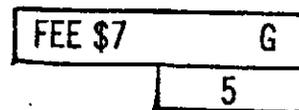
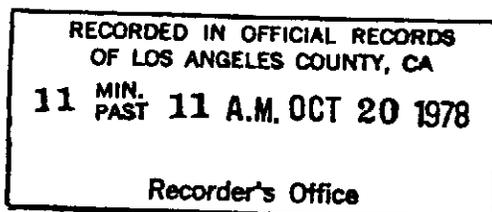


Recording Requested By
PORTUGUESE BEND COMMUNITY ASSOCIATION

78-1171158

When Recorded Mail To

POWARS, TRETHERWAY & BENNETT,
a Professional Law Corporation
P. O. Box 7947
Long Beach, California 90807



PORTUGUESE BEND

AMENDMENT TO DECLARATIONS OF PROTECTIVE RESTRICTIONS

THIS AMENDMENT to Declarations of Protective Restrictions made this 19th day of September, 1978, by PORTUGUESE BEND COMMUNITY ASSOCIATION, a non-profit corporation.

R E C I T A L S

1. The following Declarations of Protective Restrictions covering the described tracts or parcels of real property in Portuguese Bend or Rancho Palos Verdes, County of Los Angeles, California, have been recorded in the office of the County Recorder of said Los Angeles County:

(a) Portuguese Bend Declaration No. One of Protective Restrictions, dated August 22, 1947, executed by Palos Verdes Corporation, a Delaware corporation, and accepted by Portuguese Bend Community Association, a corporation, recorded on the 23rd day of August, 1947, as Document No. 397 in Book 24966, Page 1 of Official Records of Los Angeles County, California.

(b) Portuguese Bend Declaration No. Two of Protective Restrictions, dated November 8, 1948, executed by Palos Verdes Corporation and accepted by Portuguese Bend Community Association, a corporation, recorded on the 15th day of November, 1948, in Book 28388, Page 307 of Official Records of said County.

(c) Portuguese Bend Declaration No. Three of Protective Restrictions, dated November 8, 1948, executed by Palos Verdes Corporation and accepted by Portuguese Bend Community Association, a corporation, recorded on the 15th day of November, 1948, in Book 28388, Page 247 of Official Records of said County.

(d) Portuguese Bend Declaration No. Four of Protective Restrictions, dated January 12, 1951, executed by Palos Verdes Corporation and accepted by Portuguese Bend Community Association, a corporation, recorded on the 15th day of January, 1951, in Book 35314, Page 281 of Official Records of said County.

(e) Portuguese Bend Declaration No. Five of Protective Restrictions, dated July 11, 1951, executed by Palos Verdes Corporation and accepted by Portuguese Bend Community Association, a corporation, recorded on the 13th day of July, 1951, in Book 36760, Page 1 of Official Records of said County.

(f) Portuguese Bend Declaration No. Six of Protective Restrictions, dated September 19, 1951, executed by Palos Verdes Corporation, and accepted by Portuguese Bend Community Association, a corporation, recorded on the 20th day of September, 1951, in Book 37248, Page 353 of Official Records of said County.

(g) Portuguese Bend Declaration No. Seven of Protective Restrictions, dated October 15, 1953, executed by Filiorum Corporation and accepted by Portuguese Bend Community Association, a corporation, recorded on the 22nd day of October, 1953, in Book 42986, Page 56 of Official Records of said County.

(h) Portuguese Bend Declaration No. Eight of Protective Restrictions, dated December 22, 1953, executed by Filiorum Corporation and accepted by Portuguese Bend Community Association, a corporation, recorded on the 29th day of December, 1953, in Book 43475, Page 101 of Official Records of said County.

(i) Portuguese Bend Declaration No. Nine of Protective Restrictions, dated December 22, 1953, executed by Filiorum Corporation and accepted by Portuguese Bend Community Association, a corporation, recorded on the 29th day of December, 1953, in Book 43483, Page 121, of Official Records of said County.

(j) Portuguese Bend Declaration No. Ten of Protective Restrictions, dated June 15, 1954, executed by Filiorum Corporation and accepted by Portuguese Bend Community Association, a corporation, recorded on the 17th day of June, 1954, in Book 44838, Page 421 of Official Records of said County.

(k) Portuguese Bend Declaration No. Eleven of Protective Restrictions dated June 27, 1956, executed by Filiorum Corporation, recorded on the 10th day of August, 1956, as Document No. 9922, of Official Records of said County.

(l) Portuguese Bend Declaration No. Twelve of Protective Restrictions, dated February 14, 1957, executed by Palos Verdes Properties, a partnership, accepted by Portuguese Bend Community Association, a corporation, and approved by Filiorum Corporation, recorded on the 12th day of March, 1957, in Book 53890, Pages 178, et seq. of Official Records of said County.

(m) Portuguese Bend Declaration No. Thirteen of Protective Restrictions, dated August 20, 1958, executed by Palos Verdes Properties, a partnership, accepted by Portuguese Bend Community Association, a corporation, and approved by Filiorum Corporation, recorded on the 11th day of December, 1958, in Book M176, Pages 464, et seq. of Official Records of said County.

2. Article VII, Section 2, of each of the aforesaid Declarations provides for amendment to the Protective Restrictions by a two-thirds vote of the owners of record of all land covered by the restrictions, conditions, covenants, reservations, liens or charges which are to be so amended.

3. At a special meeting of the Portuguese Bend Community Association held on September 19, 1978, a resolution was passed, exceeding the two-thirds vote required, by the owners whose names appear on Exhibit "A" attached hereto and made a part hereof, constituting owners of 143.93 acres out of 190.41 acres, 189 lots out of 259 lots, and 136 property owners out of 203.

4. In accordance with said resolution, Article V of each of the aforesaid Declarations of Protective Restrictions is hereby amended by deleting Section 3. (a) therefrom and in its place and stead substituting the following:

(a) General Charges, Assessments and Liens. Each building site, lot, parcel and/or portion of property and the improvements thereon embraced within the real property covered by this declaration after the same has been conveyed by Palos Verdes Corporation to someone other than Filiorum Corporation, or made subject to a contract of sale executed by Palos Verdes Corporation as seller, and if conveyed by Palos Verdes Corporation to Filiorum Corporation or made subject to a contract of sale executed by Filiorum Corporation as seller, except property and/or improvements owned by the Association or designated by the board of directors of the Association as being devoted to

public or semi-public use or not included in assessments by the County of Los Angeles, shall be subject to a continuous maintenance lien security payment of an annual charge or assessment to be fixed, established and collected from time to time as herein provided. The Association shall have sole authority to fix and establish annually the amount of such annual charge or assessment (together with the penalties and costs of collection thereon). Every property improved with a residence shall be assessed a sum not to exceed \$325.00 per annum; every unimproved property, lot or parcel, whether contiguous to an improved lot or not, shall be assessed the sum of \$5.00 per lot per annum; every semi-improved property, lot or parcel, whether contiguous to an improved lot or not, i. e. orchard lot, stable lot, agricultural lot, etc., shall be assessed the sum of \$50.00 per lot per annum, provided, however, that beautification or landscaping, without any commercial interest, shall not subject a lot to increased tax. The determination of the Architectural Committee shall be conclusive as to the category of any lot. Any lot which changes its character as defined above shall be reassessed as of July 1st; if construction has commenced on a lot it will be deemed an improved lot for the full year. The above section shall become effective forthwith and shall be effective for the tax year July 1, 1978 through June 30, 1979. Tax bills shall be mailed in October of each year with the entire tax bill due and payable on the 1st Monday in November, but payable in two installments. If the first installment is late a penalty of 6% shall be assessed; if the second installment is late a penalty of 6% and a \$15.00 late charge shall be assessed. In addition, taxes delinquent on June 1st of any year will become a lien with a charge of \$22.50 assessed for recording the lien and an additional charge of \$22.50 for processing a release of lien. Additional penalties will be assessed at the rate of 1% per month during the first year and 1/2 of 1% per month thereafter if payment is made after June 30th.

Provided further, the Board of Directors shall have the authority to raise the amount of the assessment per residence by not more than the annual inflation figure as set by Consumer Price Index of the U. S. Government commencing with the year 1979. This power shall be cumulative.

Notwithstanding anything in the above, upon application to the board and submission of an affidavit in the form and manner set forth by the board, wherein owners of a residence subject to Article V, Section 3. (a) of the Covenants, Conditions and Restrictions declare that the owner, except the spouse, lives in the home and is 62 years or older as of December 31, 1977 and that during 1977 the combined income of household members does not exceed \$20,000.00 and recorded liens, mortgages or loans against the home do not exceed more than 80% of its true value, and that the Association tax for the 1977-78 tax year was less than \$300.00, then the board shall instruct the treasurer to issue one or two certificates (depending on amount) to the declarant which may be used to pay the difference between the current tax assessment and the amount of the 1977-78 tax bill, or \$100.00, whichever is greater. A lien against the home will then be filed by the Association for the amount of taxes postponed; interest will be added to the lien amount at the rate of 6% per annum; all or any part of the lien may be paid at any time or payment can be postponed until the declarant moves out of the home, sells it, or allows taxes in future years to become delinquent. The lien becomes payable upon death unless the claimant's spouse occupies the home, does not sell or lease it, and does not allow future taxes to become delinquent. Request for postponement must be made for the first year only. Application to postpone for either the first, second, or both installments of property tax must be filed before January 31, 1978. In subsequent years the filing period to request postponement will be January 1st through July 31st.

Provided, however, that said maximum tax rate may be changed by and to the extent agreed upon by the owners of record of not less than two-thirds of the lots subject to the jurisdiction of the Association which are subject to said charges and/or assessments, provided that no increased rate shall be effective as to the property covered by this declaration unless a similar increase becomes effective as to all property subject to charges and/or assessments by the Association in each respective category, i. e. improved lots, semi-improved lots, and unimproved lots.

IN WITNESS WHEREOF, Portuguese Bend Community Association has caused its signature to be hereunto affixed the day and year first above written.

PORTUGUESE BEND COMMUNITY ASSOCIATION

By [Signature]
John A. Tretheway, President

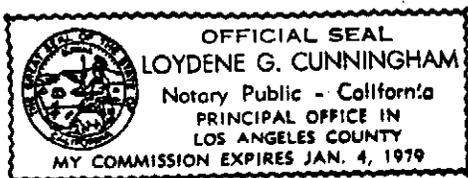
By [Signature]
Nancy Pedersen, Secretary

STATE OF CALIFORNIA)
)
COUNTY OF LOS ANGELES)

On October 19th, 1978, before me, the undersigned, a Notary Public in and for said County and State, personally appeared John A. Tretheway, known to me to be the President, and Nancy Pedersen, known to me to be the Secretary of the corporation that executed the within Instrument, known to me to be the persons who executed the within Instrument on behalf of the corporation therein named, and acknowledged to me that such corporation executed the within Instrument pursuant to its by-laws or a resolution of its board of directors.

WITNESS my hand and official seal.

[Signature]
Notary Public in and for said County and State.



78-1171158

5

ACREAGE VOTE FOR BOARD RESOLUTION

Anderson, Winona W.	1.06	Lowther, Michael	.7
Albuja, Carlos & Julie	.63	Luebke, Leonard E. & Lorraine L.	.7
Ballantine, Earle W.	.88	Lewis, Melvyn M. & Ingrid K.	1.0
Bauer, Robert B. & Rae A.	1.47	Major, Joy E.	.6
Bell, Hildur M.	.44	Marin, Alfred A. & Doris E.	.4
Betts, Timothy C. & Jeanette A.	.88	Martin, Martha	.5
Bigelow, Edmund L. & Constance B.	.76	Mattis, Thomas J. & Kathleen	.5
Black, Richard L. & Frances P.	.48	Maxwell, James G. & Martha R.	.5
Black, Thomas P. & Marlene C.	.60	Maxwell, Robert R. & McNair C.	.7
Bostrom, Frank S.	2.15	Medve, Stephen & Harriet B.	.7
Bowen, Harold S. & Beulah M.	1.16	Mills, Thomas W. (Margaret)	.5
Buente, Thelma L.	.59	Misevic, Bruno V. & Frances M.	.5
Bunten, Cedric R. & Dorothy A.	.67	Moore, Louis T. & Marriott	.6
Burke, Forrest M. & Violet L.	.30	Moxley, Elmer D. & Jacqueline	.8
Burns, George C. & Helen R.	1.59	Muller, William R. & Sarah C.	.7
Burt, Ardys & Nordstrom, A. W.	.81	McClafferty, Edward J. & Bette T.	.7
Burt, Patrick R. & Marva D.	.62	McJones, Robert W. & Norma J.	.7
Camplin, John C. & Sandra O.	.55	Nelson, Dan E. & Pamela N.	.7
Christopher, Paul & Joyce H.	.55	Niemeyer Investments (Arnold Niemeyer)	.8
Christy, Dorothy P.	.65	Nordstrom, Edna M.	1.2
Clark, Lee	.95	Norris, Kenneth S. & Phyllis	.7
Clarke, Stanley P. & Daphne E.	.58	O'Neill, Henry & Ruth	.9
Coates, Lyn	.54	P. V. Properties	4.4
Colstad, Helen B.	.78	Patterson, Leanoire J.	1.0
Conroy, John L. & Gloria T.	1.99	Pope, O. V. & Ruth E.	.5
Curtis, Jean P.	.50	Pugh, James F. & Nancy	2.7
Daniel, Stuart W. & Joyce M.	.92	Reese, Samuel A. & Beatrice	.6
Dale, J. W.	.82	Riley, Lyman E. & Dorothy H.	.5
Demuth, Frank & Niesje	7.60	Rucker, R. G. & Maxine O.	1.0
De Goede, Willie P.	.46	Rudolfi, Gino A. & Hope J.	.7
Donahower, William M. & Molly S.	6.29	Rule, William S.	1.7
Dimitriov, James F.	.77	Ruth, Francis & Patricia	2.2
Dyer Trust (Neva Dyer, Trustee)	.67	St. Peter's by the Sea U.P.C.	.6
Eads, Warren B. & Linda L.	.59	Schuster, Jay R. & Judy G.	.7
Eastman, G. (Mrs. G. W.)	.66	Seebe, Mrs. Frances	.7
Ehlenberger, Craig A.	.58	Shahin, John S.	4.2
Ekdale, Virginia F.	1.42	Sheffer, Richard G. & Mary L.	.6
Evans, Jennie M.	.79	Sheridan, William H. & Mary V.	.7
Faerber, Martin & Helen M.	2.05	Siegel, Michael R. & Elaine	1.0
Fairchild, Mark C. & Katherine M.	.60	Smith, Milton T.	.4
Fisher, George L. & Kathaleen B.	1.37	Smolley, Robert & Jeanne	1.0
Fitzgibbons, Handred K.	.43	Snyder, Margaret (aka Edgcomb)	.7
Foley, John & Elizabeth F.	.59	Stewart, Onna C. & Lorain	.7
Field, Betty E.	2.97	Stoddard, Hannis III & Worth, Gail J.	.7
Freeman, William L. & Donna G.	.58	Strickfaden, Alan C. & Joan R.	.7
Gallagher, Joseph T. & Noel	.83	Strutzel, Jeffrey J.	1.7
Gilmore, David & Judy	.81	Stuart, Chas. L. & Tonello-Stuart Enrica	.7
Gonzales, Jaime & Joanne	1.11	Sutton, Everett W. & Marlene P.	4.7
Gregory, Hal W. J. & Helen C.	.76	Taylor, John C. & Carolyn W.	1.7
Griffin, William R. & Maureen D.	.62	Teague, Norwood	.7
Haldeman, Robert H. & Diana T.	.81	Titzler, H. N. & Muriel L.	.7
Hammond, Toni J. & Jos. Deeble Jr.	1.08	Tompkins, Charles & Candace	.7
Haney, William E. & Dora	.38	Towle, Howard P. & Dorothy M.	.7
Hart, Henry Clay III & Sarah J.	1.89	Tretheway, John A. & Dorothy D.	.7
Harvey, Emmett A. & Mary A.	.49	Tucker, Esther M.	.7
Heller, Stephen K. & Bridget	.57	Turner, David M.	.7
Hinsley, Raymond & Margaret L.	.36	Twidwell, George E. & Leanne	1.7
Hirshland, Harold	.63	Van Dorn, Floyd L. & Laura J.	1.7
Horan, L. J. & Patricia	.77	Vanderlip, Frank	1.7
Howard, J. Robert & Jacqueline M.	1.42	Van Ettinger, Christian A. & Sophie	.7
Ishibashi, James K. et al	1.41	Warner, S. Y. Jr.	3.7
James, Susan C.	.59	Wildey, Thomas C. & Eva J.	2.7
Jester, Ralph K. & Lois Ann	.80	Williams, Robert E.	.7
King, Stephen L. & Judith A.	.60	Winkler, Burton C. & A. Marie	.7
Kochan, Michael	.83	Wood, Roscoe L. & Margaret S.	.7
Lacy, William G. & Evelyn I.	.67	Wright, Horace M. Jr.	.7
Lee, Al & Carlin	.63	Yewell, George T. & Nancy C.	.7
Lindberg, Roger C. & Diane	.80	Young, Edward J.	.7

Provided, however, that said maximum tax rate may be changed by and to the extent agreed upon by the owners of record of not less than two-thirds of the lots subject to the jurisdiction of the Association which are subject to said charges and/or assessments, provided that no increased rate shall be effective as to the property covered by this declaration unless a similar increase becomes effective as to all property subject to charges and/or assessments by the Association in each respective category, i. e. improved lots, semi-improved lots, and unimproved lots.

IN WITNESS WHEREOF, Portuguese Bend Community Association has caused its signature to be hereunto affixed the day and year first above written.

PORTUGUESE BEND COMMUNITY ASSOCIATION

By *John A. Tretheway*
John A. Tretheway, President

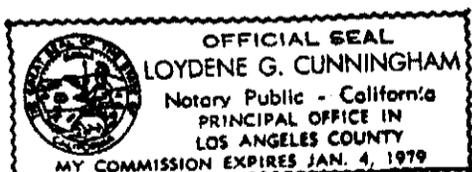
By *Nancy Pedersen*
Nancy Pedersen, Secretary

STATE OF CALIFORNIA)
)
COUNTY OF LOS ANGELES)

On October 19th, 1978, before me, the undersigned, a Notary Public in and for said County and State, personally appeared John A. Tretheway, known to me to be the President, and Nancy Pedersen, known to me to be the Secretary of the corporation that executed the within Instrument, known to me to be the persons who executed the within Instrument on behalf of the corporation therein named, and acknowledged to me that such corporation executed the within Instrument pursuant to its by-laws or a resolution of its board of directors.

WITNESS my hand and official seal.

Loydene G. Cunningham
Notary Public in and for said County and State.



ACREAGE VOTE FOR BOARD RESOLUTION

Anderson, Winona W.	1.06	Lowther, Michael
Albuja, Carlos & Julie	.63	Luebke, Leonard E. & Lorraine L.
Ballantine, Earle W.	.88	Lewis, Melvyn M. & Ingrid K.
Bauer, Robert B. & Rae A.	1.47	Major, Joy E.
Bell, Hildur M.	.44	Marin, Alfred A. & Doris E.
Betts, Timothy C. & Jeanette A.	.88	Martin, Martha
Bigelow, Edmund L. & Constance B.	.76	Mattis, Thomas J. & Kathleen
Black, Richard L. & Frances P.	.48	Maxwell, James G. & Martha R.
Black, Thomas P. & Marlene C.	.60	Maxwell, Robert R. & McNair C.
Bostrom, Frank S.	2.15	Medve, Stephen & Harriet B.
Bowen, Harold S. & Beulah M.	1.16	Mills, Thomas W. (Margaret)
Buente, Thelma L.	.59	Misevic, Bruno V. & Frances M.
Bunten, Cedric R. & Dorothy A.	.67	Moore, Louis T. & Marriott
Burke, Forrest M. & Violet L.	.30	Moxley, Elmer D. & Jacqueline
Burns, George C. & Helen R.	1.59	Muller, William R. & Sarah C.
Burt, Ardys & Nordstrom, A. W.	.81	McClafferty, Edward J. & Bette T.
Burt, Patrick R. & Marva D.	.62	McJones, Robert W. & Norma J.
Camplin, John C. & Sandra O.	.55	Nelson, Dan E. & Pamela N.
Christopher, Paul & Joyce H.	.55	Niemeyer Investments (Arnold Niemeyer)
Christy, Dorothy P.	.65	Nordstrom, Edna M.
Clark, Lee	.95	Norris, Kenneth S. & Phyllis
Clarke, Stanley P. & Daphne E.	.58	O'Neill, Henry & Ruth
Coates, Lyn	.54	P. V. Properties
Colstad, Helen B.	.78	Patterson, Leanoire J.
Conroy, John L. & Gloria T.	1.99	Pope, O. V. & Ruth E.
Curtis, Jean P.	.50	Pugh, James F. & Nancy
Daniel, Stuart W. & Joyce M.	.92	Reese, Samuel A. & Beatrice
Dale, J. W.	.82	Riley, Lyman E. & Dorothy H.
Demuth, Frank & Niesje	7.60	Rucker, R. G. & Maxine O.
De Goede, Willie P.	.46	Rudolfi, Gino A. & Hope J.
Donahower, William M. & Molly S.	6.29	Rule, William S.
Dimitriov, James F.	.77	Ruth, Francis & Patricia
Dyer Trust (Neva Dyer, Trustee)	.67	St. Peter's by the Sea U.P.C.
Eads, Warren B. & Linda L.	.59	Schuster, Jay R. & Judy G.
Eastman, G. (Mrs. G. W.)	.66	Seebe, Mrs. Frances
Ehlenberger, Craig A.	.58	Shahin, John S.
Ekdale, Virginia F.	1.42	Sheffer, Richard G. & Mary L.
Evans, Jennie M.	.79	Sheridan, William H. & Mary V.
Faerber, Martin & Helen M.	2.05	Siegel, Michael R. & Elaine
Fairchild, Mark C. & Katherine M.	.60	Smith, Milton T.
Fisher, George L. & Kathaleen B.	1.37	Smolley, Robert & Jeanne
Fitzgibbons, Handred K.	.43	Snyder, Margaret (aka Edgcomb)
Foley, John & Elizabeth F.	.59	Stewart, Orma C. & Lorain
Field, Betty E.	2.97	Stoddard, Hannis III & Worth, Gail J.
Freeman, William L. & Donna G.	.58	Strickfaden, Alan C. & Joan R.
Gallagher, Joseph T. & Noel	.83	Strutzel, Jeffrey J.
Gilmore, David & Judy	.81	Stuart, Chas. L. & Tonello-Stuart Enrica
Gonzales, Jaime & Joanne	1.11	Sutton, Everett W. & Marlene P.
Gregory, Hal W. J. & Helen C.	.76	Taylor, John C. & Carolyn W.
Griffin, William R. & Maureen D.	.62	Teague, Norwood
Halderman, Robert H. & Diana T.	.81	Titzler, H. N. & Muriel L.
Hammond, Toni J. & Jos. Deeble Jr.	1.08	Tompkins, Charles & Candace
Haney, William E. & Dora	.38	Towle, Howard P. & Dorothy M.
Hart, Henry Clay III & Sarah J.	1.89	Tretheway, John A. & Dorothy D.