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AFTER RECORDING, RETURN TO:
Mike Loomis
D.R. Horton, Inc.-Portland
4386 SW Macadam Avenue, Suite 102
Portland, OR 97239

**FIRST AMENDMENT TO
DECLARATION OF ANNEXATION TO
RIVER CANYON ESTATES**
(River Canyon Estates No. 2)

RECORDED BY FIRST AMERICAN TITLE
INSURANCE COMPANY OF OREGON AS AN
ACCOMMODATION ONLY NO LIABILITY IS
ACCEPTED FOR THE CONDITION OF TITLE
OR FOR THE VALIDITY, SUFFICIENCY, OR
EFFECT OF THIS DOCUMENT.

THIS FIRST AMENDMENT TO THE DECLARATION OF ANNEXATION
TO RIVER CANYON ESTATES (River Canyon Estates No. 2) (this "Annexation
Amendment") is made and entered into effective this 14th day of
September 2004, by River Canyon Estates, LLC (the "Declarant").

RECITALS:

WHEREAS, Declarant caused to be recorded that certain Declaration of
Annexation to River Canyon Estates (River Canyon Estates No. 2) on July 23, 2004, as
Document #: 2004-43499 in the Records of Deschutes County, Oregon. Further the
Declarant caused to be recorded that certain Plat of River Canyon Estates No. 2 on July
20, 2004, as Document #: 2004-42797.

WHEREAS, Declarant is the Declarant under the Declaration of Covenants,
Conditions and Restrictions for River Canyon Estates recorded December 23, 2002, as
Document #: 2002-72315 in the Records of Deschutes County, Oregon. Declarant also
caused to be recorded that certain Plat of River Canyon Estates on December 23, 2002,
recorded as Document #: 2002-72311 in the Records of Deschutes County, Oregon.
Declarant also caused that certain First Amendment to the Declaration of Protective
Covenants for River Canyon Estates recorded April 4, 2003, as Document #: 2003-22312
in the Records of Deschutes County, Oregon. Declarant further caused that certain
Second Amendment to the Declaration of Covenants, Conditions and Restrictions for
River Canyon Estates recorded June 26, 2003, as Document Number 2003-43136 in the
Records of Deschutes County, Oregon. The Declarant further caused that certain Third
Amendment to the Declaration of Covenants, Conditions and Restrictions for River
Canyon Estates recorded September 15, 2003, as Document Number 2003-63718 in the
Records of Deschutes County, Oregon. The Declarant further caused that certain Fourth
Amendment to the Declaration of Covenants, Conditions and Restrictions for River
Canyon Estates recorded August 4, 2004 as Document Number 2004-46491 in the
Records of Deschutes County, Oregon.

WHEREAS, pursuant to Section Article XIII, Section 3 of the Declaration,
Declarant desires to amend the Declaration of Annexation to River Canyon Estates (River
Canyon Estates No. 2) provided herein, to provide for the modification of the Common

FIRST AMERICAN TITLE
INSURANCE COMPANY OF OREGON
P.O. BOX 323
SEASIDE, OR 97138

Area Tracts. Capitalized terms not defined herein shall have the meaning given in the Declaration, except as otherwise indicated.

1. The Declaration of Annexation is hereby amended as follows:

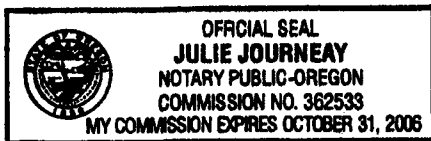
Section 2, Subsection (b), Tract designation letters 'BB' shall be deleted.

It should be noted that Tract 'BB' is owned and maintained by the Bend Metro Park and Recreation District.

2. Effect of Amendment. Except as expressly amended hereby and by the aforementioned Amendments, the Declaration remains unchanged and in full force and effect.

IN WITNESS WHEREOF, the undersigned Declarant has hereunder set its hand and seal this 14th day of September, 2004.

RIVER CANYON, LLC



By: Jeffery D. Smith
Its: President

STATE OF Oregon)
County of Multnomah) ss.

The foregoing instrument was acknowledged before me this 14th day of September, 2004, by Jeffery D. Smith, who is President for River Canyon Estates, on behalf of the corporation.

Julie Journeay
Notary Public for Oregon
My commission expires October 31, 2006