

**FIDELITY NATIONAL TITLE
HOLD FOR PICK-UP**

OFFICIAL RECORDS OF
MARICOPA COUNTY RECORDER
HELEN PURCELL
20021256822 11/28/2002 11:54
75003484-7-4-1-
ELECTRONIC RECORDING

When recorded, return to:

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

75003484 1/3

**SUPPLEMENTAL DECLARATION OF
COVENANTS, CONDITIONS AND RESTRICTIONS
FOR VERRADO PARCELS 4.618 and 4.619**

This Supplemental Declaration of Covenants, Conditions and Restrictions for Verrado Parcels 4.618 and 4.619 ("**Supplemental Declaration**") is made effective this 25th day of November 2002, 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 on September 30, 2002, as Document No. 2002-1008904 (the "**Covenant**"); and

C. 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 (the "**Declaration**"). Each capitalized term used but not defined herein shall have the meaning for such term set forth in the Declaration; and

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

E. Trustee is the owner that portion of the Additional Property described on Exhibit "A" attached hereto (the "**Units**").

F. Founder, with the consent of Trustee, wishes to cause the Units, which Units already are 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.

NOW, THEREFORE, Founder, with the consent of Trustee, hereby declares that the Units shall be held, sold and conveyed subject to the following restrictions, covenants, conditions, terms and provisions, which shall apply to the Units 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.** Pursuant to Section 5.11 of the Declaration, Founder hereby declares that the Units are 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.

2. **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 Units 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.

3. **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: John D. Bradley

Its: V.P.

TRUSTEE:

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

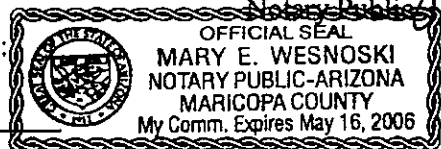
By: Bonnie McLeod
Name: Bonnie McLeod
Its: Trust Officer

STATE OF ARIZONA)
) ss.
County of Maricopa)

The foregoing instrument was acknowledged before me this 25th day of November, 2002, 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.

Mary E. Wesnoski

My Commission Expires:



STATE OF ARIZONA)
) ss.
County Of Maricopa)

The foregoing instrument was acknowledged before me this 20th day of November, 2002, by Bonnie McLeod, 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.

Kris Schwartz
Notary Public

My Commission Expires:
10/21/05



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 4.618

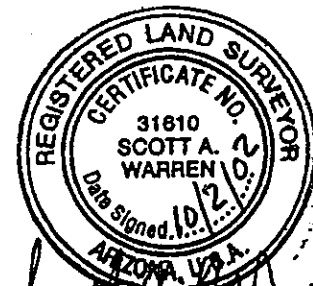
A parcel of land lying within Section 19, Township 2 North, Range 2 West, of the Gila and Salt River Meridian, Maricopa County, Arizona, more particularly described as follows:

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 856.67 feet;
THENCE leaving said west line, North 89°54'35" East, a distance of 103.43 feet, to the **POINT OF BEGINNING**;
THENCE North 00°12'07" West, a distance of 301.45 feet;
THENCE South 90°00'00" East, a distance of 6.05 feet;
THENCE North 00°00'00" East, a distance of 18.00 feet;
THENCE North 90°00'00" West, a distance of 6.12 feet;
THENCE North 00°12'07" West, a distance of 46.46 feet;
THENCE South 90°00'00" East, a distance of 34.00 feet;
THENCE North 00°12'07" West, a distance of 32.00 feet;
THENCE South 90°00'00" East, a distance of 199.11 feet, to the beginning of a curve;
THENCE southeasterly along said curve, having a radius of 15.00 feet, concave southwesterly, through a central angle of 90°00'00", a distance of 23.56 feet, to the curve's end;
THENCE South 00°00'00" West, a distance of 222.19 feet;
THENCE South 90°00'00" East, a distance of 9.00 feet;
THENCE South 00°00'30" West, a distance of 160.71 feet;
THENCE North 90°00'00" West, a distance of 255.69 feet, to the **POINT OF BEGINNING**.

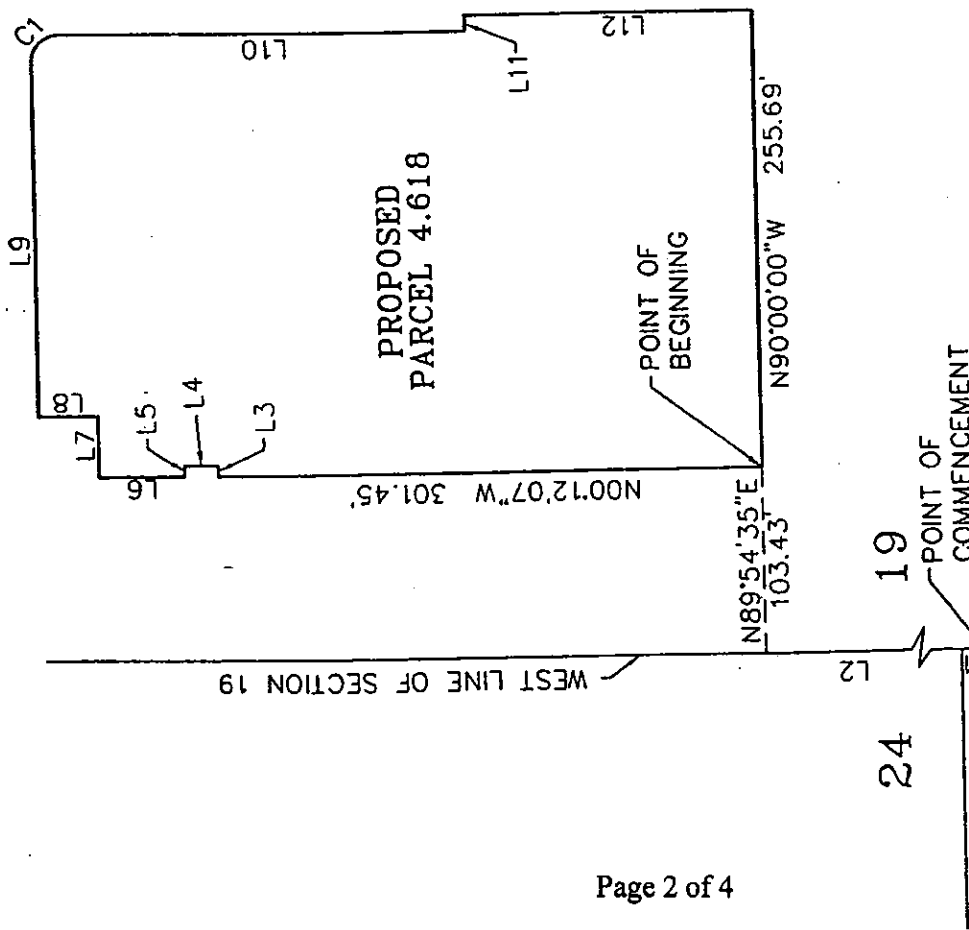
Containing 2.2646 acres, or 98,644 square feet of land, more or less.

Subject to existing rights-of-way and easements.

Y:\WP\Parcel Descriptions\011479.S2C Verrado Parcel 4.618.doc



Scott A. Warren



LINE TABLE		
LINE	BEARING	DISTANCE
L1	N00°42'31"E	12.64'
L2	N00°05'25"W	856.67'
L3	S90°00'00"E	6.05'
L4	N00°00'00"E	18.00'
L5	N90°00'00"W	6.12'
L6	N00°12'07"W	46.46'
L7	S90°00'00"E	34.00'
L8	N00°12'07"W	32.00'
L9	S90°00'00"E	199.11'
L10	S00°00'00"W	222.19'
L11	S90°00'00"E	9.00'
L12	S00°00'30"W	160.71'

CURVE TABLE			
CURVE	DELTA	RADIUS	ARC
C1	90°00'00"	15.00'	23.56'

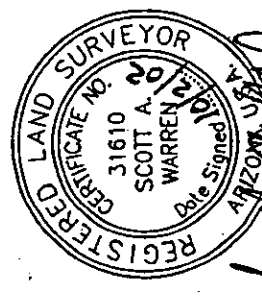
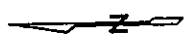


EXHIBIT "A"

VERRADO
 PROPOSED PARCEL 4.618
 10-02-02
 WP #011479.00.S2C
 PAGE 2 OF 2
 NOT TO SCALE
 T:\2001\011479\LEGAL\1479L24R



WOOD/PATEL
 2051 West Northern
 Phoenix, AZ 85021
 Phone: (602) 335-8500
 Fax: (602) 335-8580

Revised May 28, 2002
May 20, 2002
WP #011479.00.S2C
Page 1 of 2
See Exhibit "A"

PARCEL DESCRIPTION
Verrado
Proposed Parcel 4.619

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 440.98 feet;
THENCE leaving said west line, North 89°54'35" East, a distance of 104.24 feet, to the **POINT OF BEGINNING**;
THENCE North 00°12'07" West, a distance of 258.66 feet;
THENCE South 89°47'53" West, a distance of 8.00 feet;
THENCE North 00°12'07" West, a distance of 96.06 feet;
THENCE South 90°00'00" East, a distance of 263.56 feet;
THENCE South 00°00'00" West, a distance of 121.50 feet;
THENCE North 90°00'00" West, a distance of 9.57 feet;
THENCE South 00°00'00" West, a distance of 232.33 feet;
THENCE South 89°47'53" West, a distance of 244.74 feet, to the **POINT OF BEGINNING**.

Containing 2.0398 acres, or 88,854 square feet of land, more or less.

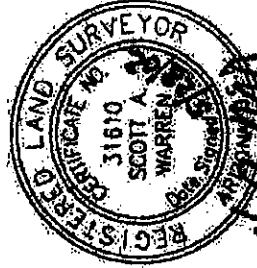
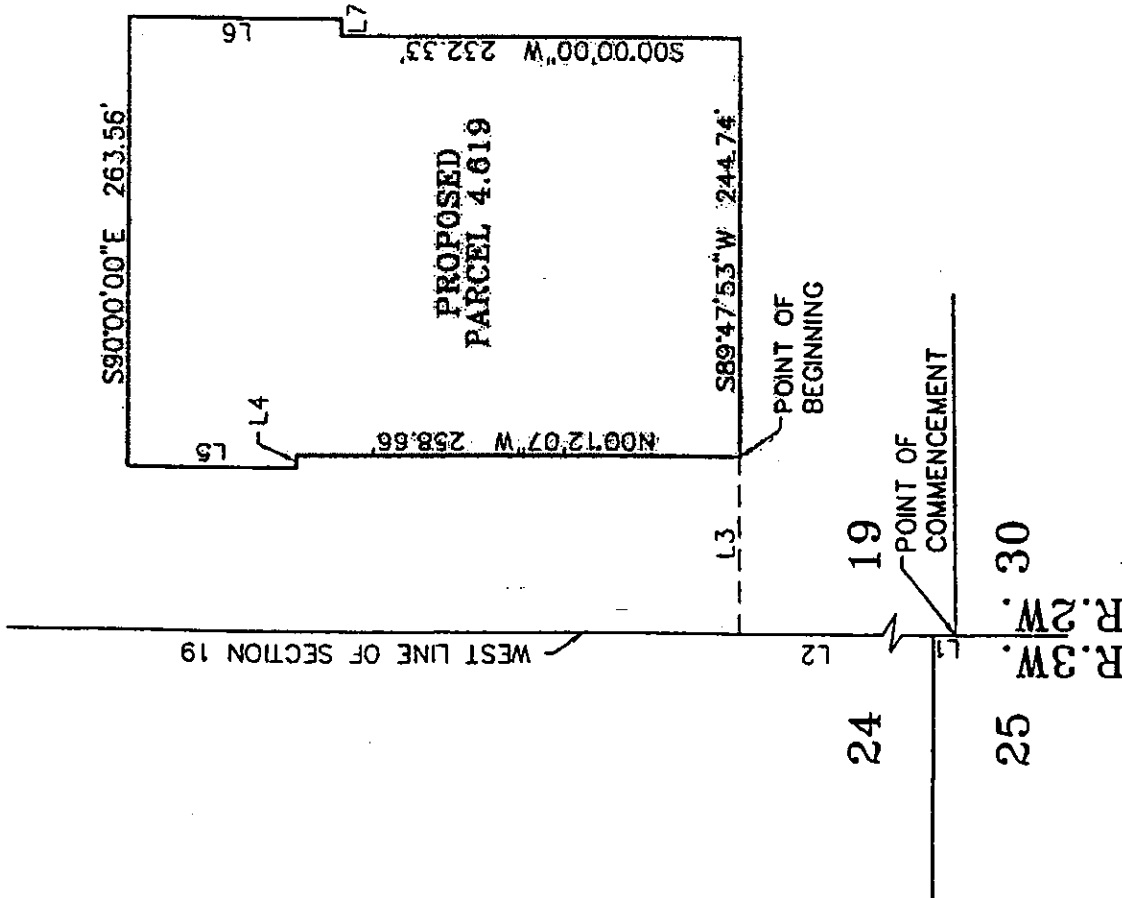
Subject to existing rights-of-way and easements.

Y:\WP\Parcel Descriptions\011479.S2C Verrado Parcel 4.619.doc



Scott A. Warren

LINE TABLE		
LINE	BEARING	DISTANCE
L1	N00°42'31"E	12.64'
L2	N00°05'25"W	440.98'
L3	N89°54'35"E	104.24'
L4	S89°47'53"W	8.00'
L5	N00°12'07"W	96.06'
L6	S00°00'00"W	121.50'
L7	N90°00'00"W	9.57'



Scott A. Warren

EXHIBIT "A"

VERRADO
 PROPOSED PARCEL 4.619
 05-28-02
 WP#011479.00.S2C
 PAGE 2 OF 2
 NOT TO SCALE

T:\2001\011479\LEGAL\1479L26R

WOOD/PATEL
 2051 West Northern
 Phoenix, AZ 85021
 Phone: (602) 335-8500
 Fax: (602) 335-8580

LAW OFFICES
BISKIND, HUNT & TAYLOR, P.L.C.

NEIL D. BISKIND, P.C.
DIRECT LINE: (602) 955-1822
E-MAIL: NEIL@BISKINDLAW.COM

October 29, 2004

HAND-DELIVERED

Ms. Bonnie McCoid
Fidelity National Title Insurance Company
3131 E. Camelback Road, Suite 115
Phoenix, AZ 85016

Re: Verrado Phase I Condominiums; Parcels 4.618 and 4.619

Dear Bonnie:

Enclosed are the following original executed Quit Claim Deeds pertaining to Verrado Parcels 4.618 and 4.619 for recording in the following order:

1. DMB Verrado District Core I, LLC, to DMB/PB Bell Verrado Apartments LLC (Unit Nos. R-100 through R-115, inclusive, and Unit Nos. R-200 through R-226, inclusive); and
2. DMB/PB Bell Verrado Apartments LLC to DMB Verrado District Core I, LLC (Unit Nos. C-1 through C-5, inclusive).

As a courtesy, and without any liability therefor, please cause each Quit Claim Deed to be immediately electronically recorded and then return the recorded originals to Shirley Stang at DMB, 7600 E. Doubletree Ranch Road, Suite 300, Scottsdale, Arizona 85258-2137, and provide a copy to me, Christine Bables and to Robin Mouser..

Should you have any questions or concerns, please do not hesitate to call.

Very truly yours,


Neil D. Biskind

NDB/ndb

Enclosures:

- *Quit Claim Deed (District Core to PB Bell)*
- *Quit Claim Deed (PB Bell to District Core)*

Ms. Bonnie McCoid
Fidelity National Title Insurance Company
October 29, 2004
Page 2

cc: Bob Kammerle (w/att. via e-mail)
Derek Earle (w/att. via e-mail)
Vince Merenda (w/att via e-mail)
Rebecca Burnham, Esq. (w/att. via e-mail)
Robin Mouser (w/att. via e-mail)
Gregg Hanks, Esq. (w/att. via e-mail)

H:\wpdocs\ML\DMB\Verrado\Trust Ag\Letters to Trustee\mccoid QCDeeds PB Bell courtesy record.doc

LAW OFFICES

BISKIND, HUNT & TAYLOR, P.L.C.

NEIL D. BISKIND, P.C.
DIRECT LINE: (602) 955-1822
E-MAIL: NEIL@BISKINDLAW.COM

October 26, 2004

HAND-DELIVERED

Ms. Bonnie McCoid
Fidelity National Title Insurance Company
3131 E. Camelback Road, Suite 115
Phoenix, AZ 85016

Re: Verrado Condominium I - Parcels 4.618 and 4.619

Dear Bonnie:

Enclosed are the following:

1. Three (3) fully executed mylars of the Condominium Plat for Verrado Condominiums I;
2. The fully executed and acknowledged Condominium Declaration for Verrado Condominiums I;
3. The original fully executed Declaration of Easements affecting Parcel 4.620; and
4. The fully executed and acknowledged Bus Stop Easement Agreement.

All of the enclosed items pertain to property that is no longer in the Trust, and therefore, are not "Recordable Agreements" requiring any approval of the First Beneficiary under Trust Agreement.

As a courtesy, and without liability therefor, please cause the Plat to be immediately recorded in the Official Records of Maricopa County and cause the two extra original mylars to have the appropriate recording information placed thereon. Please cause the two additional mylars of the Condominium Plat to be returned directly to Derek Earle at the Verrado administrative offices in Buckeye.

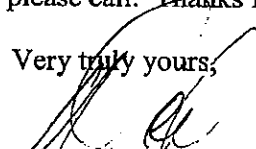
Please note that the Condominium Declaration, the Declaration of Easements, and Bus Stop Easement Agreement, all need to be recorded concurrently with each other after recordation of the Plat, and that the Condominium Declaration has a reference to the recording information of the Plat on Page 4 that needs to be inserted into the document prior to its recordation. It would be desirable for the Plat and all of these documents to be recorded concurrently.

Bonnie McCoid
Fidelity National Title Insurance Company
October 26, 2004
Page 2

Once the recording information of the Plat has been inserted into the Condominium Declaration, and the Condominium Declaration, the Declaration of Easements and Bus Stop Easement Agreement have been recorded (**please record the Condominium Declaration last**), please cause the originals of each of those recorded documents to be forwarded to Shirley Stang at DMB Associates, Inc., and provide complete copies thereof to myself, Chris Bables and Robin Mouser.

Should you have any questions or concerns, please call. Thanks for your assistance.

Very truly yours,



Neil D. Biskind

NDB/ndb

Enclosures:

- *Condominium Plat (3 executed originals)*
- *Condominium Declaration*
- *Declaration of Easements (Parcel 4.620)*
- *Bus Stop Easement Agreement*

cc: John Bradley (w/o att. via e-mail)
Derek Earle (w/o att. via e-mail)
Vince Merenda (w/o att. via e-mail)
Christine Bables (w/o att. via e-mail)
Shirley Stang (w/o att. via e-mail)
Charles King, Esq. (w/o att. via e-mail)
Gregg Hanks, esq. (w/o att. via e-mail)
Rebecca Burnham, Esq. (w/o att. via e-mail)
Robin Mouser (w/o att. via e-mail)