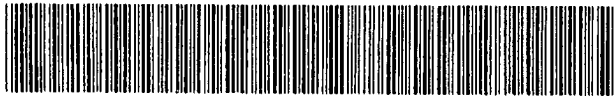


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**FIFTH AMENDMENT TO THE DECLARATION
 OF COVENANTS, CONDITIONS, RESTRICTIONS AND EASEMENTS
 OF MEADOW RIDGE AND SHADOWBROOK**

This Fifth Amendment to the Declaration of Covenants, Conditions, Restrictions and Easements of Meadow Ridge and Shadowbrook ("Fifth Amendment") is made effective on this 12th day of April, 2010 (the "Effective Date"), by and HEARTHSTONE HOMES, INC., a Nebraska corporation, successor-in-interest to STATE STREET LLC, a Nebraska limited liability company (hereinafter referred to as the "Declarant").

RECITALS

A. Pursuant to Article II, Section 2(a) of the Declaration of Covenants, Conditions, Restrictions and Easements of Meadow Ridge and Shadowbrook dated December 22, 2003, which was recorded in the office of the Register of Deeds of Douglas County, Nebraska, Instrument No. 2003248549, as amended by that First Amendment to Declaration of Covenants, Conditions, Restrictions and Easements of Meadow Ridge and Shadowbrook dated May 7, 2004, which was recorded in the office of the Register of Deeds of Douglas County, Nebraska, Instrument No. 2004076044, as further amended by that Second Amendment to Declaration of Covenants, Conditions, Restrictions and Easements of Meadow Ridge and Shadowbrook dated October 28, 2004, which was recorded in the office of the Register of Deeds of Douglas County, Nebraska, Instrument No. 2004154530, as further amended by that Third Amendment to Declaration of Covenants, Conditions, Restrictions and Easements of Meadow Ridge and Shadowbrook dated November 30, 2004, which was recorded in the office of the Register of Deeds of Douglas County, Nebraska, Instrument No. 2004161137, as further amended by that Fourth Amendment to Declaration of Covenants, Conditions, Restrictions and Easements of Meadow Ridge and Shadowbrook dated June 27, 2006, which was recorded in the office of the Register of Deeds of Douglas County, Nebraska, Instrument No. 2006073864 (collectively the "Declaration"), the Declarant has the power and authority to amend the Declaration to include additional property into the residential subdivisions known as "Meadow Ridge" and "Shadowbrook".

B. Declarant desires to amend the Declaration for the purposes of including Lots 311 through 332, inclusive, Shadowbrook, a Subdivision as surveyed, platted and recorded in Douglas County, Nebraska (the "Additional Lots"), into the residential subdivision known as "Shadowbrook". By virtue of this Fifth Amendment, the Additional Lots are intended to be

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RJR

FULLENKAMP, DOYLE & JOBEUN
 11440 WEST CENTER ROAD
 OMAHA, NE 68144-4482

c/o Brianna Johnson
 Box 1512

included within the definition of "Properties" as set forth in Article II, Section 1(c) of the Declaration.

C. Declarant intends by this Fifth Amendment to impose upon the Additional Lots covenants, conditions, restrictions for the improvement, development, maintenance and use of the Additional Lots in accordance with the terms and conditions of the Declaration as if fully set forth herein.

D. Declarant further intends by this Fifth Amendment to include the Owners of the Additional Lots into the Association as automatic mandatory members therein.

E. By virtue of the recording of this Fifth Amendment, the Additional Lots shall be owned, held, transferred, sold, leased, conveyed, developed, used, occupied, improved and mortgaged or otherwise encumbered subject to the provisions of the Declaration and every grantee of any interest in the Additional Lots or any portion thereof, by acceptance of a deed or other conveyance of such interest, whether or not such deed or other conveyance of such interest shall be signed by such person and whether or not such person shall otherwise consent in writing, shall own and take subject to the provisions of the Declaration and shall be deemed to have consented to the terms hereof.

F. Declarant does hereby specify, agree, designate and direct that this Declaration and all of its provisions shall be and are covenants to run with the Properties, including the Additional Lots, and shall be binding on the present owners of the Properties, including the Additional Lots, and all its successors and assigns and all subsequent owners of the Properties, including the Additional Lots, together with their grantees successors, heirs, executors, administrators, devisees and assigns.

NOW, THEREFORE, the Declarant hereby declares that the Declaration should be and hereby is amended as follows:

1. Definitions. Unless otherwise defined in this Fifth Amendment, all capitalized terms used in this Fifth Amendment shall have the same meanings ascribed to such terms in the Declaration.

2. Additional Lots. The Additional Lots shall be subject to all of the terms and conditions of the Declaration, and all of the terms and conditions of the Declaration and the Recitals set forth above, are hereby incorporated into this Fifth Amendment as if fully set forth herein.

3. Amendments.

A. By deleting in its entirety the legal description in the first paragraph of the "Preliminary Statement" of the Declaration, and replacing it with the following:

Lots 152 through 222, inclusive, and Lots 225 through 260, inclusive, and Lots 263 through 305, inclusive, Lots 308 through 481, inclusive, and Outlots "A", "B", and "C", all in Meadow

OJ-25030

Ridge, a Subdivision as surveyed, platted and recorded in Douglas County, Nebraska; Lots 1 through 139, inclusive, Meadow Ridge Replat One, a Subdivision as surveyed, platted and recorded in Douglas County, Nebraska; Lots 1 and 2, Meadow Ridge Replat 2, a Subdivision as surveyed, platted and recorded in Douglas County, Nebraska; Lots 1 and 2, Meadow Ridge Replat 3, a Subdivision as surveyed, platted and recorded in Douglas County, Nebraska; Lots 1 and 2, Meadow Ridge Replat 5, a Subdivision as surveyed, platted and recorded in Douglas County, Nebraska; Lots 1 through 108, inclusive, and Outlot A, all in Shadowbrook, a Subdivision as surveyed, platted and recorded in Douglas County, Nebraska; and Lots 1 through 89, inclusive, and Lots 92 through 212 inclusive and Lots 218 through 226, inclusive, Shadowbrook Replat Two, a Subdivision as surveyed, platted and recorded in Douglas County, Nebraska; Lots 1 through 6 Shadowbrook Replat 3, a Subdivision as surveyed, platted and recorded in Douglas County, Nebraska and Lots 311 through 332, inclusive, Shadowbrook, a Subdivision as surveyed, platted and recorded in Douglas County, Nebraska; Lots 1 through 185 and Outlot "A" in Ridgemoor, a Subdivision as surveyed, platted and recorded in Douglas County, Nebraska.

0J-25059 Rep 1
0J-25061 Rep 2
0J-25062 Rep 3
0J-25064 Rep 5
0J-35228 Shad
0J-35231 Rep 2
0J-35232 Rep 3
0J-32915 Ridge

B. By deleting Article II, Section 1(c) in its entirety and replacing it with the following:

"Properties" shall mean and refer to Lots 152 through 222, inclusive, and Lots 225 through 260, inclusive, and Lots 263 through 305 inclusive, and Lots 308 through 481, inclusive, and Outlots "A", "B", and "C", all in Meadow Ridge, a Subdivision as surveyed, platted and recorded in Douglas County, Nebraska; Lots 1 through 139, inclusive, Meadow Ridge Replat One, a Subdivision as surveyed, platted and recorded in Douglas County, Nebraska; Lots 1 and 2, Meadow Ridge Replat 2, a Subdivision as surveyed, platted and recorded in Douglas County, Nebraska; Lots 1 and 2, Meadow Ridge Replat 3, a Subdivision as surveyed, platted and recorded in Douglas County, Nebraska; Lots 1 and 2 in Meadow Ridge Replat 5, a Subdivision as surveyed, platted and recorded in Douglas County, Nebraska; Lots 1 through 108, inclusive, and Outlot A, all in Shadowbrook, a Subdivision as surveyed, platted and recorded in Douglas County, Nebraska; and Lots 1 through 89 inclusive and Lots 92 through 212, inclusive, and Lots 218 through 226, inclusive, Shadowbrook Replat Two, a Subdivision as surveyed, platted and recorded in Douglas County, Nebraska; and Lots 1 through 6 Shadowbrook Replat 3, a Subdivision as surveyed, platted and recorded in Douglas County, Nebraska and Lots 311 through 332, inclusive, Shadowbrook, a

Subdivision as surveyed, platted and recorded in Douglas County, Nebraska; Lots 1 through 185 and Outlot "A" in Ridgemoor, a Subdivision as surveyed, platted and recorded in Douglas County, Nebraska.

4. No Other Amendments. Except as set forth herein, all of the other terms and conditions of the Declaration shall remain the same and in full force and effect.

5. Indexing of this Fifth Amendment. This Fifth Amendment shall be recorded and indexed against all the Properties legally described in Section 3B, above.

[Signature(s) on following page(s)]

IN WITNESS WHEREOF, the Declarant has caused this Fifth Amendment to be executed this 12th day of April, 2010.

DECLARANT:
HEARTHSTONE HOMES, INC., a
Nebraska corporation,

By: [Signature]
Its: secretary

STATE OF NEBRASKA)
)ss.
COUNTY OF DOUGLAS)

The foregoing instrument was acknowledged before me this 12 day of April, 2010, by Neil Smith, the Secretary of Hearthstone Homes, Inc. a Nebraska corporation, on behalf of the corporation.

SEAL

[Signature]
Notary-Public

