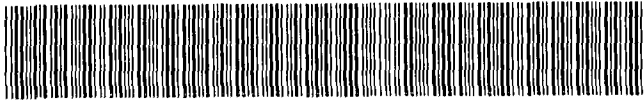


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Misc. 0C-15638(R.3)
FEE 82.50 0C-15636(R.1)
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BWP COMP SB
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Received - DIANE L. BATTIATO
Register of Deeds, Douglas County, NE
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**SECOND AMENDMENT TO THE FIRST AMENDED
AND RESTATED DECLARATION OF COVENANTS,
CONDITIONS AND RESTRICTIONS OF
HARRISON PARK VILLAGE TOWNHOMES**

THIS SECOND AMENDMENT, made on the date hereinafter set forth by CR Investments, Inc., a Nebraska corporation and Celebrity Homes, Inc., a Nebraska corporation, successor in interest to Celebrity Townhomes, Inc., a Nebraska corporation, hereinafter referred to as "Declarant."

RECITALS

A. On January 10, 2007, a document entitled Declaration of Covenants, Conditions and Restrictions of Harrison Park Village Townhomes (hereinafter the "Original Declaration") for Lots 1 - 18, inclusive, Lots 139-156, inclusive, Lots 181-199, inclusive, all in HARRISON PARK, a subdivision as surveyed, platted and recorded in Douglas County, Nebraska; Lots 219-286, inclusive, all in HARRISON PARK REPLAT 1, a subdivision as surveyed, platted and recorded in Douglas County, Nebraska; and Lots 1-2, in HARRISON PARK REPLAT 3, a subdivision as surveyed, platted and recorded in Douglas County, was recorded by Declarant, in the office of the Register of Deeds of Douglas County, Nebraska as Miscellaneous Document No. 2007003906.

B. On December 20, 2007, a document entitled First Amended and Restated Declaration of Covenants, Conditions and Restrictions of Harrison Park Village Townhomes (hereinafter the "Amended Declaration") for Lots 1 - 18, inclusive, Lots 139-156, inclusive, Lots 181-199, inclusive, all in HARRISON PARK, a subdivision as surveyed, platted and recorded in Douglas County, Nebraska; Lots 219-286, inclusive, all in HARRISON PARK REPLAT 1, a subdivision as surveyed, platted and recorded in Douglas County, Nebraska; and Lots 1-2, in HARRISON PARK REPLAT 3, a subdivision as surveyed, platted and recorded in Douglas County, was recorded by Declarant, in the office of the Register of Deeds of Douglas County, Nebraska as Miscellaneous Document No. 2007139644.

C. Article XI, Section 3 of the Declaration provides that the covenants and restrictions of the Declaration may be amended by the Declarant for a period of 20 years following January 10, 2007.

D. The Original Declaration provides in Article XI, Section 3 that the Declarant thereunder may remove Lots at any time from being subject to the Declaration and covert them

