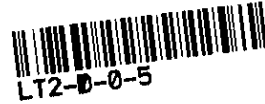




Record and Re _____

Beth-Sherri Akyereko
Assistant Attorney General for
The District of Columbia
1350 Pennsylvania Ave., NW, Suite C-19
Washington, DC 20004



AMENDMENT OF RESTRICTIVE COVENANTS

THIS AMENDMENT OF RESTRICTIVE COVENANTS ("Amendment") is made and entered into as of this 16th day of June ____, 2011, by THE DISTRICT OF COLUMBIA, acting by and through THE OFFICE OF THE DEPUTY MAYOR FOR PLANNING AND ECONOMIC DEVELOPMENT ("Grantee") for the benefit of the UNITED STATES OF AMERICA, acting by and through THE SECRETARY OF HOUSING AND URBAN DEVELOPMENT ("HUD").

WHEREAS, by deed from HUD to the District of Columbia, acting by and through its Department of Housing and Community Development ("DHCD"), dated September 17, 1996 and recorded on September 17, 1996 as Instrument No. 9600058416 in the Land Records of the District of Columbia ("HUD Deed"), HUD conveyed to DHCD certain real estate located in the District of Columbia and more particularly described in the HUD Deed ("Eastern Avenue Property");

WHEREAS, the Eastern Avenue Property was later transferred from DHCD's inventory to Grantee's inventory via an Intergovernmental Memorandum dated October 24, 2007 and effective December 1, 2007;

WHEREAS, DHCD acquired property adjacent to the Eastern Avenue Property and Dix Street Corridor Revitalization Partners, LLC ("Developer") acquired a contiguous parcel from a private party for the development of thirty-four housing units which shall be Phase II of the Eastern Avenue Property development ("Phase II Property"), as more particularly described on Exhibit A attached hereto;

WHEREAS, DHCD transferred the Phase II Property to Grantee via the Intergovernmental Memorandum, dated October 24, 2007 and effective December 1, 2007;

WHEREAS, the HUD Deed imposed certain restrictive covenants and conditions on the Eastern Avenue Property and HUD required restrictions on the Phase II Property as well;

WHEREAS, the parties entered into a Declaration of Restrictive Covenants, dated October 21, 2010 and recorded on November 30, 2010 as Instrument No. LT1-5-2010106347-1 in the Land Records of the District of Columbia ("Declaration");

WHEREAS, on November 30, 2010, the District of Columbia's Board of Zoning Adjustments approved a site plan modification for the Property increasing the number of affordable residential units that can be constructed on the Eastern Avenue Property by three (3);

WHEREAS, the undersigned have agreed that 3, instead of 6, of the affordable residential units constructed on the Phase II Property shall be subject to the restrictions set forth in the Declaration and therefore desire to amend certain covenants and conditions contained in the Declaration (the "Covenants" and each a "Covenant") accordingly;

NOW, THEREFORE, for good and valuable consideration, the receipt of which is hereby acknowledged, the parties agree that the Declaration shall be modified as follows:

A. Paragraph 1 of Covenant 4 is deleted and replaced with the following language:

1. Grantee shall cause Developer to construct three (3) affordable Homeownership Units on the Phase II Property which shall serve as replacement units ("Replacement Homeownership Units") for the 3 Homeownership Units not being redeveloped on the Eastern Avenue Property. The Replacement Homeownership Units shall be constructed and ready for sale to Qualified Homebuyers within thirty-six (36) months after the date of the Declaration. If the Replacement Homeownership Units are not completed and ready for sale within the 36 months Grantee shall apply to HUD for an extension of time to complete construction. The request for a time extension shall state the reasons for the extension. HUD shall not unreasonably deny Grantee's request so long as Grantee shows good cause for the extension.

B. Except as expressly modified hereby, all covenants and conditions of the Declaration shall remain unchanged and in full force and effect.

Signature and notary page for Secretary of Housing and Urban Development

ATTEST/WITNESS:

SECRETARY OF HOUSING AND URBAN
DEVELOPMENT

[Handwritten Signature]

By: Ruth Pompa
Ruth Pompa
Acting Director, Atlanta MultiFamily
Property Disposition Center

STATE OF TEXAS)
TARRANT COUNTY)

On this 13 day of JUNE, 2011, before me, the undersigned notary public, personally appeared RUTH POMPA (name of document signer), proved to me through satisfactory evidence of identification, which were GOVERNMENT ID, to be the person who signed the preceding or attached document in my presence, and who swore or affirmed to me that the contents of the document are truthful and accurate to the best of (his) (her) knowledge and belief.

Vickie L. Spinks (official signature and seal of notary)

My commission expires: JUNE 14, 2014

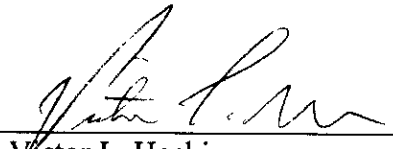


Signature and notary page for District of Columbia

ATTEST/WITNESS:

DISTRICT OF COLUMBIA, by and through its
THE OFFICE OF THE DEPUTY MAYOR FOR
PLANNING AND ECONOMIC
DEVELOPMENT, Mayor's Order 2009-68 and
Council Resolution R18-264 dated October 6,
2009

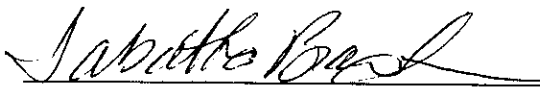
6/5/11

By: 
Victor L. Hoskins

Deputy Mayor for Planning and Economic
Development

DISTRICT OF COLUMBIA)
COUNTY OF Washington, D.C.)

On this 6 day of June, 2011, before me, the undersigned notary public,
personally appeared Victor L. Hoskins, the Deputy Mayor for Planning Economic Development,
known to me personally, to be the person who signed the preceding or attached document in my
presence, and who swore or affirmed to me that the contents of the document are truthful and
accurate to the best of his knowledge and belief.

 (official signature and seal of notary)

My commission expires: _____

TABATHA BRAXTON
Notary Public District of Columbia
My Commission Expires May 14, 2012

EXHIBIT A

LOT AND BLOCK NUMBERS FOR THE OFF-SITE UNITS

Lots numbered Thirty-two (32), Forty-one (41) and Fifty-five (55), in Square numbered Fifty-two Hundred Sixty (5260), as per plat prepared by Bowman Consulting on February 12, 2010 to be recorded in the Office of the Surveyor for the District of Columbia.

Note: Said property being now known for assessment and taxation purposes as Lot numbered Eight Hundred Six (806) in Square numbered Fifty-two Hundred Sixty (5260).

✓

Doc# 2011067259 Fees:\$47.50
06/22/2011 10:01AM Pages 5
Filed & Recorded in Official Records of
WASH DC RECORDER OF DEEDS LARRY TODD

RECORDING	\$	41.00
SURCHARGE	\$	6.50