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**AMENDMENT TO DECLARATION
OF
COVENANTS, CONDITIONS AND RESTRICTIONS
" M A R L E Y R U N "**

THIS AMENDMENT TO DECLARATION OF COVENANTS, CONDITIONS AND RESTRICTIONS, Made this 16th day of September, 1996, by and between **MARLEY RUN LIMITED PARTNERSHIP**, a Maryland limited partnership (hereinafter referred to as the "Declarant"), and **MARRICK PROPERTIES, INC.**, a Maryland corporation.

W I T N E S S E T H :

WHEREAS, the Declarant and J & H PROPERTIES LIMITED PARTNERSHIP, a Maryland limited partnership, heretofore made, executed and caused to be recorded, a Declaration of Covenants, Conditions and Restrictions (hereinafter called the "Declaration") dated July 7, 1992, and recorded in Liber ABE No. 616, folio 156, one of the Land Records of Calvert County, Maryland; and

WHEREAS, pursuant to Article II of said Declaration, the Declarant reserved the right to annex to the Property which is subject to the Declaration, additional land within the area described as the "Entire Tract" in paragraph A of the Recitals of said Declaration; and

WHEREAS, MARRICK PROPERTIES, INC. is the owner of a portion of that certain property situate in the Third Election District of Calvert County, Maryland, more particularly described in Exhibit A attached hereto and made a part hereof (the "Additional Property"), said property being situated within the area described as the Entire Tract in paragraph A of the Recitals to said Declaration; and

RECORDED IN LIBER 1006X12-21, MARLEY

IMP FD SURE \$	2.00
RECORDING FEE	28.00
TOTAL	30.00
Rec'd CURE	Rec'd \$ 19975
ABE JRO	Blk # 1148
Sep 17, 1996	12:03 pm

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WHEREAS, the Declarant and MARRICK PROPERTIES, INC., desire to add and annex the Additional Property described in Exhibit A attached hereto to the Property which is subject to the covenants, conditions and restrictions of the Declaration to the same extent as and if said Additional Property was fully described in paragraph B of the Recitals of said Declaration.

NOW, THEREFORE, Declarant, with the consent and joinder of MARRICK PROPERTIES, INC., hereby declares that the aforesaid Declaration is amended and supplemented as follows:

1. All that Additional Property described in Exhibit A attached hereto is hereby annexed to the Property which is subject to the Declaration and shall be held, sold and conveyed subject to the easements, restrictions, declarations, covenants and conditions set forth in the Declaration to the same extent as and if said Additional Property was fully described in Schedule B of the Recitals to said Declaration.

2. Said easements, restrictions, declarations, covenants and conditions shall run with the Property, including the Additional Property described in Exhibit A attached hereto, and shall be binding upon all parties having any right, title or interest in the Property or any part thereof, their heirs, personal representatives, successors and assigns, and shall inure to the benefit of each Owner of any Lot and their respective heirs, personal representatives, successors and assigns, and the Association.

3. The capitalized words used in this Amendment to Declaration of Covenants, Conditions and Restrictions shall have the same meaning as those same words as defined in Article I of the Declaration. This Amendment to Declaration of Covenants, Conditions and Restrictions shall, when properly recorded among the Land Records of Calvert County, Maryland, be deemed an annexation of additional land by the Declarant in full compliance with Article II, Section II of the aforesaid Declaration.

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IN WITNESS WHEREOF, the Declarant and MARRICK PROPERTIES, INC., have hereunto set their hands and seals the day and year first above written.

WITNESS/ATTEST:

DECLARANT


MARLEY RUN LIMITED PARTNERSHIP
GENERAL PARTNER
BY: MARRICK PROPERTIES, INC.


C.R. BAILEY, JR.
Corporate Secretary

BY:  (SEAL)
MARVIN E. OURSLER
President

OWNERS OF ADDITIONAL PROPERTY

MARRICK PROPERTIES, INC.

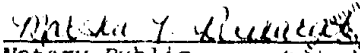

C.R. BAILEY, JR.
Corporate Secretary

BY:  (SEAL)
MARVIN E. OURSLER
President

STATE OF MARYLAND, COUNTY OF CALVERT, to wit:

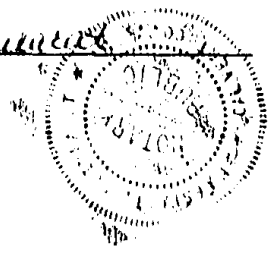
I HEREBY CERTIFY, That on this 16th day of September, 1996, before me, the subscriber, a Notary Public of the State and County aforesaid, personally appeared MARVIN E. OURSLER, President of Marrick Properties, Inc., as set forth herein, and that he, being fully authorized to do so, executed the foregoing Amendment to Declaration of Covenants, Conditions and Restrictions for the purposes therein contained.

AS WITNESS, my hand and Notarial Seal.


Notary Public

My Commission Expires:

10-25-98



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DESCRIPTION OF ADDITIONAL PROPERTY

All of Lots numbered Four (4), Five (5), Six (6), Seven (7), and Eight (8), Plat Eleven, Phase One, in the subdivision known as "MARLEY RUN" as per plat thereof duly recorded in Liber ABE 5, folio 110, one of the Plat Records of Calvert County, Maryland.