

C. Declarant desires to amend the Declaration for purposes of excluding Lots 24 and 25, Plum Creek, which have been replatted, in part, into Lots 1 through 15, inclusive, Plum Creek Replat 4, a subdivision as surveyed, platted and recorded in Sarpy County, Nebraska.

D. Declarant is the owner of additional residential lots adjacent to the Declaration Lots, which are legally described as follows:

Lots 135 through 264, inclusive, in Plum Creek, Second Platting, a subdivision as surveyed, platted and recorded in Sarpy County, Nebraska (the "Additional Lots").

E. Declarant desires to provide for the preservation of the values and amenities of the Additional Lots, and for the maintenance of the character and residential integrity of the Additional Lots by encumbering and subjecting the Additional Lots to the covenants, conditions, restriction and easements set forth in the Declaration.

F. Declarant desires to amend the Declaration for purposes of including the Additional Lots as "Lots" subject to the Declaration and subject to each and all of the covenants, restrictions and easements as set forth in the Declaration.

G. Article V, Paragraph 2 of the Declaration provides as follows:

The covenants and restrictions of this Declaration shall run with and bind the land in perpetuity. This Declaration may be amended by Declarant, or any person, firm, corporation, partnership, or entity designated in writing by Declarant, in any manner which it may determine in its full and absolute discretion for a period of five (5) years from the date hereof. Thereafter, this Declaration may be amended by an instrument signed by the owners of not less than seventy-five percent (75%) of the Lots covered by this Declaration. Provided, however, that the provisions of Article I, Paragraph 21 shall not be amended or changed by Declarant, any person, firm, corporation, partnership or entity designated in writing by Declarant, or seventy-five percent (75%) of the owners of the Lots.

H. Declarant has investigated the effect which the proposed amendments to the Declaration would have on the Lots as defined in the Declaration and has concluded that the amendments would further the preservation of Plum Creek, will further the maintenance of the character and residential integrity of Plum Creek, and further the benefits and protections afforded to the Lots by the Declaration.

NOW, THEREFORE, pursuant to the authority granted to the Declarant in Article V, Paragraph 2 of the Declaration, Declarant hereby amends and supplements the Declaration as follows:

1. Lots 24 and 25, Plum Creek, a subdivision as surveyed, platted and recorded in Sarpy County, Nebraska, shall no longer be restricted or encumbered by the Declaration.

2. Lots 135 through 264, inclusive, Plum Creek, Second Platting, a subdivision as surveyed, platted and recorded in Sarpy County, Nebraska, shall be subject to the Declaration and to each and all of the covenants, conditions, restrictions, and easements as set forth in the Declaration, and shall hereby be deemed to be 'Lots' as such term is defined in the Declaration.

3. The Declaration is in all other matters ratified and affirmed.

4. Invalidation of any covenant by judgment or court order shall in no way affect any of the other provisions hereof, which shall remain in full force and effect.

The Declarant has executed this Third Amendment to Declaration as of this 15th day of April, 1998.

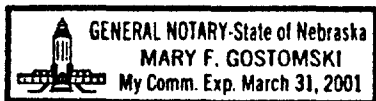
PLUM CREEK, L.L.C., a Nebraska limited liability company, 'Declarant'

By: [Signature]
Manager

By: [Signature]
Manager

STATE OF NEBRASKA)
) ss:
COUNTY OF DOUGLAS)

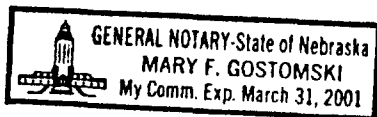
The foregoing instrument was acknowledged before me this 15th day of April, 1998, by PAUL McCUNE, Manager of PLUM CREEK, L.L.C., a Nebraska limited liability company, on behalf of the company.



[Signature]
Notary Public

STATE OF NEBRASKA)
) ss:
COUNTY OF DOUGLAS)

The foregoing instrument was acknowledged before me this 15th day of April, 1998, by KEVIN IRISH, Manager of PLUM CREEK, L.L.C., a Nebraska limited liability company, on behalf of the company.



[Signature]
Notary Public