

ARCH INSURANCE COMPANY

Bond Number: SU 1114759

ENDORSEMENT

To be attached to and form a part of Bond, issued by the undersigned company, as Surety on behalf of Meritage Homes of Texas, LLC as Principal, in favor of Robert E. Hebert, County Judge of Fort Bend County, Texas or his successors in office as Obligee,

Effective June 21, 2012, the Principal and the Surety hereby agree to amend the attached bond as follows:

BOND AMOUNT IS REDUCED:

FROM: ONE HUNDRED EIGHTY THOUSAND FIVE HUNDRED THIRTY DOLLARS AND 00/100 (\$180,530.00)

TO: NINETY THOUSAND TWO HUNDRED SIXTY FIVE DOLLARS AND 00/100 (\$90,265.00)

All else remains the same.


Provided that the liability under this endorsement shall be part of, and not in addition to, the liability under the attached Bond, and in no event shall be cumulative.

Nothing herein contained shall vary, alter or extend any of the provisions, conditions, or other terms of this bond except as above stated.

SIGNED, SEALED, DATED: June 21, 2012.

Meritage Homes of Texas, LLC
(Principal)

By:



ARWIN E. ROWE, VP FINANCE Title

Arch Insurance Company
(Surety)

By:



Brandy L. Baich, Attorney-in-Fact

DIRECT CORRESPONDENCE TO:

ARCH INSURANCE COMPANY, 865 S. FIGUEROA STREET, STE. 2700, LOS ANGELES, CA 90017-5472
PHONE (213) 283-3500 • FAX (213) 283-2075

THIS POWER OF ATTORNEY IS NOT VALID UNLESS IT IS PRINTED ON BLUE BACKGROUND.

This Power of Attorney limits the acts of those named herein, and they have no authority to bind the Company except in the manner and to the extent herein stated. Not valid for Mortgage, Note, Loan, Letter of Credit, Bank Deposit, Currency Rate, Interest Rate or Residential Value Guarantees.

POWER OF ATTORNEY

Know All Persons By These Presents:

That the Arch Insurance Company, a corporation organized and existing under the laws of the State of Missouri, having its principal administrative office in Jersey City, New Jersey (hereinafter referred to as the "Company") does hereby appoint:

Brandy L. Baich, David G. Jensen, Maryann Carafello, Terry Crull and Vicki L. Breunig of Scottsdale, AZ (EACH)

its true and lawful Attorney(s)-in-Fact, to make, execute, seal, and deliver from the date of issuance of this power for and on its behalf as surety, and as its act and deed:

Any and all bonds, undertakings, recognizances and other surety obligations, in the penal sum not exceeding Ninety Million Dollars (\$90,000,000.00)

This authority does not permit the same obligation to be split into two or more bonds in order to bring each such bond within the dollar limit of authority as set forth herein.

The execution of such bonds, undertakings, recognizances and other surety obligations, in pursuance of these presents shall be as binding upon the said Company as fully and amply to all intents and purposes, as if the same had been duly executed and acknowledged by its regularly elected officers at its principal administrative office in Jersey City, New Jersey.

This Power of Attorney is executed by authority of resolutions adopted by unanimous consent of the Board of Directors of the Company on September 15, 2011, true and accurate copies of which are hereinafter set forth and are hereby certified to by the undersigned Secretary as being in full force and effect:

"VOTED, That the Chairman of the Board, the President, or the Executive Vice President, or any Senior Vice President, of the Surety Business Division, or their appointees designated in writing and filed with the Secretary, or the Secretary shall have the power and authority to appoint agents and attorneys-in-fact, and to authorize them subject to the limitations set forth in their respective powers of attorney, to execute on behalf of the Company, and attach the seal of the Company thereto, bonds, undertakings, recognizances and other surety obligations obligatory in the nature thereof, and any such officers of the Company may appoint agents for acceptance of process."


This Power of Attorney is signed, sealed and certified by facsimile under and by authority of the following resolution adopted by the unanimous consent of the Board of Directors of the Company on September 15, 2011:

VOTED, That the signature of the Chairman of the Board, the President, or the Executive Vice President, or any Senior Vice President, of the Surety Business Division, or their appointees designated in writing and filed with the Secretary, and the signature of the Secretary, the seal of the Company, and certifications by the Secretary, may be affixed by facsimile on any power of attorney or bond executed pursuant to the resolution adopted by the Board of Directors on September 15, 2011, and any such power so executed, sealed and certified with respect to any bond or undertaking to which it is attached, shall continue to be valid and binding upon the Company.

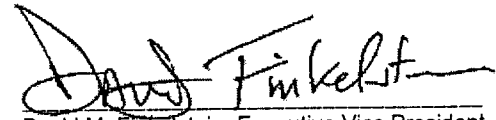
In Testimony Whereof, the Company has caused this instrument to be signed and its corporate seal to be affixed by their authorized officers, this 27th day of March, 2012.

Attested and Certified

Arch Insurance Company


Martin J. Nilsen, Secretary

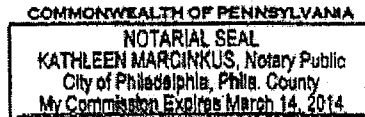




David M. Finkelstein, Executive Vice President

STATE OF PENNSYLVANIA SS

COUNTY OF PHILADELPHIA SS

I, Kathleen Marcinkus, a Notary Public, do hereby certify that Martin J. Nilsen and David M. Finkelstein personally known to me to be the same persons whose names are respectively as Secretary and Executive Vice President of the Arch Insurance Company, a Corporation organized and existing under the laws of the State of Missouri, subscribed to the foregoing instrument, appeared before me this day in person and severally acknowledged that they being thereunto duly authorized signed, sealed with the corporate seal and delivered the said instrument as the free and voluntary act of said corporation and as their own free and voluntary acts for the uses and purposes therein set forth.

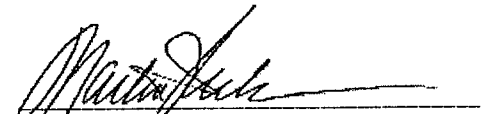



Kathleen Marcinkus, Notary Public
My commission expires 03/14/2014

CERTIFICATION

I, Martin J. Nilsen, Secretary of the Arch Insurance Company, do hereby certify that the attached Power of Attorney dated March 27, 2012 on behalf of the person(s) as listed above is a true and correct copy and that the same has been in full force and effect since the date thereof and is in full force and effect on the date of this certificate; and I do further certify that the said David M. Finkelstein, who executed the Power of Attorney as Executive Vice President, was on the date of execution of the attached Power of Attorney the duly elected Executive Vice President of the Arch Insurance Company.

IN TESTIMONY WHEREOF, I have hereunto subscribed my name and affixed the corporate seal of the Arch Insurance Company on this 21st day of June, 2012.


Martin J. Nilsen, Secretary

This Power of Attorney limits the acts of those named therein to the bonds and undertakings specifically named therein and they have no authority to bind the Company except in the manner and to the extent herein stated.

PLEASE SEND ALL CLAIM INQUIRIES RELATING TO THIS BOND TO THE FOLLOWING ADDRESS:

Arch Insurance – Surety Division
3 Parkway, Suite 1500
Philadelphia, PA 19102



IMPORTANT NOTICE

**TO OBTAIN INFORMATION OR MAKE A COMPLAINT:
YOU MAY CONTACT THE TEXAS DEPARTMENT OF
INSURANCE TO OBTAIN INFORMATION ON COMPANIES,
COVERAGES RIGHTS OR COMPLAINTS AT:**

1-800-252-3439

YOU MAY WRITE THE TEXAS DEPARTMENT OF INSURANCE:

**P. O. BOX 149104
AUSTIN, TX 78714-9104
FAX# (512) 475-1771**