

AMENDMENT NO. 1

TO THE

**SUPPLEMENTAL DECLARATION OF
COVENANTS, CONDITIONS, RESTRICTIONS, ASSESSMENTS,
CHARGES, SERVITUDES, LIENS, RESERVATIONS AND EASEMENTS
FOR TIMBERTON VILLAGE**

VOL 609 PAGE 515-524
OF OFFICIAL RECORDS
RECORDS OF
Pope Resources
98 MAY 20 AM 11:35

After Recording, Return To:

Marco de Sa e Silva
Davis Wright Tremaine LLP
2600 Century Square
1501 Fourth Avenue
Seattle, Washington 98101-1688

DOUGLAS W. STAFFORD
JEFFERSON COUNTY CLERK
BY B. Huntzinger DEPUTY

NO REAL ESTATE
SALES TAX REQUIRED
COUNTY TREASURER

BY Sabrina Hathaway DPM 410782

AMENDMENT NO. 1
TO
SUPPLEMENTAL DECLARATION OF COVENANTS, CONDITIONS, RESTRICTIONS,
ASSESSMENTS, CHARGES, SERVITUDES, LIENS, RESERVATIONS AND EASEMENTS
FOR TIMBERTON VILLAGE

Grantor: Pope Resources, A Delaware Limited Partnership

Grantee: Pope Resources, A Delaware Limited Partnership

Abbreviated Legal Description:

Portion of South Half of Section 17, Township 28 North, Range 1 East,
W.M., Jefferson County, Washington.

Full legal description is on Exhibit A of document.

Assessor's Property Tax Parcel Account Numbers: 821173004 and 821173002

Reference to Related Document:

383712

No documents are assigned or released herein.

VOL 609 PAGE 515

This Amendment No. 1 to Supplemental Declaration of Covenants, Conditions, Restrictions, Assessments, Charges, Servitudes, Liens, Reservations and Easements for Timberton Village (this "Amendment") is made this 29th day of April, 1998, by POPE RESOURCES, a Delaware limited partnership ("Declarant"), to amend and modify that certain Supplemental Declaration of Covenants, Conditions, Restrictions, Assessments, Charges, Servitudes, Liens, Reservations and Easements for Timberton Village (the "Declaration") made as of July 7, 1995, and recorded in the real property records of Jefferson County, Washington, under Auditor's File No. 383712. Capitalized terms not otherwise defined herein shall have the meanings given them under the Declaration. This Amendment is made for the sole purpose of including Timberton Village Phase II within the description of Timberton Village in the Declaration.

RECITALS

A. Declarant has acquired all or substantially all of the then-developed portions of Timberton Village from RAK Development Company, an Oregon corporation d/b/a Costa Pacific, the original Declarant and Developer under the Declaration. Declarant now is the Declarant and Developer under the Declaration.

B. Under the Declaration, Timberton Village includes only Phase I thereof. Declarant now has platted Phase II of Timberton Village. Declarant desires to amend the Declaration for the sole purpose of adding Phase II to the description of Timberton Village.

C. Under Sections 2.3 and 2.5 of the Declaration, Declarant unilaterally may amend the Declaration to add Phase II to Timberton Village.

NOW, THEREFORE, Declarant hereby declares, covenants, and agrees that the Declaration is amended as follows:

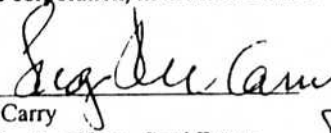
AMENDMENT

1. **Description of Timberton Village.** The legal description of Timberton Village, Exhibit A to the Declaration, is amended to read as set forth in Exhibit A to this Amendment. Timberton Village shall include Timberton Village Phase I, which is legally described in Exhibit A to the Declaration, and Timberton Village Phase II, which has been added to the description of Timberton Village Phase I in Exhibit A to this Amendment. Timberton Village shall include the dwelling units, buildings, and other improvements within Timberton Village Phase I and Timberton Village Phase II. There shall be thirty-two (32) principal Dwelling Units in Timberton Village Phase II. Timberton Village Phase I and Timberton Village Phase II are subject to all provisions of the Governing Documents.

2. **General.** Except as expressly amended by this Amendment, the Declaration is hereby affirmed and ratified by Declarant and shall remain in full force and effect.

IN WITNESS WHEREOF, Declarant has hereunto caused its authorized officials to execute this Amendment as of the day and year first above written.

POPE RESOURCES, A DELAWARE LIMITED PARTNERSHIP, Declarant, by Pope MGP, Inc., a Delaware corporation, its General Partner

By: 
Greg McCarry
Senior Vice President - Real Estate

VOL 600 - 518

STATE OF WASHINGTON)

) ss.

COUNTY OF JEFFERSON)

On this 29 day of April, 1998, before me, the undersigned, a Notary Public in and for the State of Washington, duly commissioned and sworn, personally appeared Greg McCarry, to me known to be the Senior Vice President of Pope MGP, Inc., a Delaware corporation, which is known to me to be the General Partner of Pope Resources, A Delaware Limited Partnership, the partnership that executed the foregoing instrument, and acknowledged the said instrument to be the free and voluntary act and deed of said partnership, for the uses and purposes therein mentioned, and on oath stated that he was authorized to execute the said instrument.

WITNESS MY HAND AND OFFICIAL SEAL hereto affixed the day and year first above written.



D. Susan Schroeder
NOTARY PUBLIC in and for the
State of Washington, residing
at Fort Ludlow
My commission expires 8-1-00
Print Name: D. Susan Schroeder

LEGAL DESCRIPTION FOR
TIMBERTON VILLAGE PHASE II

That portion of the Southwest 1/4 AND the Southeast 1/4 of Section 17, Township 28 North, Range 1 East, W.M., Jefferson County, Washington, being more particularly described as follows:

Commencing at the South 1/4 corner of said Section 17;
thence along the West line of said Southeast 1/4 of Section 17, North $00^{\circ}49'24''$ East, 880.18 feet;
thence South $89^{\circ}10'36''$ East, 353.26 feet to the most Southerly corner of the plat of Ludlow Point Village Division 2, as filed in Volume 6 of Plats, pages 155 through 157, records of Jefferson County, Washington AND a point of curvature on the Northeasterly margin of Paradise Bay Road;
thence along said Northeasterly margin of Paradise Bay Road, Northwesterly 207.890 feet along the arc of a non-tangent curve to the right, having a radius of 915.00 feet, the radius point of which bears North $49^{\circ}09'29''$ East, through a central angle of $13^{\circ}01'03''$ to a point of tangency;
thence South $62^{\circ}10'32''$ West, 80.00 feet to the Southwesterly margin of said Paradise Bay Road;
thence along said Southwesterly margin, North $27^{\circ}49'28''$ West, 259.24 to the TRUE POINT OF BEGINNING;
thence Southwesterly 38.20 feet along the arc of a non-tangent curve to the right, having a radius of 25.00 feet, the radius point which bears South $62^{\circ}10'32''$ West, through a central angle of $87^{\circ}32'32''$ to a point of reverse curvature;
thence Southwesterly 724.67 feet along the arc of a tangent curve to the left, having a radius of 530.00 feet, through a central angle of $78^{\circ}20'28''$ to a point of reverse curvature;
thence Southwesterly 664.57 feet along the arc of a tangent curve to the right, having a radius of 220.00 feet, through a central angle of $173^{\circ}04'34''$ to a point of tangency;
thence North $25^{\circ}32'50''$ West, 299.29 feet to a point of curvature;
thence Northwesterly 296.90 feet along the arc of tangent curve to the left, having a radius of 410.00 feet, through a central angle of $41^{\circ}29'24''$ to a point of reverse curvature;
thence Northwesterly 35.75 feet along the arc of a tangent curve to the right, having a radius of 25.00 feet, through a central angle of $81^{\circ}55'26''$ to a point of compound curvature;
thence Northeasterly 76.21 feet along the arc of a tangent curve to the right, having a radius of 820.00 feet, through a central angle of $05^{\circ}19'31''$ to a point of tangency;
thence North $20^{\circ}12'43''$ East, 34.19 feet to a point of curvature;
thence Northeasterly 38.36 feet along the arc of a tangent curve to the right, having a radius of 25.00 feet, through a central angle of $87^{\circ}55'16''$;
thence North $16^{\circ}54'08''$ East, 50.01 feet to a point of curvature;
thence Northwesterly 37.83 feet along the arc of a non-tangent cure to the right, having a radius of 25.00 feet, the radius point which bears North $18^{\circ}05'50''$ East, through a central angle of $86^{\circ}41'41''$ to a point of reverse curvature;
thence Northerly 111.37 feet along the arc of a tangent curve to the left, having a radius of 1030.00 feet, through a central angle of $06^{\circ}11'43''$ to a point of reverse curvature;
thence Northerly 120.02 feet along the arc of a tangent curve to the right, having a radius of 970.00

feet, through a central angle of $07^{\circ}05'21''$ to a point of compound curvature;
thence Northeasterly 33.28 feet along the arc of a tangent curve to the right, having a radius of 25.00 feet, through a central angle of $76^{\circ}16'03''$ to a point of reverse curvature;
thence Easterly 54.79 feet along the arc of a tangent curve to the left, having a radius of 200.00 feet, through a central angle of $15^{\circ}41'50''$;
thence North $13^{\circ}44'39''$ West, 50.00 feet;
thence North $29^{\circ}05'59''$ East, 95.43 feet;
thence North $60^{\circ}54'02''$ West, 139.12 feet;
thence North $41^{\circ}33'58''$ East, 192.40 feet;
thence North $25^{\circ}52'15''$ East, 159.17 feet;
thence North $65^{\circ}26'37''$ East, 150.79 feet;
thence North $75^{\circ}55'56''$ East, 114.39 feet;
thence North $85^{\circ}54'27''$ East, 226.95 feet to said Southwesterly margin of Paradise Bay Road;
thence along said Southwesterly margin, South $07^{\circ}55'28''$ East, 59.60 feet;
thence continuing along said Southwesterly margin, North $82^{\circ}04'32''$ East, 10.00 feet;
thence continuing along said Southwesterly margin, South $07^{\circ}55'28''$ East, 119.20 feet to a point of curvature;
thence continuing along said Southwesterly margin, Southeasterly 288.18 feet along the arc of a tangent curve to the left, having a radius of 1176.00 feet, through a central angle of $14^{\circ}02'26''$;
thence continuing along said Southwesterly margin, South $68^{\circ}02'06''$ West, 10.00 feet to a point of curvature;
thence continuing along said Southwesterly margin, Southeasterly 121.29 feet along the arc of a non-tangent curve to the left, having a radius of 1186.00 feet, the radius point of which bears North $68^{\circ}02'06''$ East, through a central angle of $05^{\circ}51'34''$ to a point of tangency;
thence continuing along said Southwesterly margin, South $27^{\circ}49'28''$ East, 168.56 feet to the TRUE POINT OF BEGINNING.

Situate in the County of Jefferson, State of Washington.