

AMENDMENT NO. 12
(Amendment No. 30 to the Original Offering Plan)

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), on May 20, 1996 (Amendment No. 5 to the Restated Offering Plan, Amendment No. 23 to the original Offering Plan), on October 2, 1996 (Amendment No. 6 to the Restated Offering Plan, Amendment No. 24 to the original Offering Plan), on April 30, 1997 (Amendment No. 7 to the Restated Offering Plan, Amendment No. 25 to the original Offering Plan), on October 27, 1997 (Amendment No. 8 to the Restated Offering Plan, Amendment No. 26 to the Original Offering Plan), on April 10, 19998 (Amendment No. 9 to the Restated Plan, Amendment No. 27 to the Original Offering Plan), on December 4, 1998 (Amendment No. 10 to the Restated Plan, Amendment No. 28 to the Original Offering Plan), and on May 6, 1999 (Amendment No. 11 to the Restated Offering Plan, Amendment No. 29 to the Original Offering Plan) and is hereby further amended as follows:

I. HOMES/LOTS/BEING OFFERED FOR SALE

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 additional Homes and Lots:

Phase V:

488-523 Inclusive
564-576 Inclusive
596-608 Inclusive
651-652 Inclusive

II. EXTENSION

This Plan may be used for six (6) months from the date this Amendment is duly accepted for filing; and thereafter, said date is to be extended in a further Amendment to be filed.

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.
Sponsor

Dated: December 8, 1999