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/s/ CARL T. WATANABE
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x Makila Land Co., LLC
33 LONO AVE, suite 450
Kahului, HI 96732

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(2) 4-7-4:04 (por.)

Total No. of Pages: _____

First Amendment to

Amended and Restated

Makila Plantation

Declaration of Covenants, Conditions and Restrictions

Declarant:

Makila Land Co., LLC
33 Lono Avenue, Suite 450
Kahului, Hawaii 96732

FIRST AMENDMENT TO AMENDED AND RESTATED MAKILA PLANTATION
DECLARATION OF COVENANTS, CONDITIONS AND RESTRICTIONS

This First Amendment is dated this ____ day of _____, 2003 and is executed by MAKILA LAND CO., LLC, whose principal place of business is 33 Lono Avenue, Suite 450, Kahului, Maui, Hawaii 96732 (the "Declarant"). Reference is made to the Amended and Restated Makila Plantation Declaration of Covenants, Conditions and Restrictions dated September 16, 2003, recorded in the State of Hawaii Bureau of Conveyances as Document No. 2003-227086 (the "Amended Declaration").

RECITALS: The purpose of this Amendment is to delete all limitations on architectural controls for farm dwellings to be constructed within any and all of the 24 agricultural lots within Makila Plantation - Phase II (as defined in the Amended Declaration).

AMENDMENT: Pursuant to the rights reserved by Declarant in Sections 11.01 and 11.04 of the Amended Declaration, Declarant hereby further amends the Amended Declaration as follows:

1. Scope and Applicability. The following amendments shall apply only to the 24 agricultural lots in Makila Plantation - Phase II. With respect to the agricultural lots in Makila Plantation Phase I, all of the terms of the Amended Declaration shall apply, as if this First Amendment had not been executed and recorded.


2. Changes. The following provisions in the Amended Declaration are hereby deleted as to the 24 agricultural lots in Makila Plantation - Phase II:

- (a) Section 3.14, limiting the height of buildings and structures;
- (b) Section 3.15, restricting reflective materials and mirrored glass on exteriors of buildings, improvements and structures;
- (c) Section 3.16, restricting temporary buildings, structures, sheds, tents and trailers;
- (d) Sections numbered 4.01 through 4.09, inclusive, and the Design Standards attached to the Amended Declaration as Exhibit "B". The Architectural Design Committee shall have no jurisdiction over the approval of designs of structures on any of the Makila Plantation - Phase II properties.

3. Reservation. In all other respects the Amended Declaration shall remain in full force and effect and unmodified.

Executed the day and year first above written.

MAKILA LAND CO., LLC

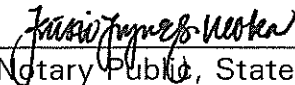
By: 
Peter K. Martin
Its: President

"Declarant"

STATE OF HAWAII)
) SS.
COUNTY OF MAUI)

On this 6th day of November, 2003, before me personally appeared PETER K. MARTIN, to me personally known, who, being by me duly sworn or affirmed, did say that such person(s) executed the foregoing instrument as the free act and deed of such person(s), and if applicable, in the capacities shown, having been duly authorized to execute such instrument in such capacities.

ldw


Notary Public, State of Hawaii
Printed Name: Kristilyn E.S. Neoka
My Commission Expires: May 1, 2005