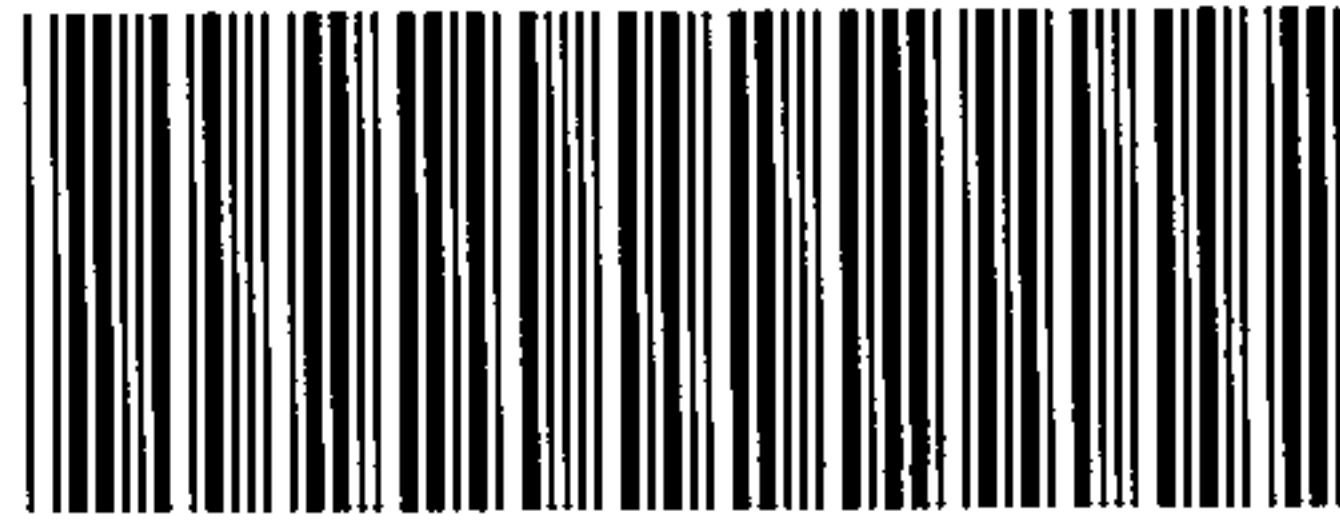


*First American Title*

When Recorded Return To:

Kaufman & Broad of Arizona, Inc.  
Two Gateway  
432 North 44th Street, Suite 115  
Phoenix, Arizona 85008-7600  
Attention: Howard Weinstein



OFFICIAL RECORDS OF  
MARICOPA COUNTY RECORDER  
HELEN PURCELL

97-0540485 08/08/97 08:49

LILIAN 1 OF 1

**SECOND AMENDMENT TO DECLARATION OF COVENANTS,  
CONDITIONS, RESTRICTIONS AND EASEMENTS FOR  
KAUFMAN AND BROAD AT SIGNAL BUTTE RANCH**

THIS SECOND AMENDMENT TO DECLARATION OF COVENANTS, CONDITIONS AND RESTRICTIONS FOR KAUFMAN AND BROAD AT SIGNAL BUTTE RANCH (this "Amendment") is made this 7<sup>th</sup> day of August, 1997, by KAUFMAN AND BROAD OF ARIZONA, INC., an Arizona corporation ("Declarant").

**WITNESSETH**

**WHEREAS**, Declarant executed and caused to be recorded the Declaration of Covenants, Conditions Restrictions and Easements for Kaufman and Broad at Signal Butte Ranch dated as of January 23, 1997, recorded on February 6, 1997 as Document No. 97-0080016, official records of Maricopa County, Arizona (the "Original Declaration") as amended by the First Amendment to Declaration of Covenants, Conditions Restrictions and Easements for Kaufman and Broad at Signal Butte Ranch, dated as of June 23, 1997, recorded on June 23, 1997 as Document No. 97-0421635, official records of Maricopa County, Arizona (the Original Declaration as so amended is herein the "Declaration"), which covers property legally described in Exhibit A to the Original Declaration.

**WHEREAS**, pursuant to Article XII, Section 12.1 of the Declaration, Declarant desires to cause certain amendments to the Declaration as set forth below and to cause the same to be recorded.

**NOW, THEREFORE**, Declarant hereby declares, covenants, and agrees as follows:

1. Capitalized terms used in this Amendment and not otherwise defined herein shall have the meanings given to them in the Declaration.

2. Exhibit "A" to the Declaration is hereby amended by adding the following property legally described below to the property therein legally described:

"Parcels 1 through 3, inclusive and Tracts A through C, inclusive, of SIGNAL BUTTE RANCH, according to plat of

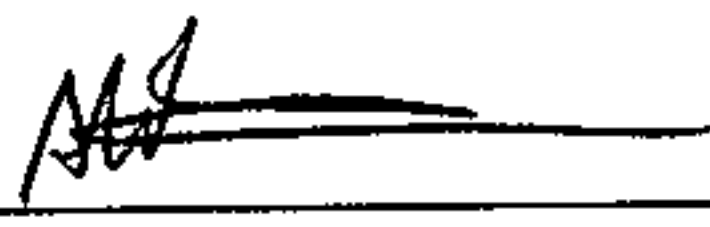
record in the office of the County Recorder of Maricopa County,  
Arizona, recorded in Book 432 of Maps, Page 47. "

3. Each reference in the Declaration to "this Declaration" shall be deemed  
to refer to the Declaration as amended hereby.

4. Except as expressly amended by this Amendment, all terms and  
conditions of the Declaration shall remain unchanged.


IN WITNESS WHEREOF, Declarant has caused this Amendment to be duly  
executed as of the date first above written.

KAUFMAN AND BROAD OF ARIZONA,  
INC., an Arizona corporation

By:   
Name: Howard Weinstein  
Its: Director of Forward Planning

STATE OF ARIZONA       )  
                                  ) ss.  
County of Maricopa       )

THIS INSTRUMENT WAS ACKNOWLEDGED before me this 7th day of  
August, 1997, by Howard Weinstein, the Director of Forward Planning of KAUFMAN AND  
BROAD OF ARIZONA, INC., an Arizona corporation, on behalf of said corporation.

  
Notary Public

My Commission Expires:

8/21/97

