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**SIXTH AMENDMENT TO DECLARATION OF COVENANTS, CONDITIONS,
RESTRICTIONS AND EASEMENTS OF WATERFORD, A SUBDIVISION
IN DOUGLAS COUNTY, NEBRASKA**

THIS AMENDMENT TO THE DECLARATION, is made the date hereinafter set forth by Waterford Development, L.L.C., a Nebraska limited liability company.

RECITALS

A. On October 24, 2000, a document entitled Declaration of Covenants, Conditions, Restrictions and Easements of Waterford, a Subdivision in Douglas County, Nebraska (hereinafter the "Declaration") for Lots 1 through 24, inclusive, 26 through 47, inclusive, and 49 through 89, inclusive, all in WATERFORD, a subdivision as surveyed, platted and recorded in Douglas County, Nebraska, was recorded by Declarant, in the office of the Register of Deeds of Douglas County, Nebraska at Book 1356 Page 161 of the Miscellaneous Records.

B. On June 19, 2003, a document entitled Amendment to and Restatement of Declaration of Covenants, Conditions, Restrictions and Easements of Waterford, in Douglas County, Nebraska for Lots 1 through 24, inclusive, Lots 26 through 38, inclusive, and Lots 45 through 47, inclusive, Lots 48 through 104, inclusive, Lots 114 through 123, inclusive, Lot 130, Lots 137 through 152, inclusive, Lots 199 and 200, Outlots H, I, J, N and O, all in WATERFORD, a subdivision as surveyed, platted and recorded in Douglas County, Nebraska, Lots 1 through 5, inclusive, all in WATERFORD REPLAT I, a subdivision as surveyed, platted and recorded in Douglas County, Nebraska, and Lots 1 through 63, inclusive, all in WATERFORD REPLAT 2, a subdivision as surveyed, platted and recorded in Douglas County, Nebraska, was recorded by Declarant, in the office of the Register of Deeds of Douglas County, Nebraska as Miscellaneous Book No. 2003118124 (hereafter the "Amendment and Restatement").

C. On August 15, 2003, a document entitled Second Amendment to and Restatement of Declaration of Covenants, Conditions, Restrictions and Easements of Waterford, in Douglas County, Nebraska for Lots 1 through 24, inclusive, Lots 26 through 38, inclusive, Lot 45 - 47, inclusive, Lots 49 through 66, inclusive, Lots 69 through 95, inclusive, Lots 114 through 123, inclusive, Lots 137 through 152, inclusive, and Lots 201 through 416, inclusive, all in WATERFORD, a subdivision as surveyed, platted and recorded in Douglas County, Nebraska, Lots 1 - 5, inclusive, all in WATERFORD REPLAT 1, a subdivision as surveyed, platted and recorded in Douglas County, Nebraska, and Lots 1 - 80, inclusive, all in WATERFORD REPLAT 3, a subdivision as surveyed, platted and recorded in Douglas County, Nebraska and replats thereof and additions thereto, was recorded by Declarant in the office of the Register of Deeds of

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Douglas County, Nebraska as Miscellaneous Book No. 2003158658 (hereafter the "Second Amendment and Restatement").

D. On September 14, 2004, a document entitled Third Amended and Restated Declaration of Covenants, Conditions, Restrictions and Easements of Waterford, a Subdivision in Douglas County, Nebraska, for Lots 1 through 24, inclusive, Lots 26 through 38, inclusive, Lot 45 - 47, inclusive, Lots 49 through 66, inclusive, Lots 69 through 95, inclusive, Lots 114 through 123, inclusive, Lots 137 through 152, inclusive, and Lots 201 through 257, inclusive, and Lots 263 through 515, inclusive, all in WATERFORD, a subdivision as surveyed, platted and recorded in Douglas County, Nebraska, Lots 1 - 5, inclusive, all in WATERFORD REPLAT 1, a subdivision as surveyed, platted and recorded in Douglas County, Nebraska, and Lots 1 - 80, inclusive, all in WATERFORD REPLAT 3, a subdivision as surveyed, platted and recorded in Douglas County, Nebraska, and Lots 1 - 5, inclusive, all in WATERFORD REPLAT 6, a subdivision as surveyed, platted and recorded in Douglas County, Nebraska, and replats thereof and additions thereto, was recorded by Declarant in the office of the Register of Deeds of Douglas County, Nebraska as Document No. 2004122303 in the Miscellaneous Records (hereafter the "Third Amendment and Restatement")(the Declaration, Amendment and Restatement, Second Amendment and Restatement and Third Amendment and Restatement are collectively referred to hereinafter as the "Declaration").

E. On June 15, 2005, a document entitled Fourth Amended and Restated Declaration of Covenants, Conditions, Restrictions and Easements of Waterford, a Subdivision in Douglas County, Nebraska, for Lots 1 through 24, inclusive, Lots 26 through 38, inclusive, Lot 45 - 47, inclusive, Lots 49 through 66, inclusive, Lots 69 through 95, inclusive, Lots 114 through 123, inclusive, Lots 137 through 152, inclusive, and Lots 201 through 257, inclusive, and Lots 263 through 515, inclusive, all in WATERFORD, a subdivision as surveyed, platted and recorded in Douglas County, Nebraska, Lots 1 - 5, inclusive, all in WATERFORD REPLAT 1, a subdivision as surveyed, platted and recorded in Douglas County, Nebraska, and Lots 1 - 80, inclusive, all in WATERFORD REPLAT 3, a subdivision as surveyed, platted and recorded in Douglas County, Nebraska, and Lots 1 - 5, inclusive, all in WATERFORD REPLAT 6, a subdivision as surveyed, platted and recorded in Douglas County, Nebraska, and Lots 1 - 39, inclusive, all in KILTERA VILLAS, a subdivision as surveyed, platted and recorded in Douglas County, Nebraska, and replats thereof and additions thereto, was recorded by Declarant in the office of the Register of Deeds of Douglas County, Nebraska as Document No. 2005069121 in the Miscellaneous Records (hereafter the "Fourth Amendment and Restatement")(the Declaration, Amendment and Restatement, Second Amendment and Restatement, Third Amendment and Restatement and Fourth Amendment and Restatement are collectively referred to hereinafter as the "Declaration").

F. On August 8, 2005, a document entitled Fifth Amended and Restated Declaration of Covenants, Conditions, Restrictions and Easements of Waterford, a Subdivision in Douglas County, Nebraska, for Lots 1 through 24, inclusive, Lots 26 through 38, inclusive, Lot 45 - 47, inclusive, Lots 49 through 66, inclusive, Lots 69 through 95, inclusive, Lots 114 through 123, inclusive, Lots 137 through 152, inclusive, and Lots 201 through 257, inclusive, and Lots 263 through 515, inclusive, all in WATERFORD, a subdivision as surveyed, platted and recorded in Douglas County, Nebraska, Lots 1 - 5, inclusive, all in WATERFORD REPLAT 1, a subdivision as surveyed, platted and recorded in Douglas County, Nebraska, and Lots 1 - 80, inclusive, all in WATERFORD REPLAT 3, a subdivision as surveyed, platted and recorded in Douglas County,

Nebraska, and Lots 1 - 5, inclusive, all in WATERFORD REPLAT 6, a subdivision as surveyed, platted and recorded ind Douglas County, Nebraska, and Lots 1 - 39, inclusive, all in KILTERA VILLAS, a subdivision as surveyed, platted and recorded in Douglas County, Nebraska, and replats thereof and additions thereto, was recorded by Delcarant in the office of the Register of Deeds of Douglas County, Nebraska as Document No. 2005096397 in the Miscellaneous Records (hereafter the "Fifth Amendment and Restatement")(the Declaration, Amendment and Restatement, Second Amendment and Restatement, Third Amendment and Restatement, Fourth Amendment and Restatement, and Fifth Amendment and Restatement are collectively referred to hereinafter as the "Declaration").

G. Paragraph 3 of Article V of the Declaration provides that for a period of ten (10) years following at least October 24, 2000, the Declarant shall have the sole, absolute and exclusive right to waive, modify or amend all or any portion of the Declaration.

NOW, THEREFORE, Declarant hereby declares that the Declaration should be and hereby are amended in the following manner:

A. By Amending the legal description to read:

Lots 1 through 24, inclusive, Lots 26 through 38, inclusive, Lot 45 - 47, inclusive, Lots 49 through 66, inclusive, Lots 69 through 95, inclusive, Lots 114 through 123, inclusive, Lots 137 through 152, inclusive, and Lots 201 through 257, inclusive, Lots 263 through 395, inclusive, Lots 398 through 439, inclusive, Lots 443 through 445, inclusive, Lot 449, Lots 457 through 490, inclusive, Lots 493 through 498, inclusive, and Lots 507 through 515, inclusive, all in WATERFORD, a subdivision as surveyed, platted and recorded in Douglas County, Nebraska, Lots 1 - 5, inclusive, all in WATERFORD REPLAT 1, a subdivision as surveyed, platted and recorded in Douglas County, Nebraska, and Lots 1 - 80, inclusive, all in WATERFORD REPLAT 3, a subdivision as surveyed, platted and recorded in Douglas County, Nebraska, and Lots 1 - 5, inclusive, all in WATERFORD REPLAT 6, a subdivision as surveyed, platted and recorded ind Douglas County, Nebraska, Lots 1 and 2, all in WATERFORD REPLAT 7, a subdivision as surveyed, platted and recorded in Douglas County, Nebraska, Lots 1 through 21, inclusive, all in WATERFORD REPLAT 8, a subdivision as surveyed, platted and recorded in Douglas County, Nebraska, Lots 1 and 2, all in WATERFORD REPLAT 11, a subdivision as surveyed, platted and recorded in Douglas County, Nebraska, Lots 1 through 21, inclusive, and Lot 23, all in KILTERA VILLAS, a subdivision as surveyed, platted and recorded in Douglas County, Nebraska, Lots 1 through 17, inclusive, all in KILTERA VILLAS REPLAT 1, a subdivision as surveyed, platted and recorded ind Douglas County, Nebraska, and replats thereof and additions thereto.

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B. By deleting in its entirety Article I Paragraph 2 Subparagraph E, only, and replacing it with the following:

E. At such time as there shall be a completed single family residence

constructed and occupied on one hundred percent (100%) of all Lots, including all other phases, or fifteen (15) years from the date hereof, whichever shall occur first, all discretions of Declarant under this Article I, Paragraph 2 shall transfer to the Homeowner's Association and shall be administered pursuant to the provisions of Article II herein, however, at no time shall Lots owned by the Declarant be subject to review and/or approval, architectural or otherwise, by the Homeowner's Association.

C. By deleting in its entirety Article V Paragraph 2 and replacing it with the following:

2. The covenants and restrictions of this Declaration shall run with and bind the land in perpetuity. This Declaration may be amended by Declarant, or any person, firm, corporation, partnership, or entity designated in writing by Declarant, in any manner which it may determine in its full and absolute discretion for a period of fifteen (15) years from the date hereof. Thereafter, this Declaration may be amended by an instrument signed by the owner of not less than seventy-five percent (75%) of the Lots covered by this Declaration. Provided, however, that the provisions of Article I, Paragraph 23 shall not be amended or changed by Declarant, any person, firm, corporation, partnership or entity designated in writing by Declarant, or seventy-five percent (75%) of the owners of the Lots.

D. By amending Article I at the end with Paragraph 24 as follows:

24. No fence abutting Waterford drive shall be made of any material other than black wrought iron, or black PVC or black aluminum designed to simulate the look of black wrought iron, without the express written consent of the Declarant. All fences abutting Waterford Drive shall still be subject to the provisions of Article I Paragraph 2 of this Declaration.

The Declarant has executed this Sixth Amendment to Declaration as of this 29 day of

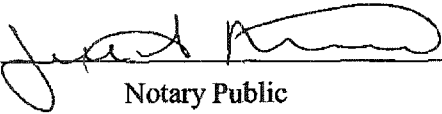
November 2007.

WATERFORD DEVELOPMENT, L.L.C., a
Nebraska limited liability company,
"Declarant,"

By: Barbara Udes Shaw
Barbara Udes Shaw, Manager

STATE OF NEBRASKA)
) ss.
COUNTY OF DOUGLAS)

The foregoing instrument was acknowledged before me this 29 day of November 2007, by Barbara Udes Shaw, Manager of Waterford Development, L.L.C., a Nebraska limited liability company, to me known to be the identical person who executed the foregoing instrument and acknowledged the same to be her voluntary act and deed on behalf of said limited liability company.



Notary Public

