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BOOK P.

STATE OF NORTH CAROLINA

RECORDED AND VERIFIED
MARY SUE COUS
REGISTERED INSTRUMENTS
NEW HANOVER COUNTY, NC

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COUNTY OF NEW HANOVER

0439

AMENDMENT TO PROTECTIVE COVENANTS AND
RESTRICTIONS MASONBORO FOREST
STRATTON VILLAGE AT MASONBORO FOREST

THIS AMENDMENT TO THE DECLARATION OF COVENANTS, CONDITIONS AND RESTRICTIONS FOR MASONBORO FOREST is, dated for purposes of reference only this 10th day of August, 2000, by Masonboro Forest, Inc., a North Carolina Corporation, hereinafter called "Declarant" and the owners of lots within Stratton Village at Masonboro Forest whose names appear on the consents attached thereto hereinafter collectively "Stratton Village Owners".

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WITNESSETH:

WHEREAS, Declarant has, by recordation of various subdivision plats in the New Hanover County Registry, subdivided certain properties shown on said plats into lots intended for utilization for construction of single family homes. These properties are part of a planned development known as "Masonboro Forest". Properties within Masonboro Forest have been subjected to Protective Covenants recorded in Book 2086, Page 176, New Hanover County Registry (the Protective Covenants).

That by amendment recorded in Book 2442, Page 177 (as amended in Book 2571, Page 55) of the New Hanover County Registry the protective covenants for Masonboro Forest were amended to include certain Lots within Masonboro Forest known as Stratton Village at Masonboro Forest.

Article I, Section 6 and Article VI Section 3 of the Protective Covenants allows additional properties to be subjected to the Protective Covenants and for the amendment of the covenants and restrictions by recordation of an amendment to such Protective Covenants upon approval of eighty percent (80%) of the Lots subject to the Protective Covenants. There are presently 43 Lots within Stratton Village at Masonboro Forest shown on plats of record in the New Hanover County Registry. The owners of 35 of such Lots, which number is sufficient for amendment to the Protective Covenants as they pertain to Lots within Stratton Village at Masonboro Forest have approved the provisions of this Amendment to Protective Covenants. The consents for this required number of Lots are attached hereto as **Exhibit A**, and incorporated herein by reference.

The purpose of this Amendment to Protective Covenants for Masonboro Forest is to Amend certain restrictions as they apply solely to the Lots within Stratton Village at Masonboro Forest.

THEREFORE, the Protective Covenants of Masonboro Forest as recorded in Book 2086, Page 176, as amended, and in particular the Protective Covenants pertaining to Stratton Village at Masonboro Forest recorded in Book 2442, Page 177 (as amended in Book 2571, Page 55) of the New Hanover County Registry are hereby further amended as follows:

1. By adding the following as new Paragraph 5:

"5. Stratton Village at Masonboro Forest Association: Declarant has chartered a North Carolina non-profit corporation named Stratton Village at Masonboro Forest Homeowners Association, Inc. The owner or owners of every lot shown on the Plat shall be a voting member of the Stratton Village at Masonboro Forest Homeowners Association, Inc. (Stratton Village Association), in addition to being a member of the Masonboro Forest Homeowners Association, Inc. Only one vote shall be allowed per lot; to the

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extent there is more than one owner of any one lot, said owners shall determine among themselves, and designate, one voting member, which voting member shall cast the vote allocated to said lot. If the owners cannot agree among themselves, the Board of Directors of the Association shall determine and designate a voting member from among the owners of the lot. The Association shall be governed by a Board of Directors, selected in accordance with the terms of its by-laws. The Association shall have the responsibility of maintaining in good condition the Front and Rear Yard Areas of the Lots within Stratton Village. The Association shall further have the responsibility of maintaining in good condition all common areas which may be deeded to the Association, and shall be responsible for adopting rules and regulations governing utilization of such common areas. To the extent necessary, the Association may employ personnel necessary to perform its obligations, or needed to benefit the owners of lots within Stratton Village.

The specific maintenance and upkeep of the Association includes the following:

A. Exterior grounds maintenance for the Front and Rear Yard areas. Plants and shrubbery will be fertilized and pruned two (2) times per year;

B. The maintenance of all exterior lighting fixtures excluding those attached to any structure or fencing; and,

C. The maintenance of all front and rear yard exterior irrigation systems and timing devices. A water meter and water tap will be installed upon all Lots for the purposes of supplying water for irrigation; and, the individual Lot Owners shall be responsible for payment to the City of Wilmington or other agency for the cost of such water meter, tap fees, and any water used or consumed.

The Association shall have the obligation to provide for itself and for the benefit of the owner of each lot all necessary professional services to promote the proper maintenance of all of the property subject to the maintenance responsibilities of the Association, and to provide the smooth, proper and legal administration of the Association. The services may include services of an engineer, lawyer, accountant or other professional. The Association is specifically authorized to provide such other incidental services for the benefit of Stratton Village and in the management of the Association as deemed reasonably necessary by the Board of Directors of the Association.

Nothing contained herein shall obligate the Association for the replacement of any plants or shrubbery or for the maintenance or repair to any structure within Stratton Village not expressly provided for herein."

Except as specifically amended by this Amendment, all provisions of the Protective Covenants (as Amended) shall be fully applicable to the property subjected thereto, and the terms and conditions of the protective Covenants shall remain in full force and effect as to all property encumbered thereby.

Branch Bank & Trust Company joins in the execution of this Amendment for the sole purpose of consenting to the terms and conditions contained herein, and for the purpose of subordinating those Deeds of Trust recorded in Book 2071, Page 941, Book , Page ; as the same may have been modified from time to time, to the provisions of this Amendment, and by affixing its duly authorized signature, under seal, hereto, Branch Bank & Trust Company does hereby specifically subordinate said Deeds of Trust recorded in Book 2071, Page 941, Book , Page (including any modifications thereto), to the terms of this Amendment, but except for said subordination, the lien of said Deeds of Trust shall remain in full force and effect until released

by Branch Bank & Trust Company by instrument duly recorded in the Office of the Register of Deeds of New Hanover County.

Notwithstanding this limited subordination, any lien allowed to be filed in accordance with the Protective Covenants shall be subordinate to the lien of any first mortgage or deed of trust given to any commercial bank or other lender engaged regularly in the business of providing mortgage financing for residential homes, as well as to the lien of any deed of trust in favor of Branch Bank & Trust Company, including but not limited to the deed of trust or deeds of trust described in this Amendment. Sale or transfer of any Lot shall not affect the assessment lien or liens provided for by the Protective Covenants. However, the sale or transfer of any Lot which is subject to any such Deed of trust, pursuant to a foreclosure thereof, or any proceeding in lieu of foreclosure thereof, shall extinguish the line of such assessments as to the payment therefore which became due prior to such sale or transfer. No such sale or transfer shall relieve such Lot from liability for any assessment, charge or dues thereafter becoming due or from any liens securing such payment, but the lien provided for shall continue to be subordinate to the lien of any such Deed of Trust. Furthermore, any Lot acquired by or transferred to any beneficiary of a deed of trust as a result of a foreclosure or any proceeding in lieu of foreclosure respecting such Lot shall not be subject to assessment, charges or dues hereunder for the period held by such mortgagee or beneficiary, unless such property is being occupied as a residence during such period. Nothing contained herein shall relieve the personal obligation of the owner of the Lot prior to the sale or transfer, whether by foreclosure or in lieu of foreclosure, to or for the benefit of the secured creditor from the personal obligation to pay dues, charges and assessments for the period of ownership of such Lot by said owner.

IN WITNESS WHEREOF, said parties have caused this instrument to be executed in their corporate names by their corporate officers, and their corporate seals to be hereto affixed, all by order of their Board of Directors first duly given, this the day and year first above written.

MASONBORO FOREST, INC.

BY:

[Signature]
President

ATTEST:

[Signature]
Secretary



BRANCH BANK & TRUST COMPANY

BY:

[Signature]
S.R. Vice President

[Signature]
Asst Secretary

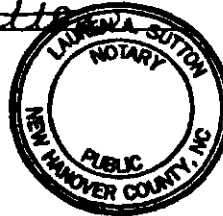


STATE OF NORTH CAROLINA
COUNTY OF NEW HANOVER

I, Lauren A. Sutton, a Notary Public in and for the County aforesaid do hereby certify that Katherine G. Blaisdell personally came before me this day and acknowledged that she is Asst. Secretary of Masonboro Forest, Inc., and that by authority duly given and as the act of the corporation, the foregoing instrument was signed in its name by its President, sealed with its corporate seal and attested by herself as its Asst. Secretary.

Witness my hand and official stamp or seal, this the 8th day of Sept., 2000.

Lauren A. Sutton
Notary Public



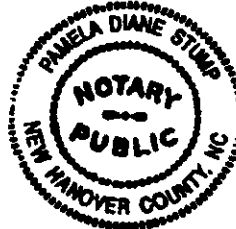
My commission expires: 9/12/2001

STATE OF NORTH CAROLINA
COUNTY OF NEW HANOVER

I, Pamela Diane Stump, a Notary Public in and for the County aforesaid do hereby certify that William C. Gladstone personally came before me this day and acknowledged that he is Asst. Secretary of Branch Bank & Trust Company, a North Carolina Banking Corporation, and that by authority duly given and as the act of the corporation, the foregoing instrument was signed in its name by its Sec. Vice President, sealed with its corporate seal and attested by himself as its Asst. Secretary.

Witness my hand and official stamp or seal, this the 8 day of September, 2000.

Pamela Diane Stump
Notary Public



My commission expires: 3-4-2002

STATE OF NORTH CAROLINA

COUNTY OF NEW HANOVER

BOOK

PAGE

2805

0443

CONSENT

The undersigned, Owner(s) of Lot(s) *See Below, Stratton Village at Masonboro Forest, hereby Consent and Agree to the Proposed Amendment dated August 10, 2000, of the Protective Covenants for Stratton Village at Masonboro Forest recorded in Book 2442, Page 177 (as amended in Book 2571, Page 55) of the New Hanover County Registry in the manner set forth in the Amendment to which this Consent is attached.

This the 10th day of August, 2000.



MASONBORO FOREST, INC.

BY:

David Ryan
President

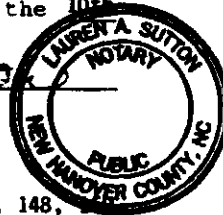
Katherine G. Blaisdell
Asst. Secretary

STATE OF NORTH CAROLINA
COUNTY OF NEW HANOVER

I, Lauren A. Sutton, a Notary Public in and for the County aforesaid do hereby certify that Katherine G. Blaisdell personally came before me this day and acknowledged that she is Asst. Secretary of Masonboro Forest, Inc., and that by authority duly given and as the act of the corporation, the foregoing instrument was signed in its name by its President, sealed with its corporate seal and attested by herself as its Asst. Secretary.

Witness my hand and official stamp or seal, this the 10th day of August, 2000.

Lauren A. Sutton
Notary Public



My commission expires: 9/12/2001

*100, 109, 110, 111, 112, 113, 114, 140, 141, 143, 144, 146, 147, 148, 151, 152, 210, 214, 215, 309, 311, 326, 327, 328, 329, 330, 331, 333, 334, 335, 336, 337, 338, 364, 365, 366, 368, 369, 370, 371, 372, 378, 379, 380, and 381.

STATE OF NORTH CAROLINA
COUNTY OF NEW HANOVER

BOOK PAGE
2805 0444

CONSENT

The undersigned, Owner(s) of Lot(s) *See Below,
Stratton Village at Masonboro Forest, hereby Consent and Agree to
the Proposed Amendment dated August 10, 2000, of the
Protective Covenants for Stratton Village at Masonboro Forest
recorded in Book 2442, Page 177 (as amended in Book 2571, Page 55)
of the New Hanover County Registry in the manner set forth in the
Amendment to which this Consent is attached.

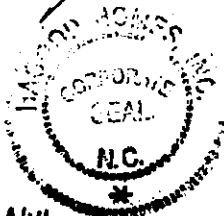
This the 23rd day of August, 2000.

HAGOOD HOMES, INC.

BY: [Signature]
President

ATTEST:

[Signature]
Secretary



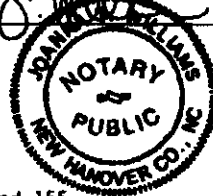
STATE OF NORTH CAROLINA
COUNTY OF NEW HANOVER

I, Joanna T. Williams, a Notary Public in
and for the Jim Kenny County aforesaid do hereby certify that
personally came before me this day and
acknowledged that she is Asst. Secretary of Hagood Homes, Inc.,
and that by authority duly given and as the act of the corporation,
the foregoing instrument was signed in its name by its
President, sealed with its corporate seal and attested by
as its Asst. Secretary.

Witness my hand and official stamp or seal, this the 23rd
day of August, 2000.

[Signature]
Notary Public

My commission expires: Jan. 11, 2005



*101, 106, 107, 108, 138, 139, 142, 145, 149, 154, and 155

STATE OF NORTH CAROLINA
COUNTY OF NEW HANOVER

BOOK PAGE
2805 0445

CONSENT

The undersigned, Owner(s) of Lot(s) 385,
Stratton Village at Masonboro Forest, hereby Consent and Agree to
the Proposed Amendment dated 8-10, 2000, of the
Protective Covenants for Stratton Village at Masonboro Forest
recorded in Book 2442, Page 177 (as amended in Book 2571, Page 55)
of the New Hanover County Registry in the manner set forth in the
Amendment to which this Consent is attached.

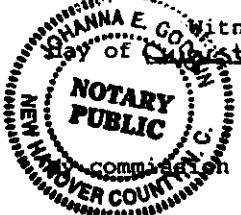
This the 10th day of August, 2000.

By: [Signature] (SEAL)
By: _____ (SEAL)

STATE OF NORTH CAROLINA
COUNTY OF NEW HANOVER

I, Johanna E. Goodwin, a Notary Public in
and for the County aforesaid do hereby certify that
Kathy J. Batchler personally came
before me this day and acknowledged the due execution of the
foregoing instrument.

Witness my hand and official stamp or seal, this the 10th
day of August, 2000.



Johanna E. Goodwin
Notary Public

Commission expires: 2/24/03

STATE OF NORTH CAROLINA
COUNTY OF NEW HANOVER

BOOK PAGE
2805 0446

CONSENT

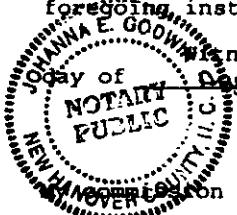
The undersigned, Owner(s) of Lot(s) 308,
Stratton Village at Masonboro Forest, hereby Consent and Agree to
the Proposed Amendment dated August 10, 2000, of the
Protective Covenants for Stratton Village at Masonboro Forest
recorded in Book 2442, Page 177 (as amended in Book 2571, Page 55)
of the New Hanover County Registry in the manner set forth in the
Amendment to which this Consent is attached.

This the 10 day of August, 2000.

By: Russell Leonard Bernhard (SEAL)
By: _____ (SEAL)

STATE OF NORTH CAROLINA
COUNTY OF NEW HANOVER

I, Johanna E. Goonin, a Notary Public in
and for the County aforesaid do hereby certify that
Russell Leonard Bernhard personally came
before me this day and acknowledged the due execution of the
foregoing instrument.



In witness my hand and official stamp or seal, this the 10th
day of August, 2000.

Johanna E. Goonin
Notary Public

My commission expires: 2/24/03

STATE OF NORTH CAROLINA
COUNTY OF NEW HANOVER

BOOK PAGE
2805 0447

CONSENT

The undersigned, Owner(s) of Lot(s) 223,
Stratton Village at Masonboro Forest, hereby Consent and Agree to
the Proposed Amendment dated August 10, 2000, of the
Protective Covenants for Stratton Village at Masonboro Forest
recorded in Book 2442, Page 177 (as amended in Book 2571, Page 55)
of the New Hanover County Registry in the manner set forth in the
Amendment to which this Consent is attached.

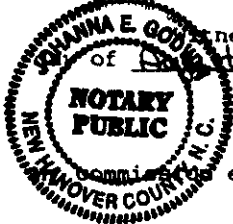
This the 10 day of August, 2000.

By: Walter B. Andrews (SEAL)

By: _____ (SEAL)

STATE OF NORTH CAROLINA
COUNTY OF NEW HANOVER

I, Johanna E. Godwin, a Notary Public in
and for the County aforesaid do hereby certify that
Walter B. Andrews personally came
before me this day and acknowledged the due execution of the
foregoing instrument.



In witness my hand and official stamp or seal, this the 10
of August, 2000.

Johanna E. Godwin
Notary Public

My commission expires: 2/24/03

STATE OF NORTH CAROLINA
COUNTY OF NEW HANOVER

BOOK PAGE
2805 0448

CONSENT

The undersigned, Owner(s) of Lot(s) 5004 Crown Point,
Stratton Village at Masonboro Forest, hereby Consent and Agree to
the Proposed Amendment dated Aug 10, 2000, of the
Protective Covenants for Stratton Village at Masonboro Forest
recorded in Book 2442, Page 177 (as amended in Book 2571, Page 55)
of the New Hanover County Registry in the manner set forth in the
Amendment to which this Consent is attached.

This the 10 day of Aug, 2000.

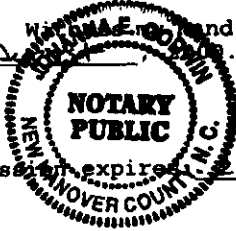
By: Carole S. Furman (SEAL)

By: Myron Furman (SEAL)

STATE OF NORTH CAROLINA
COUNTY OF NEW HANOVER

I, Jhanna E. Corbin, a Notary Public in
and for the County aforesaid do hereby certify that
Carole S. Furman and Myron Furman personally came
before me this day and acknowledged the due execution of the
foregoing instrument.

Witness my hand and official stamp or seal, this the 10th
day of Aug.



Jhanna E. Corbin
Notary Public

My commission expires 2/24/03

STATE OF NORTH CAROLINA
COUNTY OF NEW HANOVER

BOOK PAGE
2805 0449

CONSENT

The undersigned, Owner(s) of Lot(s) 307,
Stratton Village at Masonboro Forest, hereby Consent and Agree to
the Proposed Amendment dated 8-10, 2000, of the
Protective Covenants for Stratton Village at Masonboro Forest
recorded in Book 2442, Page 177 (as amended in Book 2571, Page 55)
of the New Hanover County Registry in the manner set forth in the
Amendment to which this Consent is attached.

This the 10 day of August, 2000.

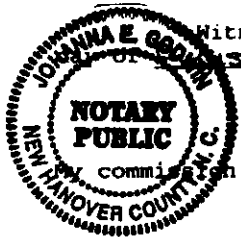
By: Kristin M. Reese (SEAL)

By: _____ (SEAL)

STATE OF NORTH CAROLINA
COUNTY OF NEW HANOVER

I, Johanna E. Goodin, a Notary Public in
and for the County aforesaid do hereby certify that
Kristin M. Reese personally came
before me this day and acknowledged the due execution of the
foregoing instrument.

Witness my hand and official stamp or seal, this the 10th
day of August, 2000.



Johanna E. Goodin
Notary Public

My commission expires: 2/24/03

STATE OF NORTH CAROLINA

COUNTY OF NEW HANOVER

BOOK PAGE

2805 0450
LOT 201

CONSENT

The undersigned, Owner(s) of Lot(s) 4220 GRAVENS POINT ROAD
Stratton Village at Masonboro Forest, hereby Consent and Agree to
the Proposed Amendment dated August 10, 2000, of the
Protective Covenants for Stratton Village at Masonboro Forest
recorded in Book 2442, Page 177 (as amended in Book 2571, Page 55)
of the New Hanover County Registry in the manner set forth in the
Amendment to which this Consent is attached.

This the 10th day of August, 2000.

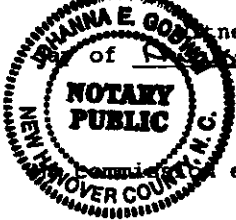
By: Dorian Smith (SEAL)

By: _____ (SEAL)

STATE OF NORTH CAROLINA
COUNTY OF NEW HANOVER

I, Johanna E. Gordon, a Notary Public in
and for the County aforesaid do hereby certify that
Dorian S. Smith personally came
before me this day and acknowledged the due execution of the
foregoing instrument.

In witness my hand and official stamp or seal, this the 10th
day of August, 2000.



Johanna E. Gordon
Notary Public

My commission expires: 2/24/03

STATE OF NORTH CAROLINA
COUNTY OF NEW HANOVER

BOOK PAGE
2805 0451

CONSENT

The undersigned, Owner(s) of Lot(s) 205,
Stratton Village at Masonboro Forest, hereby Consent and Agree to
the Proposed Amendment dated 8-10-00, 2000, of the
Protective Covenants for Stratton Village at Masonboro Forest
recorded in Book 2442, Page 177 (as amended in Book 2571, Page 55)
of the New Hanover County Registry in the manner set forth in the
Amendment to which this Consent is attached.

This the 10 day of August, 2000.

By: Leroy B. Anderson (SEAL)
By: _____ (SEAL)

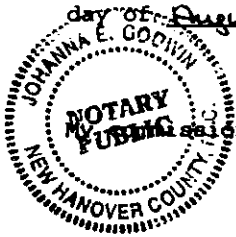
STATE OF NORTH CAROLINA
COUNTY OF NEW HANOVER

I, Johanna E. Godwin, a Notary Public in
and for the County aforesaid do hereby certify that
Leroy B. Anderson personally came
before me this day and acknowledged the due execution of the
foregoing instrument.

Witness my hand and official stamp or seal, this the 10
day of August, 2000.

Johanna E. Godwin
Notary Public

My commission expires: 2/24/03



STATE OF NORTH CAROLINA
COUNTY OF NEW HANOVER

BOOK PAGE
2805 0452

CONSENT

The undersigned, Owner(s) of Lot(s) 204,
Stratton Village at Masonboro Forest, hereby Consent and Agree to
the Proposed Amendment dated 8/12/2000, 2000, of the
Protective Covenants for Stratton Village at Masonboro Forest
recorded in Book 2442, Page 177 (as amended in Book 2571, Page 55)
of the New Hanover County Registry in the manner set forth in the
Amendment to which this Consent is attached.

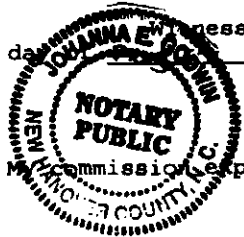
This the 10th day of August, 2000.

By: Doris Page (SEAL)
By: _____ (SEAL)

STATE OF NORTH CAROLINA
COUNTY OF NEW HANOVER

I, Johanna E. Crowin, a Notary Public in
and for the County aforesaid do hereby certify that
Doris Page personally came
before me this day and acknowledged the due execution of the
foregoing instrument.

In witness my hand and official stamp or seal, this the 10th
day of August, 2000.



Johanna E. Crowin
Notary Public

My commission expires: 2/24/03

STATE OF NORTH CAROLINA
COUNTY OF NEW HANOVER

BOOK PAGE
2805 0453

CONSENT

The undersigned, Owner(s) of Lot(s) 375R,
Stratton Village at Masonboro Forest, hereby Consent and Agree to
the Proposed Amendment dated August 10, 2000, of the
Protective Covenants for Stratton Village at Masonboro Forest
recorded in Book 2442, Page 177 (as amended in Book 2571, Page 55)
of the New Hanover County Registry in the manner set forth in the
Amendment to which this Consent is attached.

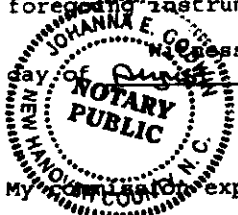
This the 10 day of August, 2000.

By: William H. Sackley (SEAL)
By: _____ (SEAL)

STATE OF NORTH CAROLINA
COUNTY OF NEW HANOVER

I, Johanna E. Coovis, a Notary Public in
and for the County aforesaid do hereby certify that
William H. Sackley personally came
before me this day and acknowledged the due execution of the
foregoing instrument.

In presence of my hand and official stamp or seal, this the 10th
day of August, 2000.



Johanna E. Coovis
Notary Public

My commission expires: 2/24/03

STATE OF NORTH CAROLINA
COUNTY OF NEW HANOVER

BOOK PAGE
2805 0454

CONSENT

The undersigned, Owner(s) of Lot(s) 361,
Stratton Village at Masonboro Forest, hereby Consent and Agree to
the Proposed Amendment dated August 10, 2000, of the
Protective Covenants for Stratton Village at Masonboro Forest
recorded in Book 2442, Page 177 (as amended in Book 2571, Page 55)
of the New Hanover County Registry in the manner set forth in the
Amendment to which this Consent is attached.

This the 10th day of August, 2000.

By: [Signature] (SEAL)

By: _____ (SEAL)

STATE OF NORTH CAROLINA
COUNTY OF NEW HANOVER

I, Johanna E. Godwin, a Notary Public in
and for the County aforesaid do hereby certify that
Edward Konyen personally came
before me this day and acknowledged the due execution of the
foregoing instrument.

Witness my hand and official stamp or seal, this the 10th
August, 2000.



Johanna E. Godwin
Notary Public

My commission expires: 2/24/03

STATE OF NORTH CAROLINA
COUNTY OF NEW HANOVER

CONSENT

The undersigned, Owner(s) of Lot(s) 303,
Stratton Village at Masonboro Forest, hereby Consent and Agree to
the Proposed Amendment dated August 10, 2000, of the
Protective Covenants for Stratton Village at Masonboro Forest
recorded in Book 2442, Page 177 (as amended in Book 2571, Page 55)
of the New Hanover County Registry in the manner set forth in the
Amendment to which this Consent is attached.

This the 10 day of AUGUST, 2000.

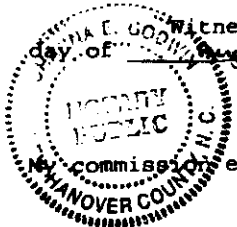
By: [Signature] (SEAL)

By: _____ (SEAL)

STATE OF NORTH CAROLINA
COUNTY OF NEW HANOVER

I, Hanna E. Godwin, a Notary Public in
and for the County aforesaid do hereby certify that
Robert C. Kaczynski personally came
before me this day and acknowledged the due execution of the
foregoing instrument.

Witness my hand and official stamp or seal, this the 10th
day of August, 2000.



Hanna E. Godwin
Notary Public

My commission expires: 2/24/03

STATE OF NORTH CAROLINA
COUNTY OF NEW HANOVER

BOOK PAGE
2805 0456

CONSENT

The undersigned, Owner(s) of Lot(s) 505 Audrey Way, Stratton Village at Masonboro Forest, hereby Consent and Agree to the Proposed Amendment dated August 10, 2000, of the Protective Covenants for Stratton Village at Masonboro Forest recorded in Book 2442, Page 177 (as amended in Book 2571, Page 55) of the New Hanover County Registry in the manner set forth in the Amendment to which this Consent is attached.

This the 10 day of AUG., 2000.

By: [Signature] (SEAL)
By: _____ (SEAL)

STATE OF NORTH CAROLINA
COUNTY OF NEW HANOVER

I, Johanna E. Crook, a Notary Public in and for the County, aforesaid do hereby certify that Andrew Phillips personally came before me this day and acknowledged the due execution of the foregoing instrument.

Witness my hand and official stamp or seal, this the 10th day of August, 2000.



Johanna E. Crook
Notary Public

MY COMMISSION EXPIRES: 2/24/03

STATE OF NORTH CAROLINA

BOOK PAGE

COUNTY OF NEW HANOVER

2805 0457

CONSENT

The undersigned, Owner(s) of Lot(s) 4212 Craven's Pt.
Stratton Village at Masonboro Forest, hereby Consent and Agree to
the Proposed Amendment dated Aug 10, 2000, of the
Protective Covenants for Stratton Village at Masonboro Forest
recorded in Book 2442, Page 177 (as amended in Book 2571, Page 55)
of the New Hanover County Registry in the manner set forth in the
Amendment to which this Consent is attached.

This the 10th day of Aug, 2000.

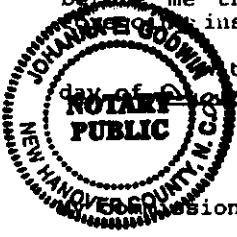
By: Susan Macdonald (SEAL)

By: _____ (SEAL)

STATE OF NORTH CAROLINA

COUNTY OF NEW HANOVER

I, Johanna E. Goodwin, a Notary Public in
and for the County aforesaid do hereby certify that
Susan Macdonald personally came
before me this day and acknowledged the due execution of the
instrument.



In witness my hand and official stamp or seal, this the 10th
day of August, 2000.

Johanna E. Goodwin
Notary Public

My Commission expires: 2/24/03

STATE OF NORTH CAROLINA
COUNTY OF NEW HANOVER

BOOK PAGE
2805 0458

CONSENT

The undersigned, Owner(s) of Lot(s) 159,
Stratton Village at Masonboro Forest hereby Consent and Agree to
the Proposed Amendment dated August 10, 2000, of the
Protective Covenants for Stratton Village at Masonboro Forest
recorded in Book 2442, Page 177 (as amended in Book 2571, Page 55)
of the New Hanover County Registry in the manner set forth in the
Amendment to which this Consent is attached.

This the 10th day of August, 2000.

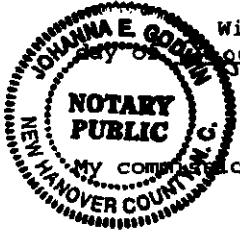
By: Timothy G. Kelly (SEAL)

By: _____ (SEAL)

STATE OF NORTH CAROLINA
COUNTY OF NEW HANOVER

I, Johanna E. Godwin, a Notary Public in
and for the County aforesaid do hereby certify that
Timothy G. Kelly personally came
before me this day and acknowledged the due execution of the
foregoing instrument.

Witness my hand and official stamp or seal, this the 10th
day of August, 2000.



Johanna E. Godwin
Notary Public

My commission expires: 2/24/03

STATE OF NORTH CAROLINA
COUNTY OF NEW HANOVER

BOOK PAGE
2805 0459

CONSENT

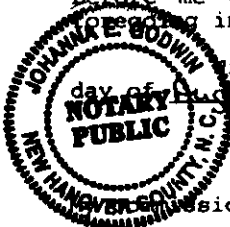
The undersigned, Owner(s) of Lot(s) 157,
Stratton Village at Masonboro Forest, hereby Consent and Agree to
the Proposed Amendment dated August 10, 2000, of the
Protective Covenants for Stratton Village at Masonboro Forest
recorded in Book 2442, Page 177 (as amended in Book 2571, Page 55)
of the New Hanover County Registry in the manner set forth in the
Amendment to which this Consent is attached.

This the 10 day of August, 2000.

By: Bruce Bradford (SEAL)
By: _____ (SEAL)

STATE OF NORTH CAROLINA
COUNTY OF NEW HANOVER

I, Johanna E. Godwin, a Notary Public in
and for the County aforesaid do hereby certify that
Bruce Bradford personally came
before me this day and acknowledged the due execution of the
instrument.



Witness my hand and official stamp or seal, this the 10th
day of August, 2000.

Johanna E. Godwin
Notary Public

My Commission expires: 2/24/03

STATE OF NORTH CAROLINA
COUNTY OF NEW HANOVER

BOOK PAGE
2805 0460

CONSENT

The undersigned, Owner(s) of Lot(s) 5040 CROWN PT. LANE
Stratton Village at Masonboro Forest, hereby Consent and Agree to
the Proposed Amendment dated August 10, 2000, of the
Protective Covenants for Stratton Village at Masonboro Forest
recorded in Book 2442, Page 177 (as amended in Book 2571, Page 55)
of the New Hanover County Registry in the manner set forth in the
Amendment to which this Consent is attached.

This the 10th day of August, 2000.

By: *Gerard McKiernan* (SEAL)
By: _____ (SEAL)

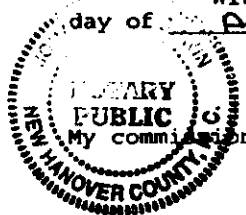
STATE OF NORTH CAROLINA
COUNTY OF NEW HANOVER

I, Jhanna E. Grogwin, a Notary Public in
and for the County aforesaid do hereby certify that
Gerard McKiernan personally came
before me this day and acknowledged the due execution of the
foregoing instrument.

Witness my hand and official stamp or seal, this the 10th
day of August, 2000.

Jhanna E. Grogwin
Notary Public

My commission expires: 2/24/03



STATE OF NORTH CAROLINA
COUNTY OF NEW HANOVER

BOOK PAGE
2805 0461

CONSENT

The undersigned, Owner(s) of Lot(s) 374,
Stratton Village at Masonboro Forest, hereby Consent and Agree to
the Proposed Amendment dated AUGUST 10, 2000, of the
Protective Covenants for Stratton Village at Masonboro Forest
recorded in Book 2442, Page 177 (as amended in Book 2571, Page 55)
of the New Hanover County Registry in the manner set forth in the
Amendment to which this Consent is attached.

This the 10 day of AUGUST, 2000.

By: [Signature] (SEAL)

By: _____ (SEAL)

STATE OF NORTH CAROLINA
COUNTY OF NEW HANOVER

I, Hanna E. Gowin, a Notary Public in
and for the County aforesaid do hereby certify that
Michael J. Leone personally came
before me this day and acknowledged the due execution of the
foregoing instrument.

Witness my hand and official stamp or seal, this the 10th
day of August, 2000.



Hanna E. Gowin
Notary Public

My Commission expires: 2/24/03

STATE OF NORTH CAROLINA
COUNTY OF NEW HANOVER

BOOK PAGE
2805 0462

CONSENT

The undersigned, Owner(s) of Lot(s) 248,
Stratton Village at Masonboro Forest, hereby Consent and Agree to
the Proposed Amendment dated AUGUST 10, 2000, of the
Protective Covenants for Stratton Village at Masonboro Forest
recorded in Book 2442, Page 177 (as amended in Book 2571, Page 55)
of the New Hanover County Registry in the manner set forth in the
Amendment to which this Consent is attached.

This the 10 day of AUGUST, 2000.

By: Angelina T. Hebel (SEAL)

By: _____ (SEAL)

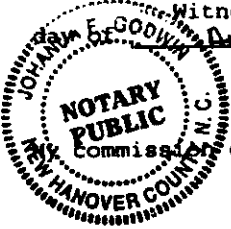
STATE OF NORTH CAROLINA
COUNTY OF NEW HANOVER

I, Jhana E. Godwin, a Notary Public in
and for the County aforesaid do hereby certify that
Angelina T. Hebel personally came
before me this day and acknowledged the due execution of the
foregoing instrument.

Witness my hand and official stamp or seal, this the 10th
August, 2000.

Jhana E. Godwin
Notary Public

Commission expires: 2/24/03



STATE OF NORTH CAROLINA
COUNTY OF NEW HANOVER

BOOK PAGE
2805 0463

CONSENT

The undersigned, Owner(s) of Lot(s) 383,
Stratton Village at Masonboro Forest, hereby Consent and Agree to
the Proposed Amendment dated 8-10, 2000, of the
Protective Covenants for Stratton Village at Masonboro Forest
recorded in Book 2442, Page 177 (as amended in Book 2571, Page 55)
of the New Hanover County Registry in the manner set forth in the
Amendment to which this Consent is attached.

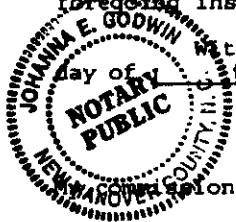
This the 8th day of Aug, 2000.

By: Carlene LePage (SEAL)
By: _____ (SEAL)

STATE OF NORTH CAROLINA
COUNTY OF NEW HANOVER

I, Johanna E. Godwin, a Notary Public in
and for the County aforesaid do hereby certify that
Carlene LePage personally came
before me this day and acknowledged the due execution of the
foregoing instrument.

Witness my hand and official stamp or seal, this the 6th
day of August, 2000.



Johanna E. Godwin
Notary Public

Commission expires: 2/24/03

STATE OF NORTH CAROLINA
COUNTY OF NEW HANOVER

BOOK PAGE
2805 0464

CONSENT

The undersigned, Owner(s) of Lot(s) 4317 STRATTON VILLAGE LANE
Stratton Village at Masonboro Forest, hereby Consent and Agree to
the Proposed Amendment dated August 10, 2000, of the
Protective Covenants for Stratton Village at Masonboro Forest
recorded in Book 2442, Page 177 (as amended in Book 2571, Page 55)
of the New Hanover County Registry in the manner set forth in the
Amendment to which this Consent is attached.

This the 10th day of August, 2000.

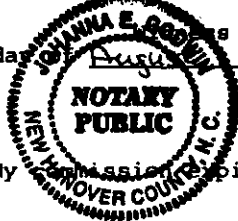
By: Coral L. Thomas (SEAL)

By: _____ (SEAL)

STATE OF NORTH CAROLINA
COUNTY OF NEW HANOVER

I, Johanna E. Grodin, a Notary Public in
and for the County aforesaid do hereby certify that
Coral L. Thomas personally came
before me this day and acknowledged the due execution of the
foregoing instrument.

day August of my hand and official stamp or seal, this the 10th
day of August, 2000.



Johanna E. Grodin
Notary Public

My Commission Expires: 2/24/03

STATE OF NORTH CAROLINA
COUNTY OF NEW HANOVER

BOOK PAGE
2805 0465

CONSENT

The undersigned, Owner(s) of Lot(s) 156,
Stratton Village at Masonboro Forest, hereby Consent and Agree to
the Proposed Amendment dated August, 2000, of the
Protective Covenants for Stratton Village at Masonboro Forest
recorded in Book 2442, Page 177 (as amended in Book 2571, Page 55)
of the New Hanover County Registry in the manner set forth in the
Amendment to which this Consent is attached.

This the 10th day of August 2000.

By: Jennifer Morris (SEAL)

By: _____ (SEAL)

STATE OF NORTH CAROLINA
COUNTY OF NEW HANOVER

I, Johanna E. Goodwin, a Notary Public in
and for the County aforesaid do hereby certify that
Jennifer Morris personally came
before me this day and acknowledged the due execution of the
instrument.



In witness my hand and official stamp or seal, this the 10th
day of August, 2000.

Johanna E. Goodwin
Notary Public

My Commission expires: 2/24/03

STATE OF NORTH CAROLINA
COUNTY OF NEW HANOVER

BOOK PAGE
2805 0466

CONSENT

The undersigned, Owner(s) of Lot(s) 160,
Stratton Village at Masonboro Forest, hereby Consent and Agree to
the Proposed Amendment dated 8/10/2000, 2000, of the
Protective Covenants for Stratton Village at Masonboro Forest
recorded in Book 2442, Page 177 (as amended in Book 2571, Page 55)
of the New Hanover County Registry in the manner set forth in the
Amendment to which this Consent is attached.

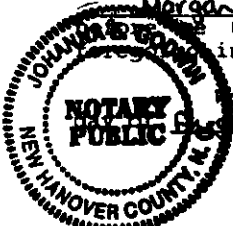
This the 10th day of August, 2000.

By: Margaret W. Stanley (SEAL)

By: _____ (SEAL)

STATE OF NORTH CAROLINA
COUNTY OF NEW HANOVER

I, Johanna E. Gowen, a Notary Public in
and for the County aforesaid do hereby certify that
Margaret W. Stanley personally came
this day and acknowledged the due execution of the
instrument.



Witness my hand and official stamp or seal, this the 10th
August, 2000.

Johanna E. Gowen
Notary Public

My Commission expires: 2/24/03

STATE OF NORTH CAROLINA
COUNTY OF NEW HANOVER

BOOK PAGE
2805 0467

CONSENT

The undersigned, Owner(s) of Lot(s) 167,
Stratton Village at Masonboro Forest, hereby Consent and Agree to
the Proposed Amendment dated August 10, 2000, of the
Protective Covenants for Stratton Village at Masonboro Forest
recorded in Book 2442, Page 177 (as amended in Book 2571, Page 55)
of the New Hanover County Registry in the manner set forth in the
Amendment to which this Consent is attached.

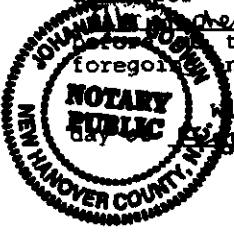
This the 10 day of August, 2000.

By: Christopher Laude (SEAL)

By: _____ (SEAL)

STATE OF NORTH CAROLINA
COUNTY OF NEW HANOVER

I, Jhanna E. Gowen, a Notary Public in
and for the County aforesaid do hereby certify that
Christopher Laude personally came
before me this day and acknowledged the due execution of the
foregoing instrument.



Witness my hand and official stamp or seal, this the 10th
August, 2000.

Jhanna E. Gowen
Notary Public

My commission expires: 2/24/03

STATE OF NORTH CAROLINA
COUNTY OF NEW HANOVER

BOOK PAGE
2805 0468

CONSENT

The undersigned, Owner(s) of Lot(s) 153,
Stratton Village at Masonboro Forest, hereby Consent and Agree to
the Proposed Amendment dated August 10, 2000, of the
Protective Covenants for Stratton Village at Masonboro Forest
recorded in Book 2442, Page 177 (as amended in Book 2571, Page 55)
of the New Hanover County Registry in the manner set forth in the
Amendment to which this Consent is attached.

This the 10th day of August, 2000.

By: Ann M. Sander (SEAL)

By: _____ (SEAL)

STATE OF NORTH CAROLINA
COUNTY OF NEW HANOVER

I, Jhanna E. Cousins, a Notary Public in
and for the County aforesaid do hereby certify that
Ann M. Sander personally came
before me this day and acknowledged the due execution of the
instrument.

In witness my hand and official stamp or seal, this the 10th
day of August, 2000.

Jhanna E. Cousins
Notary Public

My Commission expires: 2/24/13



STATE OF NORTH CAROLINA
COUNTY OF NEW HANOVER

BOOK PAGE
2805 0469

CONSENT

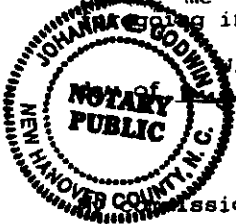
The undersigned, Owner(s) of Lot 163,
Stratton Village at Masonboro Forest, hereby Consent and Agree to
the Proposed Amendment dated Aug 10, 2000, 2000, of the
Protective Covenants for Stratton Village at Masonboro Forest
recorded in Book 2442, Page 177 (as amended in Book 2571, Page 55)
of the New Hanover County Registry in the manner set forth in the
Amendment to which this Consent is attached.

This the 10th day of August, 2000.

By: Howard J. Strauss (SEAL)
By: _____ (SEAL)

STATE OF NORTH CAROLINA
COUNTY OF NEW HANOVER

I, Johanna E. Goodwin, a Notary Public in
and for the County aforesaid do hereby certify that
Howard J. Strauss personally came
before me this day and acknowledged the due execution of the
above instrument.



Witness my hand and official stamp or seal, this the 10th
August, 2000.

Johanna E. Goodwin
Notary Public

Commission expires: 2/24/03

STATE OF NORTH CAROLINA
COUNTY OF NEW HANOVER

BOOK PAGE
2805 0470

CONSENT

The undersigned, Owner(s) of Lot(s) 5032 Crown Point Lot, Stratton Village at Masonboro Forest, hereby Consent and Agree to the Proposed Amendment dated August 10, 2000, of the Protective Covenants for Stratton Village at Masonboro Forest recorded in Book 2442, Page 177 (as amended in Book 2571, Page 55) of the New Hanover County Registry in the manner set forth in the Amendment to which this Consent is attached.

This the 10 day of August, 2000.

By: David C. Dicello (SEAL)
By: _____ (SEAL)

STATE OF NORTH CAROLINA
COUNTY OF NEW HANOVER

I, Johanna E. Gowin, a Notary Public in and for the County aforesaid do hereby certify that David C. Dicello personally came before me this day and acknowledged the due execution of the foregoing instrument.



In witness my hand and official stamp or seal, this the 10th day of August, 2000.

Johanna E. Gowin
Notary Public

My commission expires: 2/24/03

STATE OF NORTH CAROLINA
COUNTY OF NEW HANOVER

BOOK PAGE
2805 0471

CONSENT

The undersigned, Owner(s) of Lot(s) 323,
Stratton Village at Masonboro Forest, hereby Consent and Agree to
the Proposed Amendment dated August 10, 2000, of the
Protective Covenants for Stratton Village at Masonboro Forest
recorded in Book 2442, Page 177 (as amended in Book 2571, Page 55)
of the New Hanover County Registry in the manner set forth in the
Amendment to which this Consent is attached.

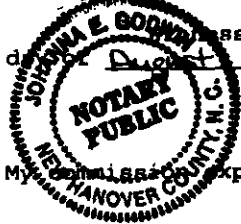
This the 10 day of August, 2000.

By: [Signature] (SEAL)
By: [Signature] (SEAL)

STATE OF NORTH CAROLINA
COUNTY OF NEW HANOVER

I, Johanna E. Gowin, a Notary Public in
and for the County aforesaid do hereby certify that
Avan G. Dashgupte and Anjali Dashgupte personally came
before me this day and acknowledged the due execution of the
foregoing instrument.

In witness whereof, I have set my hand and official stamp or seal, this the 10th
August, 2000.



Johanna E. Gowin
Notary Public

My Commission Expires: 2/24/03

STATE OF NORTH CAROLINA
COUNTY OF NEW HANOVER

BOOK PAGE
2805 0472

CONSENT

The undersigned, Owner(s) of Lot(s) 5007 Godfrey Way, Stratton Village at Masonboro Forest, hereby Consent and Agree to the Proposed Amendment dated August 10, 2000, of the Protective Covenants for Stratton Village at Masonboro Forest recorded in Book 2442, Page 177 (as amended in Book 2571, Page 55) of the New Hanover County Registry in the manner set forth in the Amendment to which this Consent is attached.

This the 10 day of August, 2000.

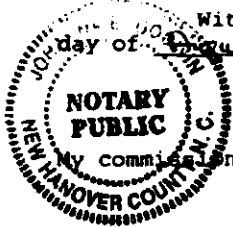
By: [Signature] (SEAL)

By: _____ (SEAL)

STATE OF NORTH CAROLINA
COUNTY OF NEW HANOVER

I, Shanna E. Gowan, a Notary Public in and for the County aforesaid do hereby certify that Ronald B. Frazier personally came before me this day and acknowledged the due execution of the foregoing instrument.

Witness my hand and official stamp or seal, this the 10th day of August, 2000.



Shanna E. Gowan
Notary Public

My commission expires: 2/24/03

Record of Poor Quality Due To
Condition of Original Document
G.S. 161-14

STATE OF NORTH CAROLINA
COUNTY OF NEW HANOVER

CONSENT

The undersigned, Owner(s) of Lot(s) 359,
Stratton Village at Masonboro Forest, hereby Consent and Agree to
the Proposed Amendment dated August 10, 2000, of the
Protective Covenants for Stratton Village at Masonboro Forest
recorded in Book 2442, Page 177 (as amended in Book 2571, Page 55)
of the New Hanover County Registry in the manner set forth in the
Amendment to which this Consent is attached.

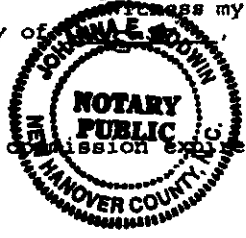
This the 10 day of August, 2000.

By: Boyd R Robison (SEAL)
By: Pla Ann Robison (SEAL)

STATE OF NORTH CAROLINA
COUNTY OF NEW HANOVER

I, Johanna E. Crowin, a Notary Public in
and for the County aforesaid do hereby certify that
Boyd R. Robison and Pla Ann Robison personally came
before me this day and acknowledged the due execution of the
foregoing instrument.

In witness my hand and official stamp or seal, this the 10th
day of August, 2000.



Johanna E. Crowin
Notary Public

My commission expires: 2/24/03

STATE OF NORTH CAROLINA
COUNTY OF NEW HANOVER

BOOK PAGE
2805 0474

CONSENT

The undersigned, Owner(s) of Lot(s) 4024 Crawlers Pt. Rd
Stratton Village at Masonboro Forest, hereby Consent and Agree to
the Proposed Amendment dated August 10, 2000, of the
Protective Covenants for Stratton Village at Masonboro Forest
recorded in Book 2442, Page 177 (as amended in Book 2571, Page 55)
of the New Hanover County Registry in the manner set forth in the
Amendment to which this Consent is attached.

This the 10 day of Aug, 2000.

By: Bonita J Eksten (SEAL)
By: _____ (SEAL)

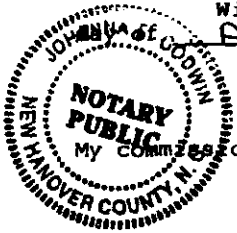
STATE OF NORTH CAROLINA
COUNTY OF NEW HANOVER

I, Jhanna E. Croppin, a Notary Public in
and for the County aforesaid do hereby certify that
Bonita J. Eksten personally came
before me this day and acknowledged the due execution of the
foregoing instrument.

Witness my hand and official stamp or seal, this the 10th
August, 2000.

Jhanna E. Croppin
Notary Public

My commission expires: 2/24/03



STATE OF NORTH CAROLINA
New Hanover County

The Following Assessed Certificate(s) of
Jhanna E. Croppin, Janna T. Williams,
Lauren A. Sutton & Amelie Diane Stump

Notary (Notariss) Public in/ are certified
to be correct.

This the 14 day of Sept. 2000
by Patricia Barnes
Deputy/Assistant