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RECORDING REQUESTED BY  
AND WHEN RECORDED MAIL TO:

\$5.00

Broadmoor Homes, Inc.  
17500 Red Hill Avenue  
Suite 100  
Irvine, California 92714  
ATTN: Mr. John Cope

RECORDED AT REQUEST OF  
FIRST AMER. TITLE INS. CO.  
IN OFFICIAL RECORDS OF  
ORANGE COUNTY, CALIFORNIA  
8 00 A M SEP 11 1978  
LEE A. BRANCH, County Recorder

(Space Above This Line For Recorder's Use)

AMENDMENT TO  
SUPPLEMENTARY DECLARATION OF  
COVENANTS, CONDITIONS AND RESTRICTIONS  
FOR  
BROADMOOR HUNTINGTON HARBOUR  
(Project No. 2)

THIS AMENDMENT TO SUPPLEMENTARY DECLARATION ("Amend-  
ment") is made this 7th day of September, 1978, by Broadmoor  
Grimaud, a California limited partnership ("Grimaud"). Grimaud  
shall be referred to hereinbelow as the "Declarant."

RECITALS

A. Declarant caused that certain Supplementary  
Declaration of Covenants, Conditions and Restrictions for  
Broadmoor Huntington Harbour (Project No. 2) to be recorded on  
August 24, 1978, as Instrument No. 36602, in the Official Records  
of Orange County, California (the "Supplementary Declaration").

B. Declarant is the owner of all of the real property  
covered by the Supplementary Declaration. Declarant desires to  
amend the Supplementary Declaration and, as the owner of said  
real property, is entitled to make and record this Amendment.

NOW, THEREFORE, Declarant hereby amends the Supple-  
mentary Declaration as follows:

1. Exhibit "A" to the Supplementary Declaration is

hereby deleted and replaced with the following:

Description  
of  
Project No. 2

Lots 8, 10 through 14, inclusive, 23 and portions of Lots 3, 4, 9 and 15 of Tract No. 10004 as shown on a Map recorded in Book 418, Pages 1 through 4, inclusive, of Miscellaneous Maps, Records of Orange County, California. The portions of Lots 3, 4, 9 and 15 referred to in the preceding sentence are those portions designated as portions of Project No. 2 on that certain Condominium Plan for Project No. 2, which Condominium Plan was recorded August 24, 1978, in Book 12813, Pages 841 through 900, inclusive, of the Official Records of Orange County, California.

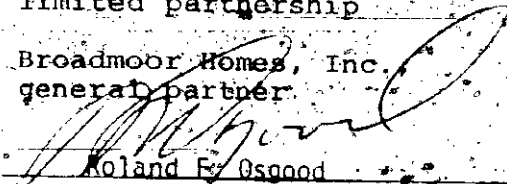
Exhibit "A"

2. Except as provided herein, all of the terms and provisions of the Supplementary Declaration shall remain in full force and effect.

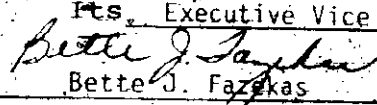
IN WITNESS WHEREOF, the Declarant, has executed this Amendment on the day and year first above written.

BROADMOOR GRIMAUD,  
a limited partnership

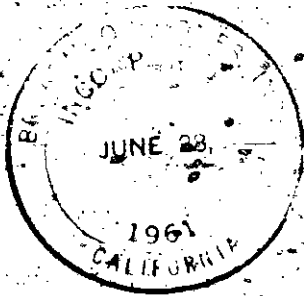
By Broadmoor Homes, Inc.  
a general partner

By  Roland E. Osgood

Its Executive Vice President

By  Bette J. Fazekas

Its Assistant Secretary

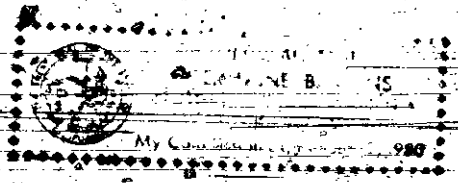


STATE OF CALIFORNIA )  
 ) ss.  
COUNTY OF ORANGE )

On September 7, 1978, before me, the undersigned, a Notary Public in and for said State, personally appeared Roland F. Osgood, known to me to be the Executive Vice President, and Bette J. Lazekas, known to me to be the Assistant Secretary of Broadmoor Homes, Inc., the corporation that executed the within instrument and known to me to be the persons who executed the within instrument on behalf of said corporation, said corporation being known to me to be a general partner of Broadmoor Grimaud, the partnership that executed the within instrument and acknowledged to me that such corporation executed the same as such partner and that such partnership executed the same.

WITNESS my hand and official seal.

Signature *[Handwritten Signature]*



Name (Typed or Printed)