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 OJ-3715(A)
 OJ-35228(S)
 OJ-25030(MR)
 BKP _____ GV _____ COMP SB
 DEL _____ SCAN _____ FY _____
 OJ-25063 (MR Rep 4)
 OJ-25059 (MR Rep 1)
 OJ-25061 (MR Rep 2)
 OJ-25062 (MR Rep 3)

Received - DIANE L. BATTIATO
 Register of Deeds, Douglas County, NE
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OJ-25064 (MR Rep 5)

OJ-35231 (S. Rep 2)

OJ-35232 (S. Rep 3)

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

This Sixth Amendment to the Declaration of Covenants, Conditions, Restrictions and Easements of Meadow Ridge and Shadowbrook (the "Sixth Amendment") is made effective on this 23rd day of February, 2011 (the "Effective Date"), by 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 IV, Section 2 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, as further amended by that Fifth Amendment to Declaration of Covenants, Conditions, Restrictions and Easements of Meadow Ridge and Shadowbrook dated April 12, 2010, which was recorded in the office of the Register of Deeds of Douglas County, Nebraska, Instrument No. 2010040284 (collectively, the "Declaration"), the Declarant has the power and authority to amend the Declaration in any manner which it may determine in its full and absolute discretion for a period of ten (10) years from the date of the Declaration.

B. Declarant desires to amend the Declaration for the purposes of removing Lots 311 through 332, inclusive, Shadowbrook, a Subdivision as surveyed, platted and recorded in

1 of 4

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Douglas County, Nebraska and Lots 1 through 183 and Outlot "A" in Ridgemoor, a Subdivision as surveyed, platted and recorded in Douglas County, Nebraska (collectively, the "Removed Lots"), from the residential subdivision known as "Shadowbrook". By virtue of this Sixth Amendment, the Removed Lots are intended to be excluded from the definition of "Properties" as set forth in Article II, Section 1(c) of the Declaration.

C. Declarant further intends by this Sixth Amendment to exclude the Owners of the Removed Lots from the Association.

D. By virtue of the recording of this Sixth Amendment, the Removed Lots will no longer be subject to the provisions of the Declaration.

E. 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 and shall be binding on the present owners of the Properties, and all its successors and assigns and all subsequent owners of the Properties, 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 Sixth Amendment, all capitalized terms used in this Sixth Amendment shall have the same meanings ascribed to such terms in the Declaration.

2. Removed Lots. The Removed Lots shall be excluded from all of the terms and conditions of the Declaration, including membership in the Association.

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:

Lot 152, and Lot 153, and Lots 155 through 222, inclusive, and Lots 225 through 260, inclusive, and Lots 263 through 305, inclusive, Lots 308 through 346, inclusive, and Lots 349 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, Meadow Ridge Replat 4, 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 5 Shadowbrook Replat 3, a Subdivision as surveyed, platted and recorded in Douglas County, Nebraska; and Lots 184 and 185 in Ridgemoor, a Subdivision as surveyed, platted and recorded in Douglas County, Nebraska.

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

Lot 152, and Lot 153, and Lots 155 through 222, inclusive, and Lots 225 through 260, inclusive, and Lots 263 through 305, inclusive, Lots 308 through 346, inclusive, Lots 349 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, Meadow Ridge Replat 4, 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 5 Shadowbrook Replat 3, a Subdivision as surveyed, platted and recorded in Douglas County, Nebraska; and Lots 184 and 185 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 Sixth Amendment. This Sixth Amendment shall be recorded and indexed against the Removed Properties and all of the Properties legally described in Section 3B, above.

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

IN WITNESS WHEREOF, the Declarant has caused this Sixth Amendment to be executed this 23rd day of February, 2011.

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

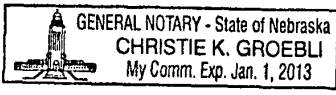
By: [Signature]
Its: _____

FILED: AS IS

STATE OF NEBRASKA)
)ss.
COUNTY OF DOUGLAS)

The foregoing instrument was acknowledged before me this 23rd day of February, 2011, by Neil Smith, the Vice President of Hearthstone Homes, Inc. a Nebraska corporation, on behalf of the corporation.

SEAL



[Signature]
Notary Public