

WHEREAS, the Trustee is the trustee named in a Deed of Trust on the Property from the Owner dated December 21, 2007, which Deed of Trust is recorded in the Land Records of St. Mary's County, Maryland in Liber 3108, folio 402. Said Trustee is joining herein for the purpose of subordinating the Deed of Trust to the legal operation and effect of this First Supplement.

WHEREAS, the Declarant and Owner intend that this First Supplement be binding upon themselves, their successors and assigns.

NOW THEREFORE, the Declarant and Owner, for themselves, their successors and assigns, hereby declares, pursuant to Article II, Section II.A of the Covenants that:

1. All of the Property described in Exhibit A to this First Supplement, being a portion of the Designated Additional Land, shall be held, occupied, transferred, sold and conveyed subject to the Covenants,
2. That the Covenants shall run with the Property, and shall be binding upon all parties having or acquiring any right, title or interest in the Property, or any part thereof, and
3. That the Property described in Exhibit A shall henceforth be a part of the Ben Oaks subdivision, with all of the rights, burdens, duties, restrictions and obligations appertaining thereto.

(signatures on following page)

DAVIS UPTON
LUMBO & KEFFLER,
LLC
Attorneys at Law

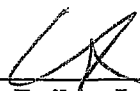
132 Main Street
Frederick, MD 20678
(410) 535-1780
(301) 855-1522
(301) 855-1916 (fax)

IN WITNESS WHEREOF, the undersigned, being all of the persons or entities having a proprietary interest in the Property, have hereunto set their hands and seals as of the date first written above.

WITNESS/ATTEST

DECLARANT: Calvert LLC




By: 
C.R. Bailey, Jr., General Manager


OWNER: Persimmon Hills III, LLC


By: Marrick Properties, Inc., General Manager



By: 
Marvin E. Oursler, President

TRUSTEE




Alan G. Drewer, Trustee
Senior Vice President
First Horizon Home Loans
A Division of First Tennessee Bank National Association

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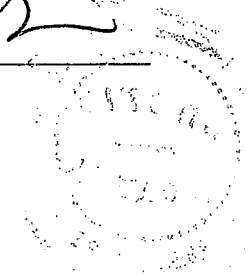
STATE OF MARYLAND, COUNTY OF CALVERT, to wit:

I HEREBY CERTIFY that on this 20th day of October, 2008 before me, a Notary Public in and for the State and County aforesaid, personally appeared **C. R. Bailey, Jr.**, who acknowledged himself to be **Managing Member of Calvert LLC**, the within named Declarant, and that he, as such Managing Member, being authorized so to do, executed the foregoing First Supplement to Declaration of Covenants, Conditions and Restrictions Ben Oaks in such capacity for the purposes therein contained and acknowledged that the foregoing Declaration of Covenants to be the act and deed of the Declarant.

IN WITNESS WHEREOF, I hereunto set my hand and Notarial Seal.

Notary Public

My Commission Expires: 6/1/10



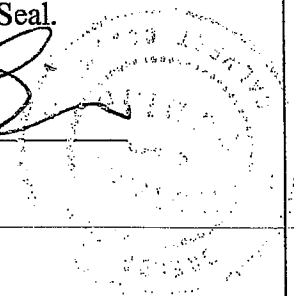
STATE OF MARYLAND, COUNTY OF CALVERT, to wit:

I HEREBY CERTIFY that on this 20th day of October, 2008 before me, a Notary Public in and for the State and County aforesaid, personally appeared **Marvin E. Oursler**, who acknowledged himself to be **President of Marrick Properties, Inc., Managing Member of Persimmon Hills III, LLC**, the within named Owner, and that he, as such President of the Managing Member, being authorized so to do, executed the foregoing First Supplement to Declaration of Covenants, Conditions and Restrictions Ben Oaks in such capacity for the purposes therein contained and acknowledged that the foregoing Declaration of Covenants to be the act and deed of the Owner.

IN WITNESS WHEREOF, I hereunto set my hand and Notarial Seal.

Notary Public

My Commission Expires: 6/1/10



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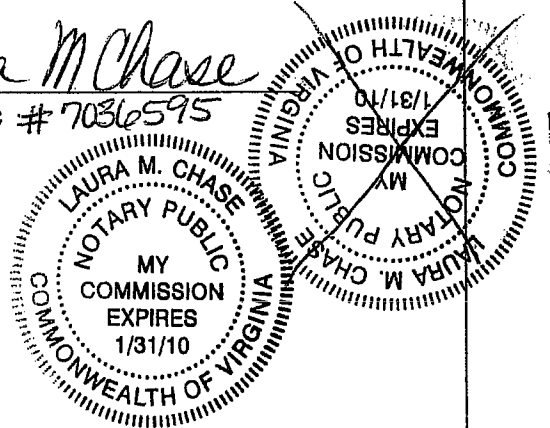
STATE OF VIRGINIA, COUNTY OF FAIRFAX, to wit:

I HEREBY CERTIFY that on this 23rd day of October, 2008 before me, a Notary Public in and for the State and County aforesaid, personally appeared Alan G. Drewer, who acknowledged himself to be Senior Vice President, First Horizon Home Loans, A Division of First Tennessee Bank National Association, the within named Trustee, and that he, as such Senior Vice President, being authorized so to do, executed the foregoing First Supplement to Declaration of Covenants, Conditions and Restrictions Ben Oaks in such capacity for the purposes therein contained and acknowledged that the foregoing Declaration of Covenants to be the act and deed of the Trustee.

IN WITNESS WHEREOF, I hereunto set my hand and Notarial Seal.

Laura M Chase
Notary Public # 7036595

My Commission Expires: 01/31/2010



THIS IS TO CERTIFY that this Deed of Trust was prepared by or under the supervision of the undersigned Maryland attorney.

Mark J. Davis

Mark J. Davis, Esquire
Member of the Bar of the Court of Appeals

~~DAVIS-UPTON~~
ALUMBO & KEFFLER,
LLC
Attorneys at Law

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Exhibit A

PROPERTY DESCRIPTION

Parcel I: All those Lots numbered 188, 189 and 212 as shown on a plat entitled "SHEET 2 OF 2, PART OF PHASE ONE, BEN OAKS", and recorded among the Land Records of St. Mary's County, Maryland in Plat Book EWA No. 65, Plat 104, Sheets 1 through 2; and

Parcel II: All those Lots numbered 180 through 185, inclusive, 102, 104 and Outparcel 103 as shown on a plat entitled "SHEET 2 OF 4, PHASE TWO, BEN OAKS", and recorded among the Land Records of St. Mary's County, Maryland in Plat Book EWA No. 65, Plat 79, Sheets 1 through 4; and

Parcel III: All those Lots numbered 142 through 147, inclusive, 177 through 179, inclusive, and Recreation Parcel D as shown on a plat entitled "SHEET 3 OF 4, PHASE TWO, BEN OAKS", and recorded among the Land Records of St. Mary's County, Maryland in Plat Book EWA No. 65, Plat 79, Sheets 1 through 4; and

Parcel IV: All those Lots numbered 148 through 155, inclusive, 168 through 176, inclusive and Recreation Area Parcel E as shown on a Plat entitled "SHEET 4 OF 4, PHASE TWO, BEN OAKS", and recorded among the Land Records of St. Mary's County, Maryland in Plat Book EWA No. 65, Plat 79, Sheets 1 through 4; and

Parcel V: All those Lots numbered 105 through 108, inclusive, and 136 through 141, inclusive as shown on a Plat entitled "SHEET 2 OF 5, PHASE THREE, BEN OAKS", and recorded among the Land Records of St. Mary's County, Maryland in Plat Book EWA No. 65, Plat 78, Sheets 1 through 5; and

Parcel VI: All those Lots numbered 109 through 116, inclusive as shown on a Plat entitled "SHEET 3 OF 5, PHASE THREE, BEN OAKS", and recorded among the Land Records of St. Mary's County, Maryland in Plat Book EWA No. 65, Plat 78, Sheets 1 through 5; and

Parcel VII: All those Lots numbered 130 through 135, inclusive as shown on a Plat entitled "SHEET 4 OF 5, PHASE THREE, BEN OAKS", and recorded among the Land Records of St. Mary's County, Maryland in Plat Book EWA No. 65, Plat 78, Sheets 1 through 5; and

Parcel VIII: All those Lots numbered 117 through 129, inclusive as shown on a Plat entitled "SHEET 5 OF 5, PHASE THREE, BEN OAKS", and recorded among the Land Records of St. Mary's County, Maryland in Plat Book EWA No. 65, Plat 78, Sheets 1 through 5; and

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Parcel IX: All those Lots numbered 156 through 167, inclusive, as shown on a Plat entitled "SHEET 2 OF 2, PHASE FOUR, **BEN OAKS**", and recorded among the Land Records of St. Mary's County, Maryland in Plat Book EWA No. 65, Plat 80, Sheets 1 through 2.

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