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Page: 1 of 10
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FIRST AMERICAN TITLE ADEC 51.00 Douglas County

Return Address:

Jim Geisz
RLF Columbia Land Holdings, LLC
523 South Cascade Avenue, Suite E
Colorado Springs, CO 80903
0803091

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FIRST AMENDMENT TO AMENDED AND RESTATED PROTECTIVE COVENANTS

DOUGLAS COUNTY, WASHINGTON

Grantors/Grantees (Parties): Beebe Ranch, LLC, a Colorado limited liability company
Legal Description (abbreviated): Beebe Orchard Tracts
Reference Number of Declaration Amended: 3093154
Assessor's Tax Parcel ID#: 457-001-001-00 through 457-001-016-00; 457-002-001-00 through 457-002-081-00; 457-003-001-00 through 457-003-008-00; 457-004-001 00; 457-005-001-00; 27-23-16-400-03; 27-23-21-100-06; 272-321-200-04; 272-321-100-05 (covers this & other property); 272-321-100-05 (covers this and other property); 272-321-200-01 (covers this and other property)

Parties and Description of Property

1.1 Parties. The undersigned is the administrator of the Protective Covenants of the Property described below.

1.2 Property. That property commonly known as Beebe Orchard Tracts and adjoining properties situated in the County of Douglas, state of Washington, legally described as follows:

See Exhibits A, B and C attached.

Prior Documents

2.1 Protective Covenants. Amended and Restated Protective Covenants ("Protective Covenants") recorded December 23, 2005, under Douglas County Auditor's No. 3093154.

Amendment to Protective Covenants

3.1 Improvements to Vacant Lots. Section 2.3 of the Protective Covenants shall be deleted and replaced with the following:

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If a residence is constructed on a vacant Residential Lot, it must be a single family residence and must contain at least 1,800 square feet of enclosed horizontal area at the finish grade level of the lot on which it is located. If the residence has multiple floors, the main floor must contain at least 1,800 square feet of enclosed horizontal area.

3.2 Temporary Dwellings. Section 2.6 of the Protective Covenants shall be deleted and replaced with the following:

No mobile homes, tents or other outbuildings shall be installed for use on any Residential Lot at any time, either temporarily or permanently, as a residence. No free-standing outhouse or lavatory for privy purposes shall be erected or maintained or placed on any Residential Lot, except during periods of construction. Campers, trailers and other recreational vehicles may be located on a Residential Lot for a period of time not to exceed ninety (90) days out of any twelve (12) month period until December 31, 2008, or such later date as may be determined by the Administrator. Thereafter, no recreational vehicle or equipment, including without limitation, trailers, boats, buses or motor homes may at any time be used for human habitation, temporarily or permanently. Should Owners require either domestic or irrigation water service during the period of temporary use they shall be required to apply and pay for full service.

3.3 Manufactured Homes Prohibited. Section 2.25 of the Protective Covenants shall be deleted and replaced with the following:

No manufactured, modular or mobile home may be placed on any lot. No existing structure of any nature shall be moved onto any lot except for construction purposes during the construction period only.

3.4 Garages. Section 2.32 of the Protective Covenants shall be deleted and replaced with the following:

Every residence shall have at least a two car garage. Garages on Residential Lots or for Residential Units may be detached from the main dwelling structure. If detached the garage shall be constructed at the same time as the residence. The design, roof slope and materials of garages and shops shall be compatible with those of the main dwelling and must conform to all set-back restrictions.

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3.5 Letter and Delivery Boxes. Section 2.35 of the Protective Covenants shall be deleted and replaced with the following:

> Individual letter and delivery boxes are not permitted. The Developer will install approved postal boxes at locations and in clusters approved by the post office.

Applicability

4.1 Approved Plans. These Amendments shall not apply to lots for which plans have been approved prior to the recording of the Amendment.

Warranty of Vote

5.1 Warranty. The undersigned hereby warrants that it is the administrator of the Protective Covenants, that it held a vote regarding these amendments, and obtained a vote in excess of fifty percent (50%) in favor as required by the Protective Covenants.

DATED this 15th day of January, 2008.

Beebe Ranch, LLC,
A Colorado Limited Liability Company

By: James W Geisz
James W Geisz, Administrator

STATE OF COLORADO)
) ss.
COUNTY OF EL PASO)

I certify that I know or have satisfactory evidence that James W. Geisz is the person(s) who appeared before me, and said person(s) acknowledged that he/she/they signed this instrument as the duly-authorized Administrator of Beebe Ranch, LLC, a Colorado limited liability company, and as the Company's free and voluntary act for the uses and purposes mentioned in the instrument.

Given under my hand and official seal this 13th day of March, 2007.

Patricia Beiner
Patricia Beiner
NOTARY PUBLIC in and for the State of Colorado, residing at El Paso Cty.
My commission expires: 3/4/2009

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EXHIBIT A

Plat of Beebe Orchard Tracts, Douglas County, Washington, according to the plat thereof recorded in Volume 1 of Plats, Pages 1 through 13.

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EXHIBIT B

LEGAL DESCRIPTIONS FOR CORRAL CREEK GROUP

Parcel "A"

That part of Government Lot 8 of Section 9, lying easterly of a line described as follows:

Commencing at the corner common to Sections 9, 10, 15 and 16, a brass capped monument, from which the quarter corner common to Sections 10 and 15, a found original stone, bears North 89°34'26" East, distant 2687.85 feet; thence North 88°55'24" West, for a distance of 1249.68 feet, to the TRUE POINT OF BEGINNING of said line; thence from said true point of beginning, along said line, North 22°28'45" East, for a distance of 1470.45 feet; thence North 06°38'53" West to the ordinary highwater line on the left bank of the Columbia River and the terminus of said line.

Together With: that part of Government Lot 8 of Section 9, lying westerly of a line described as follows:

Commencing at the corner common to Sections 9, 10, 15 and 16, a brass capped monument, from which the quarter corner common to Sections 10 and 15, a found original stone, bears North 89°34'26" East, distant 2687.85 feet; thence North 88°55'24" West along the boundary line common to Sections 9 and 16, for a distance of 76.25 feet, to the TRUE POINT OF BEGINNING of said line; thence from said true point of beginning, along said line, North 00°04'06" West to the ordinary highwater line on the left bank of the Columbia River and the terminus of said line.

Together With: that part of the northeast quarter of the northeast quarter of Section 16 further described as follows:

Commencing at the corner common to Sections 9, 10, 15 and 16, a brass capped monument, from which the quarter corner common to Sections 10 and 15, a found original stone, bears North 89°34'26" East, distant 2687.85 feet; thence North 88°55'24" West, along the boundary line common to Sections 9 and 16, for a distance of 76.25 feet to the TRUE POINT OF BEGINNING; thence from said Point of Beginning, continuing North 88°55'24" West, along the northerly boundary of Section 16, for a distance of 425.86 feet; thence leaving said boundary line South 39°36'51" West, for a distance of 309.07 feet; thence South 00°00'00" East, for a distance of 296.88 feet; thence South 19°09'38" West, for a distance of 246.85 feet; thence North 90°00'00" East, for a distance of 226.50 feet; thence North 40°40'08" East, a distance of 732.88 feet; thence North 00°04'06" West, a distance of 204.27 feet to the Point of Beginning.

All of the above containing 40.4 acres more or less.

All in Township 27 North, Range 23 East, Willamette Meridian, Douglas County, Washington.

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All bearings and distances described are grid values per NAD 83/91, Washington State Coordinates System, North Zone. To obtain ground distances and acreages multiply by a factor of 1.00008714.

Parcel "B"

That part of Government Lot 8 of Section 9, lying easterly of a line described as follows:

Commencing at the corner common to Sections 9, 10, 15 and 16, a brass capped monument, from which the quarter corner common to Sections 10 and 15, a found original stone, bears North 89°34'26" East, distant 2687.85 feet; thence North 88°55'24" West, along the boundary line common to Sections 9 and 16, for a distance of 76.25 feet, to the TRUE POINT OF BEGINNING of said line; thence from said true point of beginning, along said line, North 00°04'06" West to the ordinary highwater line on the left bank of the Columbia River and the terminus of said line.

Together With: that part of the southwest quarter of the southwest quarter and of Government Lot 5 and Government Lot 6 of Section 10, lying westerly of a line described as follows:

Commencing at the corner common to Sections 9, 10, 15 and 16, a brass capped monument, from which the quarter corner common to Sections 10 and 15, a found original stone, bears North 89°34'26" East, distant 2687.85 feet; thence North 89°34'26" East, along the boundary line common to Sections 10 and 15, for a distance of 804.10 feet, to the TRUE POINT OF BEGINNING of said line; thence from said true point of beginning, along said line, North 01°47'28" West, a distance of 422.87 feet; thence North 21°28'48" East, a distance of 1088.38 feet; thence South 84°37'32" East, a distance of 65.51 feet; thence North 49°25'39" East, a distance of 600.91 feet; thence North 00°08'20" West to the ordinary highwater line on the left bank of the Columbia River and the terminus of said line.

Together With: that part of the northeast quarter of the northeast quarter of Section 16 further described as follows:

Beginning at the corner common to Sections 9, 10, 15 and 16, a brass capped monument, from which the quarter corner common to Sections 10 and 15, a found original stone, bears North 89°34'26" East, distant 2687.85 feet; thence North 88°55'24" West, along the boundary line common to Sections 9 and 16, for a distance of 76.25 feet; thence leaving said boundary line South 00°04'06" East, a distance of 204.27 feet; thence South 40°40'08" West, a distance of 732.88 feet; thence North 90°00'00" East, a distance of 564.14 feet to the boundary line common to Sections 15 and 16; thence along said common boundary line North 00°47'47" West, a distance of 758.79 feet to the Point of Beginning.

All of the above containing 60.6 acres more or less.

All in Township 27 North, Range 23 East, Willamette Meridian, Douglas County, Washington.

All bearings and distances described are grid values per NAD 83/91, Washington State Coordinates System, North Zone. To obtain ground distances and acreages multiply by a factor of 1.00008714.

Parcel "C"

That part of the southwest quarter of the southwest quarter and of Government Lot 5 and Government Lot 6 of Section 10; and the north half of the northwest corner of Section 15, all in

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Township 27 North Range 23 East, Willamette Meridian, Douglas County, Washington, lying easterly of a line described as follows:

Commencing at the quarter corner common to Sections 10 and 15, a found original stone, from which the corner common to Sections 9, 10, 15 and 16, a brass capped monument, bears South 89°34'26" West, distant 2687.85 feet; thence South 00°34'38" East, along the easterly boundary line of said North half of the northwest quarter, a distance of 1283.17 feet to the TRUE POINT OF BEGINNING of said line; thence from said Point of Beginning, along said line, North 59°16'37" West, a distance of 25.01 feet; thence North 83°37'46" West, a distance of 196.16 feet; thence North 31°46'13" West, a distance of 141.68 feet; thence North 62°04'02" West, a distance of 76.36 feet; thence North 28°08'19" West, a distance of 161.60 feet; thence North 31°26'32" West, a distance 85.92 feet; thence North 31°15'44" West, a distance of 60.93 feet; thence North 61°45'51" West, a distance of 8.75 feet; thence North 72°04'56" West, a distance of 54.97 feet; thence North 70°30'36" West, a distance of 102.82 feet; thence North 68°20'49" West, a distance of 320.74 feet; thence North 67°44'50" West, a distance of 77.64 feet; thence North 82°44'40" West, a distance of 7.51 feet; thence North 73°13'49" West, a distance of 97.67 feet; thence North 57°16'29" West, a distance of 73.39 feet; thence North 68°07'47" West, a distance of 107.70 feet; thence North 55°42'43" West, a distance of 77.42 feet; thence North 43°20'01" West, a distance of 246.08 feet; thence North 23°11'09" West, a distance of 143.16 feet; thence North 11°34'19" West, a distance of 85.71 feet; thence North 34°05'38" West, a distance of 29.08 feet; thence North 25°00'23" West, a distance of 42.01 feet to the boundary line common to Sections 10 and 15; thence along said common boundary line South 89°34'26" West, a distance of 255.46 feet; thence leaving said common boundary line North 01°47'28" West, a distance of 422.87 feet; thence North 21°28'48" East, a distance of 1088.38 feet; thence South 84°37'32" East, a distance of 65.51 feet; thence North 49°25'39" East, a distance of 600.91 feet; thence North 00°08'20" West to the ordinary highwater line on the left bank of the Columbia River and the terminus of said line.

All of the above containing 60.6 acres more or less.

All bearings and distances described are grid values per NAD 83/91, Washington State Coordinates System, North Zone. To obtain ground distances and acreages multiply by a factor of 1.00008714.

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Exhibit C

LEGAL DESCRIPTION
FOR
OTHER LANDS

Parcel A – Tax Parcel No. 27-23-16-400-03:

Government Lots 1, 3, 4 and 5 and the East half of Section 16, Township 27 North, Range 23, E.W.M., Douglas County, Washington, lying East of existing McNeil Canyon Road (County Roads No. 1128 and 431).

EXCEPT that parcel of land lying in said Section 16 described as follows: Commencing at the Northeast corner of said Section 16, a found brass cap monument, and running North 88°55'24" West along the section line a distance of 502.10 feet; thence South 39°36'51" West, a distance of 309.07 feet; thence South 0°00'00" East, a distance of 296.88 feet; thence South 19°09'38" West, a distance of 246.85 feet; thence North 0°00'00" West, a distance of 790.65 feet to a point on the line between Sections 16 and 15; thence North 00°47'47" West along said section line to the point of beginning.

ALSO EXCEPT that parcel of land lying in said Section 16 described as follows: Beginning at a stone at the quarter section corner between Sections 15 and 16 and running North along the section line a distance of 1356.75 feet; thence South 86°33'00" West, a distance of 193.00 feet; thence South 48°38'00" West, a distance of 202 feet; thence South 16°52'00" West, a distance of 545 feet; thence North 76°45'00" West, a distance of 130 feet; thence South 26°38'00" West, a distance of 380 feet; thence South 47°58'00" East a distance of 60 feet; thence South 85°53'00" East, a distance of 315 feet; thence South 18°07'00" East, a distance of 455 feet; thence North 83°08'00" East, a distance of 301.50 feet to a point on the line between said Sections 15 and 16; thence North 00°47'47" West along said line a distance of 80 feet to the point of beginning.

EXCEPT that portion of the Southwest one-fourth of Section 16, Township 27 North, Range 23, E.W.M., described as follows: Commencing at a point on the southerly boundary line of the established County Road which runs through said Southwest one-fourth of said Section 16, which said point is twelve hundred (1200) feet due North of the Southeast corner of said Southwest quarter of said Section 16; thence southerly along the southerly line of said County Road a distance of 680 feet; thence in a straight line to a point 600 feet due South of the Point of Beginning; thence in a straight line to said Point of Beginning.

Parcel B – Tax Parcel No. 27-23-21-100-06:

Government Lots 1, 2 and 3, the Southeast quarter of the Northwest quarter, and the Northwest quarter of the Northeast quarter of Section 21, Township 27 North, Range 23, E.W.M., Douglas County, Washington, lying East of existing McNeil Canyon Road (County Roads No. 1128 and 431).

EXCEPT that portion of Government Lots 2 and 3 conveyed to the Public Utility District No. 1 of Chelan County for the relocation of County Road No. 431 by deed recorded March 28, 1961, in Book 147 of Deeds, page 63, under Auditor's File No. 133375.

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ALSO EXCEPT that portion of land lying easterly of Douglas County Road No. 431 (McNeil Canyon Road) and lying South of the line described as follows: Commencing at the Southeast corner of said Southeast quarter of the Northwest quarter; thence North 01°17'49" West, along the easterly boundary line of said Southeast quarter of the Northwest quarter, a distance of 1294.35 feet to the True Point of Beginning; thence leaving said boundary line South 50°07'24" West, a distance of 327.53 feet; thence North 22°22'21" West, a distance of 492.13 feet; thence North 90°00'00" West, a distance of 173.44 feet; thence South 74°19'33" West, a distance of 427.54 feet; thence South 87°12'27" West, a distance of 184.87 feet; thence North 86°27'29" West, a distance of 275.92 feet; thence North 43°45'55" West, a distance of 60.00 feet to the easterly right of way line of Douglas County Road No. 431 (McNeil Canyon Road).

ALSO EXCEPT County Road right of way.

ALSO EXCEPT that certain parcel of land described in that instrument recorded under Auditor's File No. 133375, records of Douglas County.

TOGETHER WITH the North half of the North half of the Northwest quarter of the Southwest quarter of the Northeast quarter of said Section 21.

Parcel "C" Tax Parcel 272-321-200-04

That part of Government Lots 2 and 3 in Section 21, Township 27 North, Range 23, E.W.M., Douglas County, Washington, further described as follows:
Beginning at the Southeast corner of Government Lot 2, the True Point of Beginning, from which the Southeast corner of the Southeast quarter of the Northwest quarter bears North 89°42'30" East, a distance of 1408.82 feet; thence from said Point of Beginning, South 00°34'19" West, along the Easterly boundary line of said Government Lot 3, a distance of 1307.05 feet to the Southeast corner of said Government Lot 3; thence North 89°25'46" West, along the Southerly boundary line of said Government Lot 3, a distance of 1339.48 feet; thence leaving said boundary line North 32°35'57" East, a distance of 612.07 feet; thence North 81°04'44" East, a distance of 222.79 feet; thence North 23°38'12" East, a distance of 469.27 feet; thence North 01°19'21" East, a distance of 480.65 feet; thence North 62°07'55" West, a distance of 289.09 feet; thence North 04°12'30" East, a distance of 215.30 feet; thence North 68°29'06" West, a distance of 228.74 feet to a point on the Easterly right of way line of Douglas County Road No. 431 (McNeil Canyon Road); thence along said right of way line North 22°13'16" East, a distance of 278.24 feet; thence along a curve to the right having a delta angle of 01°50'47", a radius of 676.19 feet, for a length of 21.79 feet; thence leaving said right of way line South 68°29'06" East, a distance of 567.01 feet; thence South 00°00'00" East, a distance of 672.48 feet; thence North 89°42'30" East, a distance of 414.66 feet to the Point of Beginning.

Parcel "D" Tax Parcel 272-321-100-05 (covers this & other property)

That part of the Southeast quarter of the Northwest quarter and of Government Lot 2 in Section 21, Township 27 North, Range 23, E. W. M., Douglas County, Washington, further described as follows: Beginning at the Southeast corner of said Southeast quarter of the Northwest quarter, the True Point of Beginning, thence from said Point of Beginning, South 89°42'30" West along the Southerly boundary line of said Southeast quarter of the Northwest quarter and of said Government Lot 2, a distance of 1823.48 feet: thence leaving said boundary line, North 00°00'00" East a distance of 672.48 feet; thence North 68°29'06" West a distance of 567.01 feet to a point

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on the Easterly right of way line of Douglas County Road No. 431 (McNeil Canyon Road), said point having a radial bearing to the center of the curve of South 65°55'58" East; thence along said right of way line, along a curve to the right having a delta angle of 26°09'51" a radius of 676.19 feet, for a length of 308.78 feet; thence leaving said right of way line, South 65°36'16" East, a distance of 647.37 feet; thence South 00°00'00" East a distance of 466.02 feet; thence North 90°00'00" East a distance of 1567.88 feet to the Easterly boundary line of said Southeast quarter of the Northwest quarter; thence along said Easterly boundary line South 01°17'49" East a distance of 381.83 feet to the Point of Beginning, EXCEPT therefrom that portion conveyed to Douglas County by Deed recorded under Auditor's file No. 311227.

Parcel "E" Tax Parcel 272-321-100-05 (covers this and other property)

That part of the Southeast quarter of the Northwest quarter and of Government Lot 2 in Section 21, Township 27 North, Range 23, E.W.M., Douglas County, Washington, further described as follows: Commencing at the Southeast corner of said Southeast quarter of the Northwest quarter; thence North 01°17'49" West, along the Easterly boundary line of said Southeast quarter of the Northwest quarter, a distance of 381.83 feet to the True Point of Beginning; thence from said Point of Beginning, leaving said Easterly boundary line North 90°00'00" West, a distance of 1567.88 feet; thence North 00°00'00" East a distance of 466.02 feet; thence North 65°36'16" West a distance of 647.37 feet to a point on a curve on the Easterly right of way line of Douglas County Road No. 431 (McNeil Canyon Road), said point having a radial bearing to the center of the curve of South 39°46'06" East thence along said right of way line along a curve to the right, in a Northeasterly direction, having a delta angle of 17°54'07", a radius of 676.19 feet, for a length of 211.27 feet; thence North 68°08'01" East, a distance of 118.47 feet; thence along a curve to the left, having a delta angle of 00°15'43", a radius of 994.93 feet, for a length of 4.55 feet; thence leaving said right of way line, South 53°07'01" East, a distance of 154.32 feet; thence South 73°33'24" East, a distance of, a distance of 394.71 feet: thence North 90°00'00" East, a distance of 646.43 feet; thence South 00°00'00" East, a distance of 447.96 feet; thence North 90°00'00" East, a distance of 708.84 feet to the Easterly boundary line of said Southeast quarter of the Northwest quarter; thence along said Easterly boundary line South 01°17'49" East, a distance of 234.78 feet to the Point of Beginning.

Parcel "F" Tax Parcel 272-321-200-01 (covers this and other property)

Parcel 1 as delineated on Resource Land Holdings LLC Survey, recorded November 5, 2002, in Book H. of Surveys Page 802 and 803, under Chelan County, Washington Auditor's file No. 3053636, being a portion of the Northwest quarter of Section 21, Township 27 North, Range 23, Chelan County, Washington.

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