

**AMENDMENT OF DECLARATION OF COVENANTS, CONDITIONS
RESTRICTIONS AND EASEMENTS FOR TURKEY RIDGE RANCH**

This Amendment is made by Red Creek Ranch of Colorado, Inc., as Declarant, to that Certain Declaration of Covenants, Conditions, Restrictions and Easements for Turkey Ridge Ranch originally dated May 15, 2002 and restated on July 30, 2002, and recorded at Reception No. 200200354912 of the records of Huerfano County, Colorado (the "Declaration").

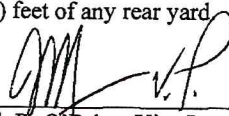
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Pursuant to Section 10.3 of the Declaration, and until the Transfer of Control Date (as defined in the Declaration), the Declarant may amend any of the provisions, covenants, conditions, restrictions and equitable servitudes contained in the Declaration by written instrument setting forth such amendment. The Transfer of Control Date has not occurred, and Declarant desires to amend the Declaration as set forth herein.

NOW THEREFORE, pursuant to the rights accorded it under Section 10.3 of the Declaration, the Declarant hereby amends the Declaration as follows:

1. The third sentence in Section 2.1 is hereby amended as follows: Each dwelling unit shall contain no less than 1,200 square feet of heated floor area devoted to living purposes (i.e., exclusive of roofed or unroofed porches, patios, terraces, basements or garages).

2. Section 3.2 Setback Area has been restated as follows: No building, porch, eave, overhang, projection or other part of a building shall be located within sixty (60) feet of front yard, twenty-five (25) feet from any sideline, or thirty (30) feet of any rear yard



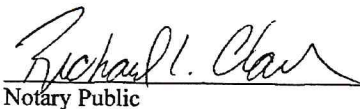
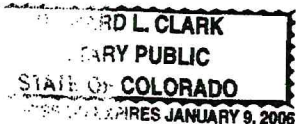
Joseph R. O'Brien, Vice President

STATE OF COLORADO)
) ss.
COUNTY OF PUEBLO)

The foregoing instrument was acknowledged before me this 17 day of SEPT., 2002, by Joseph O'Brien, as Vice President of Red Creek Ranch of Colorado, Inc.

Witness my hand and official seal.

My commission expires: JAN. 9, 2002


Notary Public

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