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81-223147

Recording Requested By:)
 Lomas Verdes Development)
 Co.)
 When Recorded Mail To:)
 Lomas Verdes Development)
 Co.)
 10731 Treena Street)
 Suite 100)
 San Diego, California)
 92131)

FILE/PAGE NO. _____
 BOOK 1981
 RECORDED REQUEST OF
 LOMAS VERDES DEV. CO.
 JUL 15 3 32 PM '81
 OFFICIAL RECORDS
 SAN DIEGO COUNTY, CAL.
 VERA L. LYLE
 RECORDER

\$6.00

M.F.
\$1.00

Space Above for Recorder's Use

AMENDMENT NO. 2 TO
 DECLARATION OF COVENANTS, CONDITIONS AND RESTRICTIONS
 OF
 LOMAS VERDES ESTATES

This Amendment No. 2 to Declaration of Covenants, Conditions and Restrictions of Lomas Verdes Estates (the "Second Amendment") is made as of the 15th day of July, 1981, with reference to the following facts:

A. On July 2, 1980, LOMAS VERDES DEVELOPMENT CO., a California partnership, executed that certain Declaration of Covenants, Conditions and Restrictions for LOMAS VERDES ESTATES, a Residential Development, San Diego, California (the "Original Declaration"), which Original Declaration was recorded in the Office of the San Diego County Recorder on July 21, 1980, in Book 1980 at File/Page No. 80-227970 of the Official Records thereof. An Amendment No. 1 to the Original Declaration was recorded in the Office of the San Diego County Recorder on June 1, 1981, in Book 1981 at File/Page No. 81-169982 of the Official Records thereof (the "First Amendment"). The Original Declaration and the First Amendment are herein collectively referred to as the "Declaration".

B. The Declaration imposes certain limitations, covenants, conditions, restrictions, reservations, liens and charges, all as more fully set forth therein, upon that certain real property located in the County of San Diego, State of California, described as follows:

Lots 1 to 35, inclusive, of County of San Diego Tract 3842-1, in the County of San Diego, State of California, according to Map thereof No. 9620, filed in the Office of the County Recorder of San Diego County, April 15, 1980,

together with all other real property annexed thereto pursuant to the terms and provisions of the Declaration.

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C. The Declaration authorizes the amendment thereof by the approval of either (i) the vote or written consent of at least a majority of the total voting power of each class of Members (as defined in the Declaration) or (ii) the vote or written consent of a majority of a quorum of Members of each class. Pursuant to the terms of the Declaration, after such approval, such amendment shall be effective upon the recordation in the Office of the County Recorder of San Diego County, California, of an instrument executed in the name of the Association (as defined in the Declaration) by its authorized officers. The matters amended herein do not constitute "material amendments" (as defined in the Declaration) and therefore shall be made without the written assent or vote of the holders of first mortgages or first deeds of trust encumbering each Residence Lot.

D. By execution hereof by its President, the Association certifies that the written consent of at least a majority of the total voting power of each class of Members has been obtained to this Second Amendment.

NOW, THEREFORE, the Declaration is hereby amended as follows:

1. Paragraph 6.3 of the Declaration is hereby amended to read in full as follows:

"6.3 Variance. The Architectural Committee may authorize variances from compliance with any of the architectural provisions of this Declaration, including without limitation, restrictions upon height, size, floor area or placement of structures, or other restrictions, or when circumstances including, without limitation, topography, natural, aesthetic or environmental considerations, may require or permit, as determined by the Architectural Committee. If such variances are granted, no violation of the covenants, conditions and restrictions contained in this Declaration shall be deemed to have occurred with respect to the matter for which the variance was granted. The granting of such a variance shall not operate to waive any of the terms and provisions of this Declaration for any purpose except as to the particular property and particular provision hereof covered by the variance, nor shall it affect in any way the Owner's obligation to comply with all governmental laws and regulations affecting his use of the premises, including, but not limited to, zoning ordinances and Lot setback lines or requirements imposed by the County of San Diego or any other pertinent governmental authority."

2. Paragraph 7.12 of the Declaration is hereby amended to read in full as follows:

"7.12 Tennis Courts. The Architectural Committee shall review any submission of a plan for a tennis court using the following guidelines: (i) courts must be behind a main dwelling unit and should be no closer than fifty (50) feet from neighboring homes and fully screened by plantings; (ii) lights will be generally prohibited (unless specifically authorized by the Architectural Committee); and (iii) grading for courts shall not result in cuts or fills of more than five (5) feet."

Except as modified, altered or amended by the provisions of this Second Amendment, the Declaration shall remain in full force and effect.

IN WITNESS WHEREOF, the undersigned have executed this Second Amendment as of the day and year first written above.

"Association"

LOMAS VERDES ASSOCIATION,
a California nonprofit mutual
benefit corporation

By James A. Ward
James A. Ward, President

"Members"

LOMAS VERDES DEVELOPMENT CO.,
a California partnership

By Lomas Verdes Development
Corp.,
Managing Partner

By Majia Mossanen
Majia Mossanen

By James A. Ward
James A. Ward

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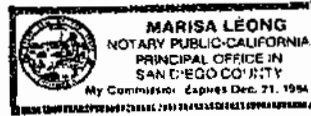
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STATE OF CALIFORNIA)
) ss.
COUNTY OF SAN DIEGO)

On July 15, 1981, before me, the undersigned, a Notary Public in and for said County and State, personally appeared James A. Ward, known to me to be the President of the corporation that executed the within instrument and known to me to be the person who executed the within instrument on behalf of the corporation therein named, and acknowledged to me that such corporation executed the within instrument pursuant to its Bylaws or a Resolution of its Board of Directors.

WITNESS my hand and official seal.

Marisa Leong
Notary Public in and for said
County and State
Marisa Leong

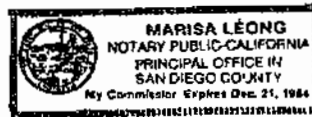


STATE OF CALIFORNIA)
) ss.
COUNTY OF SAN DIEGO)

On July 15, 1981, before me, the undersigned, a Notary Public in and for said County and State, personally appeared Majid Mossanen, known to me to be the Vice President, and James A. Ward, known to me to be the Secretary of Lomas Verdes Development Corp., the corporation that executed the within instrument and known to me to be the persons who executed the within instrument on behalf of said corporation, said corporation being known to me to be one of the partners of Lomas Verdes Development Co., the partnership that executed the within instrument, and acknowledged to me that such corporation executed the same as such partner and that such partnership executed the same.

WITNESS my hand and official seal.

Marisa Leong
Notary Public in and for said
County and State
Marisa Leong



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