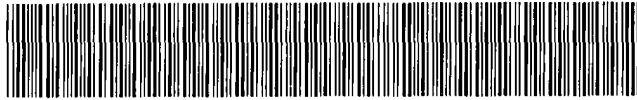


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**AMENDMENT TO DECLARATION OF COVENANTS, CONDITIONS,
 RESTRICTIONS AND EASEMENTS FOR SHADOWBROOK WEST**

This Amendment to Declaration of Covenants, Conditions, Restrictions and Easements of Shadowbrook West (this "Amendment") is entered into by Hearthstone Homes, Inc., a Nebraska corporation ("Hearthstone").

WHEREAS, Military Holdings, LLC, a Nebraska limited liability company ("Military Holdings"), was the original Declarant under that certain Declaration of Covenants, Conditions, Restrictions and Easements for Shadowbrook West, which was recorded in the office of the Douglas County Register of Deeds on May 7, 2010 as Instrument Number 2010039313 (the "Declaration"), which Declaration was filed against the following described real property, to-wit:

Lots 1 thru 140 inclusive, and Outlots "A" and "B", Shadowbrook West, as surveyed, platted and recorded in Douglas County, Nebraska.

WHEREAS, Military Holdings assigned its rights as Declarant to Hearthstone, and Hearthstone expressly assumed such rights, pursuant to that certain Assignment and Assumption of Declarant Rights of the Declaration of Covenants, Conditions, Restrictions and Easements for Shadowbrook West (the "Assignment") dated as of the date hereof, which Assignment is to be recorded with the Douglas County Register of Deeds immediately prior to the recording of this Amendment.

WHEREAS, Article IV, Paragraph 2 of the Declaration provides that the Declaration may be amended by the Declarant, or any person, firm, corporation, partnership, or entity designated in writing by the Declarant, in any manner which it may determine in its full and absolute discretion for a period of ten (10) years following May 7, 2010.

NOW, THEREFORE, Hearthstone, as the Declarant, hereby declares as follows:

1. Amendment. Article II, Section 2.1(a) shall be deleted in its entirety and shall be replaced with the following:
 - a. "Association" shall mean and refer to the Hanover Falls Homeowners Association, Inc., a Nebraska nonprofit corporation, its successors and assigns.

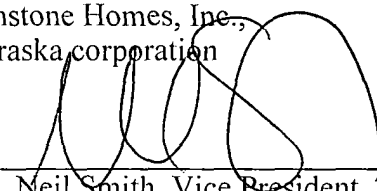
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2. No Other Amendments. Except as set forth herein, all of the other terms and conditions of the Declaration shall remain the same and in full force and effect.

IN WITNESS WHEREOF, the undersigned have caused this Amendment to be executed on the 27th day of June, 2011.

DECLARANT:

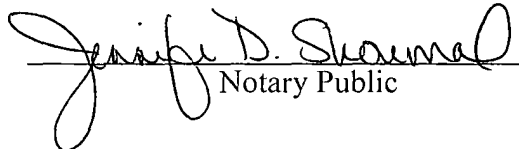
Hearthstone Homes, Inc.,
a Nebraska corporation

By: 
Neil Smith, Vice President

STATE OF NEBRASKA)
) ss.
COUNTY OF DOUGLAS)

Before me, a notary public, in and for said county and state, personally came Neil Smith, Vice President of Hearthstone Homes, Inc., a Nebraska corporation, known to me to be the identical person who executed the above instrument and acknowledged the execution thereof to be his voluntary act and deed and the voluntary act and deed of said corporation.

Witness my hand and Notarial Seal this 27th day of June, 2011.


Notary Public

