

**AMENDMENT TO GRANT OF CONSERVATION EASEMENT
AND COVENANT FOR STEWARDSHIP FEES**

This Amendment to Grant of Conservation Easement and Covenant for Stewardship Fees (this "Amendment") is entered into by and between Russell Township Park Commission of Geauga County, Ohio ("Grantor"), a political subdivision of the State of Ohio, to Western Reserve Land Conservancy ("WRLC"), an Ohio non-profit corporation.

RECITALS

1. Effective January 24, 2005, Grantor, by an instrument titled Grant of Conservation Easement and Covenant for Stewardship Fees (the "Conservation Easement") which is recorded at OR Book 1766, Page 93 of Geauga County Records, granted to Chagrin River Land Conservancy (CRLC") a conservation easement covering a 122.8966-acre parcel of real property owned by Grantor in Russell Township, Geauga County, Ohio.
2. The 122.8966-acre parcel was purchased by Grantor with Clean Ohio funds provided by the Ohio Public Works Commission.
3. Effective January 1, 2006, CRLC changed its name to Western Reserve Land Conservancy.
4. Effective December 28, 2006, WRLC conveyed to Grantor a 5.3977-acre parcel of real property which is legally described in Exhibit A and depicted in Exhibit B, both attached hereto (the "5-Acre Parcel").
5. Grantor and WRLC desire to amend the Conservation Easement for the purpose of adding the 5-Acre Parcel to the Conservation Easement as a part of the "Protected Property," as that term is used in the Conservation Easement.

AGREEMENTS

NOW, THEREFORE, in consideration of the mutual promises contained herein and in the Conservation Easement, Grantor and WRLC agree as follows:

1. The 5-Acre Parcel described in Exhibit A and depicted in Exhibit B is hereby added to the Conservation Easement, effective as of the date of the recording of this Amendment, and shall from and after such date become part of the Protected Property as described in the Conservation Easement.
2. Except as amended hereby, the Conservation Easement shall remain in full force and effect as originally written.

GRANTEE:

WESTERN RESERVE LAND CONSERVANCY

By: [Signature]
Richard D. Cochran
Its President

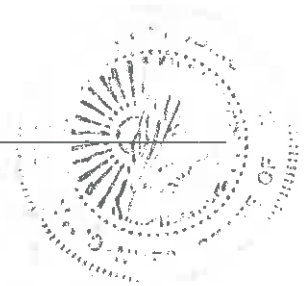
And
By: [Signature]
Edward F. Meyers
Its Assistant Secretary

STATE OF OHIO)
) SS:
COUNTY OF GEAUGA)

BEFORE ME, a Notary Public in and for said County and State, personally appeared the above-named Western Reserve Land Conservancy by Richard D. Cochran, its President, and by Edward F. Meyers, its Assistant Secretary, who acknowledged that they did execute the foregoing instrument and that the same is the free act and deed of Grantee and their own free act and deed as President and Assistant Secretary of Grantee.

IN WITNESS WHEREOF, I have hereunto set my hand and affixed my official seal this 22nd day of December, 2006.

[Signature]
Notary Public



R:\Stewardship\Protected Properties\Russell Uplands Preserve\ Amendment to CE [FINAL].doc



JEAN C. MACKENZIE
NOTARY PUBLIC
STATE OF OHIO
MY COMM. EXP. 06-24-2007

LEGAL DESCRIPTION OF A 5.3977 ACRE PARCEL FOR THE CHAGRIN RIVER LAND CONSERVANCY

Situated in the Township of Russell, County of Geauga and State of Ohio and known as being a part of Original Lot No. 11, West Survey, Tract No. 2 and further known as being a part of a parcel of land conveyed to Chagrin River Land Conservancy by deed recorded in Volume 1586, Page 687 of Geauga County Deed Records, further bounded and described as follows;

Beginning at a point in the centerline of Kinsman Road (S.R. 87) (width varies) at its intersection with the centerline of Deep Wood Drive (width varies) in the Deep Wood Colony Subdivision as shown by Plat recorded in Volume 8, Page 3 of Geauga County Plat Records;

Thence South 65° 45' 17" East along said centerline of Kinsman Road, a distance of 33.68 feet to the Northerly prolongation of the Easterly right-of-way line of said Deep Wood Drive and the Principal Place of Beginning of the premises herein intended to be described;

COURSE I Thence continuing South 65° 45' 17" East along said centerline of Kinsman Road, a distance of 161.81 feet to a mag nail set at a point of curvature;

COURSE II Thence Southeasterly along the arc of a curve deflecting to the left, also being said centerline of Kinsman Road, 271.71 feet, said curve having a radius of 1432.69 feet, and a chord which bears South 71° 11' 16" East, 271.31 feet to a point;

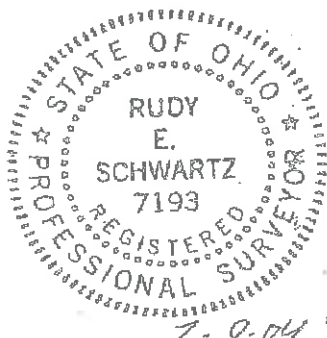
COURSE III Thence South 1° 13' 05" West, passing through a 5/8 inch iron pin set at 40.89 feet, a total distance of 563.01 feet to a 5/8 inch iron pin set;

COURSE IV Thence North 74° 47' 57" West, a distance of 419.97 feet to a 5/8 inch iron pin set in the Easterly right-of-way line of Deep Wood Drive;

COURSE V Thence North 1° 13' 05" East along said Easterly right-of-way and its Northerly prolongation, passing through a 5/8 inch iron pin found (I.D. Schwartz 7193) at 574.23 feet, a total distance of 606.83 feet to the Principal Place of Beginning and containing 5.3977 acres of land (5.0000 acres excluding the area within the right-of-way of Kinsman Road) as surveyed, calculated and described on February 6, 2004 by Rudy E. Schwartz, P.S. 7193 be the same more or less but subject to all legal highways and easements of record. Bearings used herein refer to an assumed meridian and are intended to indicate angles only. All 5/8 inch iron pins set are I.D. Schwartz 7193.

SURVEY PLAT & LEGAL DESCRIPTION APPROVED PER R.C. 315.251

R.S. 2/9/04 OFFICE OF THE COUNTY ENGINEER



DATE 2-9-04

RUDY E. SCHWARTZ, P.S. 7193



Access Geauga

Parcel #: 26-214211 Routing #: 26-09-09-00-095-04
 Tax District: RUSSELL TWP-W GEauga LSD
 Location Add: RUSSELL RD
 Owner: CHAGRIN RIVER LAND CONSERVANCY
 Owner Address: PO BOX 314
 NOVELTY OH 44072
 Mail Name: CHAGRIN RIVER LAND CONSERVANCY
 Mailing Address: PO BOX 314
 NOVELTY OH
 Deed Volume/Page: 1586/0687 Class: 517
 Sub/Lot/Sect/Tr: LOT 8 9 10 11 TR 2
 Acreage: 5.40

VALUATION		Tax Year: 2006	
	Market		Taxable
Land	\$185,200		\$64,820
Improvement	\$0		\$0
Total	\$185,200		\$64,820
CAUV	\$500		\$180

Sale Value: \$0 Sale Date: 20040312
 Yr Blt/Remodel: /
 Total Living Area: 0 Grade: 000

N Tracy A. Jemison, AAS
 County Auditor

"Inter-agency coordination benefiting the citizens of Geauga County"

Robert L. Phillips, P.E., P.S.
 County Engineer

Scale 1:2936

This map was prepared as a Tax Map for Geauga County by the Geauga County Engineer in accordance with Section 5713.09 of the O.R.C. Geauga County digital data is a representation of recorded plats, surveys, deeds, and other collected information for use within the Geographic Information System for purposes of public access and analysis. These and other digital data do not replace or modify land surveys, deeds, and/or other legal instruments defining land ownership or use. Geauga County assumes no legal responsibility for this information and users should contact the GIS or Tax Map Departments with questions or concerns.

<http://www.auditor.co.geauga.oh.us/ag/> October 2, 2006

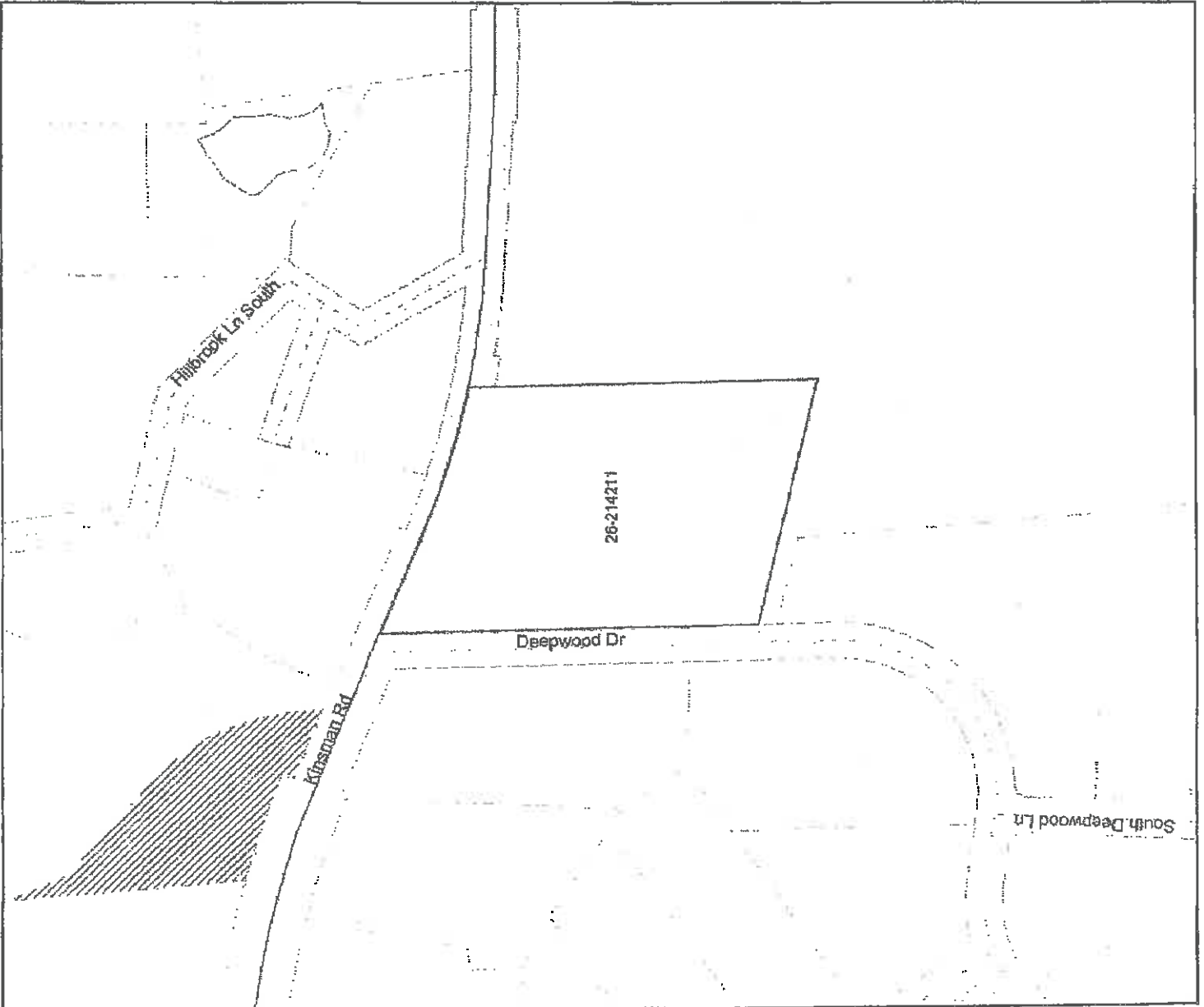


EXHIBIT B