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

Received - DIANE L. BATTIATO
 Register of Deeds, Douglas County, NE
 6/30/2006 11:20:54.62



THIS FOURTH AMENDMENT is made by HEARTHSTONE HOMES, INC., assignee of Declarant's rights, hereinafter referred to as the "Declarant," and made to the Declaration of Covenants, Conditions, Restrictions and Easements of Meadow Ridge and Shadowbrook, a subdivision in Douglas County, Nebraska, dated December 22, 2003 and recorded as Document No. 2003248549 in the Miscellaneous Records of the Register of Deeds of Douglas County, Nebraska on December 29, 2003, to the First Amendment to the Declaration of Covenants, Conditions, Restrictions and Easements of Meadow Ridge and Shadowbrook, dated May 7, 2004 and recorded as Document No. 2004076044 in the Miscellaneous Records of the Register of Deeds of Douglas County, Nebraska on June 10, 2004, to the Second Amendment to the Declaration of Covenants, Conditions, Restrictions and Easements of Meadow Ridge and Shadowbrook, dated October 28, 2004 and recorded as Document No. 2004154530 in the Miscellaneous Records of the Register of Deeds of Douglas County, Nebraska on November 29, 2004, and to the Third Amendment to the Declaration of Covenants, Conditions, Restrictions and Easements of Meadow Ridge and Shadowbrook, dated November 30, 2004 and recorded as Document No. 2004161137 in the Miscellaneous Records of the Register of Deeds of Douglas County, Nebraska on December 13, 2004 (hereinafter collectively referred to as the "Declaration").

PRELIMINARY STATEMENT

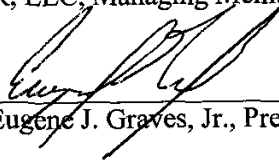
Article IV, Paragraph 2 of the Declaration provides that the covenants and restrictions of the Declaration may be amended by the Declarant for a period of 10 years following December 22, 2003.

NOW, THEREFORE, Declarant hereby declares that the Declaration of Covenants, Conditions, Restrictions and Easements of Meadow Ridge and Shadowbrook, a subdivision in Douglas County, Nebraska, dated December 22, 2003 and recorded as Document No. 2003248549 in the Miscellaneous Records of the Register of Deeds of Douglas County, Nebraska on December 29, 2003, the First Amendment to the Declaration of Covenants, Conditions, Restrictions and Easements of Meadow Ridge and Shadowbrook, dated May 7, 2004 and recorded as Document No. 2004076044 in the Miscellaneous Records of the Register of Deeds of Douglas County, Nebraska on June 10, 2004, the Second Amendment to the Declaration of Covenants, Conditions, Restrictions and Easements of Meadow Ridge and Shadowbrook, dated October 28, 2004 and recorded as Document No. 2004154530 in the Miscellaneous Records of the Register of Deeds of Douglas County, Nebraska on November 29, 2004, and the Third Amendment to the Declaration of Covenants, Conditions, Restrictions and Easements of Meadow Ridge and Shadowbrook, dated November 30, 2004 and recorded as Document No. 2004161137 in the Miscellaneous Records of the Register of Deeds of

See 135

Consented to and ratified this 27th day of June 2006.

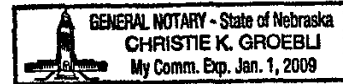
MILITARY ROAD, LLC,
By: GDR, LLC, Managing Member,

By: 
Eugene J. Graves, Jr., President

STATE OF NEBRASKA)
) ss.
COUNTY OF DOUGLAS)


The foregoing instrument was signed before me this 27th day of June 2006, by John J. Smith, President of HearthStone Homes, Inc., a Nebraska corporation, to me known to be the identical person named in and who executed the foregoing instrument and acknowledged that he executed the same as his voluntary act and deed on behalf of said corporation.


Notary Public



STATE OF NEBRASKA)
) ss.
COUNTY OF DOUGLAS)

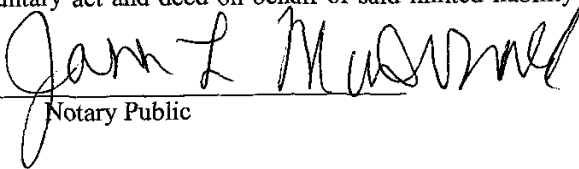
The foregoing instrument was signed before me this 27th day of June 2006, by Barbara Udes Shaw, Manager of State Street, LLC, a Nebraska limited liability company, to me known to be the identical person named in and who executed the foregoing instrument and acknowledged that she executed the same as her voluntary act and deed as Manager of said limited liability company.


Notary Public



STATE OF NEBRASKA)
) ss.
COUNTY OF DOUGLAS)

The foregoing instrument was signed before me this 27th day of June 2006, by Eugene J. Graves, Jr., as President of GDR, LLC, Managing Member of Military Road, LLC, a Nebraska limited liability company, to me known to be the identical person named in and who executed the foregoing instrument and acknowledged that he executed the same as his voluntary act and deed on behalf of said limited liability company.


Notary Public



Douglas County, Nebraska on December 13, 2004, should be and hereby are amended in the following manner:

1. By deleting therefrom the legal description in the Preliminary Statement and adding in its place and stead the following:

29030 - Meadow Ridge
25054 (Replat 3)
25062 (Replat 3)
25228 (Shadowbrook)

and 05-25064 (Plats) LOTS 243-305 AND LOTS 308-481
LOTS AND 2 MEADOW RIDGE REPLAT 5
Lots 152 thru 222, inclusive, and Lots 225 thru 260, inclusive, and Lots 263 thru 481, inclusive, and Outlots "A," "B," and "C," all in Meadow Ridge; Lots 1 thru 139, inclusive, all in Meadow Ridge Replat One; Lots 1 and 2, in Meadow Ridge Replat 2; Lots 1 and 2, in Meadow Ridge Replat 3, subdivisions as surveyed, platted and recorded in Douglas County, Nebraska; Lots 1 thru 108, inclusive, and Outlot A, all in Shadowbrook, a subdivision as surveyed, platted and recorded in Douglas County, Nebraska; and Lots 1 thru 226, inclusive, all in Shadowbrook Replat Two, a subdivision as surveyed, platted and recorded in Douglas County, Nebraska,

Meadow Ridge
05-25064 (Plats)
05-35231 (Shadowbrook Replat 2)

2. By deleting therefrom subsection c of paragraph 1 of Article II and adding in its place and stead the following:

(c) "Properties" shall mean and refer to: Lots 152 thru 222, inclusive, and Lots 225 thru 260, inclusive, and Lots 263 thru 481, inclusive, and Outlots "A," "B," and "C," all in Meadow Ridge; Lots 1 thru 139, inclusive, all in Meadow Ridge Replat One; Lots 1 and 2, in Meadow Ridge Replat 2; Lots 1 and 2, in Meadow Ridge Replat 3, subdivisions as surveyed, platted and recorded in Douglas County, Nebraska; Lots 1 thru 108, inclusive, and Outlot A, all in Shadowbrook, a subdivision as surveyed, platted and recorded in Douglas County, Nebraska; and Lots 1 thru 226, inclusive, all in Shadowbrook Replat Two, a subdivision as surveyed, platted and recorded in Douglas County, Nebraska.

All other terms of said Declaration, First Amendment, Second Amendment to such Declaration, and Third Amendment shall remain in full force and effect.

IN WITNESS WHEREOF, the Declarant has caused these presents to be executed this 27th day of June 2006.

HEARTHSTONE HOMES, INC., "Declarant"

By: [Signature]
John J. Smith, President

Consented to this 27th day of June 2006.

STATE STREET, LLC,

By: [Signature]
Barbara Udes Shaw, Manager