

Prepared By and Hold For: Kenneth L. Eagle (ROD Box 215)

NORTH CAROLINA
WAKE COUNTY

**SUPPLEMENTAL DECLARATION
AND AMENDMENT TO DECLARATION
FOR CORNERSTONE PARK**

THIS SUPPLEMENTAL DECLARATION AND AMENDMENT TO DECLARATION FOR CORNERSTONE PARK, hereinafter referred to as the "Supplemental Declaration", is made this 28th day of November, 2001, by and among Highway Seventy, LLC, a Virginia limited liability company, hereinafter referred to as "Developer", Centex Homes, a Nevada General Partnership, hereinafter referred to as "Centex", and Westfield Homes of North Carolina, Inc., a North Carolina corporation, hereinafter referred to as "Westfield";

WITNESSETH:

WHEREAS, Developer, Centex and Westfield are the owners of all of the real property described on "Exhibit A" to that certain "Declaration For Cornerstone Park" recorded in the Wake County, North Carolina Registry in Book 8765, Pages 2456-2549, hereinafter referred to as the Declaration and being incorporated by reference as if fully set out herein, said real property hereinafter being referred to as the "Existing Property";

AND WHEREAS, the Existing Property is all of the real property currently subject to the Declaration prior to the execution and recording of this Supplemental Declaration;

AND WHEREAS, Developer currently is the "Declarant" under the Declaration and Centex and Westfield currently are all of the "Major Builders" under the Declaration;

AND WHEREAS, the "Declarant Control Period" as defined in the Declaration has not ended;

AND WHEREAS, there are no Class A Members of the Cornerstone Park Community Association, Inc., the property owners' association created under the Declaration (hereinafter referred to as the "Association") and Developer, Centex and Westfield are all of the Members of the Association;

AND WHEREAS, pursuant to Article II of the Declaration Developer, as the current Declarant, desires to annex to the Declaration the real property described on Exhibit A attached hereto and incorporated by reference, such real property hereinafter being referred to as "Additional Property";

AND WHEREAS, Developer desires to add to the "Developer Commercial Property" as defined in the Declaration the real property described on Exhibit B attached hereto and incorporated by reference, said real property hereinafter being referred to as "Additional Developer Commercial Property";

AND WHEREAS, pursuant to Article II of the Declaration, Declarant may annex the Additional Property to the Declaration by and with the consent of the Major Builders, and the Major Builders are willing to consent to such annexation;

AND WHEREAS, whether or not their consent is required under the Declaration, the Major Builders desire to consent to the addition of the Additional Developer Commercial Property to the Developer Commercial Property;

AND WHEREAS, a small portion of the Additional Developer Commercial Property consists of a portion of Tract (or Lot) 5 as shown on the plat recorded in the Wake County, North Carolina Registry in Book of Maps 2000, Pages 2238 and 2239, said plat being incorporated by reference as if fully set out herein, and being referred to herein as "Plat 2";

AND WHEREAS, Tract (or Lot) 5 as shown on Plat 2 was subjected to the Declaration initially as part of the Existing Property;

AND WHEREAS, it is the desire of the parties to this Supplemental Declaration, to amend the Declaration so as to delete from The Properties that portion of Tract (or Lot) 5 as shown on Plat 2 that is part of the Additional Developer Commercial Property described on Exhibit B attached hereto, so that such portion of Tract (or Lot) 5 hereafter shall be part of the Developer Commercial Property and not part of The Properties under the Declaration;

AND WHEREAS, Tract (or Lot 5) as shown on Plat 2, together with the Additional Property described on Exhibit A, less the portion of Tract (or Lot) 5 that is included within the 1.28 acre tract described on Exhibit B, has been subdivided into nineteen (19) Lots on a plat recorded in the Wake County, North Carolina Registry in Book of Maps 2001, Page 1443, said plat being incorporated by reference as if fully set out herein and being referred to herein as "Plat 1";

AND WHEREAS, Developer, Westfield and Centex agree that Lots 1 and 2 as shown on Plat 1 will constitute the real property on which the "Recreation Facility" (as defined in the Declaration) will be constructed and that such Lots will be conveyed to the Association and become "Common Elements" (as defined in the Declaration);

AND WHEREAS, Developer, Centex and Westfield desire to amend the Declaration further as provided herein;

NOW, THEREFORE:

1. Developer, by and with the consent of Centex and Westfield as evidenced by their execution of this Supplemental Declaration, (i) as the current Declarant under the Declaration hereby annexes the Additional Property to the Declaration such that, from and after the recording of this Supplemental Declaration in the Wake County, North Carolina Registry, the Additional Property will be subject to the Declaration as part of The Properties, and (ii) hereby adds to the Developer Commercial Property the Additional Developer Commercial Property.

2. Developer, Centex and Westfield, as owners of all of The Properties and Developer Commercial Property subject to the Declaration, and as all of the Members of the Association, hereby amend the Declaration as follows:

a. To delete from The Properties that portion of Tract (or Lot) 5 as shown on Plat 2 that is part of the Additional Developer Commercial Property described on Exhibit B attached hereto, so that such portion of Tract (or Lot) 5 hereafter shall be part of the Developer Commercial Property and not part of The Properties under the Declaration;

b. Article XIII, Section 1 of the Declaration is amended by rewriting the first sentence thereof to read as follows: "Subsequent to the recording of this Declaration, Developer will construct or complete construction of the "Recreation Facility" in The Properties, consisting of a swimming pool and associated bathrooms."

c. Article XV, Section 1 of the Declaration is amended by changing the period at the end of subsection (iii) to a comma, and adding the following subsection (iv) after subsection (iii):

"or (iv) to amend this Declaration in any other respect prior to the time there are any Class A Members of the Association."

3. Developer, Centex and Westfield acknowledge and agree that Lots 1 and 2 as shown on Plat 1 shall be the real property on which the Recreation Facility is constructed and that Developer has the right to construct the Recreation Facility thereon. Upon conveyance of said Lots 1 and 2 to the Association, such Lots shall become Common Elements under the Declaration; provided, however, for purposes of assessments under the Declaration, Lots 1 and 2 shall remain classified as Lots until they are conveyed to the Association. Developer agrees that it will record such plat as may be required by the City of Raleigh to re-combine Lots 1 and 2 into the tract for the Recreation Facility.

Except as amended and supplemented hereby, the Declaration shall be and remain in full force and effect as originally written and recorded in the Wake County, North Carolina Registry.

Part or all of the portion of The Properties owned by Developer is subject to one or more of the following "financing documents" in favor of Branch Banking And Trust Company Of Virginia (referred to herein as "Developer's Lender"):


- i. Deed of Trust recorded in the Registry in Book 8687, Page 91.
- ii. Assignment Of Leases And Rents recorded in the Registry in Book 8687, Page 101.
- iii. Uniform Commercial Code Financing Statement recorded in the Registry in file no. FS 00-6638, and any corresponding Uniform Commercial Code Financing Statement recorded in the office of the North Carolina Secretary of State.

Developer's Lender and Samuel G. Scott, Trustee under the above-referenced Deed of Trust, join in the execution of this Supplemental Declaration for the sole purposes of consenting to the annexation of the Additional Property to the Declaration, the addition of the Additional Developer Commercial Property to the Developer Commercial Property, and the amendment of the Declaration as provided herein, to the extent, if any, that such consent is required under the Deed of Trust or under any other instrument executed by Developer that is part of the loan transaction between Developer and Developer's Lender with respect to the portion of The Properties owned by Developer. This consent of said Trustee and Developer's Lender shall in no way affect the lien priority or any other rights of Developer's Lender under its financing documents with respect to the portion of The Properties subject to such financing documents.

TIM, Inc. is Trustee, and Bank of America, National Association, is Beneficiary, under those certain "Deeds of Trust" recorded in the Wake County, North Carolina Registry in Book 8224, Page 1353 and in Book 8771, Page 1840, respectively, which Deeds of Trust are liens on part or all of the portion of The Properties owned by Westfield. Said Trustee and Beneficiary have joined in the execution of this Supplemental Declaration for the sole purposes of consenting to the annexation of the Additional Property to the Declaration, the addition of the Additional Developer Commercial Property to the Developer Commercial Property, and the amendment of the Declaration as provided herein, to the extent, if any, that such consent is required under the Deeds of Trust or under any other instrument executed by Westfield that is part of the loan transaction between Westfield and said Beneficiary with respect to the portion of The Properties owned by Westfield. This consent of said Trustee and Beneficiary shall in no way affect the priority of the liens or any other rights of Beneficiary under its Deeds of Trust and/or other instruments with respect to the portion of The Properties subject to such Deeds of Trust or other instruments.

IN WITNESS WHEREOF, Developer, Centex, Westfield, Samuel G. Scott, Trustee, Branch Banking And Trust Company Of Virginia, TIM, Inc., Trustee, and Bank of America, National Association, each have executed this Supplemental Declaration in legal and binding form, on the dates indicated with the acknowledgments of their signatures, the last date of which shall be the date of execution of this Supplemental Declaration.

Highway Seventy, LLC,
a Virginia limited liability company

By:  _____
Nathan, D. Benson
Manager

Centex Homes, a Nevada General Partnership

By: Centex Real Estate Corporation,
a Nevada corporation
General Partner

By: _____
E. Scott Batchelor
Division President

Westfield Homes of North Carolina, Inc.,
a North Carolina corporation

By: _____
John W. Schlichenmaier
President

IN WITNESS WHEREOF, Developer, Centex, Westfield, Samuel G. Scott, Trustee, Branch Banking And Trust Company Of Virginia, TIM, Inc., Trustee, and Bank of America, National Association, each have executed this Supplemental Declaration in legal and binding form, on the dates indicated with the acknowledgments of their signatures, the last date of which shall be the date of execution of this Supplemental Declaration.

Highway Seventy, LLC,
a Virginia limited liability company

By: _____
Nathan, D. Benson
Manager

Centex Homes, a Nevada General Partnership

By: Centex Real Estate Corporation,
a Nevada corporation
Managing General Partner

By: E. Scott Batchelor
E. Scott Batchelor
Division President

Westfield Homes of North Carolina, Inc.,
a North Carolina corporation

By: _____
John W. Schlichenmaier
President

IN WITNESS WHEREOF, Developer, Centex, Westfield, Samuel G. Scott, Trustee, Branch Banking And Trust Company Of Virginia, TIM, Inc., Trustee, and Bank of America, National Association, each have executed this Supplemental Declaration in legal and binding form, on the dates indicated with the acknowledgments of their signatures, the last date of which shall be the date of execution of this Supplemental Declaration.

Highway Seventy, LLC,
a Virginia limited liability company


By: _____
Nathan, D. Benson
Manager

Centex Homes, a Nevada General Partnership

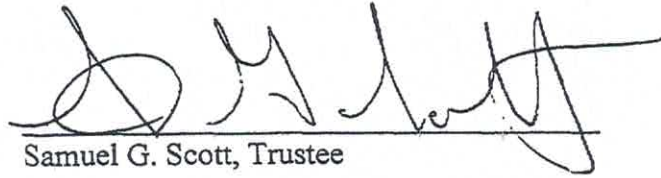
By: Centex Real Estate Corporation,
a Nevada corporation
General Partner

By: _____
E. Scott Batchelor
Division President

Westfield Homes of North Carolina, Inc.,
a North Carolina corporation

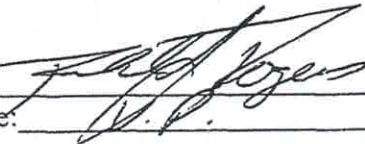
By:  _____
John W. Schlichenmaier
President

Samuel G. Scott, Trustee



Samuel G. Scott, Trustee

Branch Banking And Trust Company
Of Virginia

By: 
Title: _____

TIM, Inc., Trustee

By: _____
Title: _____

Bank of America, National Association

By: _____
Title: _____

Branch Banking And Trust Company
Of Virginia


By: _____

Title: _____




Title: SVP

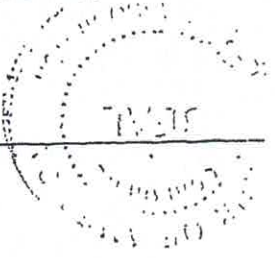
TIM, Inc., Trustee

By:  _____



Bank of America, National Association

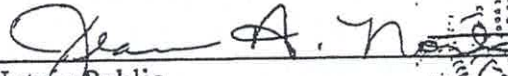
By:  _____




Title: SVP.

State of Virginia, County or City of Virginia Beach

I, Jean A. Norton, a Notary Public of the County or City and State aforesaid, certify that Nathan D. Benson personally appeared before me this day and acknowledged that he is a Manager of Highway Seventy, LLC, a Virginia limited liability company, and that by authority duly given, he executed the foregoing instrument on behalf of and as the act of the company. Witness my hand and official stamp or seal, this 27 day of AUGUST, 2001.


Notary Public
My Commission Expires: November 30, 2002



State of North Carolina, County or City of Wake

I, Monica Edwards, a Notary Public of the County or City and State aforesaid, certify that E. Scott Batchelor personally appeared before me this day and acknowledged that he is Division ~~Manager~~ ^{Managing} of Centex Real Estate Corporation, a Nevada corporation and General Partner of Centex Homes, a Nevada General Partnership, and that by authority duly given, he executed the foregoing instrument on behalf of and as the act of the corporation as Managing General Partner of the General Partnership. Witness my hand and official stamp or seal, this 19th day of November, 2001.



Monica Edwards
Notary Public
My Commission Expires: April 18, 2006

State of _____, County or City of _____

I, _____, a Notary Public of the County or City and State aforesaid, certify that John W. Schlichenmaier personally appeared before me this day and acknowledged that he is President of Westfield Homes of North Carolina, Inc., a North Carolina corporation, and that by authority duly given, he executed the foregoing instrument on behalf of and as the act of the corporation. Witness my hand and official stamp or seal, this _____ day of _____, 2001.

Notary Public
My Commission Expires: _____

State of _____, County or City of _____

I, _____, a Notary Public of the County or City and State aforesaid, certify that E. Scott Batchelor personally appeared before me this day and acknowledged that he is Division Manager of Centex Real Estate Corporation, a Nevada corporation and General Partner of Centex Homes, a Nevada General Partnership, and that by authority duly given, he executed the foregoing instrument on behalf of and as the act of the corporation as General Partner of the General Partnership. Witness my hand and official stamp or seal, this _____ day of _____, 2001.

Notary Public
My

Commission

Expires: _____

State of North Carolina, County or City of Raleigh

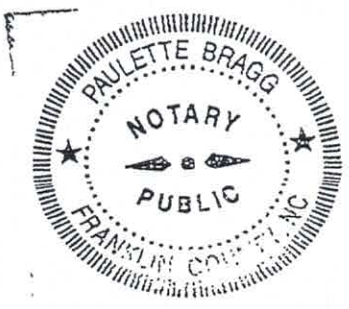
I, Paulette Bragg, a Notary Public of the County or City and State aforesaid, certify that John W. Schlichenmaier personally appeared before me this day and acknowledged that he is President of Westfield Homes of North Carolina, Inc., a North Carolina corporation, and that by authority duly given, he executed the foregoing instrument on behalf of and as the act of the corporation. Witness my hand and official stamp or seal, this 27 day of November, 2001.

Paulette Bragg

Notary Public
My

Commission

Expires: 12/15/02



State of Virginia, County or City of Norfolk

I, Susan E. Keel, a Notary Public of the County
or City and state aforesaid, certify that Samuel G. Scott, Trustee, personally appeared before me this
day and acknowledged execution of the foregoing instrument. Witness my hand and official
stamp or seal, this 10th day of September, 2001.

Susan E. Keel
Notary Public
My Commission Expires: 4/30/2002

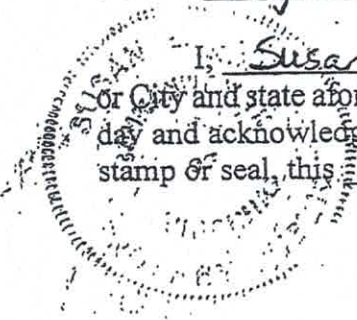
State of Virginia, County or City of Norfolk

I, Susan E. Keel, a Notary Public of the County
or City and State aforesaid, certify that Richard J. Rogers personally
appeared before me this day and acknowledged that he/she is Vice President of
Branch Banking And Trust Company of Virginia, a Virginia state banking corporation, and that by
authority duly given, he/she executed the foregoing instrument on behalf of and as the act of the
corporation. Witness my hand and official stamp or seal, this 10th day of
September, 2001.

Susan E. Keel
Notary Public
My Commission Expires: 4/30/2002

State of Virginia, County or City of Norfolk

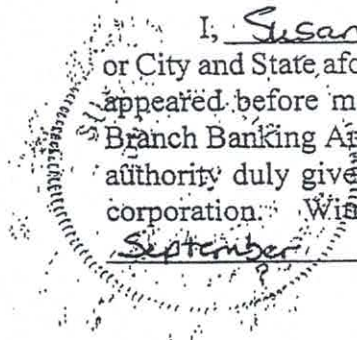
I, Susan E. Keel, a Notary Public of the County
or City and state aforesaid, certify that Samuel G. Scott, Trustee, personally appeared before me this
day and acknowledged execution of the foregoing instrument. Witness my hand and official
stamp or seal, this 10th day of September, 2001.



Susan E. Keel
Notary Public
My Commission Expires: 4/30/2002

State of Virginia, County or City of Norfolk

I, Susan E. Keel, a Notary Public of the County
or City and State aforesaid, certify that Richard J. Rogers personally
appeared before me this day and acknowledged that he/she is Vice President of
Branch Banking And Trust Company of Virginia, a Virginia state banking corporation, and that by
authority duly given, he/she executed the foregoing instrument on behalf of and as the act of the
corporation. Witness my hand and official stamp or seal, this 10th day of
September, 2001.



Susan E. Keel
Notary Public
My Commission Expires: 4/30/2002