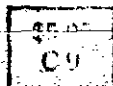


RECORDING REQUESTED BY
AND WHEN RECORDED MAIL TO:



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

RECORDING REQUESTED BY
FIRST AMERICAN TITLE INS CO.

RECORDED IN OFFICIAL RECORDS
OF ORANGE COUNTY, CALIFORNIA

3 05 PM SEP 19 1978

LEE A. BRANCH County Recorder

(Space Above This Line For Recorder's Use)

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

THIS SECOND AMENDMENT TO SUPPLEMENTARY DECLARATION
("Second Amendment") is made this 18th 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").
The Supplementary Declaration was amended by that certain Amend-
ment to Supplementary Declaration of Covenants, Conditions and
Restrictions for Broadmoor Huntington Harbour recorded on September
11th, 1978, as Instrument No. 11076, in the Official Records
of Orange County, California.

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 Second Amendment.

NOW, THEREFORE, Declarant hereby further amends the
 Supplementary Declaration as follows:

1. Exhibit "A" to the Supplementary Declaration, as
 amended, is hereby deleted and replaced with the following:

"Description
 of
 Project No. 2

Lots 8 through 14, inclusive, 23 and
 portions of Lots 3 and 4 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 and 4 referred to in the
 preceding sentence are those portions designa-
 ted 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
 Second Amendment on the day and year first above written.

BROADMOOR GRIMAUD,
 a limited partnership
 By Broadmoor Homes, Inc.,
 a general partner

By [Signature]
 Roland F. Osmond
 Its Vice President

By [Signature]
 Bette J. Fazekas
 Its Assistant Secretary



STATE OF CALIFORNIA)
) ss.
COUNTY OF ORANGE)

On September 18, 1978, before me, the undersigned, a Notary Public in and for said State, personally appeared Richard J. Casper, known to me to be the President, and John G. Farkas, 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 Germaine B. Guns
GERMAINE B. GUNS
Name (Typed or Printed)

