

AMENDMENT NO. 1 TO
DECLARATION
OF
RECIPROCAL ROADWAY EASEMENT

First American Title Insurance Company

THIS AMENDMENT NO. 1 TO DECLARATION OF RECIPROCAL ROADWAY EASEMENT ("this Amendment") made this 31st day of May, 1994 (which date is herein called the "date of this Amendment"), by (i) ISLAND LAKE ASSOCIATES, a Michigan general partnership (hereinafter called "Island Lake"), having its principal office at 21790 Coolidge Highway, Oak Park, Michigan 48237; (ii) FAIRWAY PINES LIMITED PARTNERSHIP, a Michigan limited partnership (hereinafter called "Fairway"), the successor-in- interest to, and assignee of Biltmore Properties Corporation, a Michigan corporation, having its principal office at 2025 West Long Lake Road, Suite 104, Troy, Michigan 48098; (iii) SUNFLOWER SEVEN ASSOCIATES, a Michigan general partnership (hereinafter called "Sunflower"), the successor-in-interest to, and assignee of Carrollton Arms, a Michigan general partnership, having its principal office at 21790 Coolidge Highway, Oak Park, Michigan 48237; and (iv) the CHARTER TOWNSHIP OF CANTON, a Michigan municipal corporation (hereinafter called the "Township"), having its principal office at 1150 South Canton Center Road, Canton, Michigan 48188.

W I T N E S S E T H:

The following is a recital of the facts and objectives underlying this Amendment:

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(A) Island Lake, Fairway, Sunflower and the Township, respectively, own the parcels of land in Sections 21 and 28 of the Township more particularly described on Exhibits "A", "B", "C" and "D" attached hereto (the "Parcels").

(B) The Parcels are subject to the terms and provisions of a certain Declaration of Reciprocal Roadway Easement, dated March 8, 1993 (the "Declaration"), recorded March 9, 1993, in liber 26390, page 818, Register No. 93/054743, Wayne County Records.

(C) Section 29 (on Page 33) of the Declaration ("Section 29") provides that all of the Roadways subject to the Declaration (as that term is defined in the Declaration) may be dedicated for such purposes to the use of the public upon the occurrence of certain events and conditions set forth and described in Section 29.

(D) Island Lake, Fairway, Sunflower and the Township desire to hereby modify Section 29 to confirm and incorporate the further and additional requirement that in the case of any Parcel (or part thereof) which has become a platted subdivision, the Roadways within such subdivision may be dedicated for such purposes to the use of the public only upon compliance with the provisions of Sections 221 through 229, both inclusive, of the Subdivision Control Act of 1967, as amended, pertaining to plat changes.

NOW, THEREFORE, in consideration of the mutual covenants and undertakings contained in the Declaration and this Amendment, it is hereby agreed, as follows:

(1) Section 29 is hereby modified and restated, to read, in its entirety, as follows:

"Dedication. All of the Roadways may be dedicated for such purposes to the use of the public upon (i) the incorporation of the Township as a city (the "City"); (ii) the consent of the City; (iii) the affirmative vote of 66-2/3% of the Owners in each Subdivision; and (iv) full compliance with the applicable provisions of Sections 221 through 229, both inclusive, of the Subdivision Control Act of 1967, as amended, pertaining to plat changes (it being understood that upon the completion of the dedication of all such Roadways, the duties and functions of the Roadway Manager hereunder shall cease)."

(2) Except as herein expressly modified or amended, the Declaration shall continue in full force and effect according to its terms.

IN WITNESS WHEREOF, this Amendment has been made and executed by Island Lake, Fairway, Sunflower and the Township as at the date of this Amendment.

Signed in the presence of:

Kelly Ann LeBarre
Kelly Ann LeBarre
Colleen A. Mette
Colleen A. Mette

Kelly Ann LeBarre
Kelly Ann LeBarre
Colleen A. Mette
Colleen A. Mette

Kelly Ann LeBarre
Kelly Ann LeBarre
Colleen A. Mette
Colleen A. Mette

Deborah Zevaikink
Deborah Zevaikink
Kenneth H. Voyles
Kenneth H. Voyles

Signed by:

ISLAND LAKE ASSOCIATES, a Michigan general partnership

By: GLENGARRY DEVELOPMENT ASSOCIATES, a Michigan general partnership, Managing Partner

By: Richard M. Lewiston
Richard M. Lewiston, Managing Partner

FAIRWAY PINES LIMITED PARTNERSHIP, a Michigan limited partnership

By: BILTMORE ASSOCIATES, INC., a Michigan corporation, Managing Partner

By: Norman J. Cohen
Norman J. Cohen, President

SUNFLOWER SEVEN ASSOCIATES, a Michigan general partnership

By: LEWISTON-SMITH DEVELOPMENT ASSOCIATES, a Michigan general partnership, Managing Partner

By: Richard M. Lewiston
Richard M. Lewiston, Managing Partner

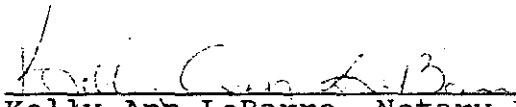
CHARTER TOWNSHIP OF CANTON, a Michigan municipal corporation

By: Thomas J. Yack
Thomas J. Yack, Supervisor

And: Loren N. Bennett
Loren N. Bennett, Clerk


STATE OF MICHIGAN)
) ss.
 COUNTY OF OAKLAND)

The foregoing instrument was acknowledged before me this 31st day of May, 1994, by Richard M. Lewiston, who is a Managing Partner in GLENGARRY DEVELOPMENT ASSOCIATES, a Michigan general partnership, which is a Managing Partner in ISLAND LAKE ASSOCIATES, a Michigan general partnership (the "Partnership"), on behalf of the Partnership.


 Kelly Ann LeBarre, Notary Public
 Oakland County, Michigan
 My Commission Expires: 9/20/95

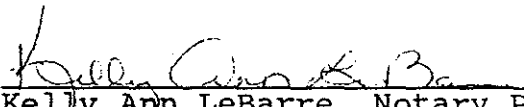
STATE OF MICHIGAN)
) ss.
 COUNTY OF OAKLAND)

The foregoing instrument was acknowledged before me this 31st day of May, 1994, by Norman J. Cohen, who is the President of BILTMORE ASSOCIATES, INC., a Michigan corporation, which is the Managing Partner in FAIRWAY PINES LIMITED PARTNERSHIP, a Michigan limited partnership (the "Partnership"), on behalf of the Partnership.


 Kelly Ann LeBarre, Notary Public
 Oakland County, Michigan
 My Commission Expires: 9/20/95

STATE OF MICHIGAN)
) ss.
 COUNTY OF OAKLAND)

The foregoing instrument was acknowledged before me this 31st day of May, 1994, by Richard M. Lewiston, who is a Managing Partner in LEWISTON-SMITH DEVELOPMENT ASSOCIATES, a Michigan general partnership, which is the Managing Partner in SUNFLOWER SEVEN ASSOCIATES, a Michigan general partnership (the "Partnership"), on behalf of the Partnership.


 Kelly Ann LeBarre, Notary Public
 Oakland County, Michigan
 My Commission Expires: 9/20/95

STATE OF MICHIGAN)
) ss.
COUNTY OF WAYNE)

The foregoing instrument was acknowledged before me this 31st day of May, 1994, by Thomas J. Yack and Loren N. Bennett, who are the Supervisor and Clerk, respectively, of the CHARTER TOWNSHIP OF CANTON, a Michigan municipal corporation (the "Township"), on behalf of the Township.

Nancy C. Fogarty

Nancy C. Fogarty, /Notary Public.
Wayne County, Michigan
My Commission Expires: 6/15/96

Drafted by, and when
recorded, return to:

Richard M. Lewiston
21790 Coolidge Highway
Oak Park, Michigan 48237

Exhibit "A"Description of the Island Lake Property

The Northwest one-quarter (1/4) of Section 21, Town 2 South, Range 8 East, Canton Township, Wayne County, Michigan, being more particularly described as follows:

Beginning at the Northwest corner of Section 21, Town 2 South, Range 8 East, thence North 89 degrees 53 minutes 16 seconds East, 2,594.81 feet along the North line of Section 21 and the centerline of Cherry Hill Road (66.00' wide) to the North one-quarter (1/4) corner of said Section 21; thence South 00 degrees 12 minutes 04 seconds West, 2,642.98 feet along the North/South one-quarter (1/4) line of Section 21 to the center of said Section 21; thence South 89 degrees 27 minutes 08 seconds West, 2,572.43 feet along the East/West one-quarter (1/4) line of said Section 21 and the centerline of Proctor Road (66.00' wide) to the West one-quarter (1/4) corner of said Section 21; thence North 00 degrees 17 minutes 04 seconds West, 2,662.51 feet along the West line of Section 21 and the centerline of Beck Road (66.00' wide) to the point of beginning, containing 157.334 acres;

Commonly known as (i) Tax Parcel No. 71-082-99-0001-000, and (ii) Tax Parcel No. 71-082-99-0002-000.

Island Lake Associates
(3/16/92)

Exhibit "B"Description of the Fairway Property

The Northeast one-quarter (1/4) of Section 21, Town 2 South, Range 8 East, Canton Township, Wayne County, Michigan, described as:

Beginning at the Northeast corner of said Section 21; thence South 00 degrees 03 minutes 08 seconds East, 2,644.89 feet along the East line of said Section 21, said line also being the centerline of Canton Center Road (width varies), to the East one-quarter (1/4) corner of said Section 21; thence North 89 degrees 58 minutes 40 seconds West, 2,650.22 feet along the East/West one-quarter (1/4) line of said Section 21, said line also being the centerline of Proctor Road (66 feet wide) to the center of said Section 21; thence North 00 degrees 12 minutes 04 seconds East, 2,642.98 feet along the North/South one-quarter (1/4) line of said Section 21 to the North one-quarter (1/4) corner of said Section 21; and thence North 89 degrees 58 minutes 50 seconds East, 2,638.54 feet along the North line of said Section 21, said line also being the centerline of Cherry Hill Road (66 feet wide) to the point of beginning, containing 160.5000 acres;

Commonly known as (i) Tax Parcel No. 71-081-99-0001-000, and (ii) Tax Parcel No. 71-081-99-0002-000.

Exhibit "C"Description of the Sunflower Property

Part of the Southwest one-quarter (1/4) of Section 21, and part of the Northwest one-quarter (1/4) of Section 28, Town 2 South, Range 8 East, Canton Township, Wayne County, Michigan, described as follows:

Beginning at the Southwest corner of Section 21, and the Northwest corner of Section 28, Town 2 South, Range 8 East, and proceeding thence along the West line of Section 21, North 00 degrees 09 minutes 33 seconds East, 1,595.91 feet; thence North 89 degrees 27 minutes 08 seconds East, 1,292.13 feet; thence South 00 degrees 10 minutes 51 seconds East, 1,615.34 feet to a point on the South line of Section 21 and the North line of Section 28; thence South 00 degrees 15 minutes 22 seconds East, 1,324.73 feet; thence North 89 degrees 54 minutes 49 seconds West, 1,306.77 feet; thence along the West line of Section 28, North 00 degrees 01 minutes 57 seconds West, 1,329.82 feet to the point of beginning, containing 87.5394 acres;

Commonly known as (i) Tax Parcel No. 71-083-99-0002-000, and (ii) Tax Parcel No. 71-110-99-0005-000.

Exhibit "D"Description of the Township Property

Part of the South one-half (1/2) of Section 21 and part of the Northeast one-quarter (1/4) of Section 28, Town 2 South, Range 8 East, Canton Township, Wayne County, Michigan, described as:

Beginning at the Southeast corner of said Section 21 said point also being the Northeast corner of said Section 28; thence North 89 degrees 57 minutes 23 seconds West 660.00 feet along the North line of said Section 28 said line also being the South line of said Section 21; thence South 00 degrees 22 minutes 25 seconds East 330.00 feet; thence South 89 degrees 57 minutes 23 seconds East 660.00 feet to a point on the East line of said Section 28 said line also being the centerline of Canton Center Road (66 feet wide); thence South 00 degrees 22 minutes 25 seconds East 330.00 feet along said East line; thence North 89 degrees 57 minutes 23 seconds West 660.00 feet; thence South 00 degrees 22 minutes 25 seconds East 792.00 feet; thence South 89 degrees 57 minutes 23 seconds East 660.00 feet to a point on said East line; thence South 00 degrees 22 minutes 25 seconds East 469.00 feet along said East line; thence North 89 degrees 57 minutes 23 seconds West 660.00 feet; thence South 00 degrees 22 minutes 25 seconds East 165.00 feet; thence South 89 degrees 57 minutes 23 seconds East 660.00 feet to a point on said East line; thence South 00 degrees 22 minutes 25 seconds East 555.26 feet along said East line to the East one-quarter (1/4) corner of said Section 28; thence North 89 degrees 59 minutes 51 seconds West 2626.76 feet along the East/West one-quarter (1/4) line of said Section 28 to the center of said Section 28; thence North 00 degrees 28 minutes 02 seconds West 2639.41 feet along the North/South one-quarter (1/4) line of said Section 28 to the North one-quarter (1/4) corner of said Section 28 said point also being the South one-quarter (1/4) corner of said Section 21; thence North 89 degrees 41 minutes 15 seconds West 1302.08 feet along the South line of said Section 21 said line also being the North line of said Section 28; thence North 00 degrees 10 minutes 33 seconds West 2629.21 feet to a point on the East/West one-quarter (1/4) line of said Section 21 said line also being the centerline of Proctor Road (66 feet wide); thence North 89 degrees 27 minutes 08 seconds East 683.69 feet along said East/West one-quarter (1/4) line of Section 21; thence South 00 degrees 03 minutes 22 seconds East 1117.62 feet; thence North 89 degrees 54 minutes 38 seconds East 611.62 feet to a point on the North/South one-quarter (1/4) line of said Section 21; thence South 00 degrees 31 minutes 00 seconds East 828.86 feet along said North/South one-quarter (1/4) line of Section 21; thence North 89 degrees 14 minutes 48 seconds East 2111.43 feet; thence North 00 degrees 06 minutes 08 seconds West 306.47 feet; thence North 54 degrees 33 minutes 17 seconds East 643.38 feet to a point on the

East line of said Section 21 said line also being the centerline of Canton Center Road (66 feet wide); and thence South 00 degrees 06 minutes 08 seconds East 1402.70 feet along the East line of said Section 21 to the point of beginning, containing 251.68 acres of land, more or less;

Being part of (i) Tax Parcel No. 71-083-99-0004-002; (ii) Tax Parcel No. 71-083-99-0003-003; and (iii) Tax Parcel Identification No. 71-083-99-0003-002.