

**AMENDMENT TO
AMENDED AND RESTATED
DECLARATION OF COVENANTS, CONDITIONS
AND RESTRICTIONS**

THIS AMENDMENT TO AMENDED AND RESTATED DECLARATION OF COVENANTS, CONDITIONS AND RESTRICTIONS (the "Declaration") is made as of the 10th day of ~~February~~^{March}, 2006 by and between THE CITY OF ABERDEEN, a body corporate and politic of the State of Maryland ("Aberdeen"); RIPKEN ENTERPRISES LLC (formerly known as TUFTON ENTERPRISES LLC, a Maryland limited liability company ("Ripken")); RIPKEN BASEBALL ACADEMY LLC a Maryland limited liability company (the "Academy"); CAL RIPKEN, SR. FOUNDATION, INC., a Maryland corporation (the "Foundation"); ABERDEEN CAMDEN OFFICE LLC, a Maryland limited liability company ("Camden"); TUFTON PROFESSIONAL BASEBALL LLC, a Maryland limited liability company ("Tufton"); LONG PROPERTY RESIDENTIAL ENTERPRISES LLC, a Maryland limited liability company ("Long Property") and NEW TOWN COMMERCIAL ENTERPRISES LLC, a Maryland limited liability company ("New Town").

EXPLANATORY STATEMENT

A. Aberdeen, Ripken, the Academy, the Foundation, Camden and Tufton are parties to an Amended and Restated Declaration of Covenants, Conditions and Restrictions made as of March 31, 2005 and recorded among the Land Records of Harford County, Maryland in Liber 5966, folio 177 (the "Original Declaration"). Capitalized terms not otherwise defined herein shall have the meanings ascribed to them in the Original Declaration.

B. Subsequent to the recordation of the Original Declaration, Long Property acquired Lot 4 as shown on the Original Recorded Plat (as defined in the Original Declaration), and New Town acquired Lot 1 as shown on the original Record Plat.

C. The parties to this Amendment have entered into this Amendment to restrict and prohibit the use of any portion of the Property as a hotel, motel or similar use as more fully set forth herein.

NOW THEREFORE in consideration of the foregoing and for other good and valuable consideration, the receipt and sufficiency whereof is hereby acknowledged, the parties hereto, in accordance with their respective interests in the Property, hereby agree that the Original Declaration shall be amended as hereafter set forth.

1. Definitions. Unless otherwise specifically defined herein, all capitalized terms set forth in this Amendment shall have the same meaning as they have in the Original Declaration.

2. Amendment of Original Declaration. The Original Declaration is hereby amended as follows:

(a) Except with respect to Lot 5 which is expressly permitted to be owned and used for the construction and operation of a hotel or motel or other facility engaged in the business of providing overnight accommodations and related or ancillary uses, effective upon the recordation of this Amendment among the Land Records of Harford County, Maryland, and continuing until March 1, 2016, the Declaration is amended to provide that, notwithstanding any provision of the Original Declaration to the contrary, no portion of the Property shall be owned or used for the construction or operation of a hotel or motel or other facility engaged in the business of providing overnight accommodations.

(b) Notwithstanding any termination of the Original Declaration pursuant to Section 2.3 thereof, the provisions of Section 2(a) of this Amendment shall remain in full force and effect until March 1, 2016.

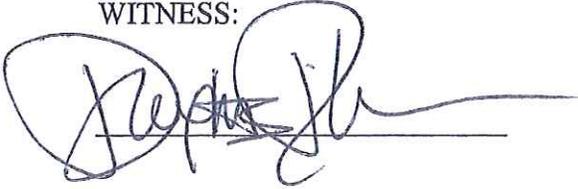
3. Effect of Amendment. Except to the extent amended hereby, all of the provisions of the Declaration shall remain and continue in full force and effect and the term "Declaration" as defined in the Original Declaration, shall include this Amendment.

4. Binding Effect. All of the covenants contained in this Amendment, including, but not limited to, all covenants of the Original Declaration as modified hereby, shall be binding upon and shall inure to the benefit of the Declarant and its respective heirs, legal representatives and permitted successors and assigns.

6. Counterparts. This Amendment may be executed in multiple counterparts, each of which shall be an original, but all of which shall constitute one and the same Amendment.

WITNESS the signatures of the parties hereto as of the day and year first above written.

WITNESS:

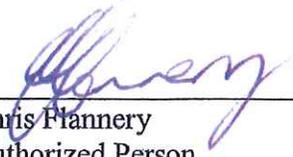


THE CITY OF ABERDEEN

By: 
_____ Authorized Officer

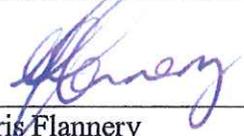
RIPKEN ENTERPRISES LLC (formerly known as Tufton Enterprises LLC)



By: 
_____ Chris Flannery
Authorized Person

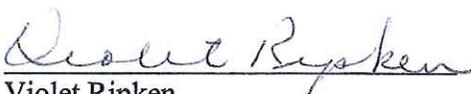
RIPKEN BASEBALL ACADEMY LLC



By: 
_____ Chris Flannery
Authorized Person

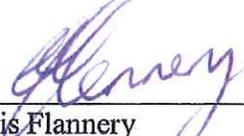
CAL RIPKEN, SR. FOUNDATION, INC.



By: 
_____ Violet Ripken
President

ABERDEEN CAMDEN OFFICE LLC



By: 
_____ Chris Flannery
Authorized Person

TUFTON PROFESSIONAL BASEBALL
LLC

By: _____

Chris Flannery
Authorized Person

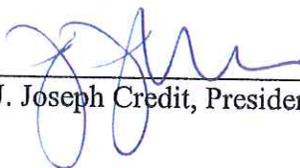
LONG PROPERTY RESIDENTIAL
ENTERPRISES LLC

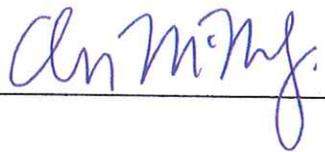
By: _____

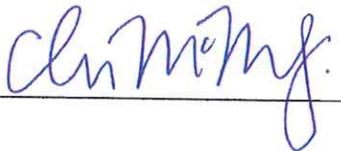

J. Joseph Credit, President

NEW TOWN COMMERCIAL
ENTERPRISES LLC

By: _____


J. Joseph Credit, President





STATE of Maryland
CITY/COUNTY OF Cecil to wit:

I, the undersigned Notary Public, in and for the jurisdiction aforesaid, do hereby certify that S. Fred Simione, who acknowledged himself to be an Authorized Officer of The City of Aberdeen, known to me (or satisfactorily proven) to be the person who executed the foregoing instrument, and acknowledged that he executed the same for the purposes therein contained.

GIVEN under my hand and seal this 15 day of June, 2006.

My Commission Expires:
10-1-09

Joan E. Southard
Notary Public

STATE of MD
CITY/COUNTY OF Baltimore to wit:

I, the undersigned Notary Public, in and for the jurisdiction aforesaid, do hereby certify that Chris Flannery, who acknowledged himself to be an Authorized Person of Ripken Enterprises (formerly known as Tufton Enterprises), known to me (or satisfactorily proven) to be the person who executed the foregoing instrument, and acknowledged that he executed the same for the purposes therein contained.

GIVEN under my hand and seal this 28th day of February, 2006.

My Commission Expires:
4/1/2006

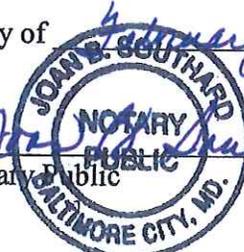
Joan E. Southard
Notary Public


STATE of MD
CITY/COUNTY OF Baltimore to wit:

I, the undersigned Notary Public, in and for the jurisdiction aforesaid, do hereby certify that Chris Flannery, who acknowledged himself to be an Authorized Person of Ripken Baseball Academy LLC, known to me (or satisfactorily proven) to be the person who executed the foregoing instrument, and acknowledged that he executed the same for the purposes therein contained.

GIVEN under my hand and seal this 28th day of February, 2006.

My Commission Expires:
4/1/2006

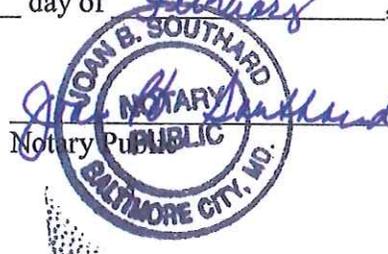
Joan E. Southard
Notary Public


STATE of MD
CITY/COUNTY OF Baltimore to wit:

I, the undersigned Notary Public, in and for the jurisdiction aforesaid, do hereby certify that Violet Ripken, who acknowledged herself to be President of Cal Ripken, Sr. Foundation, Inc., known to me (or satisfactorily proven) to be the person who executed the foregoing instrument, and acknowledged that she executed the same for the purposes therein contained.

GIVEN under my hand and seal this 28th day of February, 2006.

My Commission Expires:
4/1/2006

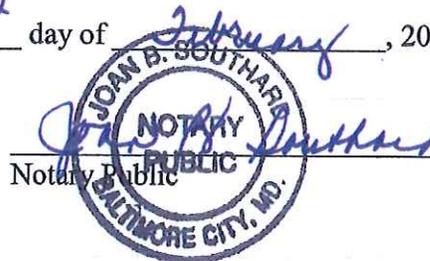


STATE of MD
CITY/COUNTY OF Baltimore to wit:

I, the undersigned Notary Public, in and for the jurisdiction aforesaid, do hereby certify that Chris Flannery, who acknowledged himself to be an Authorized Person of Aberdeen Camden Office LLC, known to me (or satisfactorily proven) to be the person who executed the foregoing instrument, and acknowledged that he executed the same for the purposes therein contained.

GIVEN under my hand and seal this 28th day of February, 2006.

My Commission Expires:
4/1/2006

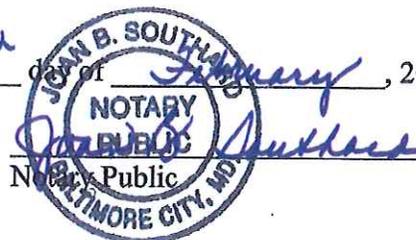


STATE of MD
CITY/COUNTY OF Baltimore to wit:

I, the undersigned Notary Public, in and for the jurisdiction aforesaid, do hereby certify that Chris Flannery, who acknowledged himself to be an Authorized Person of Tufton Professional Baseball LLC known to me (or satisfactorily proven) to be the person who executed the foregoing instrument, and acknowledged that he executed the same for the purposes therein contained.

GIVEN under my hand and seal this 28th day of February, 2006.

My Commission Expires:
4/1/2006



STATE of Maryland
CITY/COUNTY OF Harford to wit:

I, the undersigned Notary Public, in and for the jurisdiction aforesaid, do hereby certify that J. Joseph Credit, who acknowledged himself to be President of Long Property Residential Enterprises LLC, known to me (or satisfactorily proven) to be the person who executed the foregoing instrument, and acknowledged that he executed the same for the purposes therein contained.

GIVEN under my hand and seal this 3rd day of March, 2006.

My Commission Expires:
MICHELE URBANSKI
NOTARY PUBLIC STATE OF MARYLAND
My Commission Expires May 2, 2007

Michele Urbanski
Notary Public

STATE of Maryland
CITY/COUNTY OF Harford to wit:

I, the undersigned Notary Public, in and for the jurisdiction aforesaid, do hereby certify that J. Joseph Credit, who acknowledged himself to be President of New Town Commercial Enterprises LLC, known to me (or satisfactorily proven) to be the person who executed the foregoing instrument, and acknowledged that he executed the same for the purposes therein contained.

GIVEN under my hand and seal this 3rd day of March, 2006.

My Commission Expires:
MICHELE URBANSKI
NOTARY PUBLIC STATE OF MARYLAND
My Commission Expires May 2, 2007

Michele Urbanski
Notary Public

ATTORNEY CERTIFICATION

THE UNDERSIGNED hereby certifies that the above instrument was prepared by an attorney admitted to practice before the Court of Appeals of Maryland, or under the supervision of an attorney admitted to practice before the Court of Appeals of Maryland, or by one of the parties named in the instrument.

Lawrence F. Haislip