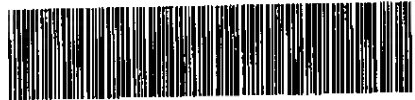




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Date

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By

RICHARD N. TAKECHI
REGISTER OF DEEDS
DOUGLAS COUNTY, NE

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**DESIGNATION OF SUCCESSOR DECLARANT
UNDER DECLARATION OF COVENANTS, CONDITIONS,
RESTRICTIONS AND EASEMENTS**

APPLICABLE TO

**LOTS 1 THROUGH 42 AND 62 THROUGH 129,
IN FARMINGTON WOODS AND
LOTS 1 THROUGH 26 IN FARMINGTON WOODS REPLAT**

Prepared by and to be returned
following filing to:

Larry R. Forman, Esquire
Hillman, Forman, Nelsen,
Childers & McCormack
7171 Mercy Road, Suite 650
Omaha, Nebraska 68106

This Designation of Successor Declarant is made on the date set forth hereafter by R. S. Land, Inc. and Bryn Mawr, Inc.

WITNESSETH THAT:

WHEREAS, R. S. Land, Inc. was designated Declarant under that Declaration of Covenants, Conditions, Restrictions and Easements for Farmington Woods dated December 19, 1994 and filed in the Office of the Register of Deeds of Douglas County, Nebraska on December 21, 1994, at Book 1136, Page 439 of the Miscellaneous Records ("the Declaration") with respect to the following described property, to-wit:

Lots 1-129 both inclusive, in Farmington Woods, a subdivision as surveyed, platted and recorded in Douglas County, Nebraska; and *mc-11925*

WHEREAS, Bryn Mawr, Inc., the record owner of the Lots as of the date of filing of the Declaration, consented to and ratified said Declaration by that certain consent to ratification of Declaration dated September 11, 1996 and filed in the Office of the Register of Deeds of Douglas County, Nebraska on September 20, 1996 at Book 1188, Page 640 of the Miscellaneous Records; and

WHEREAS, Lots 43-61 of Farmington Woods have been replatted as *(Lots 1-26)* both inclusive in Farmington Woods Replat, a subdivision as surveyed, platted and recorded in Douglas County, Nebraska; and *mc-11926*

WHEREAS, Bryn Mawr, Inc., by Deed dated September 13, 1996 and filed in the Office of the Register of Deeds of Douglas County, Nebraska on September 20, 1996 at Book 2043, Page 362 of the Deed Records, conveyed to Marasco, Inc. the following 73 Lots in Farmington Woods:

Lots 1 through 7, 9, 11, 13, 16, 17, 20, 22, 23, 24, 27, 28, 30 through 42, 71 through 78, 81 through 86, 89 through 95, 97, 99 through 104, 106, 107, 108, 111, 112, 113, 115, 120, 122, 124, 125, 126, 128, and 129,

and has no further pecuniary interest in and to Farmington Woods or Farmington Woods Replat; and

WHEREAS, the property now subject to the Declaration consists of Lots 1-42 both inclusive and 62-129 both inclusive in Farmington Woods, a subdivision as surveyed, platted and recorded in Douglas County, Nebraska and Lots 1-26 both inclusive in Farmington Woods Replat, a subdivision as surveyed, platted and recorded in Douglas County, Nebraska (collectively "the Lots"); and

WHEREAS, the Declaration provides that Declarant's rights thereunder shall transfer to Farmington Woods Homeowner's Association, Inc. upon the expiration of 10 years from the date of filing of the Declaration with the Douglas County Register of Deeds (i.e.

December 21, 2004) or upon the sale and closing of 80% (i.e. 103) of the Lots in Farmington Woods to independent third-party homeowners, whichever occurs first; and

WHEREAS, neither of the aforesaid events resulting in transfer of Declarant's rights has occurred as of the date hereof; and

WHEREAS, R. S. Land, Inc. and Bryn Mawr, Inc. desire to designate Marasco, Inc. as successor declarant under the Declaration for the purpose of exercising all rights to which R. S. Land, Inc. was entitled under the Declaration until the occurrence of either of the aforesaid events,

NOW, THEREFORE, in consideration of the above and foregoing recitals and for other good and valuable consideration, the receipt and sufficiency of which is hereby acknowledged, R. S. Land, Inc. and Bryn Mawr, Inc. do hereby designate Marasco, Inc., its successors and assigns, as Successor Declarant under the Declaration, hereby granting to Marasco, Inc. all rights heretofore exercisable by R. S. Land, Inc. under said Declaration including the right to enforce covenants and the right to incorporate Farmington Woods Homeowner's Association, Inc., it being understood that the rights granted hereby shall be exercisable by Marasco, Inc., its successors and assigns, only until (a) December 21, 2004 or (b) the sale and closing of 80% of the Lots in Farmington Woods to independent third-party homeowners, whichever occurs first, at which time such rights shall transfer to Farmington Woods Homeowner's Association, Inc. in accordance with Article I, Section 3 of said Declaration.

IN WITNESS WHEREOF, R. S. Land, Inc. and Bryn Mawr, Inc. have caused this document to be executed this 30th day of June, 1999.

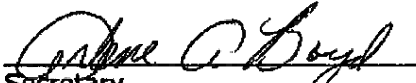
ATTEST:


Secretary

R. S. LAND, INC.

By: 
Ronald E. Smith, President

ATTEST:


Secretary

BRYN MAWR, INC., A Nebraska Corporation,

By: 
Charles G. Smith, President

STATE OF NEBRASKA)
)ss:
COUNTY OF DOUGLAS)

The foregoing instrument was acknowledged before me on this 30th day of June, 1999 by Ronald E. Smith, President of R. S. Land, Inc. who acknowledged the execution thereof to be his voluntary act and deed as such officer and the voluntary act and deed of the corporation.

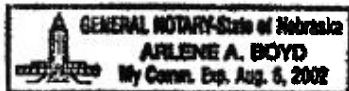


Colleen Galloway Trogdon
Notary Public

My commission expires: 12/20/00

STATE OF NEBRASKA)
)ss:
COUNTY OF DOUGLAS)

The foregoing instrument was acknowledged before me on this 30th day of June, 1999 by Charles G. Smith, President of Bryn Mawr, Inc. who acknowledged the execution thereof to be his voluntary act and deed as such officer and the voluntary act and deed of the corporation.



Arlene A. Boyd
Notary Public

My commission expires: 8/6/02