

FIDELITY NATIONAL TITLE

1/2 HOLD FOR PICK-UP

When recorded, return to:

Neil D. Biskind, Esq.
Biskind, Hunt & Taylor, P.L.C.
11201 North Tatum Boulevard, Suite 330
Phoenix, Arizona 85028

BS1387-5-2-1--
Garrett1

**SUPPLEMENTAL DECLARATION OF
COVENANTS, CONDITIONS AND RESTRICTIONS
FOR VERRADO PHASE 1 TECHNOLOGY PARCEL**

This Supplemental Declaration of Covenants, Conditions and Restrictions for Verrado Phase 1 Technology Parcel ("Supplemental Declaration") is made effective this 29 day of August, 2003, by DMB WHITE TANK, LLC, an Arizona limited liability company ("Founder") and FIDELITY NATIONAL TITLE INSURANCE COMPANY, a California corporation, acting not in its corporate capacity but solely as Trustee under its Trust No. B176 ("Trustee").

A. Founder is the developer of the master planned community located in the Town of Buckeye, Maricopa County, Arizona, commonly known as Verrado ("Verrado"); and

B. Founder executed the Covenant for Community for Verrado and caused said document to be recorded in the official records of Maricopa County, Arizona as Document No. 2003-0531387 (the "Covenant"); and

C. Founder also executed the Declaration of Covenants, Conditions, Restrictions and Easements Relating to Telecommunications recorded with the Maricopa County, Arizona Recorder as Document No. 2002-1008905 (the "Telecommunications Declaration"), and

D. Founder also executed the Declaration of Commercial Covenants, Conditions and Restrictions for Verrado and caused said document to be recorded in the official records of Maricopa County, Arizona on November 18, 2002, as Document No. 2002-1219909, as amended (the "Declaration"). Each capitalized term used but not defined herein shall have the meaning for such term set forth in the Declaration; and

E. The Declaration contemplates that Supplements for all or any portion of the Additional Property may be executed and recorded by Founder periodically; and

F. Trustee is the owner that portion of the Additional Property described on Exhibit "A" attached hereto (the "Unit").

G. Founder, with the consent of Trustee, wishes to cause the Unit, which Unit already is subject to the Covenant, to become subject to the Declaration as well, and to be developed in accordance with those certain supplemental covenants, conditions and restrictions as set forth herein.

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(8/8/03)

NOW, THEREFORE, Founder, with the consent of Trustee, hereby declares that the Unit shall be held, sold and conveyed subject to the following restrictions, covenants, conditions, terms and provisions, which shall apply to the Unit in addition to the provisions of the Covenant and the Declaration. This Supplemental Declaration shall be a Supplement for purposes of the Declaration.

1. **Annexation: Land Use Classification.** Pursuant to Section 5.11 of the Declaration, Founder hereby declares that the Unit is annexed and submitted and hereafter shall be subject to the terms and provisions of the Declaration. Trustee hereby consents and agrees to the foregoing annexation. The land use classification for the Unit is Commercial.

2. **Use Restriction.** Without the written consent of the Assembly, which consent may be withheld for any or no reason in the sole and absolute discretion of the Assembly, the Unit may only be developed and used as a Telecommunications Site (as such term is defined in the Telecommunications Declaration) subject to and only in accordance with the all written agreements between Founder and COXCOM, INC., a Delaware corporation, d/b/a Cox Communications Phoenix and for no other purposes.

3. **Interpretation.** This Supplemental Declaration shall run with the land, shall be binding on all parties having or acquiring any right, title or interest in the Unit or any part thereof, and their respective heirs, successors and assigns, and shall be enforceable in accordance with and as a part of each of the Covenant and the Declaration.

4. **Effectiveness.** This Supplemental Declaration shall be effective commencing upon the date this Supplemental Declaration is recorded in the official records of Maricopa County, Arizona, and shall remain in full force and effect for so long as the Declaration remains in effect.

IN WITNESS WHEREOF, Founder and Trustee have executed the foregoing instrument as of the date first set forth above.

FOUNDER:

DMB WHITE TANK, LLC, an Arizona limited liability company

By: DMB REALCO LLC, an Arizona limited liability company, its Manager

By: DMB Associates, Inc., an Arizona corporation, its Manager

By: 

Its: 

TRUSTEE:

FIDELITY NATIONAL TITLE INSURANCE COMPANY, a California corporation, acting not in its corporate capacity but solely as Trustee under its Trust No. B176

By: Barbara J. Secrest

Name: Barbara J. Secrest

Its: Trust Officer

STATE OF ARIZONA)
) ss.
County of Maricopa)

The foregoing instrument was acknowledged before me this 29 day of August, 2003, by John L. Bradley, the Vice President, of DMB Associates, Inc., an Arizona corporation, in its capacity as Manager of DMB REALCO LLC, an Arizona limited liability company, in its capacity as Manager of DMB WHITE TANK, LLC, an Arizona limited liability company, for and on behalf thereof.

Barbara J. Secrest
Notary Public

My Commission Expires:
2-7-2004



STATE OF ARIZONA)
) ss.
County Of Maricopa)

The foregoing instrument was acknowledged before me this 28th day of August, 2003, by Barbara J. Secrest, the Trust Officer, of FIDELITY NATIONAL TITLE INSURANCE COMPANY, a California corporation, acting not in its corporate capacity but solely as Trustee of its Trust No. B176, on behalf of the corporation.

Wanda S. Loucks
Notary Public

My Commission Expires:

9-6-05



WANDA S. LOUCKS
Notary Public - Arizona
Maricopa County
Expires 09/06/05

Exhibit "A"

LEGAL DESCRIPTION

Revised October 2, 2002
May 20, 2002
WP #011479.00.S2C
Page 1 of 2
See Exhibit "A"

PARCEL DESCRIPTION

Verrado
Proposed Parcel 4.617

A parcel of land lying within Section 19, Township 2 North, Range 2 West, of the Gila and Salt River Meridian, Maricopa County, Arizona, more particularly described as follows:

Commencing at the southwest corner of said Section 19;
THENCE along the west line of said section; North 00°42'31" East, a distance of 12.64 feet, to the southeast corner of Section 24, Township 2 North, Range 3 West;
THENCE continuing along said west line, North 00°05'25" West, a distance of 1222.57 feet;
THENCE leaving said west line, North 89°54'35" East, a distance of 102.72 feet, to the **POINT OF BEGINNING**;
THENCE North 00°12'07" West, a distance of 32.00 feet;
THENCE South 90°00'00" East, a distance of 34.00 feet;
THENCE South 00°12'07" East, a distance of 32.00 feet;
THENCE North 90°00'00" West, a distance of 34.00 feet, to the **POINT OF BEGINNING**.

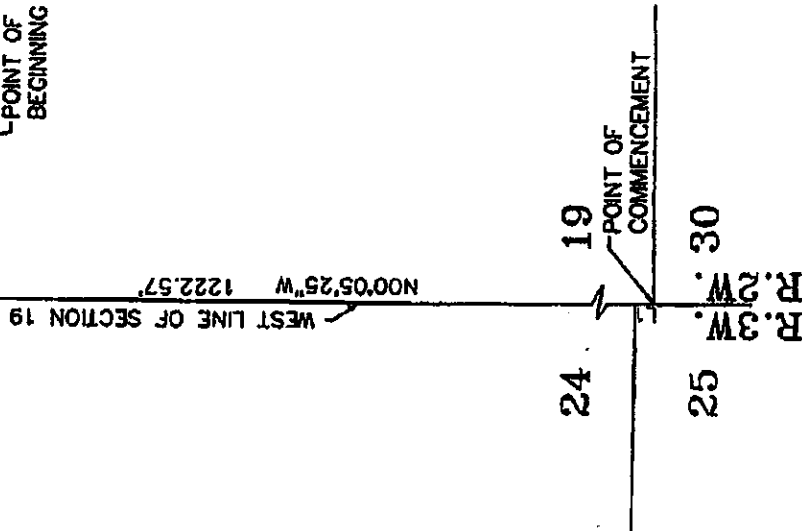
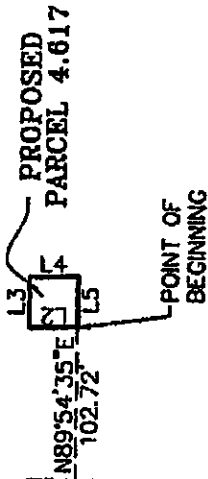
Containing 0.0250 acres, or 1,088 square feet of land, more or less.

Subject to existing rights-of-way and easements.

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LINE TABLE		
LINE	BEARING	DISTANCE
L1	N00°42'31"E	12.64'
L2	N00°12'07"W	32.00'
L3	S90°00'00"E	34.00'
L4	S00°12'07"E	32.00'
L5	N90°00'00"W	34.00'



WOOD/PATEL
 2051 West Northern
 Phoenix, AZ 85021
 Phone: (602) 335-8500
 Fax: (602) 335-8560



Scott A. Warren

EXHIBIT "A"

VERRADO
 PROPOSED PARCEL 4.617
 10-02-02
 WP #011479.00.S2C
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 NOT TO SCALE
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