

After Recording Return to:

Lisa Baker
Pacific Properties, Inc.
14410 Bel-Red Road, Suite 200
Bellevue, WA 98007

**SECOND AMENDMENT TO AMENDED AND RESTATED DECLARATION
AND COVENANTS, CONDITIONS, RESTRICTIONS,
EASEMENTS AND RESERVATIONS FOR
THREE WILLOWS DIVISION NO. 2**

Grantor: THREE WILLOWS, INC., a Washington corporation
Grantee: Homeowners in Three Willows Division No. 2
Tax Parcel Nos.: 342506-9040-08; -9057-08; -9052-03; -9040-81
Legal Description: SW ¼ of SE ¼, Section 34, T 25 N, R 6 E, W.M.
Related Documents: 9803311304; 9807290657; 9902230715

THIS SECOND AMENDMENT TO AMENDED AND RESTATED DECLARATION AND COVENANTS, CONDITIONS, RESTRICTIONS, EASEMENTS AND RESERVATIONS FOR THREE WILLOWS DIVISION NO. 2 (the "Amendment") is made by THREE WILLOWS, INC., a Washington corporation ("Declarant") as of this 26th day of May, 1999.

RECITALS

11-
C:\DAG\1112\18 00
REF# W9901133-10

Declarant is the owner of certain real property (the "Property") in King County, Washington, legally described on Exhibit A hereto.

The Property is subdivided as shown in the Plat for Three Willows Division No. 2, recorded in volume 184 of Plats, pages 88 through 91 records of King County, Washington (the "Plat").

The Property was initially known as Tract D of The Plat of Three Willows, which plat was recorded on December 16, 1997, under Recording No. 9712160594, records of King County, Washington (the "Three Willows Original Declaration"). In the event of any inconsistency between the Three Willows Original Declaration and this Declaration with respect to the Property, the terms, covenants and conditions of this Declaration shall govern.

Declarant has previously subjected the Property to that certain Declaration and Covenants, Conditions, Restrictions, Easements and Reservations for Three Willows Division No. 2, recorded on March 31, 1998 under King County Recording No. 9803311304 (the "Original Declaration").

9906010723

990601-0723 09:50:00 AM KING COUNTY RECORDS 004 NK 11.00

A. The Original Declaration was amended by First Amendment to Declaration and Covenants, Conditions, Restrictions, Easements and Reservations for Three Willows Division No. 2 (the "First Amendment"), which was recorded on July 29, 1998 under King County Auditor's File No. 9807290657.

B. The Original Declaration was further amended and replaced, in its entirety, by that certain Amended and Restated Declaration and Covenants, Conditions, Restrictions, Easements and Reservations for Three Willows Division No. 2, recorded on February 23, 1999 under King County Recording No. 9902230715 (the "Restated Declaration").

Article 17 of the Restated Declaration provides that Declarant may, at any time prior to the Transition Date, amend the Original Declaration on its sole signature. The Transition Date has not yet passed.

NOW, THEREFORE, Declarant wishes to further amend the Restated Declaration and declares that the Restated Declaration is hereby amended as follows:

1. Section 3.5.2 is hereby deleted, in its entirety, and the following is substituted:

3.5.2. Maintenance of Buildings and Lots. Except as otherwise provided in Section 2.13 with respect to Limited Common Areas, each Owner shall, at the Owner's sole expense, keep the interior and exterior of the Structure on the Owner's Lot, as well as the Lot, in a clean and sanitary condition, free of rodents and pests, and in good order, condition and repair and shall maintain the appearance and condition of the Structure and the Lot.

2. Ratification. Except as expressly amended in this Amendment, the terms, covenants and conditions of the Amended Declaration shall continue in full force and effect and are hereby ratified by Declarant.

THREE WILLOWS, INC.
a Washington corporation

By: [Signature]
Mike Miller
(Printed Name)
Its: [Signature]

9906010723

STATE OF WASHINGTON)
) ss.
COUNTY OF KING)

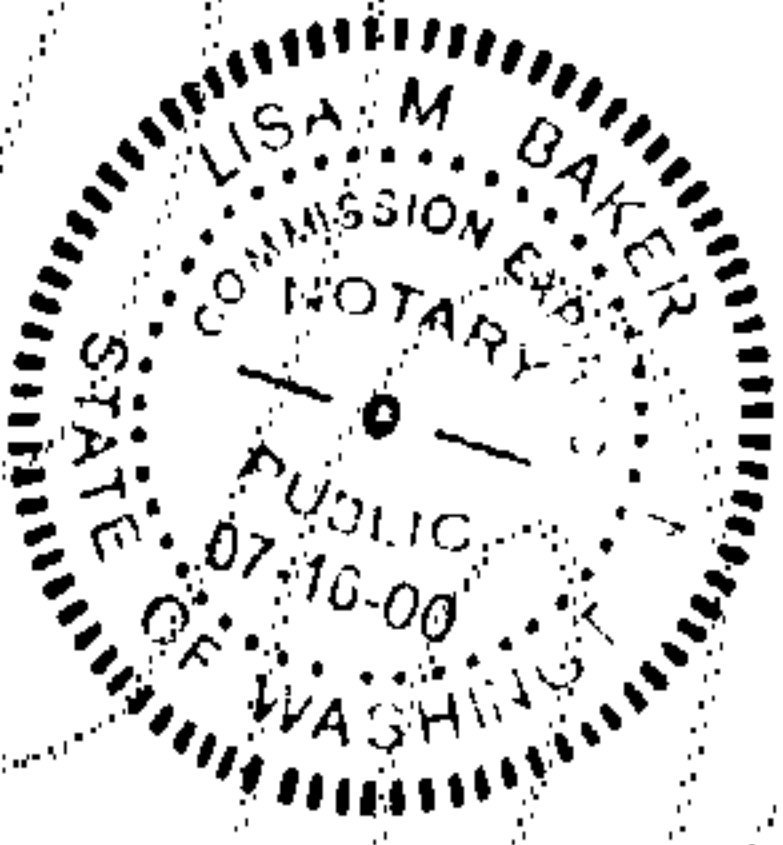
On this day personally appeared before me Michael Miller to me known to be the ~~President~~ of Three Willows, Inc., the corporation who executed the within and foregoing instrument, and acknowledged the said instrument to be the free and voluntary act of said corporation, for the uses and purposes therein mentioned, and on oath stated that he was authorized to execute the said instrument.

GIVEN under my hand and official seal this 26th day of May, 1999.

Lisa M Baker
(Signature)

Lisa M Baker
(Print Name)

Notary Public in and for the State of
Washington, residing at Bellevue
My commission expires 7-16-00



9906010723

EXHIBIT "A"

LEGAL DESCRIPTION

Tract D, Three Willows, according to the plat thereof recorded in Volume 183 of plats, pages 64 through 71, records of King County, Washington.

9906010723