

PO Box 513

AFTER RECORDING RETURN TO:

William J. Lindberg, Jr.
Inslee, Best, Doezie & Ryder, P.S.
777 - 108th Avenue N.E., Suite 1900
Bellevue, WA 98004

**FIRST AMENDMENT
TO
DECLARATION OF
COVENANTS, CONDITIONS, RESTRICTIONS,
EASEMENTS AND RESERVATIONS
OF OAKVIEW HEIGHTS**

THIS FIRST AMENDMENT TO THE DECLARATION OF COVENANTS, CONDITIONS, RESTRICTIONS, EASEMENTS AND RESERVATIONS FOR OAKVIEW HEIGHTS (the "First Amendment") is made by NEW CONCEPT HOMES, INC., a Washington corporation ("Declarant") this _____ day of May, 1995.

RECITALS:

A. On the 12th day of May, 1994, Declarant executed the Declaration of Covenants, Conditions, Restrictions, Easements and Reservations for Oakview Heights (the "Declaration") which Declaration was recorded with the Pierce County Auditor, under Pierce County Auditor's File No. 9405120168, and relating to that certain real property legally described as:

The Plat of Oakview Heights as recorded under Pierce County Auditor's File Number 9209240295 located in Pierce County, Washington

B. Pursuant to the power and authority granted by Section 11.2 of Article 11 of the Declaration, Declarant desires to amend certain of the provisions of the Declaration as more specifically described below. At the time of this First Amendment less than 75% of the Lots have been sold and closed by Declarant.

NOW, THEREFORE, the following amendments are hereby made to the Declaration by Declarant.

1. Landscaping Requirements.

Declarant hereby modifies and amends Section 3.4.4 of the Declaration relating to completion and construction of landscaping to read in its entirety as follows:

"3.4.4 Completion of Construction and Landscaping. Any Structure erected or placed on any Lot shall be completed as to external appearance (including finish painting and landscaping) within six (6) months after the date of commencement of Construction. All Lots shall be maintained in a neat and orderly condition during Construction. The landscaping to be completed within the six month time frame is the responsibility of the Owner and includes the lawn, rockery, shrubbery, etc. for the entire front yard; provided that with respect to a corner lot, the side lot landscaping must commence from the rear lot line of the Lot. As noted in Section 3.2.1 the landscaping plans and specifications must be approved by the Architectural Control Committee."

2. Correction of Legal Description. An error was made in the recording number shown on the legal description for the plat and attached as Exhibit A to the Declaration. Accordingly, said legal description his hereby corrected to read in its entirety as follows:

The Plat of Oakview Heights comprised of Lots 1 through 83 as recorded under Pierce County Auditor's File No. 9405120167, located in Pierce County, Washington.

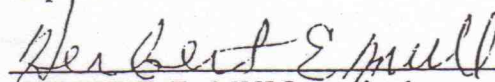
2. No Further Changes Or Modifications.

Except as otherwise specifically provided in this First Amendment, all of the other terms, conditions and provisions of the Declaration shall continue in full force and effect.

IN WITNESS WHEREOF, Declarant has executed this First Amendment on the date first above written.

DECLARANT:

NEW CONCEPT HOMES, INC., a Washington corporation


HERBERT E. MULL, a single man

STATE OF WASHINGTON)
) ss.
COUNTY OF KING)

I certify that I know or have satisfactory evidence that HERBERT E. MULL is the person who appeared before me, and said person acknowledged that he signed this instrument, on oath stated that he was authorized to execute the instrument and acknowledged it as the President of NEW CONCEPT HOMES, INC., a Washington corporation to be the free and voluntary act of such corporation for the uses and purposes mentioned in the instrument.



Dated: May 22, 1995

Christine A. Balyeat
NAME: Christine A. Balyeat
(Print Name)

Notary Public in and for the State of
Washington.

Commission Expires: 3-20-97