

507 - 0239

RECORDING REQUESTED BY AND
WHEN RECORDED RETURN TO:

55
w pr
River Bend Limited Partnership
15 S.W. Colorado Ave., Suite A
Bend, OR 97702

98-35328

**SUPPLEMENTAL DECLARATION TO AMENDED AND RESTATED
MASTER DECLARATION OF COVENANTS, CONDITIONS,
AND RESTRICTIONS FOR RIVER BEND**

This SUPPLEMENTAL DECLARATION TO AMENDED AND RESTATED MASTER DECLARATION OF COVENANTS, CONDITIONS, AND RESTRICTIONS FOR RIVER BEND (this "Supplemental Declaration") shall be effective upon its recording in the deed records of Deschutes County, Oregon and is made and executed this 7th day of August, 1998, by RIVER BEND LIMITED PARTNERSHIP, an Oregon limited partnership ("Declarant").

Recitals:

A. Declarant owns that certain property located in Deschutes County, Oregon more particularly described on the attached Exhibit A (the "Property").

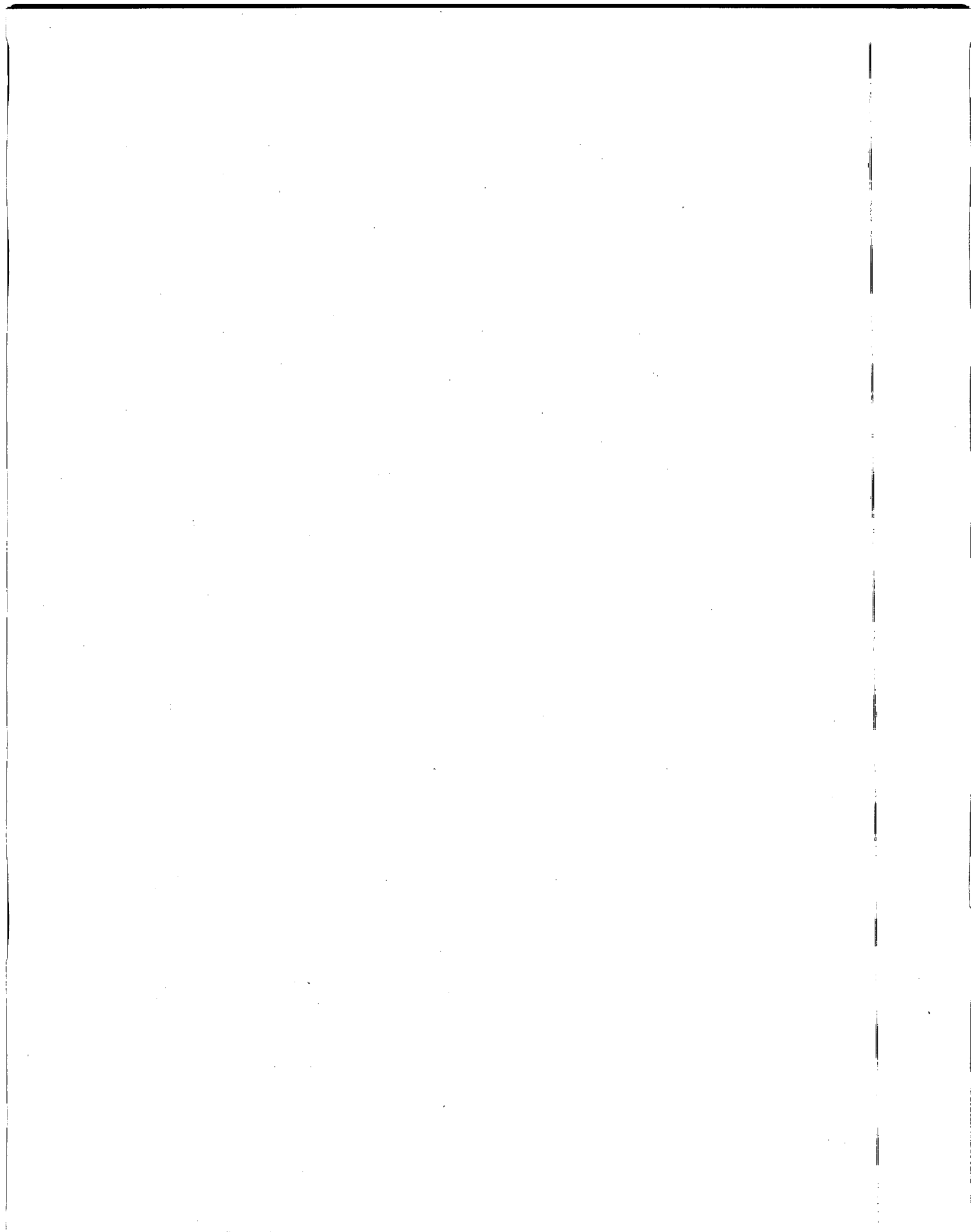
B. Declarant previously executed that certain Amended and Restated Master Declaration of Covenants, Conditions, and Restrictions for River Bend, recorded in the Official Records of Deschutes County, Oregon on November 4, 1997 in Book 468, Page 1683, Document No. 97-41096 and re-recorded on June 26, 1998, in Book 499, Page 2948, Document No. 98-27427 (the "Master Declaration"). The Master Declaration provided for the subjection of additional property to the Master Declaration. Declarant has the right, pursuant to Section 2.1 of the Master Declaration, to annex the Property to the Master Declaration.

C. Declarant desires that the Property be subjected to the Master Declaration on the terms and conditions contained in this Supplemental Declaration.

Declarations:

1. **Definitions.** Except to the extent set forth in this Supplemental Declaration, capitalized terms used herein shall have the meaning given to such terms in the Master Declaration.

2. **Property Subject to Master Declaration.** The Property hereby is annexed and subjected to the Master Declaration. From and after the date this Supplemental Declaration is recorded in the Official Records of Deschutes County, Oregon, the Property shall be subject to all of the terms, provisions, conditions and obligations set forth in the Master Declaration, as amended or restated from time to time. This Supplemental Declaration may be amended only in
Page 1 - Supplemental Declaration



accordance with the provisions set forth in Section 18.2 of the Master Declaration with respect to amendment of the Master Declaration. The Master Declaration, as supplemented by this Supplemental Declaration, remains in full force and effect.

3. Severability. Each provision of this Supplemental Declaration and the Master Declaration shall be deemed independent and severable, and the validity or partial invalidity of any provision shall not affect the validity or enforceability of the remaining part of that or any other provision of this Supplemental Declaration or the Master Declaration.

IN WITNESS WHEREOF, Declarant has caused this Supplemental Declaration to be executed as of the date first set forth above.

Declarant:

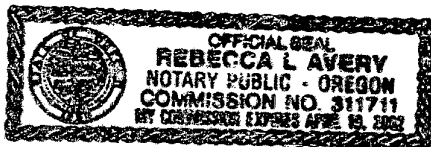
RIVER BEND LIMITED PARTNERSHIP, an
Oregon limited partnership

By: The Bend Company, an Oregon
corporation, General Partner

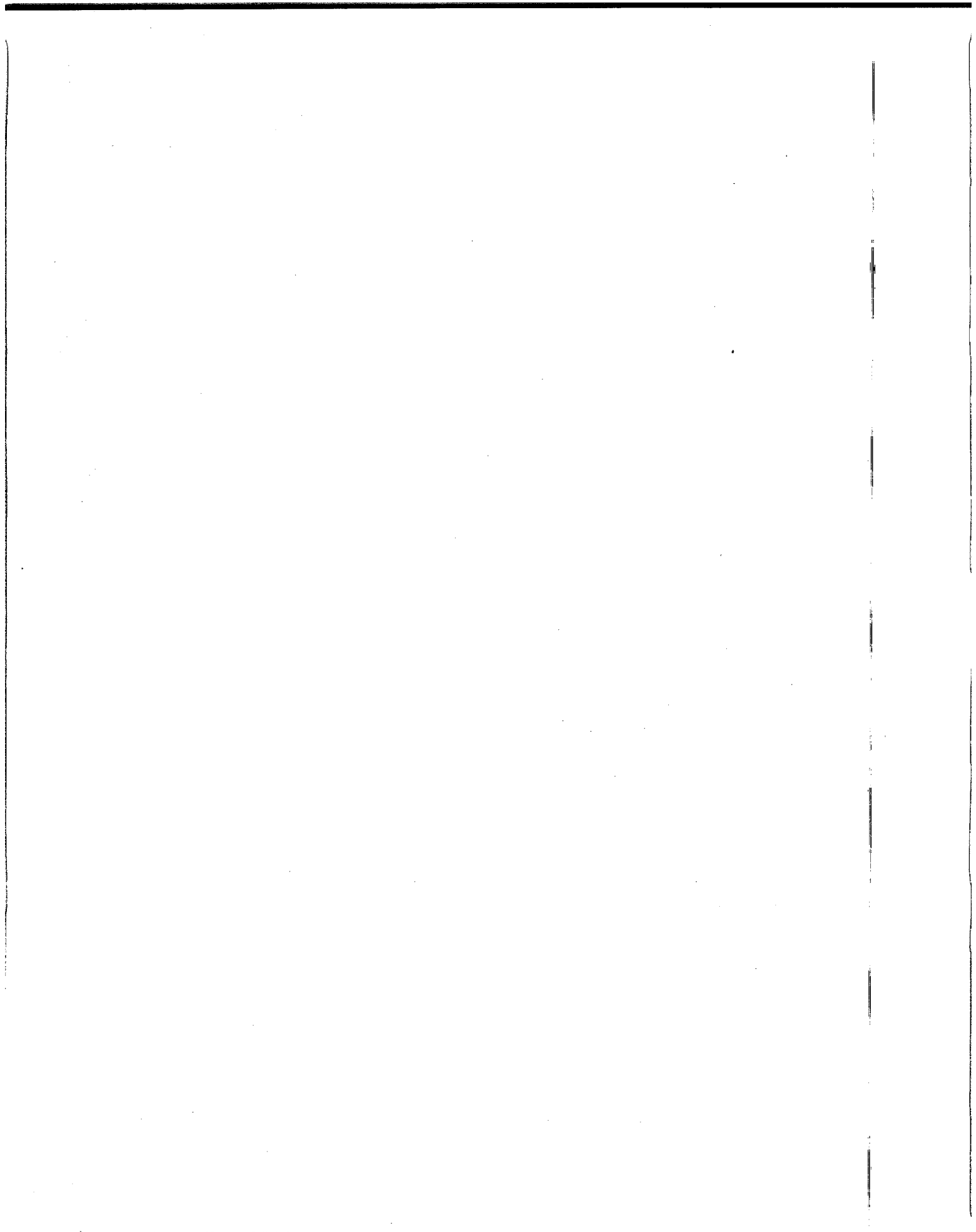
By: William L. Smith
William L. Smith, President

STATE OF OREGON)
) ss.
County of Deschutes)

The foregoing instrument was acknowledged before me on this 7th day of August, 1998, by William L. Smith, who is the President of The Bend Company, an Oregon corporation, general partner of River Bend Limited Partnership, an Oregon limited partnership, on behalf of the limited partnership.



William L. Smith
Notary Public for Oregon
My Commission Expires: 4/19/02

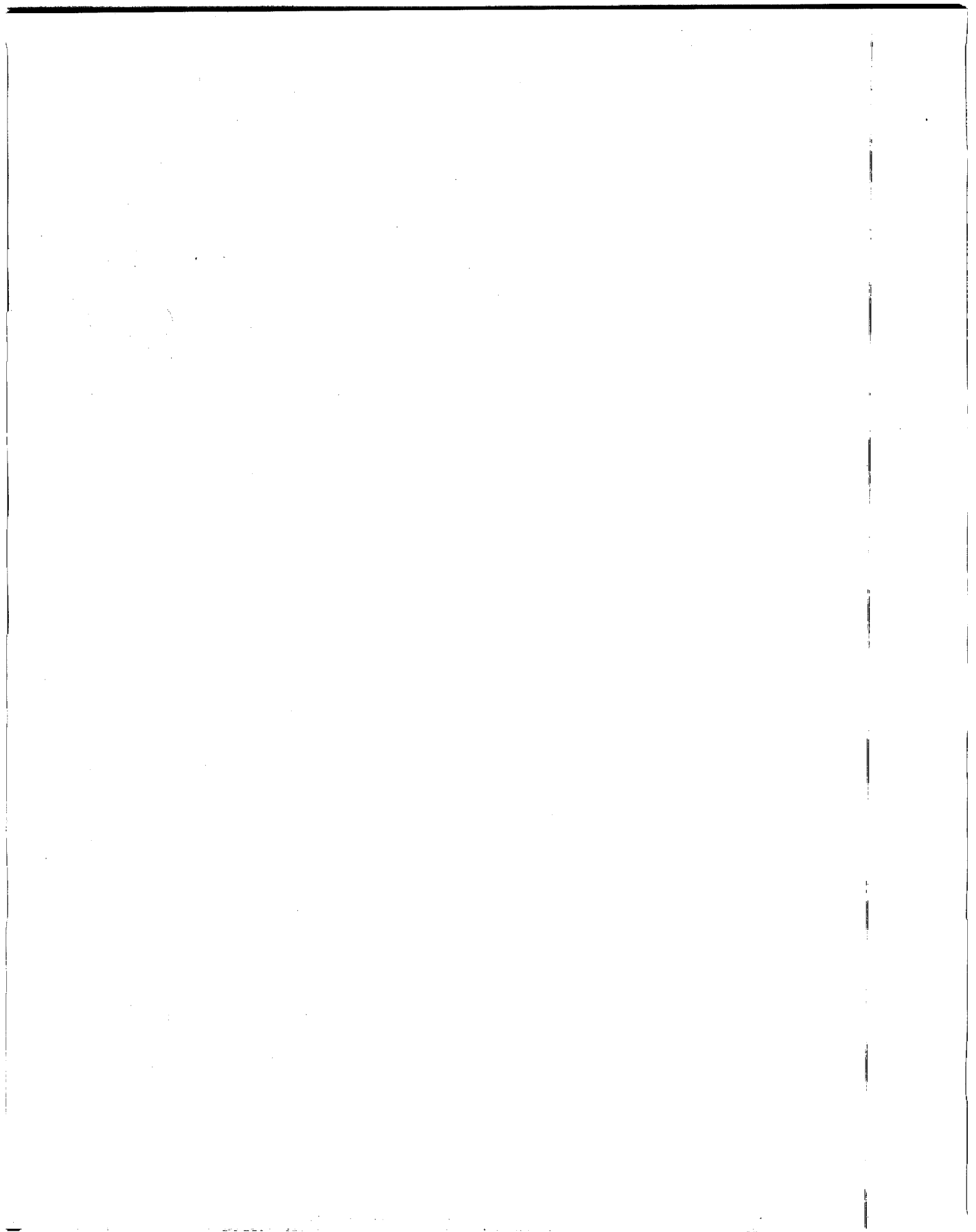


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EXHIBIT A

Legal Description of Property

All of the parcels (Parcels 1 through 4) of property attached hereto constitute the Property.



PARCEL I
EXHIBIT A

UPPER TERRACE, PHASE I

BOUNDARY DESCRIPTION

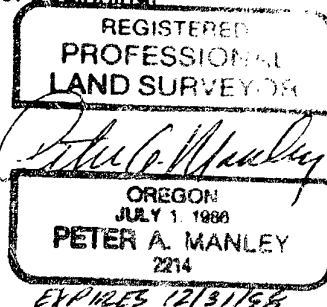
A parcel of land containing 12.36 acres, more or less, located in a portion of the Northeast One-Quarter (NE1/4) of Section 5, Township 18 South, Range 12 East, Willamette Meridian, City of Bend, Deschutes County, Oregon, being more particularly described as follows:

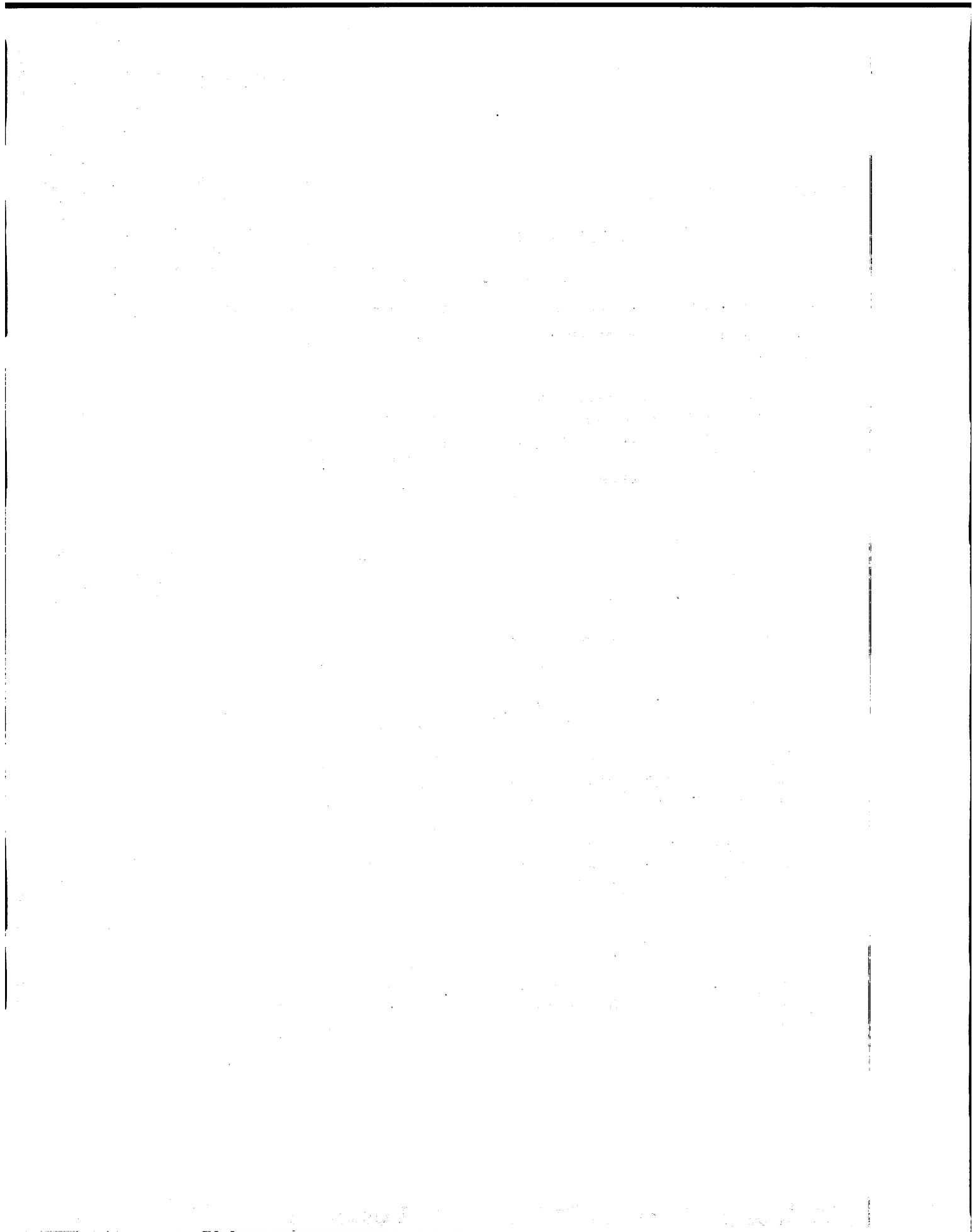
Beginning at a point on the southeasterly line of the plat of Northside Terrace as filed on June 30, 1998 in plat cabinet E pages 60-64 in the office of the Deschutes County Clerk, said beginning point bears South 02°47'18" East, 1064.49 feet from a 3" aluminum cap marking the North One-Quarter Corner of said Section 5; thence along said southeasterly line the following one course and one curve:

North 46°35'07" East, 75.00 feet;
20.74 feet along the arc of a 145.00 foot radius non-tangent curve to the right, the long chord of which bears North 39°14'17" West, 20.72 feet;

thence leaving said southeasterly line North 69°31'51" East, 166.10 feet; thence South 85°18'02" East, 1327.74 feet; thence South 18°21'29" West, 367.57 feet; thence 235.67 feet along the arc of a 1285.33 foot radius curve to the right, the long chord of which bears South 23°36'39" West, 235.34 feet; thence South 33°27'47" West, 33.81 feet; thence 39.34 feet along the arc of a 55.00 foot radius non-tangent curve to the left, the long chord of which bears North 77°01'44" West, 38.51 feet; thence South 82°28'45" West, 126.57 feet; thence 79.65 feet along the arc of a 55.00 foot radius curve to the left, the long chord of which bears South 40°59'30" West, 72.87 feet; thence South 89°30'15" West, 80.00 feet; thence 162.98 feet along the arc of a 560.00 foot radius non-tangent curve to the left, the long chord of which bears North 8°50'01" West, 162.41 feet; thence North 17°10'17" West 10.03 feet; thence 360.24 feet along the arc of a 360.00 foot radius curve to the left, the long chord of which bears North 45°50'19" West, 345.40 feet; thence North 74°30'21" West, 434.89 feet; thence South 15°29'39" West, 5.00 feet; thence North 74°30'21" West, 211.18 feet; thence 119.58 feet along the arc of a 220.00 foot radius curve to the right, the long chord of which bears North 58°56'03" West, 118.11 feet to the point of beginning, the terminus of this description.

EXHIBIT A - UPPER TERRACE, PHASE I





PARCEL 2
EXHIBIT A

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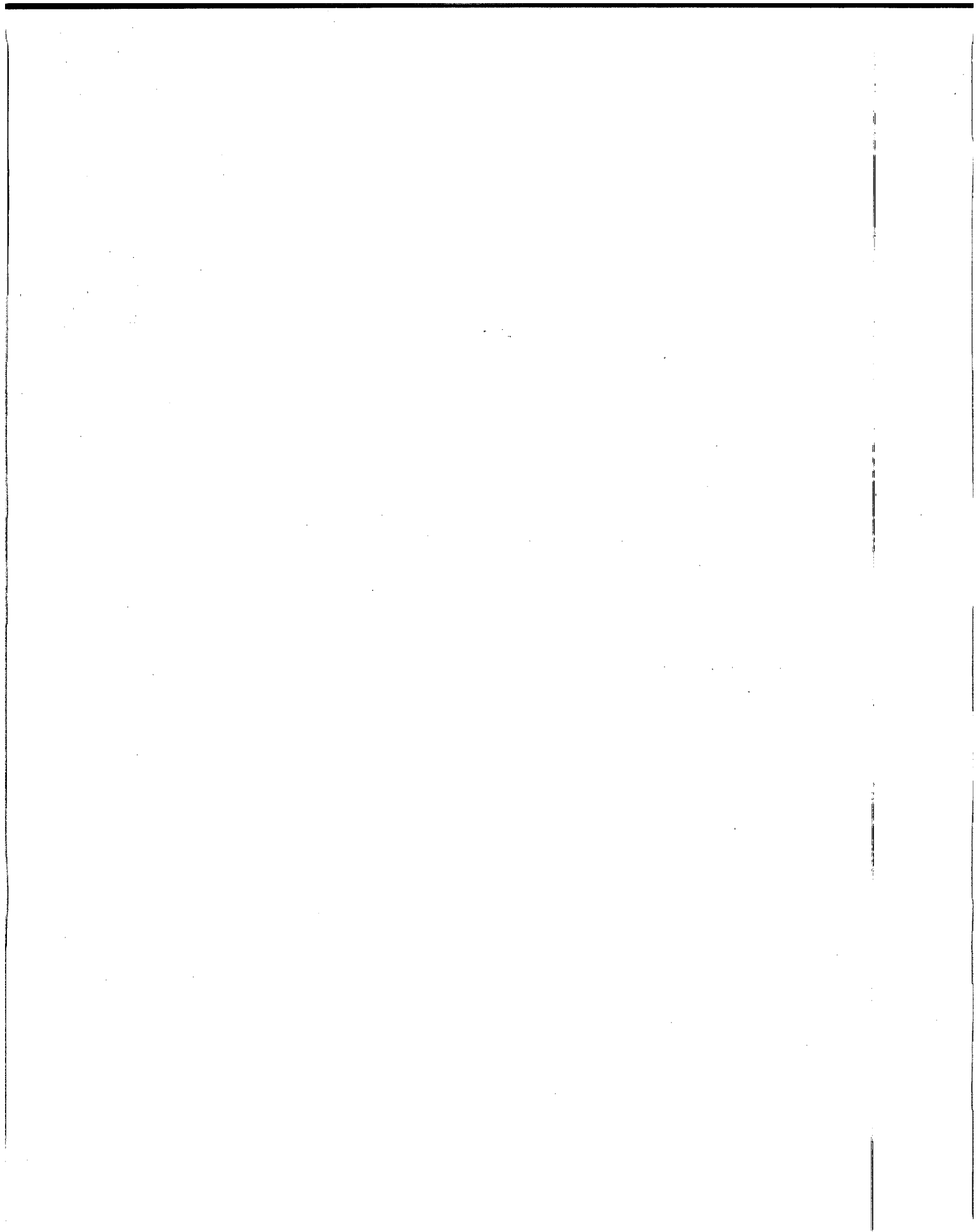
UPPER TERRACE PHASES II AND III

PROPERTY DESCRIPTION

A parcel of land containing 63.29 acres, more or less, located in Section 5, Township 18 South, Range 12 East, Willamette Meridian, City of Bend, Deschutes County, Oregon, being more particularly described as follows:

Beginning at a point on the southeasterly line of the plat of Northside Terrace as filed on June 30, 1998 in plat cabinet E pages 60-64 in the office of the Deschutes County Clerk, said beginning point bears South 02°47'18" East, 1064.49 feet from a 3" aluminum cap marking the North One-Quarter Corner of said Section 5; thence leaving said southeasterly line 119.58 feet along the arc of a 220.00 foot radius curve to the left, the long chord of which bears South 58°56'03" East, 118.11 feet; thence South 74°30'21" East, 211.18 feet; thence North 15°29'39" East, 5.00 feet; thence South 74°30'21" East, 434.89 feet; thence 360.24 feet along the arc of a 360.00 foot radius curve to the right, the long chord of which bears South 45°50'19" East, 345.40 feet; thence South 17°10'17" East, 10.03 feet; thence 162.98 feet along the arc of a 560.00 foot radius curve to the right, the long chord of which bears South 08°50'01" East, 162.41 feet; thence North 89°30'15" East, 80.00 feet; thence 270.89 feet along the arc of a 640.00 foot radius non-tangent curve to the right, the long chord of which bears South 11°37'48" West, 268.88 feet to the northernmost corner of the parcel described as "Exhibit A Parcel" in Correction Warranty Deed filed January 6, 1998 in Vol. 475, Page 2152 of Deschutes County Deed Records in the office of the Deschutes County Clerk; thence along the westerly and southwesterly boundary line of said "Exhibit A Parcel" the following four courses and four curves:

22.45 feet along the arc of a 23.00 foot radius non-tangent curve to the left, the long chord of which bears South 53°26'00" West, 21.57 feet;
29.98 feet along the arc of the 630.00 foot radius curve to the right, the long chord of which bears South 26°49'49" West, 29.98 feet;
South 28°11'37" West, 405.30 feet,
355.87 feet along the arc of a 630.00 foot radius curve to the right, the long chord of which bears South 44°22'34" West, 351.16 feet;
South 60°33'32" West, 153.85 feet;



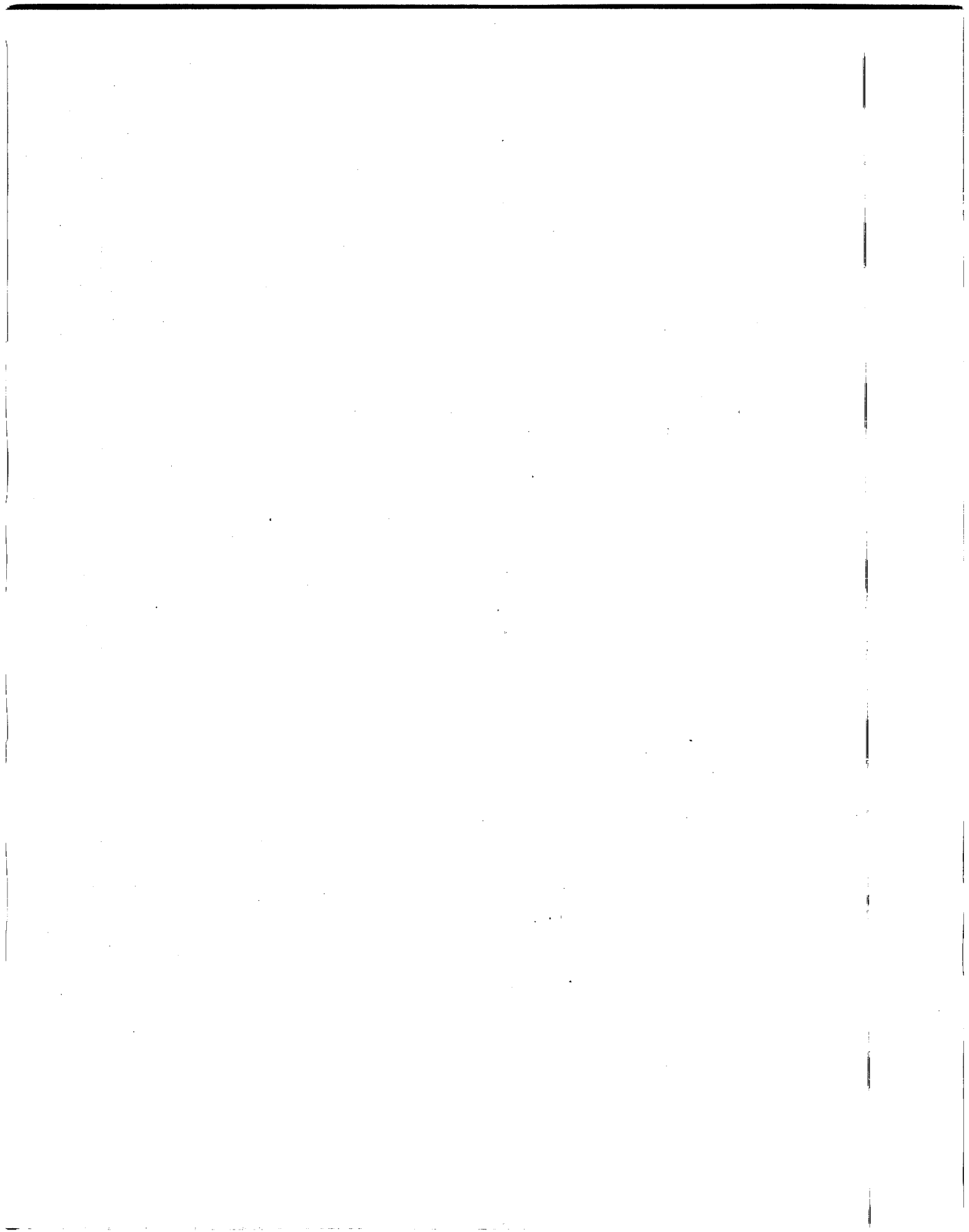
78.45 feet along the arc of a 570.00 foot radius curve to the left, the long chord of which bears South 56°36'58" West 78.39 feet;
 South 52°40'24" West, 282.50 feet;
 North 89°57'04" East, 16.51 feet;

thence leaving the boundary line of said "Exhibit A Parcel" South 52°40'24" West, 60.99 feet; thence 261.54 feet along the arc of a 460.00 foot radius curve to the left, the long chord of which bears South 36°23'07" West, 258.03 feet; thence South 20°05'49" West, 134.51 feet; thence North 69°54'11" West, 80.00 feet; thence 72.26 feet along the arc of a 46.00 foot radius non-tangent curve to the right, the long chord of which bears South 85°05'49" West, 65.05 feet; thence North 69°54'11" West, 7.48 feet; thence 63.75 feet along the arc of a 150.00 foot radius curve to the right, the long chord of which bears North 57°43'43" West, 63.27 feet; thence North 45°33'15" West, 280.21 feet; thence 94.69 feet along the arc of a 230.00 foot radius curve to the left, the long chord of which bears North 57°20'54" West, 94.02 feet; thence North 69°08'34" West, 130.50 feet to a point on the thread of the Deschutes River; thence along said thread the following six courses:

North 13°01'35" East, 198.53 feet;
 North 07°11'35" West, 479.37 feet;
 North 11°37'14" West, 274.04 feet;
 North 07°26'08" East, 321.75 feet;
 North 18°30'37" West, 280.19 feet;
 North 45°13'49" West, 138.27 feet to a point on the southerly line of said plat of Northside Terrace;

thence leaving said thread of the Deschutes River and along the southerly and southeasterly lines of said plat of Northside Terrace the following three courses and five curves:

North 72°11'38" East, 475.73 feet;
 140.97 feet along the arc of a 180.00 foot radius non-tangent curve to the left, the long chord of which bears South 42°50'45" East, 137.39 feet;
 22.09 feet along the arc of a 15.00 foot radius curve to the right, the long chord of which bears South 23°05'39" East, 20.15 feet;
 28.95 feet along the arc of a 355.00 foot radius curve to the right, the long chord of which bears South 16°45'25" West, 28.94 feet;
 South 75°34'46" East, 110.00 feet;
 91.91 feet along the arc of a 245.00 foot radius non-tangent curve to the right, the long chord of which bears North 25°10'02" East, 91.37 feet;
 North 44°39'39" East, 300.86 feet;



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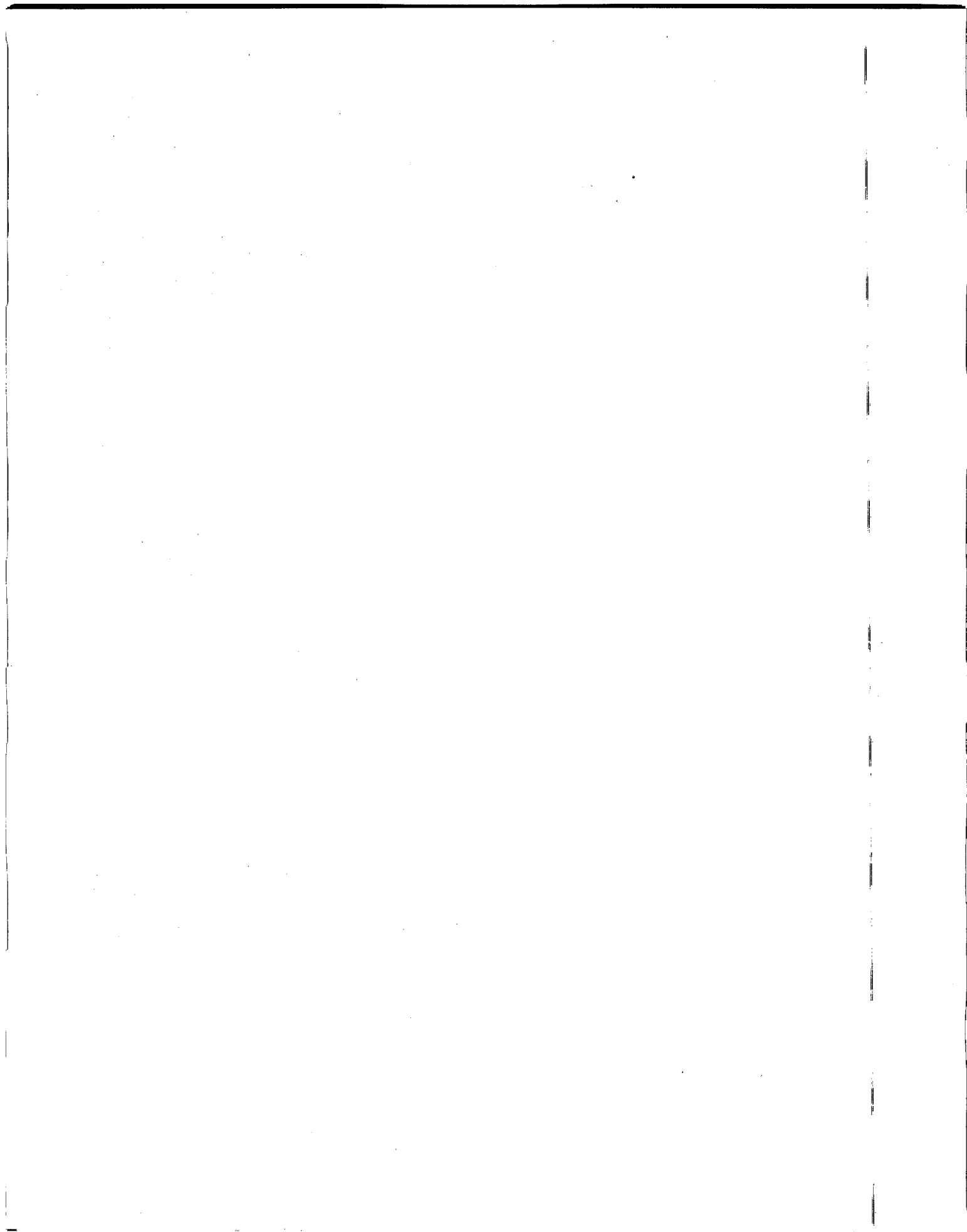
8.41 feet along the arc of a 220.00 foot radius non-tangent curve to the left, the long chord of which bears South 42°16'03" East, 8.41 feet to the point of beginning, the terminus of this description.

REGISTERED
PROFESSIONAL
LAND SURVEYOR

8-7-98

Peter A. Manley
OREGON
JULY 1, 1990
PETER A. MANLEY
2214

EXPIRES 12-31-98



PARCEL 3
EXHIBIT A

WESTSIDE-NORTH, PHASE I

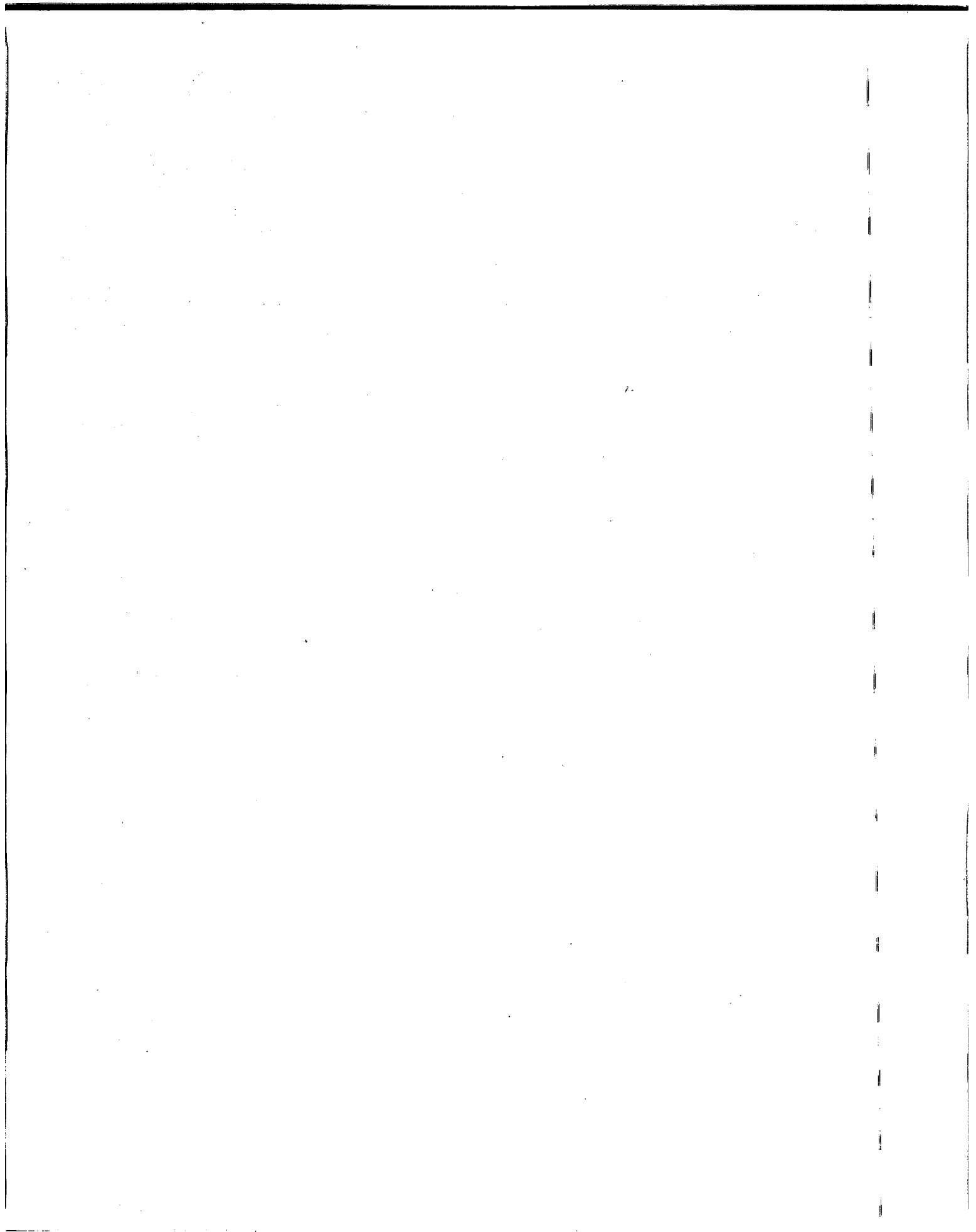
BOUNDARY DESCRIPTION

A parcel of land located in the Northwest One-Quarter (NW1/4) of Section 5, Township 18 South, Range 12 East, Willamette Meridian, City of Bend, Deschutes County, Oregon, being more particularly described as follows:

Beginning at a 5/8" iron rod with yellow plastic cap marked "W&H PAC." On the southeasterly right-of-way line of Colorado Avenue (80.00 foot right-of-way) which bears South 66°18'18" West, 2171.06 feet from the North One-Quarter Corner of said Section 5; thence along said right-of-way line North 46°47'49" East, 422.85 feet to a point on the thread of the Deschutes River; thence leaving said right-of-way line and along the thread of the Deschutes River South 47°40'52" East, 524.50; thence South 63°41'54" East, 96.70 feet to the southwesterly corner of Common 3 of the plat of Northside Terrace (CS# 13331 as filed on July 1, 1998 in the office of the Deschutes County Surveyor); thence along the southwesterly line of Common 3 (also being the thread of the Deschutes River) South 45°13'49" East, 491.05 feet to the southernmost corner of Common 3; thence leaving said southwesterly line and continuing along the thread of the Deschutes River the following four courses:

South 45°13'49" East, 138.28 feet;
South 18°30'37" East, 280.19 feet;
South 07°26'08" West, 321.75 feet;
South 11°37'14" East, 91.25 feet;

thence leaving the thread of the Deschutes River North 82°06'14" West, 691.39 feet; thence South 03°38'15" West 122.00 feet; thence 125.25 feet along the arc of a 330.00 foot radius curve to the right, the long chord of which bears South 14°30'37" West, 124.50 feet; thence North 64°37'00" West, 60.00 feet; thence North 86°06'15" West, 532.08 feet; thence North 03°18'41" West, 80.30 feet to a 5/8" iron rod with plastic cap marked "CWEC" on the easterly line of the plat of Shevlin Center Business Park Phase I (CS# 09726 as filed in the office of the Deschutes County Surveyor on May 10, 1989); thence continuing along said easterly line North 03°18'41" West, 421.64 feet to a 5/8" iron rod with a 1 1/2" aluminum cap marked "LS 641" which marks the southwesterly corner of Parcel B of LL-36-94 (CS# 12120 as filed on March 15, 1995 in the office of the Deschutes County Surveyor); thence leaving said easterly line and along the southerly line of said Parcel B South 62°44'40" East, 413.07 feet to the southeasterly corner of Parcel

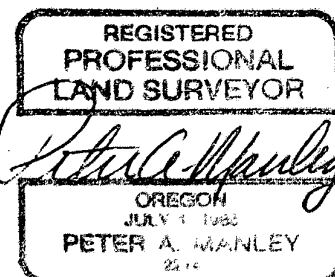


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B; thence leaving said southerly line and along the easterly line of said Parcel B North 27°15'20" East, 20.00 feet to the southeasterly corner of Parcel A of Partition Plat No. 1992-48 (CS# 11253 as filed on September 30, 1992 in the office of the Deschutes County Surveyor); thence leaving said easterly line and along the easterly and northerly boundary lines of said Parcel A the following six courses:

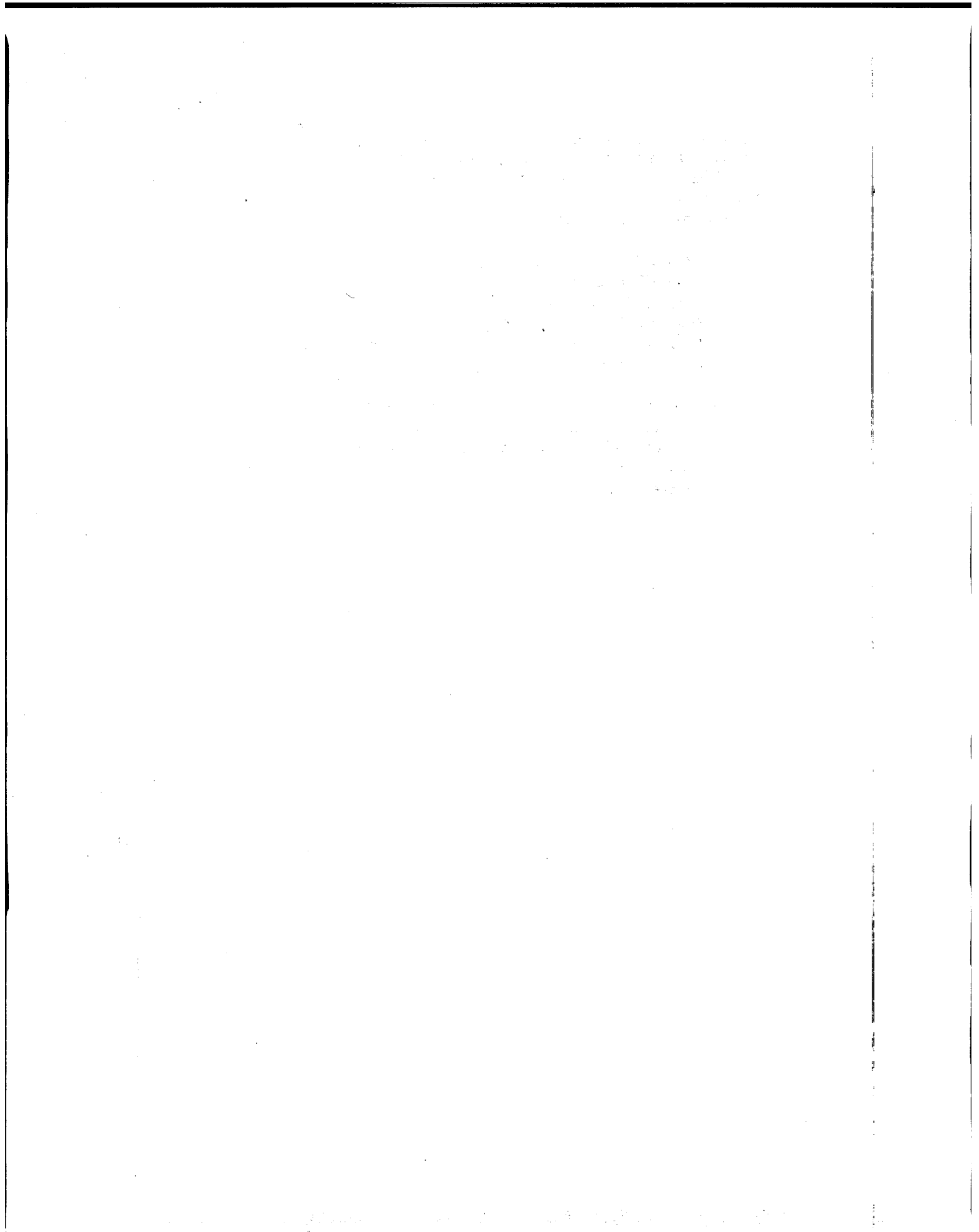
North 27°15'20" East, 343.85 feet to a 5/8" iron rod;
North 62°44'40" West, 158.32 feet;
South 27°12'45" West, 13.22 feet;
North 62°47'15" West, 100.00 feet;
North 27°12'45" East, 172.29 feet to a 5/8" iron rod;
North 63°05'06" West, 278.08 feet;

thence leaving the northerly line of said Parcel A 260.21 feet along the arc of a 225.00 foot radius non-tangent curve to the left, the long chord of which bears North 10°04'23" West, 245.95 feet to a 5/8" iron rod with plastic cap marked "W&H PAC."; thence North 43°12'15" West, 63.29 feet to the point of beginning, the terminus of this description.



8-7-98

CHARGES 12-31-98



PARCEL 4
EXHIBIT A

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A tract of land located in the Northeast 1/4 of Section 5, Township 18 South, Range 12 East, Willamette Meridian, Deschutes County, Oregon, being more particularly described as follows:

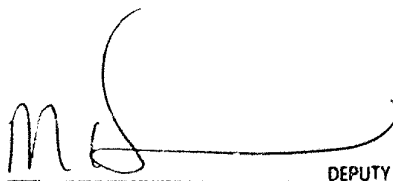
Beginning at a point on the East-West centerline of said Section 5, from said point the center 1/4 corner of Section 5 bears South 89° 56' 17" West, 1,053.87 feet; thence leaving said centerline of said Section 5, North 00° 00' 00" East, 55.34 feet; thence North 12° 33' 44" East, 85.76 feet; thence North 01° 06' 46" West, 116.02 feet; thence North 06° 44' 42" East, 230.21 feet; thence North 26° 52' 49" East, 140.08 feet; thence South 70° 15' 36" East, 114.08 feet; thence South 52° 53' 37" East, 263.94 feet to a point of curvature; thence along the arc of a 20.00 foot radius curve to the right, through a central angle of 74° 54' 22", an arc distance of 26.15 feet (the long chord of which bears South 15° 26' 26" East, 24.32 feet) to a point of tangency; thence South 22° 47' 22" West, 87.46 feet to a point of curvature; thence along the arc of a 40.00 foot radius curve to the left, through a central angle of 22° 47' 22", an arc distance of 15.91 feet (the long chord of which bears South 11° 23' 41" West, 15.81 feet) to a point of tangency; thence South 00° 00' 00" East, 290.85 feet to a point on said East-West centerline of said Section 5; thence South 89° 56' 16" West, along said East-West centerline, 394.13 feet to the POINT OF BEGINNING. This tract of land contains 4.65 acres more or less.

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:

98 AUG 11 PM 2:21

MARY SUE PENHOLLOW
COUNTY CLERK

BY  DEPUTY

NO. 98-35328 FEE 55

DESCHUTES COUNTY OFFICIAL RECORDS

