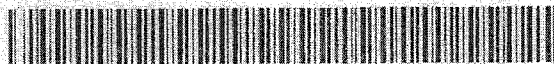


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Recording Dist: 301 - Anchorage

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ANCHORAGE RECORDING DISTRICT

After recording return to:

Lisa Leisle
2525 C Street, Suite 100
Anchorage, AK 99503

**ANNEXATION AMENDMENT TO
DECLARATION OF
COVENANTS, CONDITIONS, AND RESTRICTIONS OF
TURNAGAIN VIEW ESTATES SUBDIVISION**

cc

THIS ANNEXATION AMENDMENT TO DECLARATION OF COVENANTS, CONDITIONS, AND RESTRICTIONS OF TURNAGAIN VIEW ESTATES SUBDIVISION ("Amendment") is made this eleventh day of January, 2006, by Turnagain View Joint Venture, also known as Turnagain View, JV, or Turnagain View Estates, JV, an Alaska partnership, which is the successor-in-interest to LLM&M, an Alaska limited partnership (hereafter called "Developer").

WHEREAS, the Declaration of Covenants, Conditions, and Restrictions of Turnagain View Estates Subdivision was recorded in Book 275 at Page 43, records of the Anchorage Recording District, Third Judicial District, State of Alaska, on January 17, 1995; and

WHEREAS, the Declaration of Covenants, Conditions, and Restrictions of Turnagain View Estates Subdivision ("Covenants") provides that certain undivided tracts in Turnagain View Estates Subdivisions may be submitted to the Covenants by Annexation Amendment as provided in the Covenants; and

WHEREAS, Developer desires to submit Lots 1 through 7, Block 1, and Lots 13 through 37, Block 3, Turnagain View Estates, Phase 7B, according to Plat No. 2004-63, records of the Anchorage Recording District, Third Judicial District, State of Alaska, to the jurisdiction of the Turnagain View Estates Home Owners Association,

NOW, THEREFORE, Developer hereby declares that the following described real property shall be submitted to the jurisdiction of the Turnagain View Estates Home Owners Association and said property is being submitted to the provisions of Article 6 of the Turnagain View Estates Home Owners Association:

Lots 1 through 7, Block 1, and Lots 13 through 37, Block 3, Turnagain View Estates, Phase 7B, according to Plat No. 2004-63, records of the Anchorage Recording District, Third Judicial District, State of Alaska.

DATED this 26th day of January, 2006.

TURNAGAIN VIEW JOINT VENTURE, an
Alaska partnership

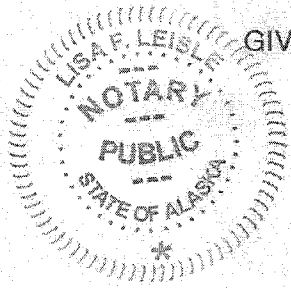
By: [Signature]
Its: CEO

By: _____
Its: _____

STATE OF ALASKA)
)ss:
THIRD JUDICIAL DISTRICT)

THIS IS TO CERTIFY that on the 26th day of January, 2006, before me, the undersigned, a Notary Public in and for the State of Alaska, duly commissioned and sworn, personally appeared Connie Yoshimura to me known to be the individual described in and who executed the within and foregoing instrument, and s/he acknowledged to me that s/he signed the same as CEO of TURNAGAIN VIEW JOINT VENTURE, a partnership, in the name of and for and on behalf of said partnership, freely and voluntarily and for the uses and purposes therein mentioned.

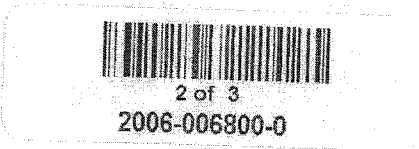
GIVEN UNDER MY HAND and official seal the day and year last above written.



Lisa F. Leisl
Notary Public in and for Alaska
My commission expires: 8-5-2006

STATE OF ALASKA)
)ss:
THIRD JUDICIAL DISTRICT)

THIS IS TO CERTIFY that on the _____ day of _____, 2006, before me, the undersigned, a Notary Public in and for the State of Alaska, duly commissioned and sworn, personally appeared _____, to me known to be the individual described in and who executed the within and foregoing instrument, and s/he acknowledged to me that s/he signed the same as _____ of TURNAGAIN VIEW JOINT VENTURE, a partnership, in the name of and for and on behalf of said partnership, freely and voluntarily and for the uses and purposes therein mentioned.



GIVEN UNDER MY HAND and official seal the day and year last above written.

Notary Public in and for Alaska
My commission expires:_____