

**FIRST AMENDMENT TO AMENDED AND RESTATED DECLARATION OF COVENANTS, CONDITIONS AND RESTRICTIONS FOR TATUM RANCH**

This First Amendment dated September 22, 1998 is made by SunCor Development company, an Arizona corporation (hereinafter "Declarant").

**RECITALS**

A. SunCor Development Partners, and Arizona general partnership, previously recorded that certain DECLARATION OF COVENANTS, CONDITIONS AND RESTRICTIONS dated February 19, 1998 and recorded as document Recording Number 88-090390, Records of Maricopa County, Arizona. That Declaration was amended by a FIRST AMENDMENT TO DECLARATION OF COVENANTS, CONDITIONS AND RESTRICTIONS FOR TATUM RANCH, dated May 16, 1988, and recorded as document Recording Number 88-239882, Records of Maricopa County, Arizona (the "First Amendment"). Thereafter, SunCor Development Partners appointed Suncor Development Company as the successor Declarant as set forth in the DESIGNATION OF SUCCESSOR DECLARANT FOR TATUM RANCH dated November 10, 1988 and recorded as document Recording Number 88-602338, Records of Maricopa County, Arizona. Declarant caused the SECOND AMENDED AND RESTATED DECLARATION OF COVENANTS, CONDITIONS AND RESTRICTIONS FOR TATUM RANCH dated December 21, 1988 to be recorded as document Recording Number 88-625068, Records of Maricopa County, Arizona (the "Declaration").

B. The Declaration, at Article XI, Section 1, states in part as follows:

...The Declarant may voluntarily relinquish (either temporarily or permanently) its right to appoint all or some of the members of one or both of the Architectural Committees by recording an amendment to the Declaration executed by the Declarant alone.

C. The Declarant now desires to amend the Declaration for the purpose of permanently relinquishing its right to appoint members of the Residential Architectural committee as provided by Article XI Section 1 of the Declaration.

NOW THEREFORE, Declarant hereby amends the Declaration as follows:

1. Amendment of Declaration. Declarant hereby permanently relinquishes its right to appoint any of the members of the Tatum Ranch Residential Architectural Committee as provided in Article XI of the Declaration.
2. Defined Terms. The capitalized terms used herein shall be deemed to have the same meanings as given those terms in the Declaration.

3. Agreement Otherwise Unchanged. Except as expressly amended herein, the Declaration shall continue in full force and effect.