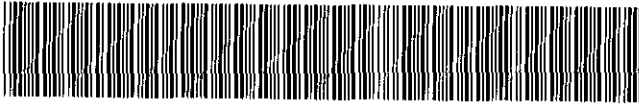


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SECOND AMENDMENT TO DECLARATION OF COVENANTS,
 CONDITIONS AND RESTRICTIONS

Lots 1-24, Ranch View Estates

This Second Amendment to the Declaration of Covenants, Conditions and Restrictions ("Second Amendment") is made this 15th day of January, 2007, by Liberty Building Corporation, a Nebraska corporation, hereinafter referred to as "Declarant".

WHEREAS, the Declarant has entered into the Declaration of Covenants, Conditions, and Restrictions dated May 18, 2001, and recorded on May 18, 2001, at Book 1382, Page 315, of the Register of Deeds of Douglas County, Nebraska ("Declaration"); and

WHEREAS, Declarant pursuant to Article VIII section 1 of the Declaration, may amend the Declaration, and as follows:

NOW, THEREFORE, Declarant hereby amends the Declaration as follows:

1. FUTURE DEVELOPMENT. The Declarant, Liberty and or its sister companies are planning to plat and rezone the land immediately to the South of Ranch View Estates 2 (lots 1-81), including adjoining parts of the former Skyline Woods Golf Course into a possible private gated, multi-family, cluster type, all inclusive, community development, including, but not limited to condo's, villa's and town homes. This future high density development may include a cluster of different size and type of buildings that may include single unit structures, to structures consisting of units ranging from two to twelve unit buildings and higher. Buildings may range from 3 to even 6 stories in some cases. In the current zoning jurisdiction of Elkhorn, this would require their R-3 zoning with a possible PUD overlay to obtain the taller buildings. Also preliminary platted lots 82 and higher in Ranch View Estates 2 will be included in this development, rezoning, and replatting as described herein. The owners of Lots in Ranch View Estates (1-24) consent to the replatting and rezoning of said land as described herein above and will not object thereto. This Second Amendment shall also be used to serve as notice of said replatting and rezoning as described herein to all parties concerned, including but not limited to current property owners and future potential buyers in Ranch View Estates.

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2. Amendment of Article VIII, Section 1, is hereby amended and restated as follows:

Where it states in Article VIII, Section 1, that "by the Declarant, in any manner it shall determine in its full and absolute discretion for a period of ten (10) years from the date hereof." The "seven (7) years" shall be amended to "ten (10) years".

IN WITNESS WHEREOF, the undersigned Declarant has executed this Second Amendment this 15th day of January, 2007

Declarant:

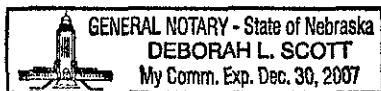

~~Liberty Building Corporation~~

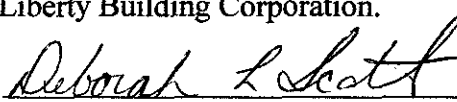
By: David Broekemeier

Its: President

STATE OF NEBRASKA)
)ss.
COUNTY OF DOUGLAS)

The foregoing instrument was acknowledged before me this 18th day of JANUARY, 2007, by David Broekemeier, President of Liberty Building Corporation.




Notary Public