

FIFTH AMENDMENT TO DECLARATION OF COVENANTS

Beech Hill Limited Partnership, a Massachusetts limited partnership, generally referred to as the "Owner" of the real estate commonly known as the Millbrook Subdivision, Rockland, Massachusetts, pursuant to the powers granted it under Article I Section 7 of the "By-Laws of Millbrook Homes Homeowners Association, Inc., Rockland, Massachusetts" recorded with the Plymouth County Registry of Deeds at Book 12566, Page 073 (the "By-Laws") hereby declares that the "Declaration of Covenants, Restrictions and Easements for Millbrook Homes Homeowners Association, Inc., Rockland, Massachusetts" recorded with said Registry at Book 12566, Page 058, as amended by First Amendment dated June 28, 1994, and recorded with the Plymouth County Registry of Deeds at Book 13027, Page 232, as further amended by Second Amendment dated August 28, 1995 and recorded with the Plymouth County Registry of Deeds at Book 13802, Page 253, as further amended by Third Amendment to Declaration of Covenants dated May 15, 1996 and recorded with the Plymouth County Registry of Deeds at Book 14371, Page 296, and as further amended by Fourth Amendment to Declaration of Covenants dated August 15, 1996 and recorded with the Plymouth County Registry of Deeds at Book 14591, Page 194 (the "Covenants"), be further amended as follows, and that the Covenants remain unchanged and in full force and effect in all other respects:

1. That the words "Lots 1-27, Lots 34-58, Lots 60-67, Lots 69-77, Lots 79-85, Lots 92-103, Lots 109-117, Lot 119, Lots 137-140, Lots 177-193 and Lots 197-200" in the first

paragraph of the Covenants be deleted and that the following language be inserted in its place:

"Lots 1-67, Lots 69-77, Lots 79-85, Lots 92-103, Lots 109-117, Lot 119, Lots 137-140, Lots 177-193 and Lots 197-200"

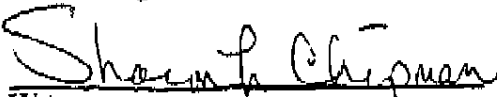
1. That the following be added after the second sentence of the indented paragraph on page 1 of the Covenants:

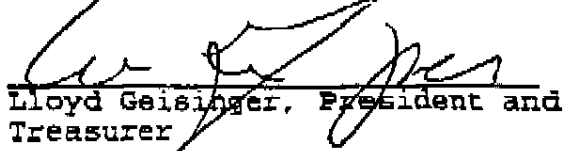
"The above described Lots 2, 5, 6, 16, 70, 71 and 72 are also shown on the successor plan (the "Successor Plan") covering the land shown on the Plan, which such Successor Plan is entitled "Correction Plan for Lots 2, 5, 6, 16, 70, 71 and 72; Millbrook, Rockland, Massachusetts" dated April 27, 1993, as prepared by Bradford Saivetz Associates. Said Successor Plan was recorded in the Plymouth County Registry of Deeds as Plan Number 358 of 1993."

In witness whereof I have hereunto set my hand and seal this
20th day of November, 1996.

Signed and sealed
in the presence of

Beech Hill Limited Partnership
By: Beech Hill Properties, Inc.
its sole general partner




Lloyd Geisinger, President and
Treasurer


Witness
Sharon L. Chipman

COMMONWEALTH OF MASSACHUSETTS

Norfolk, ss

November 20, 1996

Then personally appeared before me the above named Lloyd Geisinger, President and Treasurer of Beech Hill Properties, Inc. and acknowledged the forgoing to be his free act and deed and the free act and deed of Beech Hill Properties, Inc. as the sole general partner of Beech Hill Limited Partnership.


Notary Public: Sharon L. Chipman
My Commission Expires: 9/25/2003