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**SUPPLEMENTAL DECLARATION OF COVENANTS,
CONDITIONS AND RESTRICTIONS FOR
QUAIL PINE ESTATES PHASE XI (PLATTED AS SOUTHWEST PINES
SUBDIVISION)**

✓ By instrument dated January 11, 2000, and recorded February 23, 2000, in Volume 2000 at Page 6864, Official Records of Deschutes County, Oregon, RARE PROPERTIES, LLC, established the Declaration of Covenants, Conditions and Restrictions for Quail Pine Estates. The Declaration has been subsequently amended in Deschutes County's official records.

The Declaration of Covenants, Conditions and Restrictions for Quail Pine Estates contemplated that developer would, at any time during the term of the Declaration, add all or a portion of any land now or hereafter owned by Declarant to the Property which was covered by said Declaration, including such other or different covenants, conditions and restrictions as Declarant shall, in his discretion, specify.

Declarant now wishes to subject the area which will be known as Quail Pine Estates, Phase XI (Platted as Southwest Pines Subdivision) to modified Declaration of Covenants, Conditions and Restrictions for Quail Pine Estates, to annex such Property to Quail Pine Estates and to make provisions for the conditions upon which such Property may be used.

NOW, THEREFORE, Declarant does hereby declare and provide as follows:

SECTION 1. DEFINITIONS

1.1 INCORPORATION BY REFERENCE: Each of the terms defined in Section 1 of the Declaration for Quail Pine Estates shall have the meanings set forth in such Section 1.

1.2 PROPERTY: The "Property" shall include Quail Pine Estates, Phase XI, also known as Southwest Pines Subdivision, as described in Exhibit "A" attached hereto.

1.3 DECLARATION OF COVENANTS, CONDITIONS AND RESTRICTIONS FOR QUAIL PINE ESTATES: Declaration of Covenants, Conditions and Restrictions for Quail Pine Estates shall mean that certain document entitled "Declaration of Covenants, Conditions and Restrictions for Quail Pine Estates" dated January 11, 2000, recorded February 23, 2000, in Volume 2000, Page 6864, Official Records of Deschutes County, Oregon and any subsequent amendments or supplements thereafter recorded in Deschutes County's official records.

1.4 QUAIL PINE ESTATES PHASE XI: "Quail Pine Estates, Phase XI", shall mean the area described on Exhibit "A" attached hereto.

**PAGE 1 SUPPLEMENTAL DECLARATION OF COVENANTS, CONDITIONS AND
RESTRICTIONS FOR QUAIL PINE ESTATES PHASE XI**

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FIRST AMERICAN TITLE
INSURANCE COMPANY OF OREGON
P.O. BOX 323
BEND, OR 97709

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.

SECTION 2. SUBJECTION OF QUAIL PINE ESTATES, PHASE XI, TO THE DECLARATION OF COVENANTS, CONDITIONS AND RESTRICTIONS FOR QUAIL PINE ESTATES.

2.1 ANNEXATION: Declarant hereby declares that Quail Pine Estates, Phase XI, shall be part of that certain residential community known as Quail Pine Estates as referred to in the Declaration of Covenants, Conditions and Restrictions for Quail Pine Estates.

2.2 DECLARATION OF RESTRICTIONS: The covenants and conditions set forth in Sections 1 through 8, inclusive, of the Declaration of Covenants, Conditions and Restrictions for Quail Pine Estates shall be applicable.

SECTION 3. MISCELLANEOUS

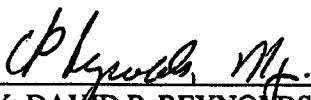
3.1 AMENDMENT AND REPEAL: Any provision of this Declaration at any time may be amended or repealed. The provision may be added by any of the methods provided in the Declaration of Covenants, Conditions and Restrictions for Quail Pine Estates.

3.2 DURATION: The covenants and provisions contained herein shall continue to remain in full force and effect in accordance with Section 6.1 of the Declaration of Covenants, Conditions and Restrictions for Quail Pine Estates.

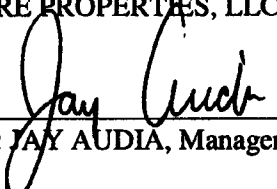
3.3 ATTORNEY FEES: In the event any party shall bring any suit or action to enforce this Declaration, or to collect any money due hereunder or to foreclose a lien, the party not prevailing shall pay to the prevailing party all costs and expenses incurred by it in connection with such suit or action, such amount as the court may determine to be reasonable as attorneys' fees at trial and upon any appeal or petition for review thereof or other proceedings, including any bankruptcy or arbitration proceeding.

IN WITNESS WHEREOF, RARE PROPERTIES, LLC have executed this Declaration this 5 day of November, 2004.

RARE PROPERTIES, LLC


BY: DAVID P. REYNOLDS, Manager

TD&L, L.L.C., MANAGER OF
RARE PROPERTIES, LLC


BY: JAY AUDIA, Manager

STATE OF OREGON, County of Deschutes) ss.

The foregoing instrument was acknowledged before me this 5 day of November
2004, by DAVID P. REYNOLDS, as Manager of Rare Properties, LLC, Declarant.

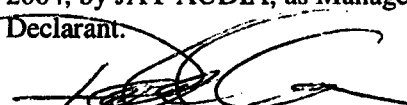

Notary Public for Oregon

My Commission Expires: 3.12.06



STATE OF OREGON, County of Deschutes) ss.

The foregoing instrument was acknowledged before me this 5 day of November
2004, by JAY AUDIA, as Manager of TD&L, LLC which is a Manager of Rare Properties, LLC,
Declarant.


Notary Public for Oregon

My Commission Expires: 3.12.06



PAGE 3 SUPPLEMENTAL DECLARATION OF COVENANTS, CONDITIONS AND
RESTRICTIONS FOR QUAIL PINE ESTATES PHASE XI

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EXHIBIT A

**QUAIL PINE ESTATES, PHASE XI, ALSO KNOWN AS SOUTHWEST PINES
SUBDIVISION, RECORDED IN DESCHUTES COUNTY PROPERTY RECORDS AT 2004-
51721.**

**BEING A SUBDIVISION OF A PORTION OF TRACT 15 OF WAYWEST PROPERTIES
LOCATED IN THE SE ¼ OF SECTION 7, TOWNSHIP 18 SOUTH, RANGE 12 EAST, WM,
CITY OF BEND, DESCHUTES COUNTY, OREGON.**

DESCHUTES COUNTY PLANNING FILE NO.: PZ-02-265.