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06/23/88

Recording Requested By:

When Recorded Mail To:

EAGLE CREST PARTNERS, LTD.
c/o Cox, Castle & Nicholson
5000 Birch Street, Suite 300
Newport Beach, CA 92660
Attention: D. Scott Turner, Esq.

88-13559

SECOND AMENDED DECLARATION OF
COVENANTS, CONDITIONS AND RESTRICTIONS
FOR EAGLE CREST PLANNED COMMUNITY

This Second Amended Declaration of Covenants, Conditions and Restrictions for Eagle Crest Planned Community (the "Amendment") is made this 22 day of June, 1988, by Eagle Crest Partners Limited, an Oregon limited partnership (the "Declarant"), is as follows:

RECITALS

A. On June 24, 1985, Declarant recorded that certain Declaration of Covenants, Conditions and Restrictions for Eagle Crest Planned Community in Book 98, Pages 675 through 717, inclusive, in the Official Records of the County Recorder of Deschutes County, Oregon (as amended, "the Master Declaration").

B. The Declaration encumbers that certain Eagle Crest Planned Community (the "Project") located in Deschutes County, Oregon and more particularly described in Exhibit A attached hereto and made a part hereof.

C. Declarant desires to amend the Master Declaration to comply with certain requirements of the California Department of Real Estate.

D. Paragraph 12.1(b) of the Master Declaration provides that the Master Declaration may be amended by Declarant without the vote or approval of the members of the Master Association (as defined in the Master Declaration) in any manner required to conform with the requirements of the California Department of Real Estate.

E. By this Amendment, and pursuant to the power reserved to Declarant to amend the Master Declaration, as provided in

Paragraph 12.1(b) thereof, the Declarant hereby amends the Master Declaration as hereinafter set forth.

AMENDMENTS

1. Paragraph 12.1(b) of the Master Declaration, entitled "Declarant's Right to Amend," is hereby amended by deleting the phrase "three (3) years" and substituting therefore the phrase "four (4) years."

2. Except as modified by this Amendment, the Master Declaration and each of its provisions shall remain in full force and effect without change.

EXECUTED the day and year first above written.

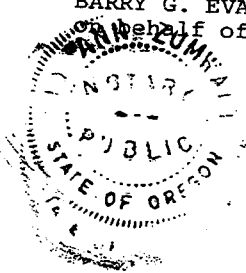
"DECLARANT"

Eagle Crest Partners Limited, an Oregon limited partnership

By: Barry G. Evans
Barry G. Evans, general partner
Karen L. Smith
his attorney-in-fact

STATE OF OREGON, County of Deschutes: ss.

The foregoing instrument was acknowledged before me this day of June, 1988, by KAREN L. SMITH, attorney-in-fact for BARRY G. EVANS, General Partner of Eagle Crest Partners Ltd., on behalf of the limited partnership.



Karen L. Smith
NOTARY PUBLIC FOR OREGON
My Commission Expires: 1/21/90

EXHIBIT A

- Lot 1, Block 6
- Lot 1, Block 9
- Lot 1, Block 7
- Lot 11, Block 2
- Lot 6, Block 2
- Lot 8, Block 2
- Lot 1, Block 11
- Lot 2, Block 11
- Lots 5-7, Block 11
- Lot 1, Block 2
- Lot 1, Block 1
- Lots 12, 14, 16, Block 2
- Lot 1, Block 4
- Lot 3, Block 4
- Lot 9, Block 2
- Lot 17, Block 2

STATE OF OREGON)
 COUNTY OF DESCHUTES) SS.

I, MARY SUE PENHOLLOW, COUNTY CLERK AND
 RECORDER OF CONVEYANCES, IN AND FOR SAID
 COUNTY, DO HEREBY CERTIFY THAT THE WITHIN
 INSTRUMENT WAS RECORDED THIS DAY:

88 JUN 24 PM 4: 22

MARY SUE PENHOLLOW
 COUNTY CLERK

*Eagle Crest Master Assoc.
 P.O. Box 966
 Redmond, OR 97756 ✓*

BY: *P. Beck* DEPUTY
 NO. 88-13559 FEE 15
 DESCHUTES COUNTY OFFICIAL RECORDS