

FIRST AMENDMENT TO THE REIMBURSEMENT AND SHORTFALL AGREEMENT
BETWEEN THE RANCHO MURIETA COMMUNITY SERVICES DISTRICT
AND WINNCREST HOMES, INC. AND FN PROJECTS, INC.

THAT CERTAIN AGREEMENT entered into on February 20, 1991, is hereby amended
as follows:

Section 12. Reimbursement - Twenty Year Term. is amended to read as follows:

12. Reimbursement - Forty Year Term. Landowners' rights to reimbursement
under this agreement shall expire forty (40) years following the effective date of this Agreement.

IN WITNESS WHEREOF, this amendment was approved by the Rancho Murieta
Community Services District Board of Directors on May 26, 1999, and which the parties have
signed and delivered to each other this Amendment, effective as of the date set forth below.

RANCHO MURIETA COMMUNITY SERVICES DISTRICT

By: _____
President

By: _____
Secretary

Dated: _____

WINNCREST HOMES, INC.

By: _____

Dated: _____

RANCHO MURIETA 205, LLC.

By: _____

Dated: _____