

THIS SECOND AMENDMENT TO DEED OF COVENANTS, made this 23 day of February, 1995, by and between ROLAND PARK PLACE, INC., a body corporate of the State of Maryland (hereinafter referred to as "RPP"), and ROLDEN IMPROVEMENT ASSOCIATION, INC., a body corporate of the State of Maryland (hereinafter referred to as; "Rolden").

3594 WHEREAS, RPP owns certain property in Baltimore City known as 830 W. 40th Street on which it operates a life care community consisting of residential units for the elderly and a Health Care Center containing certain nursing beds; and

WHEREAS, RPP and Rolden entered into a certain Deed of Covenants dated August 2, 1982 and recorded in the Land Records of Baltimore City (the "Land Records") in Liber CWM, JR. No. 4219, folio 493, as amended by Amendment dated December 15, 1986, and recorded in the Land Record in Liber 1181, folio 232, (collectively, hereinafter referred to as the "Deed of Covenants"); and

WHEREAS, RPP intends to expand its Health Care Center by constructing a second story on the existing one story health care wing and in so doing, will add approximately 30 nursing beds to its existing beds, which will bring the total number of nursing beds to 88; and

WHEREAS, Rolden has consented to the proposed addition to the Health Care Center and to the increase in nursing beds to 88, in consideration for which RPP has agreed to confirm and renew the covenants, restrictions and conditions contained in the Deed of Covenants, as amended by this Second Agreement.

NOW, THEREFORE, WITNESSETH: That for and in consideration of Five Dollars (\$5.00) paid and other good and valuable considerations, the receipt of which is hereby acknowledged, the parties hereto agree and covenant as follows:

1. The Deed of Covenants is hereby amended to allow an increase in the number of nursing care beds at the Health Care Center to 88.
2. All of the other terms, conditions, covenants and restrictions of the Deed of Covenants shall remain in full force and effect in accordance with their terms.
3. During the construction period, which is hereby described as the period from the date of this Second Amendment to the date of initial occupancy of the second story addition to the health care wing at the Health Care Center, RPP hereby agrees to meet with a Rolden committee comprised as hereinafter provided to discuss any concerns the committee may have relating to the construction process. During such period, RPP also specifically agrees to the following:
 - a. RPP shall provide reasonable security for the property.
 - b. RPP will at all times provide at least the amount of dust control required by law.
 - c. To control construction noise, the use of noise-generating equipment and machinery will be restricted to normal construction working hours. If RPP shall find it necessary for such equipment to be used outside normal construction working hours, RPP shall seek prior specific approval from Rolden.
 - d. RPP will control run-off from the construction site to prevent run-off from the construction site across the property of adjoining residents.

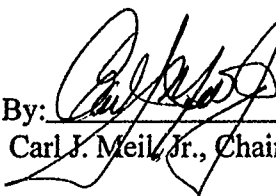
4. Rolden shall constitute a committee for the purpose of meeting with RPP during the construction period and thereafter, composed of not more than five (5) members.

IN WITNESS WHEREOF, the parties have caused these presents to be signed and sealed by their duly authorized officers on the day and year first above written.

WITNESS/ATTEST:

ROLAND PARK PLACE, INC.

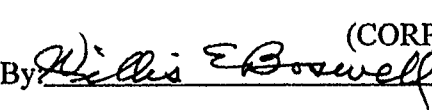
Eileen M. Cohen

By:  (CORPORATE)
Carl J. Meil, Jr., Chair (SEAL)

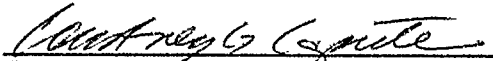
ATTEST:

ROLDEN IMPROVEMENT ASSOCIATION, INC.

Eileen M. Cohen

By:  (CORPORATE)
Willis E. Boswell (SEAL)

This instrument has been prepared by an attorney admitted to practice before the Court of Appeals.


Courtney G. Capute, Esquire

STATE OF MARYLAND, BALTIMORE CITY, to wit:

I HEREBY CERTIFY that on this 1st day of March, 1995, before me, the subscriber, a Notary Public of the said State and for Baltimore City, personally appeared Carl J. Meil, Jr., who serves as President of Roland Park Place, Inc., and being duly authorized so to do, acknowledged the said Second Amendment to Deed of Covenants to be the act of said corporation.

Eileen M. Cohen
Notary Public

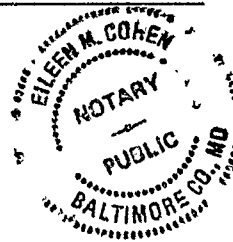
My Commission Expires: 3/1/96

STATE OF MARYLAND, BALTIMORE County, to wit:

I HEREBY CERTIFY that on this 28th day of February, 1995, before me, the subscriber, a Notary Public of the said State and for Baltimore _____, personally appeared WILLIS E. BOSWELL who serves as TREASURER of Rolden Improvement Association, Inc., and being duly authorized so to do, acknowledged the said Amendment to Deed of Covenants to be the act of said corporation.

Eileen M. Cohen
Notary Public

My Commission Expires: 3/1/96



001H7643 A ***	SP/AST	\$2.00
001H7643 A ***	RECORD	\$20.00
001H7643 A ***	MISC #	\$0.00

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Courtney Caputo, Esq.
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RECEIVED FOR RECORD
 CIRCUIT COURT FOR
 BALTIMORE CITY
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 SAUNDRA E. BAHKS, CLERK

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