

After recording return to:
Portland Investors Limited Partnership
255 S.W. Harrison St., Suite 126
Portland, Oregon 97201

**AMENDMENT TO DECLARATION OF COVENANTS
CONDITIONS AND RESTRICTIONS
FOR
BAUER OAKS NO. 3**

RECITALS

Portland Investors Limited Partnership, an Oregon limited partnership ("Declarant"), is the owner of that certain real property located in Washington County, State of Oregon, more particularly described as BAUER OAKS NO. 3, duly recorded on September 27, 2000 as Document No. 200007821 in Plat Book 133 Pages 4-10 of the plat records of Washington County, Oregon (the "Property").

The legal description of the real property is attached as Exhibit 1.

Declarant prepared and filed a Declaration of Covenants, Conditions and Restrictions for Bauer Oaks 3 dated July 26, 2000 ("Declaration"). The Declaration was recorded on September 27, 2000 as Document No. 2000078216.1 in the deed records of Washington County, Oregon.

Declarant currently owns all of the 103 lots in the residential development.

Declarant wishes to amend the Declaration to prohibit fill dirt against the brick wall which borders some of the residential lots.

NOW, THEREFORE, Declarant hereby declares that the Property and the improvements constructed or to be constructed thereon are hereby subjected to the provisions of this Amendment and shall be held, sold, transferred, conveyed, used, occupied and mortgaged or otherwise encumbered subject to the covenants, conditions, restrictions, easements, assessments and liens set forth in the Declaration and this Amendment. Such covenants, conditions, restrictions, easements, assessments and liens shall run with the title to the Property and shall be binding on all persons having any right, title or interest in such property or any part thereof, and their respective heirs, successors and assigns and shall inure to the benefit of such and every owner of all or any portion thereof.

AMENDMENTS

Section 9.3 of the Declaration is amended to include the following, additional subsection:

“r. No Owner may place fill dirt or other material against the four (4) foot brick wall on the Common Property boarded by Lots 154 through 166 and Lots 172 through 187. The brick wall is on the Common Property adjacent to N.W. Saltzman Road and adjacent to N.W. 128th Terrace.”

All other provisions of the Declaration remain in full force and effect.

IN WITNESS WHEREOF, this Amendment to Declaration of Covenants, Conditions and Restrictions to Bauer Oaks No. 3 is adopted as of this _____ day of _____, 2001.

DECLARANT

PORTLAND INVESTORS LIMITED PARTNERSHIP
By: GGS Oregon, Inc., Its General Partner

By: _____
Paul S. Mori, Vice President

STATE OF HAWAII)

) ss.

COUNTY OF HONOLULU)

THIS IS TO CERTIFY that on this _____ day of _____, 2001, before me, the undersigned, a notary public in and for the State of Hawaii, duly commissioned and sworn, personally appeared Paul S. Mori, to me known to be the Vice President of GGS Oregon, Inc., the corporation that executed the within and foregoing instrument as General Partner of Portland Investors Limited Partnership, an Oregon limited partnership, and acknowledged the said instrument to be the free and voluntary act and deed of said corporation and partnership for the uses and purposes therein mentioned, and on oath state that he was authorized to execute said instrument.

WITNESS my hand and official seal the day and year in this certificate first above written.

Notary public in and for the State of Hawaii
My commission expires _____

EXHIBIT "ONE"

The premises are in Washington County and are described as follows:

Parcel 1:

A tract of land in the Southeast one-quarter of Section 28, Township 1 North, Range 1 West of the Willamette Meridian in Washington County, Oregon, described as follows:

Commencing 16.90 Chains North of the Southeast corner of Section 28, Township 1 North of Range 1 West of the Willamette Meridian, running thence West 25.48 chains; thence North to the line between the Donation Land Claims of James A. Flippin and J.B. Hall; thence East to the Southeast corner of said J.B. Hall's Donation Land Claim; thence North to the most Northerly Northwest corner of James A. Flippin's Donation Land Claim; thence East to the Section line between Sections 27 and 28; thence South to the place of beginning.

EXCEPTING THEREFROM that portion dedicated to the public for road purposes by deed recorded June 21, 1983 as Recorders Fee No. 83021605.

ALSO EXCEPTING THEREFROM, that portion conveyed to Edwards Industries, Inc. by deed recorded May 1, 1985 as Recorders Fee No. 85015838.

ALSO EXCEPTING THEREFROM, all that portion dedicated for use as a public right-of-way by gift deed unto Washington County, recorded August 7, 1990 as Fee No. 90-42124.

ALSO EXCEPTING THEREFROM, that portion lying within Bauer Oaks and that portion lying Northerly of the Southerly boundary line of Bauer Oaks No. 2.

Parcel 2:

A tract of land in Sections 27 and 28, Township 1 North, Range 1 West of the Willamette Meridian, in the County of Washington and State of Oregon, described as follows:

Beginning at the Southeast corner of Section 28, Township 1 North, Range 1 West of the Willamette Meridian; running thence West 4.91 chains to a point; thence continuing West along the Section line between Sections 28 and 33 to the Northwest corner of the James McGill Donation Land Claim No. 56; thence continuing West on said Section line 6.48 chains to a point; thence Northerly 16.90 chains to a point; thence East 25.48 chains to the Section line between Sections 27 and 28; thence North on said Section line 7.70 chains to the Northwest corner of that certain tract conveyed to Phillip Streib by deed recorded April 6, 1899 in Book 53 at page 213; thence East 8.68 chains to a point; thence South 10.70 chains; thence West 8.68 chains to the Section line between Sections 27 and 28 and being the Southwest corner of the Streib tract above mentioned; thence South 13.90 chains to the place of beginning.

EXCEPTING THEREFROM, all that portion dedicated for use as a public right-of-way by gift deed unto Washington County, recorded August 7, 1990 as Fee No. 90-42124.

ALSO EXCEPTING THEREFROM, all that portion lying Northerly of the Southerly boundary line of Bauer Oaks No. 2

EXCEPTING that portion within the exterior boundary lines of Bauer Oaks.

EXCEPTING that portion lying West of the Easterly boundary line of relocated Saltzman Road.