

AMENDMENT NO. 6

To the Restated Offering Plan of

LEISURE GLEN HOME OWNERS ASSOCIATION, INC.

Randall Road
Ridge, New York

The Restated Offering Plan accepted for filing on May 13, 1994 which incorporated Amendments 1 through 17 of the original Plan dated January 6, 1986 (which was listed as Amendment No. 18 to the original Offering Plan by the New York State Attorney General's Office), which was amended on February 27, 1995 (Amendment No. 1 to the Restated Plan, Amendment No. 19 to the original Offering Plan), on May 8, 1995 (Amendment No. 2 to the Restated Offering Plan, Amendment No. 20 to the original Offering Plan), on June 15, 1995 (Amendment No. 3 to the Restated Offering Plan, Amendment No. 21 to the original Offering Plan), on September 7, 1995 (Amendment No. 4 to the Restated Offering Plan, Amendment No. 22 to the original Offering Plan) and on May 20, 1996 (Amendment No. 5 to the Restated Offering Plan, Amendment No. 23 to the original Offering Plan) is hereby further amended as follows:

I. HOMES/LOTS/PHASES V AND VI

Pursuant to the terms of the Restated Offering Plan whereby the Sponsor has a Purchase Agreement with Leisure Glen, L.P. to purchase and offer for sale unsold Lots in existing and subsequent Phases of the Development over an extended period of time, Sponsor is now offering for sale the following Homes and Lots:

Phase IV: 471-474 inclusive

In addition, pursuant to the right of Sponsor in the Offering Plan and Declaration of Covenants and Restrictions to develop an additional 158 Homes in Phase V Sponsor is hereby amending the Plan to offer for sale Home Nos. 555-558, inclusive, in Phase V and Home Nos. 643-648, inclusive, in Phase VI. Sponsor expects to close title of the first Home in Phase V and VI in the Spring of 1997.

Prior to closing the above Homes in Phase V and Phase VI Sponsor will record an amendment to the Declaration of Covenants and Restrictions (the "Declaration") contained in the Offering Plan to bring said Homes within the scheme of the Declaration. In addition, Sponsor will convey title to the common areas contained in Phases V and VI to the Association.

Other than as set forth above, there are no material changes which require an amendment to the Offering Plan.

TIMBER RIDGE HOMES AT LEISURE GLEN, INC.
Holder of Unsold Shares

Dated: October 2, 1996