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JUN 11 2009

REC FIRST AMENDMENT TO GATE RELOCATION, LEASE,
AND RECIPROCAL EASEMENT AGREEMENT

This FIRST AMENDMENT to the GATE RELOCATION LEASE AND RECIPROCAL EASEMENT AGREEMENT ("Agreement") between CASTLE & COOKE ARIZONA, INC., an Arizona Corporation ("Castle & Cooke"), and the 3 CANYONS RANCH MASTER HOMEOWNER ASSOCIATION, an Arizona non-profit corporation (the "3 Canyons HOA"), is entered into on this 6th day of May, 2009.

RECITALS

WHEREAS, Castle & Cooke, and the 3 Canyons HOA entered into that certain "Gate Relocation Lease and Reciprocal Easement Agreement" dated July 20, 2008 and recorded August 29, 2008 as Document # 2008-23707 in Cochise County, Arizona (the "Easement Agreement") concerning the installation of an entrance gate on Three Canyons Road; and,

WHEREAS, Castle & Cooke and 3 Canyons HOA now mutually desired to modify the location of the gate, as shown on Exhibit 'B' of the Easement Agreement.

AGREEMENT

NOW THEREFORE, the Easement Agreement is hereby modified as follows: 1. The Exhibit 'B' originally attached to the Easement Agreement is hereby deleted in its entirety and replaced with the Exhibit 'B' attached hereto and made a part hereof. 2. All other terms and conditions of the Easement Agreement remain in place and are reaffirmed by Castle & Cooke and 3 Canyons HOA.

IN WITNESS THEREOF, Castle & Cooke and the 3 Canyons HOA have executed this Amendment and agree that it shall be effective as of the date first written above.

Castle & Cooke: CASTLE & COOKE ARIZONA, INC.,
an Arizona corporation

By: [Signature]
Name: RICHARD S. COFFMAN
Title: Vice President

By: [Signature]
Name: CHRIS AYRES
Title: Director of Construction



NOTARY Cindy K. Nahoopii
Subscribed & sworn before me this 13
day of May, 09

