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Schneider Tanaka Radovich Andrew & Tanaka, LLLC
1100 Alakea Street, Suite 2100
Honolulu, Hawaii 96813

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LANIKEHA - PHASES I and II

**FIRST AMENDMENT TO DECLARATION
(LANIKEHA DECLARATION OF COVENANTS,
CONDITIONS, RESTRICTIONS AND EASEMENTS)**

THIS FIRST AMENDMENT TO DECLARATION (LANIKEHA DECLARATION OF COVENANTS, CONDITIONS, RESTRICTIONS AND EASEMENTS) (this "Amendment"), is made as of January 31, 2006, by **SOUTH COURSE DEVELOPMENT, LLC**, a Delaware limited liability company ("Developer").

RECITALS:

A. Developer is the "Developer" under that certain Lanikeha Declaration of Covenants, Conditions, Restrictions and Easements dated October 4, 2005, recorded in the Bureau of Conveyances of the State of Hawaii (the "Bureau") as Document No. 2005-202281 (the "Declaration"), relating to and covering that certain residential subdivision project known as "Lanikeha".

B. Lanikeha is comprised of two phases, Lanikeha – Phase I ("Phase I") and Lanikeha – Phase II ("Phase II").

C. Although the Declaration encumbers all of the real property that encompasses Phase I and Phase II (the "Property"), when the Declaration was recorded in the Bureau, only the File Plan for Phase I (being File Plan No. 2398) existed. Lot 68 of File Plan No. 2398 comprised the real property that is Phase II. (See Exhibit "A" to the Declaration.)

D. Section 1.32 of the Declaration defines "File Plan" as "the Recorded file plan for the Project, being File Plan No. 2398 and the file plan or file plans covering the lots created from the subdivision of Lot 68 from File Plan No. 2398".

E. Now that the File Plan for Phase II (being File Plan No. 2409) exists and has been recorded in the Bureau, Developer desires to amend the Declaration to update the Declaration's references to the lot numbers of the two phases and to the various easements that encumber those lots.

F. Section 30.3.2 of the Declaration provides, in relevant part, that "until the Final Transition Date, Developer reserves the right to unilaterally amend this Declaration for any reason without the approval of the Board, the Members, the Owners or any Mortgagee; provided, however, that after the conveyance of the first Lot to an Owner other than Developer, any such amendment shall have no direct and material adverse effect upon the rights or obligations of any Owner other than Developer . . . "

G. The "Final Transition Date" has not occurred.

H. Although the conveyance of the first Lot has occurred, none of the amendments set forth in this Amendment shall have a direct or material adverse effect upon the rights or obligations of any Owner.

I. Section 21.4.2 of the Declaration reserved to Developer the right to unilaterally amend the Declaration for the purpose of modifying Exhibit "A" to the Declaration to reflect the file plan description of the Property.

J. Section 21.4.1 of the Declaration provides, in relevant part, that, provided there is no direct and material adverse effect on the interests of any Lot Owners, "Developer . . . reserves the right . . . to designate . . . easements . . . , and to modify Exhibit "C" hereto to appropriately reflect such subdivision and/or consolidation and designation or redesignation of the resulting lots."

K. Section 21.12 of the Declaration provides, in relevant part, that "[w]ith respect to and in furtherance of any and all rights and easements reserved to Developer pursuant to this Declaration, Developer shall have the right for itself and its successors and assigns, at its sole discretion and without being required to obtain the consent or joinder of any Person, including the Association, any Owner or any Mortgagee, lien holder, or any other Person who may have an interest in the Project, to file and/or Record any necessary documents, including maps, petitions, applications and amendments to this Declaration, with the County and the Bureau of Conveyances."

L. Capitalized words and terms not otherwise defined in this Amendment shall have the meanings ascribed to them in the Declaration.

AMENDMENT:

1. Pursuant to Section 21.4.2 of the Declaration, the description of the Property set forth in Exhibit "A" attached to the Declaration is hereby deleted in its entirety and substituted by the attached Exhibit "A".

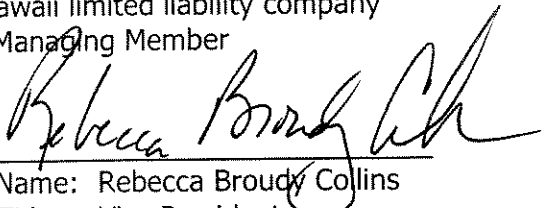
2. Pursuant to Sections 21.4.1, 21.12, and 30.3.2 of the Declaration, Exhibits "C" through "F", which, respectively, set forth the List of Easements, the List of Lot Types, the Drainage Easements and Grants of Drainage Easements, and the Sewerline Easements and Grants of Sewerline Easements, are hereby amended by deleting said Exhibits "C" through "F" attached to the Declaration, and substituting therefor the attached Exhibits "C" through "F".

Except as amended by this Amendment and all other Recorded amendments, the Declaration shall continue in full force and effect as first written.

Developer has signed this Amendment as of the date first referenced above.

SOUTH COURSE DEVELOPMENT, LLC,
a Delaware limited liability company

By South Course Associates, LLC,
a Hawaii limited liability company
Its Managing Member

By 
Name: Rebecca Broudy Collins
Title: Vice President

Developer

STATE OF HAWAII)
) SS.
CITY AND COUNTY OF HONOLULU)

On January 31, 2006, before me personally appeared REBECCA BROUDY COLLINS, to me personally known, who, being by me duly sworn or affirmed, did say that such person(s) executed the foregoing instrument as the free act and deed of such person(s), and if applicable, in the capacities shown, having been duly authorized to execute such instrument in such capacities.

L.S.

Shirley S. Higashida

Notary Public, State of Hawaii
Type or Print Name: Shirley S. Higashida
My commission expires: 12-31-06

EXHIBIT "A"

Description of the Property

ITEM I:

All of those certain parcels of land situate at Hanakaoo, District of Lahaina, Island and County of Maui, State of Hawaii, being Lots 1 through 67, inclusive, and Lots 69 through 77, inclusive, of "Lanikeha – Phase I", as shown on File Plan Number 2398, filed in the Bureau of Conveyances of the State of Hawaii.

ITEM II

All of those certain parcels of land situate at Hanakaoo, District of Lahaina, Island and County of Maui, State of Hawaii, being Lots 1 through 69, inclusive, of "Lanikeha – Phase II", as shown on File Plan Number 2409, filed in the Bureau of Conveyances of the State of Hawaii.

EXHIBIT "C"

List of Easements

PHASE I

File Plan No. 2398 Easement No.	Purpose	File Plan No. 2398 Burdened Lots
A-1	Vehicular Access, Drainage, Utility and Landscape	73 to 77, inclusive
E-1	Electrical	2
E-2	Electrical	4
E-3	Electrical	6
E-4	Electrical	8
E-5	Electrical	10
E-6	Electrical	12
E-7	Electrical	13
E-8	Electrical	15
E-9	Electrical	17
E-10	Electrical	32
E-11	Electrical	37
E-12	Electrical	39
E-13	Electrical	41
E-14	Electrical	43
E-15	Electrical	44
E-16	Electrical	53
E-17	Electrical	54
E-18	Electrical	55
E-19	Electrical	57
E-20	Electrical	58
E-21	Electrical	67
E-22	Electrical	69
E-23	Cable Television	69
E-24	Electrical	71
E-25	Electrical	71
L-1	Landscaping	69

S-1	Sewerline	16
SD-1	Drainage and Sewerline	1 to 8, inclusive
SD-2	Drainage and Sewerline	25, 26 and 29 to 33, inclusive
SD-3	Drainage and Sewerline	21, 46, 58 to 61, inclusive
SD-4	Drainage and Sewerline	40 to 45, inclusive
SD-5	Drainage and Sewerline	48 and 53 to 57, inclusive
SD-6	Drainage and Sewerline	63, 66 and 67
W-1	Waterline	21
W-2	Waterline	35 and 45
W-3	Waterline	53
W-4	Waterline	62

PHASE II

File Plan No. 2409 Easement No.	Purpose	File Plan No. 2409 Burdened Lots
A-2	Vehicular Access, Drainage, Utility and Landscape	67, 68 and 69
D-1	Drainage	41
E-26	Electrical	12
E-27	Electrical	16
E-28	Electrical	21
E-29	Electrical	28
E-30	Electrical	30
E-31	Electrical	31
E-32	Electrical	42
E-33	Electrical	43
E-34	Electrical	44
E-35	Electrical	45
E-36	Electrical	46
E-37	Electrical	47
E-38	Electrical	49
E-39	Electrical	51

E-40	Electrical	53
E-41	Electrical	55
E-42	Electrical	57
E-43	Electrical	59
E-44	Electrical	61
E-45	Electrical	63
E-46	Electrical	15
L-2	Landscape and Drainage	52 to 63, inclusive
S-2	Sewerline	40 to 51, inclusive, and Lot 66
SD-7	Drainage and Sewerline	1 to 4, inclusive
SD-8	Drainage and Sewerline	5 to 10, inclusive
SD-9	Drainage and Sewerline	19, 20, 21 and 24
SD-10	Drainage and Sewerline	22 and 23
SD-11	Drainage and Sewerline	34, 35, 36 and 39
W-5	Waterline	20
W-6	Waterline	33
W-7	Waterline	46
----- (existing)	Sewerline (pending condemnation)	40 and 41
28 (existing)	Electrical	52 and 57
SD-3* (existing)	Drainage and Sewerline	31, 32 and 33

*Although Easement SD-3 was designated on File Plan No. 2398, which covers Lanikeha – Phase I, it is shown as an existing easement on File Plan No. 2409.

Note: Some or all of the Lots may be subject to additional easements, with some or all of such easements being created and/or granted by Developer pursuant to a deed from Developer or pursuant to this Declaration.

EXHIBIT "D"

List of Lot Types

PHASE I

File Plan No. 2398

<u>Lot No.</u>	<u>Description in Declaration</u>	<u>Purpose</u>
1 through 67, inclusive	Lots	residential and accessory
69	Rock Mound	open space
70	Pinnacle Retention Basin Lot	retention basin
71	Recreational Park Facilities Lot	recreational park facility
72	Makai Common Area/Utility Lot	open space and utility
73 through 77, inclusive	Roadway Lots	roadways

PHASE II

File Plan No. 2409

<u>Lot No.</u>	<u>Description in Declaration</u>	<u>Purpose</u>
1 through 65, inclusive	Lots	residential and accessory
66	Makai Retention Basin lot	retention basin
67 through 69, inclusive	Roadway Lots	roadways

EXHIBIT "E"

Drainage Easements and Grants of Drainage Easements

1. Easement A-1, burdening Lots 73 to 77, inclusive, of File Plan No. 2398.
2. Easement SD-1, burdening Lots 1 to 8, inclusive, of File Plan No. 2398.
3. Easement SD-2, burdening Lots 25, 26 and 29 to 33, inclusive, of File Plan No. 2398.
4. Easement SD-3, burdening Lots 21, 46, 58 to 61, inclusive, of File Plan No. 2398, and Lots 31, 32 and 33 of File Plan No. 2409.
5. Easement SD-4, burdening Lots 40 to 45, inclusive, of File Plan No. 2398.
6. Easement SD-5, burdening Lots 48 and 53 to 57, inclusive, of File Plan No. 2398.
7. Easement SD-6, burdening Lots 63, 66 and 67 of File Plan No. 2398.
8. Easement A-2, burdening Lots 67, 68 and 69, of File Plan No. 2409.
9. Easement D-1, burdening Lot 41 of File Plan No. 2409.
10. Easement L-2, burdening Lots 52 to 63, inclusive, of File Plan No. 2409.
11. Easement SD-7, burdening Lots 1 to 4, inclusive, of File Plan No. 2409.
12. Easement SD-8, burdening Lots 5 to 10, inclusive, of File Plan No. 2409.
13. Easement SD-9, burdening Lots 19, 20, 21, 24 of File Plan No. 2409.
14. Easement SD-10, burdening Lots 22 and 23 of File Plan No. 2409.
15. Easement SD-11, burdening Lots 34, 35, 36 and 39 of File Plan No. 2409.
16. Easements D-5A, D-5-B, D-6-A and D-6-B, burdening Lot 10-N-1, as granted by Grant of Drainage Easements dated September 9, 2003, recorded in the Bureau as Document No. 2003-191221, as amended by First Amendment to Grant of Drainage Easement dated December 11, 2003, recorded in the Bureau as Document No. 2003-273332.
17. Easements D-6-C and D-8, burdening Lot 10-C-2, as granted by Grant of Drainage Easements dated September 9, 2003, recorded in the Bureau as Document No. 2003-191222.
18. Easement 265, as shown on Land Court Map 88, burdening Lot 73-B as shown on Map 77 of Land Court Application No. 1744, as granted by Grant of Drainage Easements dated September 9, 2003, filed as Land Court Document No. 2990056, as clarified by Clarification of Grant of Drainage Easements dated December 11, 2003, recorded in the Bureau as Document No. 2003-273333.
19. Easement SD-1, burdening Lot 10-K, as granted by Grant of Drainage Easement dated December 11, 2003, recorded in the Bureau as Document No. 2003-273337.
20. Easement D-7, burdening "HALELO STREET", being a portion of Lot 36 of File Plan No. 1135, as granted by Grant of Drainage Easement dated December 11, 2003, recorded in the Bureau as Document No. 2003-273338.

21. Easement DR-1, burdening Lot 6 of the "Honokowai Subdivision", as granted by Grant of Drainage Easement dated December 11, 2003, recorded in the Bureau as Document No. 2003-273339.
22. Easement through Hahakea Gulch, as assigned by Partial Assignment of Drainage Easement dated December 11, 2003, recorded in the Bureau as Document No. 2003-273341.
23. Easement 126, as shown on Land Court Map 47, affecting Lot 66 as shown on Map 29 of Land Court Application No. 1744, as granted by Grant of Drainage Easement dated December 11, 2003, recorded in the Bureau as Document No. 2003-273342.
24. Easement "A", burdening portions of Lots 10-D-1 and 10-K of the "Royal Kaanapali Golf Course Subdivision", and Easement "B", burdening a portion of Lot 10-K, as granted by Declaration of Grant of Easements (Roadway and Utility) dated December 11, 2003, recorded in the Bureau as Document No. 2003-273331.

EXHIBIT "F"

Sewerline Easements and Grants of Sewerline Easements

1. Easement A-1, burdening Lots 73 to 77, inclusive, of File Plan No. 2398.
2. Easement S-1, burdening Lot 16 of File Plan No. 2398.
3. Easement SD-1, burdening Lots 1 to 8, inclusive, of File Plan No. 2398.
4. Easement SD-2, burdening Lots 25, 26 and 29 to 33, inclusive, of File Plan No. 2398.
5. Easement SD-3, burdening Lots 21, 46, 58 to 61, inclusive, of File Plan No. 2398, and Lots 31, 32 and 33 of File Plan No. 2409.
6. Easement SD-4, burdening Lots 40 to 45, inclusive, of File Plan No. 2398.
7. Easement SD-5, burdening Lots 48 and 53 to 57, inclusive, of File Plan No. 2398.
8. Easement SD-6, burdening Lots 63, 66 and 67 of File Plan No. 2398.
9. Easement A-2, burdening Lots 67, 68 and 69, of File Plan No. 2409.
10. Easement S-2, burdening Lots 40 to 51, inclusive, and 66 of File Plan No. 2409.
11. Easement SD-7, burdening Lots 1 to 4, inclusive, of File Plan No. 2409.
12. Easement SD-8, burdening Lots 5 to 10, inclusive, of File Plan No. 2409.
13. Easement SD-9, burdening Lots 19, 20, 21, 24 of File Plan No. 2409.
14. Easement SD-10, burdening Lots 22 and 23 of File Plan No. 2409.
15. Easement SD-11, burdening Lots 34, 35, 36 and 39 of File Plan No. 2409.
16. Easement "SD-1", burdening Lot 10-K of the "Royal Kaanapali Golf Course Subdivision", as granted by Grant of Sewerline Easement dated 12/11/2003, recorded as Doc. No. 2003-273343.
17. Easements A-1, A-2 and A-3, burdening Lot 10-D-1, Easement A-7, burdening TMK No. (2) 4-4-6:14, Easements A-5 and A-6, burdening Lot 10-K, and Easement A-4, burdening Lot 10-J, as granted by Declaration and Grant of Easements (Roadway and Utility) dated 9/9/2003, recorded as Doc. Nos. 2003-191211 and 2003-191212.
18. Easements S-1 and A-1, burdening Lot 10-N-1, as granted by Grant of Easement (Sewerline) dated 9/9/2003, recorded as Doc. No. 2003-191223.
19. Easement "A", burdening portions of Lots 10-D-1 and 10-K of the "Royal Kaanapali Golf Course Subdivision", and Easement "B", burdening a portion of Lot 10-K, as granted by Declaration of Grant of Easements dated 12/11/2003, recorded as Doc. No. 2003-273331.