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 08-28-2003 03:54pm \$25.00
 PIERCE COUNTY, WASHINGTON

Return Address:
 Heller-Ehrman White & McAuliffe
 701 Fifth Avenue, Suite 6100
 Seattle, WA 98104-7098
 Attention: Carmel G. Hayward

WASHINGTON STATE COUNTY AUDITOR/RECORDER'S
 INDEXING FORM (Cover Sheet)

CHICAGO TITLE AUG 28 2003 WR02713

Document Title: Amendment to Supplementary Declarations of Covenants, Conditions, Restrictions, and Easements for Grayhawk, Grayhawk II, Premier Phase 1, Premier Phase 2, Hillsboro Phase 1, Hillsboro Phase 2, Hillsboro Phase 3 and Ashford at Silver Creek
Reference Number of Document: 9612120005 re-recorded 9612240018; 9810140660 re-recorded 200208221188; 200111140861 re-recorded 200308250095; 200209251214 re-recorded 200308250094; 9903310233; 9904010364; 200111140864; 200002170418; 200111140863; 9912100688; 200005180368; 200111140862; 200209251213; 200205090462; 9911240709; 200111140865; 200110110319; 200111140866; 200110110341; 200111140867; and 9612120006.
Grantor: LB Silver Creek LLC, a Delaware limited liability company
Grantee:
Legal Description (abbreviated, i.e., lot, block, plat or section, township, range): Additional Legal: Complete legal description in Revised Exhibit A of document.
Assessor's Property Tax Parcel/Account Number(s):

For reference only, not for re-sale.

After Recording Mail To:

Heller Ehrman White & McAuliffe
701 Fifth Avenue, Suite 6100
Seattle, WA 98104-7098
Attention: Carmen G. Hayward

**AMENDMENT TO SUPPLEMENTARY DECLARATIONS OF
COVENANTS, CONDITIONS, RESTRICTIONS AND EASEMENTS FOR
GRAYHAWK, GRAYHAWK II, PREMIER PHASE 1, PREMIER PHASE 2,
HILLSBORO PHASE 1, HILLSBORO PHASE 2, HILLSBORO PHASE 3 AND
ASHFORD AT SILVER CREEK**

THIS AMENDMENT TO THE SUPPLEMENTARY DECLARATIONS OF COVENANTS, CONDITIONS, RESTRICTIONS AND EASEMENTS FOR GRAYHAWK, GRAYHAWK II, PREMIER PHASE 1, PREMIER PHASE 2, HILLSBORO PHASE 1, HILLSBORO PHASE 2, HILLSBORO PHASE 3 AND ASHFORD AT SILVER CREEK (this "Amendment") is made on this 31st day of July, 2003 by LB SILVER CREEK LLC, a Delaware limited liability company.

RECITALS

WHEREAS, certain real property situated in the County of Pierce, State of Washington which is more particularly described as The Rim as recorded on March 30, 1999 under Pierce County number 9903305006, which is by this reference, incorporated herein ("Grayhawk");

WHEREAS, Grayhawk is subject to the Declaration of Covenants, Conditions, Restrictions and Easements for Silver Creek as recorded on December 12, 1996 under Pierce County number 9612120005 and re-recorded December 24, 1996 under Pierce County number 9612240018, as amended by the Amendment to Declaration of Covenants, Conditions, Restrictions and Easements for Silver Creek as recorded on October 14, 1998 under Pierce County number 9810140660 and re-recorded August 22, 2002 under Pierce County number 200208221188 and by the First Amendment to Declaration of Covenants, Conditions and Restrictions for Silver Creek as recorded on November 14, 2001 under Pierce County number 200111140861 and re-recorded on August 25, 2003 under Pierce County number 200308250095, and by the Second Amendment to the Declaration of Covenants, Conditions, Restrictions and Easements for Silver Creek as recorded on September 16, 2002 under Pierce County number 200209251214 and re-recorded on August 25, 2003 under Pierce County number 200308250094 (as amended, the "Declaration") and the Supplementary Declaration of Covenants, Conditions, Restrictions for Grayhawk at Silver Creek as recorded on March 31, 1999 under Pierce County number 9903310233 (the "Grayhawk Supplementary Declaration"), as amended by the 1st Amendment to the Supplementary Declaration of Covenants, Conditions and Restrictions for Grayhawk at Silver Creek as recorded on April 1, 1999 under Pierce County number 9904010364 and the 2nd Amendment to the Supplementary Declaration of Covenants, Conditions and Restrictions for Grayhawk at Silver Creek as recorded on November 14, 2001 under Pierce County number 200111140864;

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WHEREAS, certain real property situated in the County of Pierce, State of Washington which is more particularly described as The Rim Phase 2 as recorded on February 17, 2000 under Pierce County number 200002175004, which is by this reference, incorporated herein ("Grayhawk II");

WHEREAS, Grayhawk II is subject to the Declaration and the Supplementary Declaration of Covenants, Conditions, Restrictions for Grayhawk II at Silver Creek as recorded on February 17, 2000 under Pierce County number 200002170418 (the "Grayhawk II Supplementary Declaration"), as amended by the 1st Amendment to the Supplementary Declaration of Covenants, Conditions and Restrictions for Grayhawk II at Silver Creek as recorded on November 14, 2001 under Pierce County number 200111140863;

WHEREAS, certain real property situated in the County of Pierce, State of Washington which is more particularly described as Premier Phase 1 as recorded on December 10, 1999 under Pierce County number 9912105004, which is by this reference, incorporated herein ("Premier 1");

WHEREAS, Premier 1 is subject to the Declaration and the Supplementary Declaration of Covenants, Conditions, Restrictions for Premier Phase 1 at Silver Creek as recorded on December 10, 1999 under Pierce County number 9912100688 (the "Premier 1 Supplementary Declaration"), as amended by the 1st Amendment to the Supplementary Declaration of Covenants, Conditions and Restrictions for Premier Phase 1 at Silver Creek as recorded on May 18, 2000 under Pierce County number 200005180368, the 2nd Amendment to the Supplementary Declaration of Covenants, Conditions and Restrictions for Premier Phase 1 at Silver Creek as recorded on November 14, 2001 under Pierce County number 200111140862 and the Amendment to Supplementary Declarations of Covenants, Conditions, Restrictions and Easements for Hillsboro Phase 1, Hillsboro Phase 2, Hillsboro Phase 3, Premier Phase 1, Premier Phase 2, Ashford and the Highlands at Silver Creek as recorded on September 25, 2002 under Pierce County number 200209251213 (the "2002 Amendment");

WHEREAS, certain real property situated in the County of Pierce, State of Washington which is more particularly described as Premier Phase 2 as recorded on May 9, 2002 under Pierce County number 200205095001, which is by this reference, incorporated herein ("Premier 2");

WHEREAS, Premier 2 is subject to the Declaration and the Supplementary Declaration of Covenants, Conditions, Restrictions for Premier Phase 2 at Silver Creek as recorded on May 9, 2002 under Pierce County number 200205090462 (the "Premier 2 Supplementary Declaration"), as amended by the 2002 Amendment;

WHEREAS, certain real property situated in the County of Pierce, State of Washington which is more particularly described as Hillsboro Phase 1 as recorded on November 24, 1999 under Pierce County number 9911245006, which is by this reference, incorporated herein ("Hillsboro 1");

WHEREAS, Hillsboro 1 is subject to the Declaration and the Supplementary Declaration of Covenants, Conditions, Restrictions for Hillsboro Phase 1 at Silver Creek as recorded on November 24, 1999 under Pierce County number 9911240709 (the "Hillsboro 1 Supplementary

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Declaration”), as amended by the 1st Amendment to the Supplementary Declaration of Covenants, Conditions and Restrictions for Hillsboro Phase 1 at Silver Creek as recorded on November 14, 2001 under Pierce County number 200111140865 and the 2002 Amendment;

WHEREAS, certain real property situated in the County of Pierce, State of Washington which is more particularly described as Hillsboro Phase 2 as recorded on October 11, 2001 under Pierce County number 200110115005, which is by this reference, incorporated herein (“Hillsboro 2”);

WHEREAS, Hillsboro 2 is subject to the Declaration and the Supplementary Declaration of Covenants, Conditions, Restrictions for Hillsboro Phase 2 at Silver Creek as recorded on October 11, 2001 under Pierce County number 200110110319 (the “Hillsboro 2 Supplementary Declaration”), as amended by the 1st Amendment to the Supplementary Declaration of Covenants, Conditions and Restrictions for Hillsboro Phase 2 at Silver Creek as recorded on November 14, 2001 under Pierce County number 200111140866 and the 2002 Amendment;

WHEREAS, certain real property situated in the County of Pierce, State of Washington which is more particularly described as Hillsboro Phase 3 as recorded on October 11, 2001 under Pierce County number 200110115006, which is by this reference, incorporated herein (“Hillsboro 3”);

WHEREAS, Hillsboro 3 is subject to the Declaration and the Supplementary Declaration of Covenants, Conditions, Restrictions for Hillsboro Phase 3 at Silver Creek as recorded on October 11, 2001 under Pierce County number 200110110341 (as amended, the “Hillsboro 3 Supplementary Declaration”), as amended by the 1st Amendment to the Supplementary Declaration of Covenants, Conditions and Restrictions for Hillsboro Phase 3 at Silver Creek as recorded on November 14, 2001 under Pierce County number 200111140867 and the 2002 Amendment;

WHEREAS, certain real property situated in the County of Pierce, State of Washington which is more particularly described as Chennes Park as recorded on December 12, 1996 under Pierce County number 9612120006, which is by this reference, incorporated herein (“Ashford”);

WHEREAS, Ashford is subject to the Declaration and the Supplementary Declaration of Covenants, Conditions, Restrictions for Ashford at Silver Creek as recorded on December 12, 1996 under Pierce County number 9612120006 (the “Ashford Supplementary Declaration”), as amended by the 2002 Amendment; and

WHEREAS, LB SILVER CREEK LLC is the Declarant under the Declaration, and wishes to amend the Grayhawk Supplementary Declaration, the Grayhawk II Supplementary Declaration, the Premier 1 Supplementary Declaration, the Premier 2 Supplementary Declaration, the Hillsboro 1 Supplementary Declaration, the Hillsboro 2 Supplementary Declaration, the Hillsboro 3 Supplementary and the Ashford Supplementary Declaration as set forth herein.

AMENDMENT

All references to the “Homeowner’s Association”, “Homeowners Association”, “Homeowners’ Association”, “GRAYHAWK Homeowners Association”, the “Grayhawk II

Private Homeowners Association”, the “Premier Private Homeowners Association”, “(Private) Homeowners Association”, “Hillsboro Private Homeowners Association” and the “Chennes Park Private Homeowners Association” in Exhibit C to each of the Supplementary Declarations are hereby deleted and replaced with “Silver Creek Association.”

[signature page and acknowledgement follow]

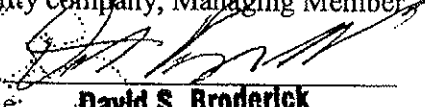
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Unofficial Document

Executed as of the date first set forth above.

LB SILVER CREEK LLC,
a Delaware limited liability company

By: PAMI LLC, a Delaware limited
liability company, Managing Member

By: 

Name: **David S. Broderick**

Its: **Authorized Signatory**

For reference only, not for re-sale.

Unofficial Document

State of New York)
) ss.:
County of New York)

I certify that I know or have satisfactory evidence that David S. Broderick is the person who appeared before me, and said person acknowledged that he signed this instrument, on oath and stated that he was authorized to execute the instrument and acknowledged it as the ~~Authorized Signatory~~ of PAMI LLC, a Delaware limited liability company, the managing member of LB SILVER CREEK LLC, a Delaware limited liability company, to be the free and voluntary act and deed of such party, for the uses and purposes therein mentioned.

In witness whereof I have hereunder set my hand and affixed my official seal the day and year first above written.

Maribel Ruiz

~~Maribel Ruiz~~ ^(Signature)

(Typed or printed name)

NOTARY PUBLIC in and for the State of
New York, residing at 399 Park Avenue
NY NY 10022

SE 530306 v4

For reference only, not for re-sale.

UNREGISTERED DOCUMENT