that certain Second Amendment to Declaration and Master Deed of Dunsany Flats Condominium Property Regime dated February 19th, 2010, and recorded on February 22nd, 2010, at Instrument No. 2010015323 of the Register of Deeds of Douglas County, Nebraska (as so amended from time to time, the "Declaration") and shall be recorded against the following legally-described real property:

Lot 1, Dunsany Flats, a Subdivision in Douglas County, Nebraska, and *23-09890*

10258091

Units 1, 2, 3, 4, 5, 6, 7, 8, 9, 10, 11, 12, 14, 15, 16, 17, 18, 19, and the Commercial Unit of the Dunsany Flats Condominium Regime, a Condominium Property Regime, located in Douglas County, Nebraska; and 23-09891

WHEREAS, Declarant is exercising its rights under Section 14.2, 15.1 and 16.1 of the Declaration to expand the Dunsany Flats Condominium Regime by adding Units 1, 2, 3, 4, 5, 6 and 12 to the Dunsany Flats Condominium Regime.

NOW, THEREFORE, and pursuant to the Act and Section 14.2, 15.1 and 16.1 of the Declaration, the Declarant hereby amends the Declaration as follows:

1. Recitals. The Recitals as set forth above are hereby incorporated into this Third Amendment as if fully set forth herein.

2. Definitions. Unless otherwise defined in this Third Amendment, all capitalized terms used in this Third Amendment will have the same meanings ascribed to such terms in the Declaration.

3. Property. Exhibit "A" attached hereto is substituted for the existing Exhibit "A" to the Declaration and shall be the "Property" as defined in the Declaration.

4. Plans. The Plans attached hereto as Exhibit "B" are hereby substituted for the existing Exhibit "B" attached to the Declaration and shall be the "Plans" as defined in the Declaration.

5. Allocated Interests in Common Elements and Votes. Exhibit "C" attached hereto is substituted for the existing Exhibit "C" to the Declaration and shall show each Unit's appurtenant percentage of undivided interest in the Common Elements as provided in the Declaration.

6. Ratification. Except as herein modified and amended, the Declaration shall remain in full force and effect, and is hereby ratified and confirmed by Declarant.

(Signature page is next.)

IN WITNESS WHEREOF, the undersigned parties have caused this Third Amendment to be executed as of the date first above.

DECLARANT:

FOREST HILL PROPERTIES, LLC, a
Nebraska limited liability company

By: Redimensions LLC, a Nebraska limited liability
company

By: Sylvester J. Orsi its Sole Member

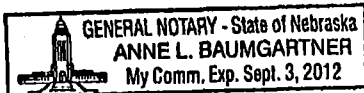
STATE OF NEBRASKA)

) ss.

COUNTY OF DOUGLAS)

Before me, a notary public, in and for said county and state, on 3-6, 2012, personally came Sylvester J. Orsi, the sole member of Redimensions LLC, which is the sole member of FOREST HILL PROPERTIES, LLC, a Nebraska limited liability company, known to me to be the identical person who executed the above instrument and acknowledged the execution thereof to be his voluntary act and deed and the voluntary act and deed of said company.

IN WITNESS WHEREOF, I have hereunto set my hand and affixed my official seal on the day and year first above written, in the County and State aforesaid.



Anne L. Baumgartner
Notary Public

CONSENT BY LENDER

First National Bank of Omaha, a national banking association, is the Trustee and Beneficiary of the Deed of Trust on some of the real property described herein and hereby consents to this Third Amendment to Declaration of Master Condominium of Dunsany Flats and agrees that the Deed of Trust will be subordinate and subject to the Declaration as amended hereby.

Dated this 6 day of March, 2012.

FIRST NATIONAL BANK OF OMAHA, a
national banking association,

By: Eric W. Musgaard
Title: Vice President

STATE OF NEBRASKA)
) ss.
COUNTY OF DOUGLAS)

On this 6th day of MARCH, 2012, personally appeared ERIC W. MUSGAARD
Vice President of First National Bank of Omaha, a national banking association,
and acknowledged before me, a Notary Public, to be the person who signed on behalf of said
Bank and that he/she acknowledged said instrument to be the free act and deed of said Bank.

IN WITNESS WHEREOF, I have hereunto set my hand and affixed my official seal on
the day and year first above written, in the County and State aforesaid.

Pamela M. Waite
Notary Public

My Commission expires:

12-20-14

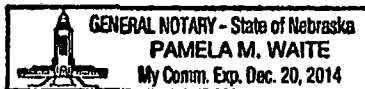
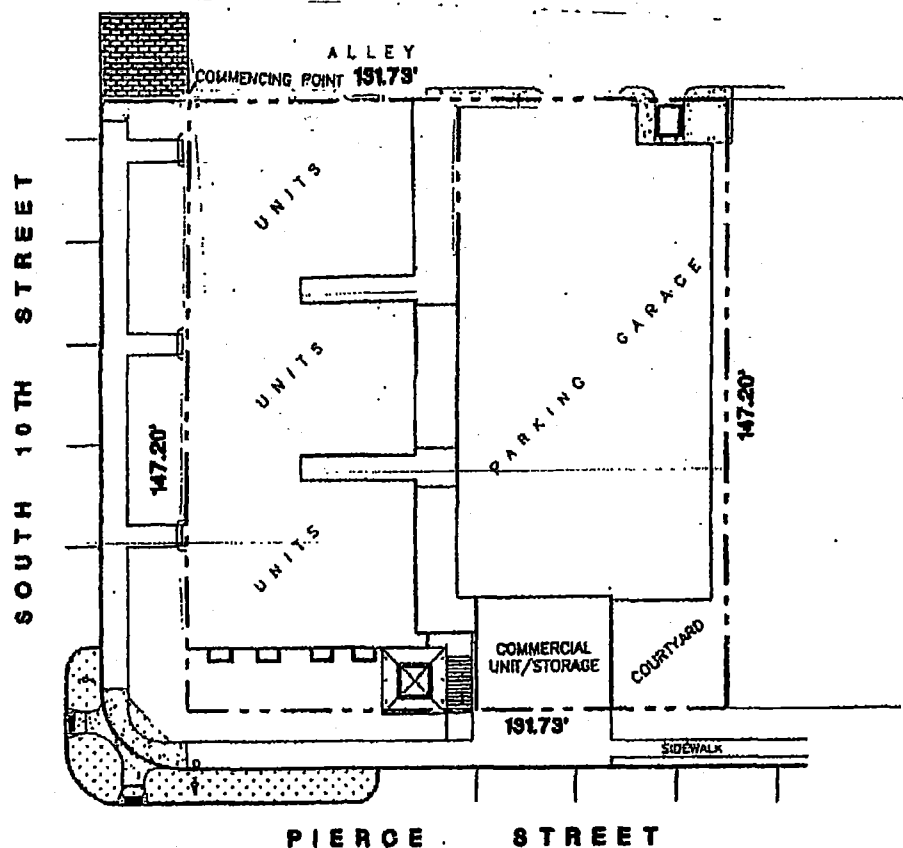


EXHIBIT "A"

DESCRIPTION OF PROPERTY

(See next page.)



LEGAL DESCRIPTION

PARCEL 1:

LOT FIVE (5), BLOCK TWO HUNDRED FORTY-NINE (249), ORIGINAL CITY OF OMAHA, DOUGLAS COUNTY, NEBRASKA; TOGETHER WITH THAT NORTH 15 FEET OF VACATED PIERCE STREET ADJACENT THERETO.

PARCEL 2:

WEST 33 FEET OF LOT SIX (6), BLOCK TWO HUNDRED FORTY-NINE (249), ORIGINAL CITY OF OMAHA, DOUGLAS COUNTY, NEBRASKA; TOGETHER WITH THE NORTH 15 FEET OF VACATED PIERCE STREET ADJACENT THERETO.

PARCEL 3:

EAST 33 FEET OF LOT SIX (6), BLOCK TWO HUNDRED FORTY-NINE (249), ORIGINAL CITY OF OMAHA, DOUGLAS COUNTY, NEBRASKA; TOGETHER WITH THE NORTH 15 FEET OF VACATED PIERCE STREET ADJACENT THERETO.



MARK SANFORD GROUP
ARCHITECTURE
1306 N. 162nd ST.
OMAHA, NE 68118
PHONE: 402.598.0442

SITE PLAN

DUNSANY FLATS CONDOMINIUMS

DATE: 2.24.2012

MARK N. SANFORD, AIA

SHEET:

1 OF 8

EXHIBIT "C"

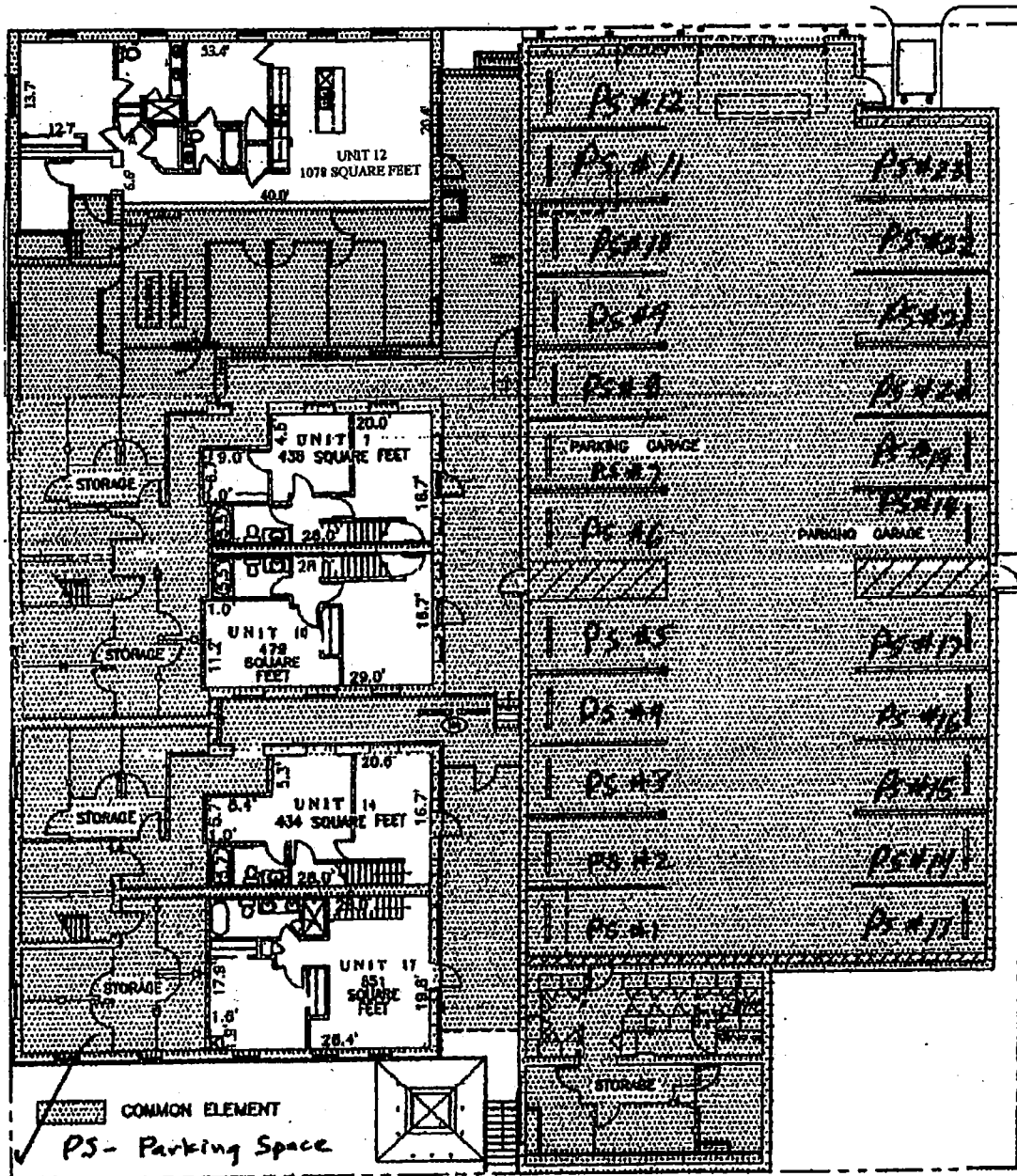
ALLOCATED INTERESTS IN COMMON ELEMENTS AND VOTES

<u>Unit Number</u>	<u>Allocated Interests</u>	<u>Votes</u>
1	4.78%	1
2	4.78%	1
3	4.78%	1
4	4.43%	1
5	4.43%	1
6	4.43%	1
7	6.53%	1
8	4.43%	1
9	9.00%	1
10	6.73%	1
11	4.43%	1
12	5.16%	1
14	6.51%	1
15	4.43%	1
16	4.43%	1
17	7.42%	1
18	4.78%	1
19	4.78%	1
Commercial Unit	3.71%	1
Total:		19
100%		

EXHIBIT "B"

PLANS

(See next page.)



0 5 10

BASEMENT/PARKING GARAGE



MARK SANFORD GROUP
ARCHITECTURE
1306 N. 162nd ST.
OMAHA, NE 68118
PHONE: 402.598.0442

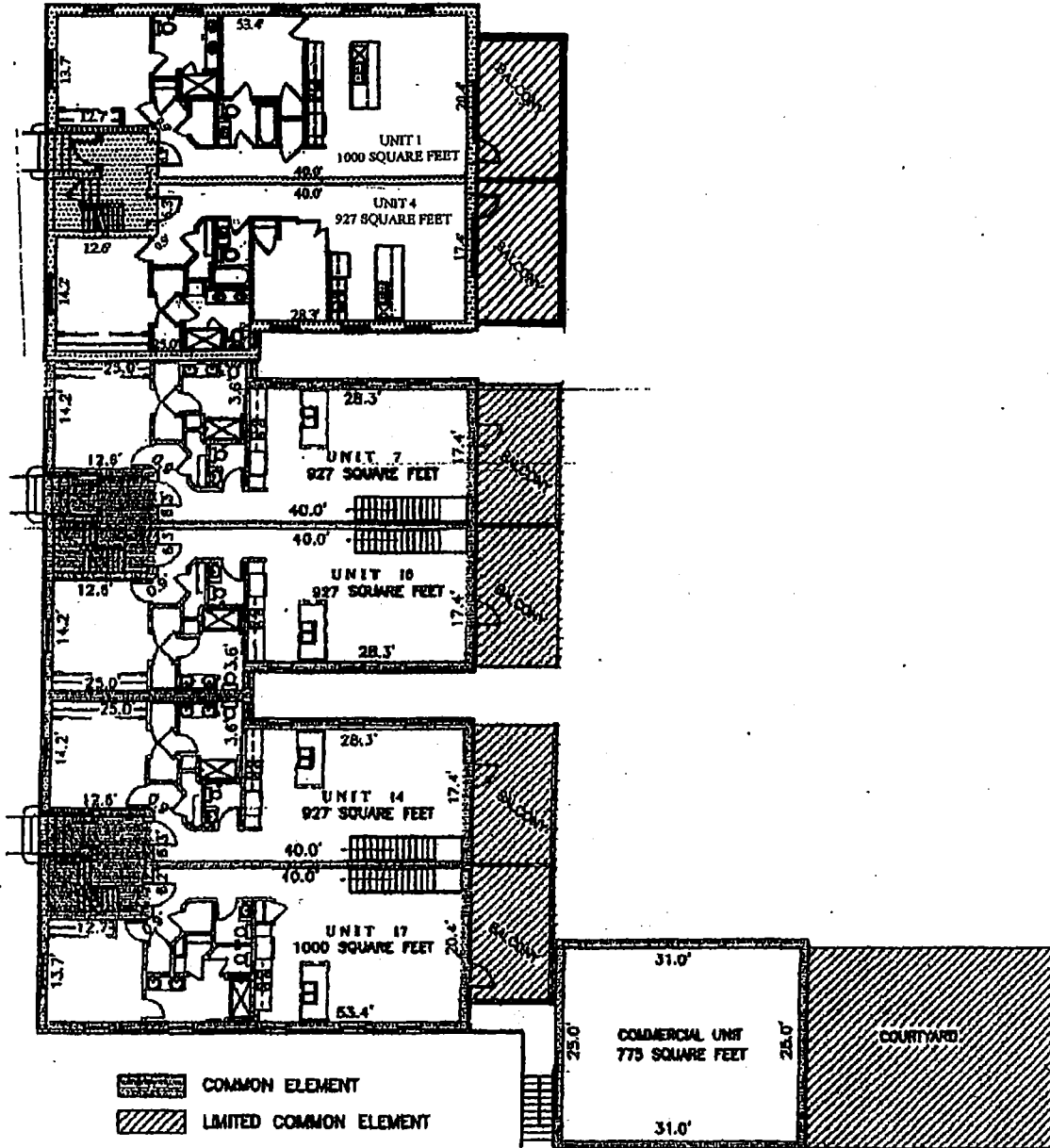
BASEMENT FLOOR PLAN DUNSANY FLATS CONDOMINIUMS

DATE: 2.24.2012


MARK N. SANFORD, AIA

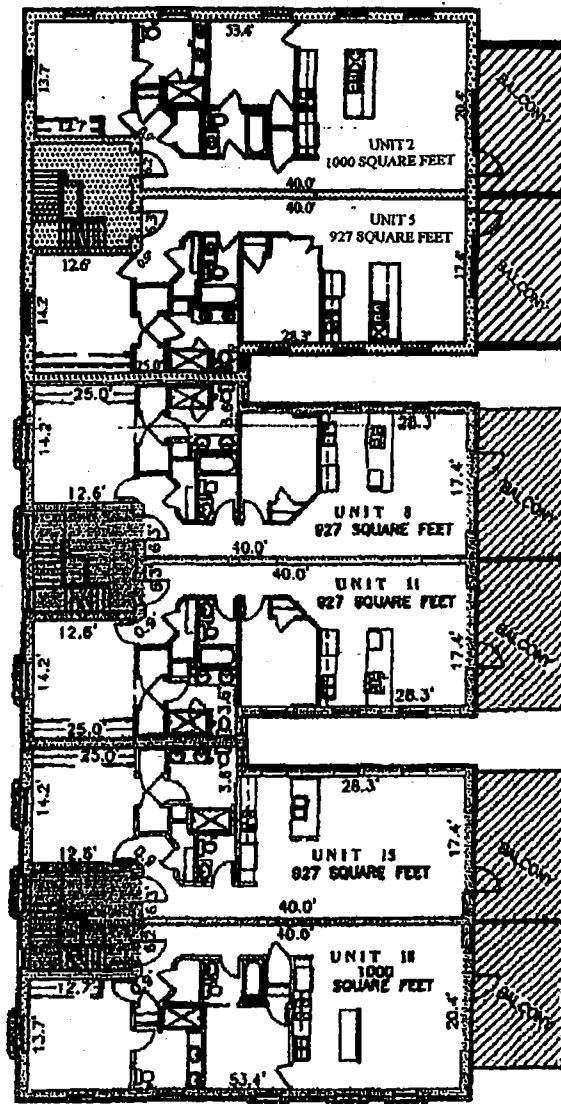
SHEET:

2 OF 8



FIRST FLOOR


 MARK SANFORD GROUP ARCHITECTURE 1306 N. 162nd ST. OMAHA, NE 68118 PHONE: 402.598.0442	FIRST FLOOR PLAN		DATE: 2.24.2012
	DUNSANY FLATS CONDOMINIUMS		MARK N. SANFORD, AIA SHEET: 3 OF 8

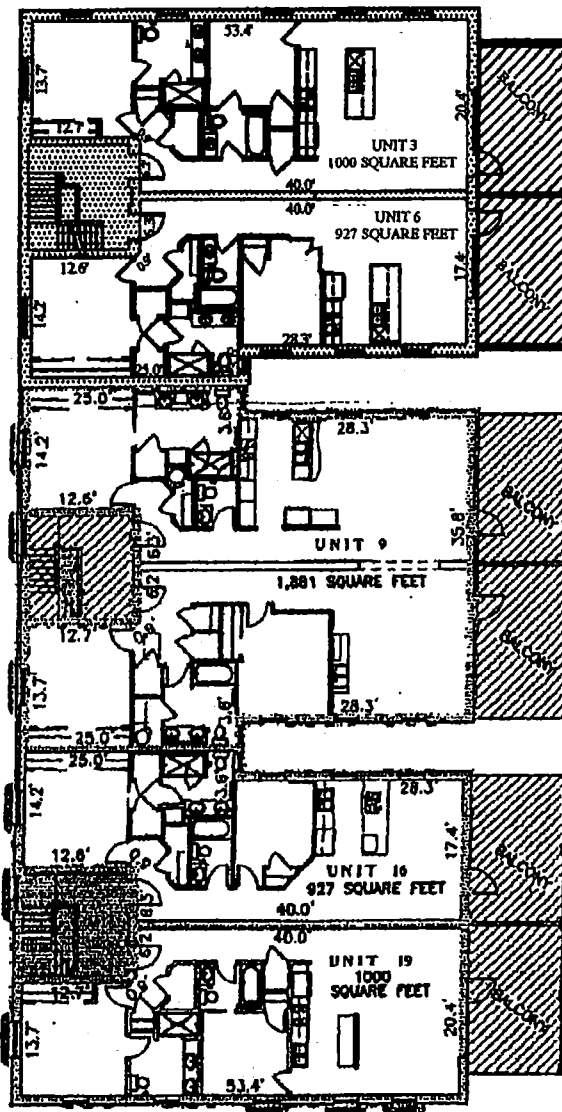


COMMON ELEMENT
LIMITED COMMON ELEMENT




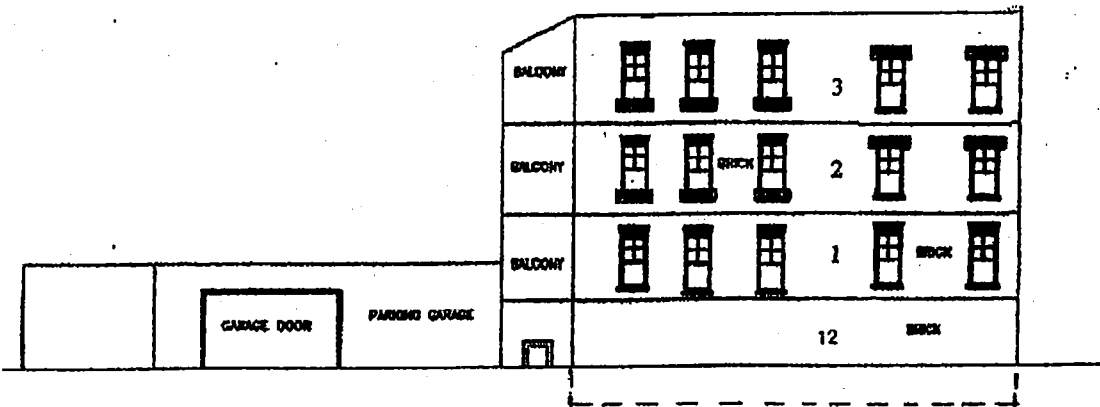
SECOND FLOOR

 MARK SANFORD GROUP ARCHITECTURE 1306 N. 162nd ST. OMAHA, NE 68118 PHONE: 402.598.0442	SECOND FLOOR PLAN		DATE: 2.24.2012
	DUNSANY FLATS CONDOMINIUMS		MARK N. SANFORD, AIA SHEET: 4 OF 8

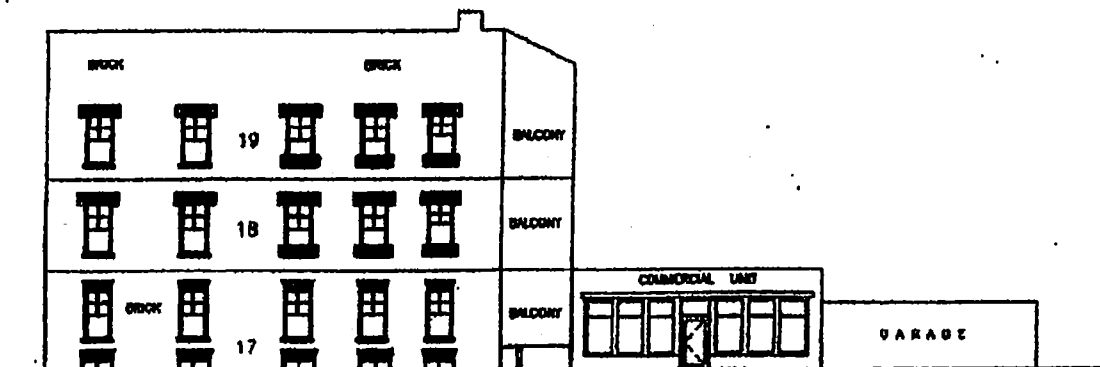


THIRD FLOOR

 MARK SANFORD GROUP ARCHITECTURE 1306 N. 162nd ST. OMAHA, NE 68118 PHONE: 402.598.0442	THIRD FLOOR PLAN		DATE: 2.24.2012
	DUNSANY FLATS CONDOMINIUMS		MARK N. SANFORD, AIA
			SHEET: 5 OF 8



NORTH ELEVATION



SOUTH ELEVATION

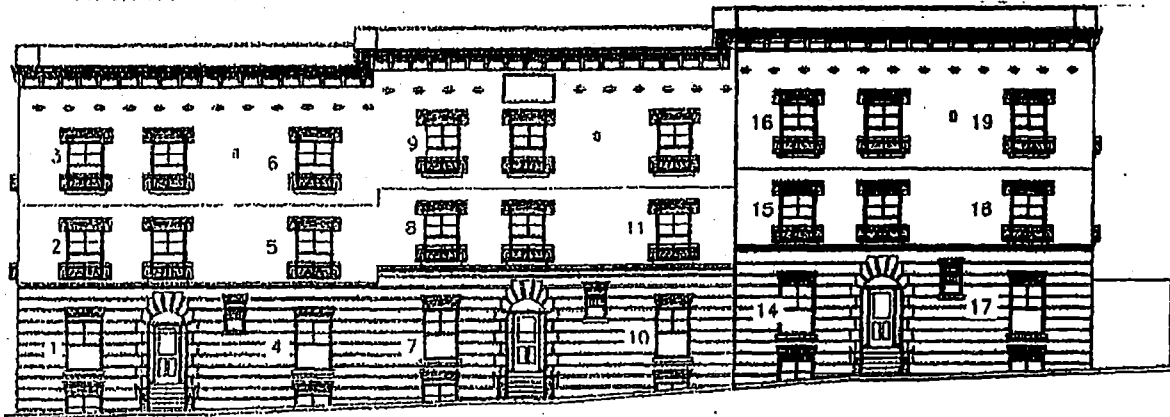
0 5 10



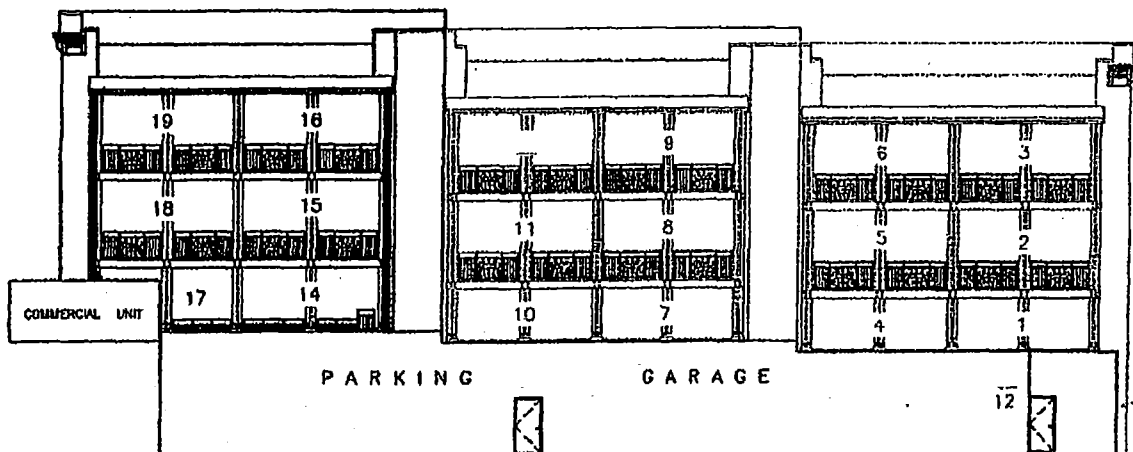
MARK SANFORD GROUP
ARCHITECTURE
1306 N. 162nd ST.
OMAHA, NE 68118
PHONE: 402.598.0442

BUILDING ELEVATIONS
DUNSANY FLATS CONDOMINIUMS

DATE: 2.24.2012
MARK N. SANFORD, AIA
SHEET:
6 OF 8



WEST ELEVATION



EAST ELEVATION



MARK SANFORD GROUP
ARCHITECTURE
1306 N. 162nd ST.
OMAHA, NE 68118
PHONE: 402.598.0442

BUILDING ELEVATIONS
DUNSANY FLATS CONDOMINIUMS

DATE: 2.24.2012
MARK N. SANFORD, AIA
SHEET:
7 OF 8

UNIT SCHEDULE

UNIT NO.	LIVABLE SQUAREFOOTAGE	MARKETABLE SQUAREFOOTAGE	ELEVATIONS
1	1,000	1,139	FLOOR=100.1
2	1,000	1,139	FLOOR=111.0
3	1,000	1,139	FLOOR=121.9 ROOF=133.6 (EAST SIDE)
4	927	1,053	FLOOR=100.1
5	927	1,053	FLOOR=111.0
6	927	1,053	FLOOR=121.9 ROOF=133.6 (EAST SIDE)
7	1,365	1,536	BASEMENT FLOOR=93.2 FIRST FLOOR=102.2
8	927	1,053	FLOOR=113.1
9	1,881	2,106	FLOOR=124.0 ROOF=135.7 (EAST SIDE)
10	1,406	1,582	BASEMENT FLOOR=93.2 FIRST FLOOR=102.2
11	927	1,053	FLOOR=113.1
12	1,078	1,236	FLOOR=91.1
14	1,361	1,536	BASEMENT FLOOR=95.3 FIRST FLOOR=104.3
15	927	1,053	FLOOR=115.2
16	927	1,053	FLOOR=126.1 ROOF=137.8 (EAST SIDE)
17	1,551	1,747	BASEMENT FLOOR=95.3 FIRST FLOOR=104.3
18	1,000	1,139	FLOOR=115.2
19	1,000	1,139	FLOOR=126.1 ROOF=137.8 (EAST SIDE)
RETAIL	775	886	FLOOR=100.00

NOTES

- LIVABLE SQUARE FOOTAGE IS CALCULATED ON THE FLOOR SPACE ON THE UNIT SIDE OF THE WALL. MARKETABLE SQUARE FOOTAGE IS MEASURED FROM CENTERLINE OF SHARED WALLS TO THE EXTERIOR WALLS. BALCONIES ARE NOT INCLUDED.
- STAIRS ARE INCLUDED IN THE SQUARE FOOTAGE OF UNITS 14 AND 17.



MARK SANFORD GROUP
ARCHITECTURE
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UNITS SCHEDULE

DUNSANY FLATS CONDOMINIUMS

DATE: 2.24.2012

MARK N. SANFORD, AIA

SHEET:

8 OF 8

EXHIBIT "C"**ALLOCATED INTERESTS IN COMMON ELEMENTS AND VOTES**

<u>Unit Number</u>	<u>Allocated Interests</u>	<u>Votes</u>
1	4.78%	1
2	4.78%	1
3	4.78%	1
4	4.43%	1
5	4.43%	1
6	4.43%	1
7	6.53%	1
8	4.43%	1
9	9.00%	1
10	6.73%	1
11	4.43%	1
12	5.16%	1
14	6.51%	1
15	4.43%	1
16	4.43%	1
17	7.42%	1
18	4.78%	1
19	4.78%	1
Commercial Unit	3.71%	1
Total:		19
100%		