

COUNTER JK C.E. NK
 VERIFY JK D.E. MM
 PROOF JK
 FEES \$ 82.00
 CHECK# 4601
 CHG _____ CASH _____
 REFUND _____ CREDIT _____
 SHORT _____ NOR _____
 STAMPED COPY

FILED SARPY CO. NE.
 INSTRUMENT NUMBER
2004-06242
 2004 FEB 24 P 2:36 PM
Glenn J. Dowling
 REGISTER OF DEEDS

**AMENDMENT TO DECLARATION OF COVENANTS, CONDITIONS,
 RESTRICTIONS AND EASEMENTS
 OF HARRISON WOODS, A SUBDIVISION IN SARPY COUNTY, NEBRASKA
 (Lots 167 through 309, inclusive and Outlot "D")**

This Amendment to Declaration is made the 5th day of February, 2004, by HARRISON WOODS, L.L.C., a Nebraska limited liability company, hereinafter referred to as the "Declarant."

PRELIMINARY STATEMENT

By Declaration of Covenants, Conditions, Restrictions and Easements of Harrison Woods, a Subdivision in Sarpy County, Nebraska dated December 14, 2001 and recorded in Instrument No. 2001-41924 of the records of Sarpy County, Nebraska (herein the "Declaration"), the Declarant imposed covenants, conditions and restrictions on Lots 5 through 27, inclusive and Lots 59 through 133, inclusive and Lots 143 through 163, inclusive, Harrison Woods and Lots 1 through 10, inclusive, Harrison Woods Replat, a subdivision in Sarpy County, Nebraska; and by Declaration of Covenants, Conditions, Restrictions and Easements of Harrison Woods, a Subdivision in Sarpy County, Nebraska dated December 21, 2001 and recorded in Instrument No. 2001-43088 of the records of Sarpy County, Nebraska (herein the "Declaration"), the Declarant imposed covenants, conditions and restrictions on Lots 28 (A&B) through 57 (A&B), Harrison Woods, a subdivision in Sarpy County, Nebraska. In Article III, Paragraph 16, the Declarant reserved the right to amend the Declaration. Article III, Paragraph 16 of the Declaration provides as follows:

16. Additional Lots. Declarant reserves the right, without consent or approval of any Owner or Member, to expand the Association to include additional residential lots in any subdivision which is contiguous to any of the Lots. Such expansion(s) may be affected from time to time by the Declarant or Declarant's assignee by recordation with the Register of Deeds of Sarpy County, Nebraska, of a Declaration of Covenants, Conditions, Restrictions and Easements, executed and acknowledged by Declarant or Declarant's assignee, setting forth the identity of the additional residential lots (hereafter the "Subsequent Phase Declaration").

Upon the recording of any Subsequent Phase Declaration which expands the residential lots included in the Association, the additional lots identified in the Subsequent Phase Declaration shall be considered to be and shall be included in the "Lots" for purposes of this Article III, and the Owners of the additional residential lots shall be Members of the Association with all rights, privileges and obligations accorded or accruing to Members of the Association.

Return to:

JK
 John Q. Bachman
 GAINES PANSING & HOGAN LLP
 10250 Regency Circle, Suite 300
 Omaha, NE 68114

2004-06242 A

Declarant desires to expand the property subject to the Declaration to include Lots 167 through 309, inclusive and Outlot "D", in Harrison Woods, and to amend the Declaration.

WHEREFORE, the Declarant hereby amends the Declaration, as follows:

1. The Declarant hereby expands the property subject to the Declaration to include Lots 167 through 309, inclusive and Outlot "D", in Harrison Woods, a Subdivision as surveyed, platted and recorded in Sarpy County, Nebraska (herein the "Additional Lots"). Henceforth, the Additional Lots shall be considered to be and shall be included in the "Lots" for all purposes under the Declaration, and the Owners of the Additional Lots shall be Members of the Harrison Woods Homeowners Association with all rights, privileges and obligations accorded and accruing to Members of the Association.

2. The Declarant confirms that other easements concerning certain of Additional Lots are provided for in the final plat of Additional Lots in Harrison Woods, which is filed with the Register of Deeds of Sarpy County, Nebraska (Instrument No. 2003-70198).

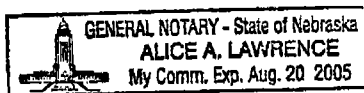
IN WITNESS WHEREOF, the Declarant has caused this Amendment to Declaration to be executed on the date and year first above written.

HARRISON WOODS, L.L.C., a Nebraska limited liability company, "Declarant"

By: Michael L. Riedmann
MICHAEL L. RIEDMANN, Manager

STATE OF NEBRASKA)
) ss.:
COUNTY OF DOUGLAS)

The foregoing instrument was acknowledged before me this 5 day of February, 2004, by MICHAEL L. RIEDMANN, Manager of HARRISON WOODS, L.L.C., a Nebraska limited liability company, on behalf of the limited liability company.



Alice A. Lawrence
Notary Public