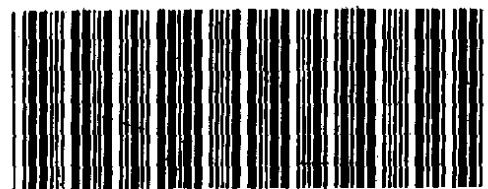


When recorded, return to:
Shea Homes
8800 N. Gainey Center Dr., Suite 350
Scottsdale, AZ 85258
Attn: Ms. Kim Junkin



OFFICIAL RECORDS OF
MARICOPA COUNTY RECORDER
HELEN PURCELL
2002-0363834 04/09/02 14:57
1 OF 1

JAHNC

**SECOND AMENDMENT TO DECLARATION OF
COVENANTS, CONDITIONS AND RESTRICTIONS
FOR FONTE AL SOLE**

The undersigned, being the only owners of the Property subject to that certain Declaration of Covenants, Conditions and Restrictions for Fonte al Sole (as previously amended, the "Declaration") recorded at Maricopa County, Arizona instrument no. 2002-0245296 do hereby amend the Declaration as follows:

1. The Maximum Annual Assessment described in Section 4.3(H)(i) of the Declaration is amended to be \$800.
2. Except as stated above, the provisions of the Declaration shall remain in full force and effect. Capitalized terms used herein without definition shall have the meanings stated in the Declaration.

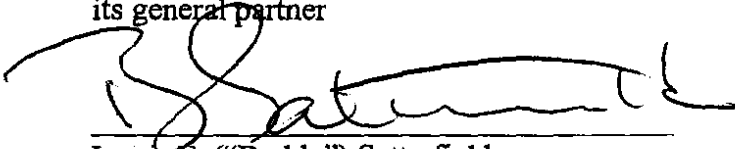
In witness whereof, the undersigned have placed its/their signatures.

SIGNATURES APPEAR ON FOLLOWING PAGES.

20030304

SHEA HOMES LIMITED PARTNERSHIP,
a California limited partnership,

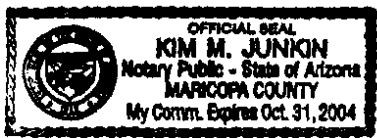
By: J.F. SHEA CO., INC.,
a Nevada corporation,
its general partner



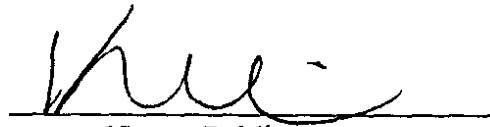
Lewis F. ("Buddy") Satterfield
Vice President

STATE OF ARIZONA)
) ss.
COUNTY OF MARICOPA)

This instrument was acknowledged before me this 4th day of April, 2002 by Lewis F. ("Buddy") Satterfield, the Vice President of J.F. Shea Co., Inc., a Nevada corporation that is the general partner of Shea Homes Limited Partnership, a California limited partnership, for and on behalf of the limited partnership.



Notary Stamp/Seal



Notary Public

CHANDLER 100 LLC,
an Arizona limited liability company

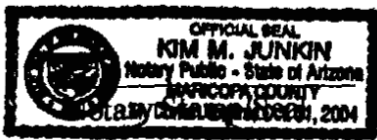
By: Adobe Development Partners L.L.C.,
an Arizona limited liability company,
Managing Member

By: Cheryl C. Sutherland, Inc.,
an Arizona corporation, Member

By: Cheryl C. Sutherland
Name: Cheryl C. Sutherland
Title: President

STATE OF ARIZONA)
) ss.
COUNTY OF MARICOPA)


This instrument was acknowledged before me this 1st day of April, 2002 by Cheryl C. Sutherland, the President of Cheryl C. Sutherland, Inc., an Arizona corporation that is the Member of Adobe Development Partners L.L.C., an Arizona limited liability company that is the Managing Member of Chandler 100, LLC, an Arizona limited liability company, for and on behalf of the limited liability company.



Kim M. Junkin
Notary Public

Commission Expires: October 31, 2004

BEAZER HOMES HOLDING CORPORATION,
a Delaware corporation

By: 
Name: Rexford Ross
As: Authorized Agent

STATE OF ARIZONA)
) ss.
COUNTY OF MARICOPA)

This instrument was acknowledged before me this 2nd day of April, 2002, by Rexford Ross, the Authorized Agent of Beazer Homes Holding Corporation, a Delaware Corporation, for and on behalf of the corporation.

Expiration:
9.14.2005
Notary Stamp/Seal


Notary Public

