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J. PATRICK KELLY
EL PASO COUNTY CLERK & RECORDER, CO



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AMENDED DECLARATION

This amendment dated the 22nd day of September, 1997, is executed by MASTERPLANNED LAND VENTURE, a Massachusetts Limited Partnership (Declarant) for the following purpose:

Whereas on the 8th day of July, 1997, Declarant did execute a Declaration of Conditions, Covenants, Restrictions, Easements and Charges (Declarations) affecting real property known as The Boulders Broadmoor, Filing No. 1 and 1-A. Said Declaration being recorded as Reception #097077686 of the records of El Paso County.

Sections (a) and (c) of Appendix 1 - Flag Lot Easement of the Covenants shall be revised to read as follows:

APPENDIX 1

This Appendix 1 is hereby made a part of and incorporated into that certain Declaration of Conditions, Covenants, Restrictions and Easements Affecting the Real Property known as The Boulders Broadmoor Filing No. 1 and The Boulders Broadmoor Filing No. 1-A.

FLAG LOT EASEMENT

The Boulders Broadmoor Filing No. 1

(a) Lots 6,7,9,16,17,19,22,23,27,28,30,31,33,35,37,38,39 and 41, all in The Boulders Broadmoor, Filing No.1, each have an easement for ingress, egress and utilities over those portions of Lots 8,18,24,29,32,36 and 40 in The Boulders Broadmoor Filing No. 1 which is indicated by vertical lines on the plat thereof.

The Boulders Broadmoor Filing No. 1-A

(b) Lots 5,7,8 and 10, all in The Boulders Broadmoor Filing No. 1-A, and any future Lot to be platted within the Expansion Property to the west of Lot 5, The Boulders Broadmoor Filing No. 1-A ("The Future Lot"), which is hereby made subject to these Covenants solely for the purposes of this Appendix 1, each have an easement for ingress, egress and utilities over those portions of Lot 6 and 9 in The Boulders Broadmoor Filing No. 1-A which is indicated by vertical lines on the plat thereof.



(c) For purposes of this Appendix 1, The Boulders Broadmoor Filing No. 1 shall be referred to as "BB#1" and The Boulders Broadmoor Filing No. 1-A shall be referred to as "BB#1-A." The respective easements created pursuant to this Appendix 1 (the "Flag Lot Easements") shall be for the benefit of the applicable Lots described below:

<u>Easement/Flag Lots</u>	<u>Benefited Lots</u>
Lot 8 BB#1	Lots 6,7 and 9 BB#1
Lot 18 BB#1	Lots 16,17 and 19 BB#1
Lot 24 BB#1	Lot 22 and 23 BB#1
Lot 29 BB#1	Lots 27,28 and 30 BB#1
Lot 32 BB#1	Lots 31 and 33 BB#1
Lot 36 BB#1	Lots 35,37 and 38 BB#1
Lot 40 BB#1	Lot 39 and 41 BB#1#
Lot 6 BB#1-A	Lots 5 and the Future Lot
Lot 9 BB#1-A	Lots 7,8 and 10 BB#1-A

(d) Declarant shall construct, at its sole cost and expense, the Easement Improvements (defined in Appendix 1 (e) (4) within the Flag Lot Easements.

(e) For purposes of this Appendix 1, all defined terms not otherwise defined in this Agreement shall have the meaning set forth below:

(1)Flag Lot: shall refer to the respective lots on which the Flag Lot Easements are located and which are burdened thereby pursuant to the terms of this Appendix 1 of these Covenants. The respective Flag Lots shall be collectively referred to as the "Flag Lots."

(2)Adjacent Lots: shall refer to those Lots which are benefited by the respective Flag Lot Easements as set forth in Appendix 1 (a) and (b) of these Covenants.

(3)Easement Lot Owner: shall refer to the respective Owners of the Flag Lots and each applicable Adjacent Lot Owner who elects to utilize the applicable Flag Lot Easements for utility or access purposes, regardless of whether such access is for driveway use of less frequent access purposes.

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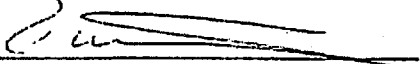
(4)Easement Improvements: shall include all grading and fill, retaining walls, driveway surfaces, and landscaping, if any, which shall be constructed or installed within the applicable Flag Lot Easements by Declarant.

This document verifies that the Declaration of Conditions, Covenants, Restrictions, Easements and Charges (Declarations) mentioned above will remain intact as to all other recitals contained therein.

IN WITNESS WHEREOF:

The aforementioned, MASTERPLANNED Land Venture, a Massachusetts Limited Partnership, d/b/a The Boulders Broadmoor, has executed this instrument this 22nd day of September, 1997, A.D.

MASTERPLANNED LAND VENTURE
d/b/a THE BOULDERS BROADMOOR,
a Massachusetts limited partnership


Earl C. Robertson, Exec. Vice President
General Partner, by GP L'Auberge Communities, L.P.
Its General Partner, by L'Auberge Communities, Inc. Its
General Partner

STATE OF COLORADO)

COUNTY OF EL PASO)

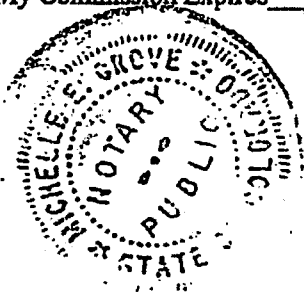
The above and aforementioned instrument was acknowledged before me this 22th day of September, 1997, A.D. by Earl C. Robertson, Executive Vice President for the Corporation which executed this instrument as the General Partner of the Limited Partnership, which, executed this instrument as the General Partner of the Limited Partnership, which executed this instrument.

Witness my hand and official seal

My Commission Expires

9/5/98


Notary Public





AMENDED DECLARATION

This amendment dated this 6th day of August 1998, is executed by Masterplanned Land Venture d/b/a The BOULDERS Broadmoor, a Massachusetts limited partnership (Declarant) for the following purpose.


Whereas, on the 24th day of June 1997 Declarant did execute a Declaration of Conditions, Covenants, Restrictions, Easement and Charges (Declarations) affecting real property known as The BOULDERS Broadmoor Filing No. 1 and The BOULDERS Broadmoor Filing No. 1-A. Said Declaration being recorded on the 8th day of July 1997, in reception No. 097077686. On November 3, 1997 a subsequent Amended Declaration was filed in reception No. 97128592.

Declarant wishes to incorporate expansion property as defined in the Declaration of Conditions, Covenants, Restrictions, Easement and Charges above, Section 511. The expansion property (plat) is for The BOULDERS Broadmoor, Filing No. 3 as recorded in Reception No. 98106168 on July 29, 1998 in the records of El Paso County, Colorado Springs, Colorado. Said incorporation subjects property to all recitals contained in the Declaration of Conditions, Covenants, Restrictions, Easements and Charges mentioned above.

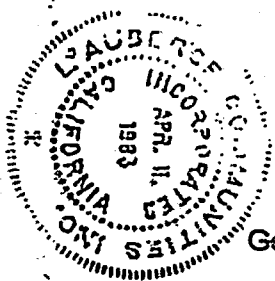
IN WITNESS WHEREOF:

The aforementioned, MASTERPLANNED Land Venture, a Massachusetts Limited Partnership, d/b/a The BOULDERS Broadmoor, has executed this instrument this 8th day of August 1998 A.D.

MASTERPLANNED LAND VENTURE
d/b/a THE BOULDERS BROADMOOR
A Massachusetts limited partnership BY:


Donna A. Popke, Vice President

General Partner, By GP L'Auberge Communities, Inc. Its General Partner

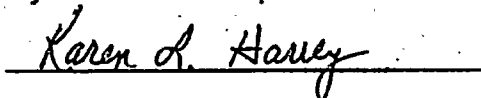


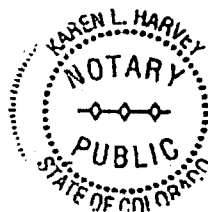
STATE OF COLORADO)

COUNTY OF EL PASO)

The above aforementioned instrument was acknowledged before me this 8th day of August, 1998, A.D. by Donna A. Popke, Vice President for the Corporation which executed this instrument as the General Partner of the Limited Partnership, which executed this instrument as the General Partner of the Limited Partnership, which executed this instrument.

Witness my hand and official seal
My Commission Expires 10/20/2001





12/10/1998 02:43

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Rec \$5.00 1 of 1



AMENDED DECLARATION

This amendment dated this 25th day of November 1998, is executed by Masterplanned Land Venture d/b/a The BOULDERS Broadmoor, a Massachusetts limited partnership (Declarant) for the following purpose:

Whereas, on the 8th day of July 1997 Declarant did execute a Declaration of Conditions, Covenants, Restrictions, Easement and Charges (Declarations) affecting real property known as The BOULDERS Broadmoor Filing No. 1 and The BOULDERS Broadmoor Filing No. 1-A. Said Declaration being recorded on the 8th day of July 1997, in reception No. 097077686. On November 3, 1997 a subsequent Amended Declaration was filed in reception No. 97128592. On August 13, 1998 a subsequent Amended Declaration was filed in reception No. 98115342.

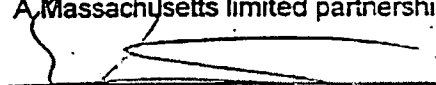
Declarant wishes to incorporate expansion property as defined in the Declaration of Conditions, Covenants, Restrictions, Easement and Charges above, Section 511. The expansion property is in Tract A located in The BOULDERS Broadmoor #1A and has hereby been replatted as Lots 1 - 4 The BOULDERS Broadmoor Filing #1B. Said incorporation subjects property to all recitals contained in the Declaration of Conditions, Covenants, Restrictions, Easements and Charges mentioned above.

IN WITNESS WHEREOF:

The aforementioned, MASTERPLANNED Land Venture, a Massachusetts Limited Partnership, d/b/a The BOULDERS Broadmoor, has executed this instrument this 25th day of November 1998 A.D.



MASTERPLANNED LAND VENTURE
d/b/a THE BOULDERS BROADMOOR
A Massachusetts limited partnership BY:

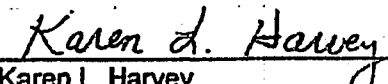

Earl C. Robertson, Executive Vice President
General Partner, By GP L'Auberge Communities, Inc. Its General Partner

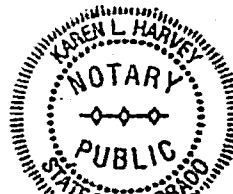
STATE OF COLORADO)

COUNTY OF EL PASO)

The above aforementioned instrument was acknowledged before me this 17th day of August, 1998, A.D. by Earl C. Robertson, Executive Vice President for the Corporation which executed this instrument as the General Partner of the Limited Partnership, which executed this instrument as the General Partner of the Limited Partnership, which executed this instrument.

Witness my hand and official seal
My Commission Expires 10/20/2001


Karen L. Harvey



EARL C. ROBERTSON, Executive Vice President
General Partner, by GP L'Auberge Communities, L.P.
Its General Partner, by L'Auberge Communities, Inc.
Its General Partner

STATE OF COLORADO)

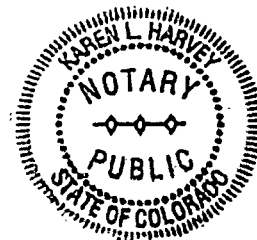
)
COUNTY OF EL PASO)

The above and aforementioned instrument was acknowledged before me this 31st day of December, 1998, A.D. by Earl C. Robertson, Executive vice President for the Corporation which executed this instrument as the General Partner of the Limited Partnership, which, executed this instrument as the General Partner of the Limited Partnership, which executed this instrument.

Witness my hand and official seal

My Commission Expires: 10/20/2001

Karen L. Harvey
Notary Public



J. Patrick Kelly El Paso County 099012810
01/26/1999 04:00
Doc \$0.00 Page
Res \$10.00 2 of 2

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Rec \$10.00 1 of 2

**AMENDED DECLARATION**

As of the 31st day of December 1998, this amended declaration is executed by MASTERPLANNED LAND VENTURE, a Massachusetts Limited Partnership (Declarant) for the following purpose:

Whereas on the 8th day of July, 1997, Declarant did execute a Declaration of conditions, Covenants, Restrictions, Easements and Charges (Declarations) affecting real property known as The BOULDERS Broadmoor, Filing No. 1 and 1-A. Said declaration being recorded as Reception #097077686 of the records of El Paso County.

Section 312 Rate of Assessment.

APPENDIX 1

This appendix 1 is hereby made a part of and incorporated into that certain Declaration of Conditions, Covenants, Restrictions and Easements Affecting the Real Property know as The BOULDERS Broadmoor Filing No. 1 and the BOULDERS Broadmoor Filing No. 1-A, and any subsequent expansion property as defined in Section 511 of Declaration of Conditions, Covenants, Restrictions, Easements and Charges (Declarations) affecting real property known as The BOULDERS Broadmoor, Filing No. 1 and 1-A. Said declaration being recorded as Reception #097077686 of the records of El Paso County.

Section 312 shall be revised to read as follows: Rate of Assessment. Except as provided herein, both annual and special assessments shall be on an equal per Lot basis based upon the total number of Lots within the Subdivision ("Owner's Proportionate Share"). If an Owner's Proportionate Share is reallocated due to expansion of the Property pursuant to Section 55 hereof or to other provisions of this Declaration, assessments and any installment thereof not yet due shall be recalculated in accordance with the reallocated Owner's Proportionate Share. Assessments shall be applicable to all Lots following their annexation to the Subdivision, with improvements including water, sewer, gas, electrical and asphalt paving, including those owned by the Declarant.

This document verifies that the Declaration of Conditions, Covenants, Restrictions, Easements and charges (Declarations) mentioned above will remain intact as to all other recitals contained therein.

IN WITNESS WHEREOF:

The aforementioned, MASTERPLANNED Land Venture, a Massachusetts Limited Partnership, d/b/a The BOULDERS Broadmoor, has executed this instrument this 31st day of December, 1998.

AMENDED DECLARATION

As of the 10th day of May, 1999, this amended declaration is executed by MASTERPLANNED LAND VENTURE, a Massachusetts Limited Partnership (Declarant) for the following purpose:

Whereas on the 8th day of July, 1997, Declarant did execute a Declaration of Conditions, Covenants, Restrictions, Easements and Charges, (Declarations) affecting real property known as The Boulders Broadmoor, Filing No. 1 and 1A. Said Declaration being recorded on the 8th day of July 1997, in reception No. 097077686. Subsequent Amended Declarations have been filed in the records of El Paso County as follows:

November 3, 1997	Reception No. 97128592
August 13, 1998	Reception No. 98115342
January 26, 1999	Reception No. 099012810

Declarant wishes to incorporate expansion property as defined in the Declaration of Conditions, Covenants, Restrictions, Easements and Charges above, Section 511. The expansion property is all lots located in The Boulders Broadmoor, Filing #2 recorded in reception No. 99043623 on March 22, 1999. Said incorporation subjects property to all recitals contained in the Declaration of Conditions, Covenants, Restrictions, Easements and Charges mentioned above and reflects additions to sections as it pertains to each filing. This amendment incorporates specific lots in The Boulders Broadmoor Filing #2 as it relates to flag lots and Appendix #1.

SECTION III FLAG LOTS

Lots 16, 17, 19, 32, 30, 47 and future lot to be platted within the expansion property to the south of lot 46, 49, 51, 52, 57, 59, 84, 86, 87, 100, 102, 103, 106, 108, all in The Boulders Broadmoor Filing #2, each have an easement for ingress, egress and utilities over those portions of Lots 18, 31, 46, 50, 58, 85, 101 and 107 in The Boulders Broadmoor Filing #2, which is indicated by vertical lines on the plat thereof. For purposes of this Appendix, The Boulders Broadmoor Filing #2 shall be referred to as BB#2. The respective easements created pursuant to this Appendix (The "Flag Lot Easements") shall be for the benefit of the applicable lots described below.

Easement/Flag Lots

Lot 18, BB #2
Lot 31, BB #2
Lot 46, BB #2
Lot 50, BB #2
Lot 58, BB #2
Lot 85, BB #2
Lot 101, BB #2
Lot 107, BB #2

Benefited Lots

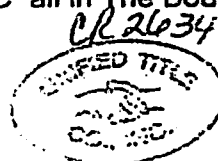
Lots 16, 17, 19 BB #2
Lots 30 and 32 BB #2
Lots 47 BB #2 & future expansion lot
Lots 49, 51 and 52 BB #2
Lots 57 and 59 BB#2
Lots 86 and 87 BB #2
Lots 100, 102 and 103 BB #2
Lots 106 and 108 BB #2

SECTION 112 MAINTENANCE AREAS

For purposes of this section, the following lots in Filing #2 will be in the Maintenance Area: Lots 75, 76, 80, 81, 82, 99, 100, 101, 55, 54, 108, 109, 112, 113 and Tracts A, B and C all in The Boulders Broadmoor Filing #2

J. Patrick Kelly El Paso Cty, CO
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SECTION 114 SIGN EASEMENTS

All language to remain the same except the lot numbers relating to a perpetual sign easement in The Boulders Broadmoor Filing #2 shall pertain to Lot 34, The Boulders Broadmoor Filing #2.

SECTION 122 ARCHITECTURAL GUIDELINES

Section 122 (a) Exterior Colors: Add the following sentence: Light exterior colors are highly discouraged. Check Architectural Guidelines for a list of approved colors.

Section 122 (b) Windows: Add the following sentence: No white windows are permitted.

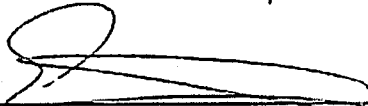
SECTION 129 FENCING

Fencing: Add the following language to the last paragraph. Light colored fencing is highly discouraged.

IN WITNESS WHEREOF:

The aforementioned, MASTERPLANNED Land Venture, a Massachusetts Limited Partnership, d/b/a The BOULDER Broadmoor, has executed this instrument this 10th day of May, 1999.

MASTERPLANNED LAND VENTURE
d/b/a The BOULDER Broadmoor
a Massachusetts limited partnership


EARL C. ROBERTSON, Executive Vice President
General Partner, by GP L'Auberge Communities, L.P.
Its General Partner, by L'Auberge Communities, Inc.
Its General Partner

STATE OF COLORADO)
)
COUNTY OF EL PASO)

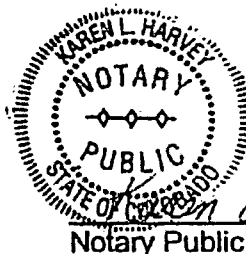
J. Patrick Kelly El Paso Cty, CO
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The above and aforementioned instrument was acknowledged before me this 10th day of May, 1999 A.D. by Earl C. Robertson, Executive vice President for the Corporation which executed this instrument as the General Partner of the Limited Partnership, which, executed this instrument as the General Partner of the Limited Partnership, which executed this instrument.

Witness my hand and official seal

My Commission Expires: 10/20/2001




Notary Public

11/02/1999 08:46

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**AMENDED DECLARATION**

As of the 22nd day of October, 1999, this amended declaration is executed by MASTERPLANNED LAND VENTURE, a Massachusetts Limited Partnership (Declarant) for the following purpose:

Whereas on the 8th day of July, 1997, Declarant did execute a Declaration of Conditions, Covenants, Restrictions, Easements and Charges, (Declarations) affecting real property known as The Boulders Broadmoor, Filing No. 1 and 1A. Said Declaration being recorded on the 8th day of July 1997, in reception No. 097077686. Subsequent Amended Declarations have been filed in the records of El Paso County as follows:

November 3, 1997	Reception No. 97128592
August 13, 1998	Reception No. 98115342
January 26, 1999	Reception No. 099012810
May 14, 1999	Reception No. 099077067

Declarant wishes to exclude the following lots from Declaration of Conditions, Covenants, Restrictions, Easements and Charges, (Declarations). Lots 33, 34, 35, 36, 37, 38, 39, 40, 41, 42 and 78 in The Boulders Broadmoor Filing #2, which are owned by R. W. Associates.

SECTION V - Declarant

The name of the Declarant to be amended as follows: Masterplanned Land Venture, a limited partnership d/b/a The Spires Broadmoor, and its successors and assigns. After a transfer pursuant to Section 201, Declarant shall mean such transferee.

IN WITNESS WHEREOF:

The aforementioned, MASTERPLANNED Land Venture, a Massachusetts Limited Partnership, d/b/a The SPIRES Broadmoor, has executed this instrument this 22nd day of October, 1999.

MASTERPLANNED LAND VENTURE
d/b/a The SPIRES Broadmoor
a Massachusetts limited partnership

MICHELLE GROVE-REILAND, Executive Vice President
General Partner, by GR L'Auberge Communities, L.P.
Its General Partner, by L'Auberge Communities, Inc.
Its General Partner

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J. Patrick Kelly El Paso Cty, CO

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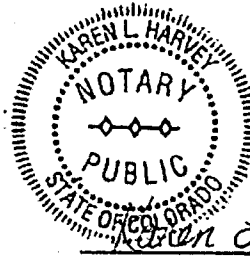
STATE OF COLORADO)

COUNTY OF EL PASO)

The above and aforementioned instrument was acknowledged before me this 22nd day of October, 1999 A.D. by Michelle Grove-Reiland, Executive Vice President for the Corporation which executed this instrument as the General Partner of the Limited Partnership, which, executed this instrument as the General Partner of the Limited Partnership, which executed this instrument.

Witness my hand and official seal

My Commission Expires: 10/20/2001



Karen L. Harvey
Notary Public

07/19/2000 01:10

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AMENDED DECLARATION

As of the 10th day of July, 2000, this amended declaration is executed by MASTERPLANNED LAND VENTURE, a Massachusetts Limited Partnership (Declarant), and ACUFF HOMES INC., a Colorado Corporation for the following purpose:

Whereas on the 8th day of July 1997, Declarant did execute a Declaration of Conditions, Covenants, Restrictions, Easements and Charges, (Declarations) affecting real property know as The Boulders Broadmoor, Filing No. 1 and 1A. Said Declaration being recorded on the 8th day of July 1997, in reception No. 097077686. Subsequent Amended Declarations have been filed in the records of El Paso County as follows:

November 3, 1997

August 13, 1998

January 26, 1999

May 14, 1999

November 2, 1999

Reception No. 97128592

Reception No. 98115342

Reception No. 099012810

Reception No. 099077067

Reception No. 099168618


SECTION 114

All language to remain the same except lot numbers relating to a perpetual sign easement in the Boulders Broadmoor Filing No. 2, to include lot 34 & lot 114, in the Boulders Broadmoor Filing No. 2.

IN WITNESS WHEREOF:

The aforementioned, MASTERPLANNED LAND VENTURE, a Massachusetts Limited Partnership, d/b/a The SPIRES Broadmoor and ACUFF HOMES, INC., a Colorado Corporation (Owner of lot 114), has executed this instrument this 10th day of July 2000.

MASTERPLANNED LAND VENTURE
d/b/a The SPIRES Broadmoor
a Massachusetts Limited Partnership


MICHELLE GROVE-REILAND, Executive Vice President
General Partner, by GP L'Auberge Communities, L.P.
Its General Partner, by L'Auberge Communities, Inc.
Its General Partner

ACUFF HOMES INC.
A Colorado Corporation


RUSSELL V. ACUFF, President

Recorded April 2, 2001 & 2

Rec # 20139350

AMENDED DECLARATION

As of the 28th day of March, 2001, this amended declaration is executed by MASTERPLANNED LAND VENTURE, a Massachusetts Limited Partnership (Declarant) for the following purpose:

Whereas on the 8th day of July, 1997, Declarant did execute a Declaration of Conditions, Covenants, Restrictions, Easements and Charges, (Declarations) affecting real property known as The Boulders Broadmoor, Filing No. 1 and 1A. Said Declaration being recorded on the 8th day of July 1997, in reception No. 097077686. Subsequent Amended Declarations have been filed in the records of El Paso County as follows:

November 3, 1997
August 13, 1998
January 26, 1999
May 14, 1999
November 2, 1999
August 21, 2000

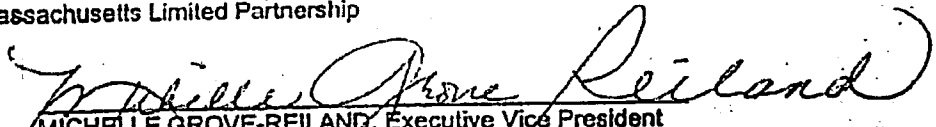
Reception No. 97128592
Reception No. 98115342
Reception No. 099012810
Reception No. 099077067
Reception No. 099168618
Reception No. 20009915

Declarant wishes to exercise its right to modify the Design Guidelines as defined in the Declaration of Conditions, Covenants, Restrictions, Easements and charges as above, Section 150. The Declarant has placed a restrictive building envelope and height restriction on Lot 10, The Boulders Broadmoor Filing No. 1 as shown on the attached Exhibit "A".

IN WITNESS WHEREOF:

The aforementioned, MASTERPLANNED LAND VENTURE, A Massachusetts Limited partnership, d/b/a The SPIRES Broadmoor, has executed this instrument this 28th day of March, 2001.

MASTERPLANNED LAND VENTURE d/b/a The SPIRES Broadmoor, a
Massachusetts Limited Partnership

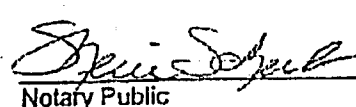

MICHELLE GROVE-REILAND, Executive Vice President
General Partner, by GP L'Auberge Communities, L.P.
Its General Partner, by L'Auberge Communities, Inc.
Its General Partner

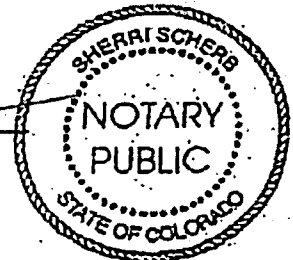
STATE OF COLORADO)
COUNTY OF EL PASO)

The above and aforementioned instrument was acknowledged before me this 31st day of December, 1998, A.D. by Michelle Grove-Reiland, Executive Vice President for the Corporation which executed this instrument as the General Partner of the Limited Partnership, which executed this instrument as the General Partner of the Limited Partnership, which executed this instrument.

Witness my hand and official seal.

My Commission Expires: 9/24/2002


Notary Public



[illegible]

AMENDED DECLARATION

As of the 3rd day of April, 2001, this amended declaration is executed by MASTERPLANNED LAND VENTURE, a Massachusetts Limited Partnership (Declarant) for the following purpose:

Whereas on the 8th day of July, 1997, Declarant did execute a Declaration of Conditions, Covenants, Restrictions, Easements and Charges, (Declarations) affecting real property known as The Boulders Broadmoor, Filing No. 1 and 1A. Said Declaration being recorded on the 8th day of July 1997, in reception No. 097077686. Subsequent Amended Declarations have been filed in the records of El Paso County as follows:

November 3, 1997
August 13, 1998
January 26, 1999
May 14, 1999
November 2, 1999
August 21, 2000
March 27, 2001
April 2, 2001

Reception No. 97128592
Reception No. 98115342
Reception No. 099012810
Reception No. 099077067
Reception No. 099168618
Reception No. 200099151
Reception No. 201036336
Reception No. 201039350

Declarant wishes to incorporate expansion property as defined in the Declaration of Conditions, Covenants, Restrictions, Easements and Charges above, Section 511. The expansion property is all lots located in The Boulders Broadmoor Filing No. 1C (Recorded in the records of El Paso County at Reception No. 200030689), The Morris Subdivision (Recorded in the records of El Paso County at Reception No. 200137026), and the T-R-T Subdivision (Recorded in the records of El Paso County at Reception No. 200068444).

SECTION 144 (f)

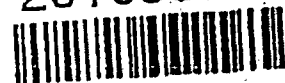
Shall be amended to read: No electronic or radio transmitter of any kind, other than garage door openers, electronic fencing for animal control, or other remote control devices, shall be operated in or on any Structure or within any Building Site.

IN WITNESS WHEREOF:

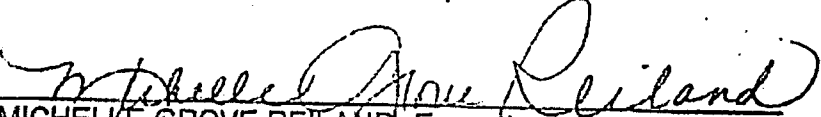
The aforementioned, MASTERPLANNED LAND VENTURE, A Massachusetts Limited Partnership, d/b/a The SPIRES Broadmoor, has executed this instrument this 3rd day of April, 2001.

J. Patrick Kelly El Paso Cty, CO
05/07/2001 09:37
Doc \$0.00 Page
Rec \$10.00 1 of 2

201058819



MASTERPLANNED LAND VENTURE
d/b/a The SPIRES Broadmoor, a
Massachusetts Limited Partnership



MICHELLE GROVE-REILAND, Executive Vice President
General Partner, by GP L'Auberge Communities, L.P.
Its General Partner, by L'Auberge Communities, Inc.
Its General Partner

STATE OF COLORADO)

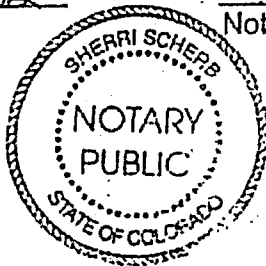
COUNTY OF EL PASO)

The above and aforementioned instrument was acknowledged before me this 3rd day of April, 2001, A.D. by Michelle Grove-Reiland, Executive Vice President for the Corporation which executed this instrument as the General Partner of the Limited Partnership, which executed this instrument as the General Partner of the Limited Partnership, which executed this instrument.

Witness my hand and official seal.

My Commission Expires: 9/24/2002


Notary Public





AMENDED DECLARATION

As of the 14th day of January, 2002, this amended declaration is executed by MASTERPLANNED LAND VENTURE, a Massachusetts Limited Partnership (Declarant) for the following purpose:

Whereas on the 8th day of July, 1997, Declarant did execute a Declaration of Conditions, Covenants, Restrictions, Easements and Charges, (Declarations) affecting real property known as The Boulders Broadmoor, Filing No. 1 and 1A. Said Declaration being recorded on the 8th day of July 1997, in reception No. 097077686. Subsequent Amended Declarations have been filed in the records of El Paso County as follows:

November 3, 1997	Reception No. 97128592
August 13, 1998	Reception No. 98115342
January 26, 1999	Reception No. 099012810
May 14, 1999	Reception No. 099077067
November 2, 1999	Reception No. 099168618
August 21, 2000	Reception No. 200099151
March 27, 2001	Reception No. 201036336
April 2, 2001	Reception No. 201039350
May 7, 2001	Reception No. 201058819
January 8, 2002	Reception No. 202004097

Declarant wishes to incorporate expansion property as defined in the Declaration of Conditions, Covenants, Restrictions, Easements and Charges above, Section 511. The expansion Property is Lots 1 and 2, The Spires at Broadmoor recorded on May 23, 2001 at Reception No. 201068448 in the records of El Paso County, Colorado. Lots 1 and 2, The Spires at Broadmoor is a replat of Lots 1, 49 and 50, Boulders Broadmoor Filing No. 1.

Declarant also wishes to amend errors and omissions found in the Amended Declarations as listed below:

1) Document recorded on August 21, 2000 in the records of El Paso County at Reception No. 200099151 shall be amended to read as follows:
TERMINATION OF DECLARATION OF CONDITIONS, COVENANTS, RESTRICTIONS, EASEMENTS AFFECTING REAL PROPERTY Known as Lots 33, 34, 35, 36, 37, 38, 39, 40, 41, 42, Boulders Broadmoor Filing No. 2 and The Boulders Broadmoor Filing No. 5 AND ANNEXATION AMENDMENT TO THE BOULDERS BROADMOOR FILING NO. 1 AND THE BOULDERS BROADMOOR FILING NO. 1-A

This Termination of Declaration of Conditions, Covenants, Restrictions, Easements Affecting the Real Property known as Lots 33, 34, 35, 36, 37, 38, 39, 40, 41, 42, Boulders Broadmoor Filing No. 2 and The Boulders Broadmoor Filing No. 5 and Annexation Amendment to The Boulders Broadmoor Filing No. 1 and The Boulders Broadmoor Filing No. 1-A, dated as of May 19, 2000 (the "Agreement"), is executed by

J. Patrick Kelly El Paso Cty, CO

02/11/2002

02:54

202023216

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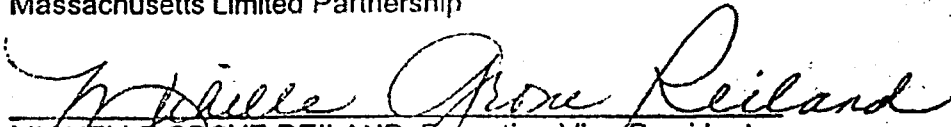
"...Lot 34, The Boulders Broadmoor Filing NO. 4. Notary Public."

3) Document recorded on January 26, 1999 in the records of El Paso County at Reception No. 099012810 shall be amended as follows:
Section 312 Rate of Assessment, Appendix 1, paragraph two refers to Section 55.
Section 55 is incorrect and is hereby amended to read Section 511.

IN WITNESS WHEREOF:

The aforementioned, MASTERPLANNED LAND VENTURE, A Massachusetts Limited Partnership, d/b/a The SPIRES Broadmoor, has executed this instrument this 14th day of January, 2002.

MASTERPLANNED LAND VENTURE
d/b/a The SPIRES Broadmoor, a
Massachusetts Limited Partnership


MICHELLE GROVE-REILAND, Executive Vice President
General Partner, by GP L'Auberge Communities, L.P.
Its General Partner, by L'Auberge Communities, Inc.
Its General Partner

STATE OF COLORADO)

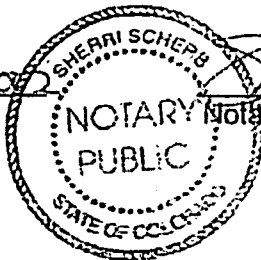
COUNTY OF EL PASO)

The above and aforementioned instrument was acknowledged before me this 14th day of January, 2002, A.D. by Michelle Grove-Reiland, Executive Vice President for the Corporation which executed this instrument as the General Partner of the Limited Partnership, which executed this instrument as the General Partner of the Limited Partnership, which executed this instrument.

Witness my hand and official seal.

My Commission Expires:

9/24/2002



Notary Public

AMENDED DECLARATION

As of the 1st day of February, 2005, this amended declaration is executed by MASTERPLANNED LAND VENTURE, a Massachusetts Limited Partnership d/b/a The Spires Broadmoor (Declarant) for the following purpose:

Whereas on the 8th day of July, 1997, Declarant did execute a Declaration of Conditions, Covenants, Restrictions, Easements and Charges, (Declarations) affecting real property known as The Boulders Broadmoor, Filing No. 1 and 1A. Said Declaration being recorded on the 8th day of July 1997, in reception No. 097077686. Subsequent Amended Declarations have been filed in the records of El Paso County as follows:

November 3, 1997	Reception No. 97128592
August 13, 1998	Reception No. 98115342
December 10, 1998	Reception No. 098182681
January 26, 1999	Reception No. 099012809
January 26, 1999	Reception No. 099012810
May 14, 1999	Reception No. 099077067
November 2, 1999	Reception No. 099168618
July 19, 2000	Reception No. 200084030
August 21, 2000	Reception No. 200099151
March 27, 2001	Reception No. 201036336
April 2, 2001	Reception No. 201039350
May 7, 2001	Reception No. 201058819
January 8, 2002	Reception No. 202004097
February 11, 2002	Reception No. 202023216
October 4, 2002	Reception No. 202170881
February 4, 2003	Reception No. 203024540
August 1, 2003	Reception No. 203177696
October 25, 2004	Reception No. 204177477
February 9, 2005	Reception No. 205019803

Declarant wishes to incorporate expansion property as defined in the Declaration of Conditions, Covenants, Restrictions, Easements and Charges above, Section 511. The expansion property is all lots located in The Spires Broadmoor Filing No. 1, A subdivision of a portion of the N ½ Section 13, T 15S, R 67W of the 6th PM, in the City of Colorado Springs, El Paso County, Colorado and together with a replat of Lot 99, Tracts E, F, and G, Stonecliff, Filing No. 6 (Recorded in the records of El Paso County on January 28, 2005 at Reception No. 205013876) and annexation plat for Neal Ranch Addition No. 4, an annexation of a portion of the NW ¼ of Section 13, T 15S, R 67W of the 6th PM, to the City of Colorado Springs, El Paso County, Colorado.

ROBERT C. "BOB" BALINK El Paso County, CO

03/08/2005 12:24:43

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205033008

SECTION 112 EASEMENTS.

Section 112 of the Covenants is hereby amended to expand the description of the Lots which contain a Maintenance Area as follows:

Section 112. There is hereby reserved by the Association, a perpetual easement in, over, under, and across those portions of each Lot upon which a Maintenance Area is located, which easements shall be for the purposes of maintaining and repairing the applicable Maintenance Area. The Owners hereby acknowledge that the maintenance areas defined in the plat are: Tract A, Lots 1 through 25, 34, 35, 37, and 38, The Spires Broadmoor, Filing No. 1. Note: Day to day maintenance is the responsibility of the property owner (i.e. trash removal and general up-keep).

SECTION 114. SIGN EASEMENTS

Section of the Covenants is hereby amended to expand the description of the Lots which are subject to the perpetual sign/landscape easement described on the plat, located on Lot 18, The Spires Broadmoor Filing No. 1

SECTION 111 AND APPENDIX 1 FLAG LOT EASEMENTS.

Appendix 1 of the Covenants which is referenced in Section 111 and elsewhere in the Covenants, is hereby amended to expand the description of the lots which are burdened by flag lot easements and those lots which are entitled to use certain flag lot easements as follows:

Lots 6,11,13,14, 18, 25,27, 28, 29, 30, 32, 36, 40, 42, and 46, The Spires Broadmoor Filing No. 1 and Lots 49, 50, 53, 60, and 61, Stonecliff Filing No. 6 each have an easement for ingress/egress and utilities over those portions of Lots 5, 12, 16, 19, 26, 31, 37, and 41, The Spires Broadmoor, Filing No. 1 and Lot 54, Stonecliff Filing No. 6, which is indicated by vertical lines on the plat thereof. For purposes of this Appendix, Stonecliff Filing No. 6 was a previously recorded plat, recorded on May 17, 2001 at Reception No. 201065191 in the records of El Paso County. The respective easements created pursuant to this Appendix (The "Flag Lot Easements") shall be for the benefit of the applicable lots described below:

<u>Easement/Flag Lots</u>	<u>Benefited Lots</u>
Lot 5, The Spires Broadmoor Filing No. 1	Lot 6, The Spires Broadmoor Filing No. 1
Lot 12, The Spires Broadmoor Filing No. 1	Lot 11, The Spires Broadmoor Filing No.1 and Lots 49 and 50, Stonecliff Filing No. 6
Lot 16, The Spires Broadmoor Filing No. 1	Lots 60 and 61, Stonecliff Filing No. 6 and

Lot 37, The Spires Broadmoor Filing No. 1 Lot 36, The Spires Broadmoor Filing No. 1
Lot 41, The Spires Broadmoor Filing No. 1 Lots 40 and 42, The Spires Broadmoor Filing No. 1
Lot 54, Stonecliff Filing No. 6 Lots 13 and 14, The Spires Broadmoor Filing No. 1
and Lot 53, Stonecliff Filing No. 6

SECTION 303. PURPOSE

Section 303 of the Covenants is hereby expanded to include the Association's maintenance of private drainage ways, underdrain systems, detention ponds and drainage easements, including without limitation, the drainage easements located within the Property as well as offsite debris flow ponds, or such other areas as indicated on the recorded plats for the Property as areas to be maintained by the Association (See updated Identification of Private Drainage Ways).


Map of The Spires Broadmoor, Filing No. 1 attached herelo for reference.

Effect. The provisions contained in this Amendment shall be effective upon the execution and recording hereof and the terms and conditions hereof shall be binding upon the current Owners of the property and subsequent Owners thereof.

IN WITNESS WHEREOF:

The aforementioned, MASTERPLANNED LAND VENTURE, a Massachusetts Limited Partnership, d/b/a The Spires Broadmoor, has executed this instrument this 18th day of February, 2005.

MASTERPLANNED LAND VENTURE
d/b/a The Spires Broadmoor
a Massachusetts limited partnership


MICHELLE GROVE-REILAND, Executive Vice President
General Partner, by GP L'Auberge Communities, L.P.
Its General Partner, by L'Auberge Communities, Inc.
Its General Partner

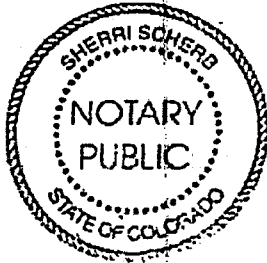
STATE OF COLORADO)

COUNTY OF EL PASO)

The above and aforementioned instrument was acknowledged before me this 18th day of February, 2005 A.D. by Michelle Grove-Reiland, Executive Vice President for the Corporation which executed this instrument as the General Partner of the Limited Partnership, which, executed this instrument as the General Partner of the Limited Partnership, which executed this instrument.

Witness my hand and official seal

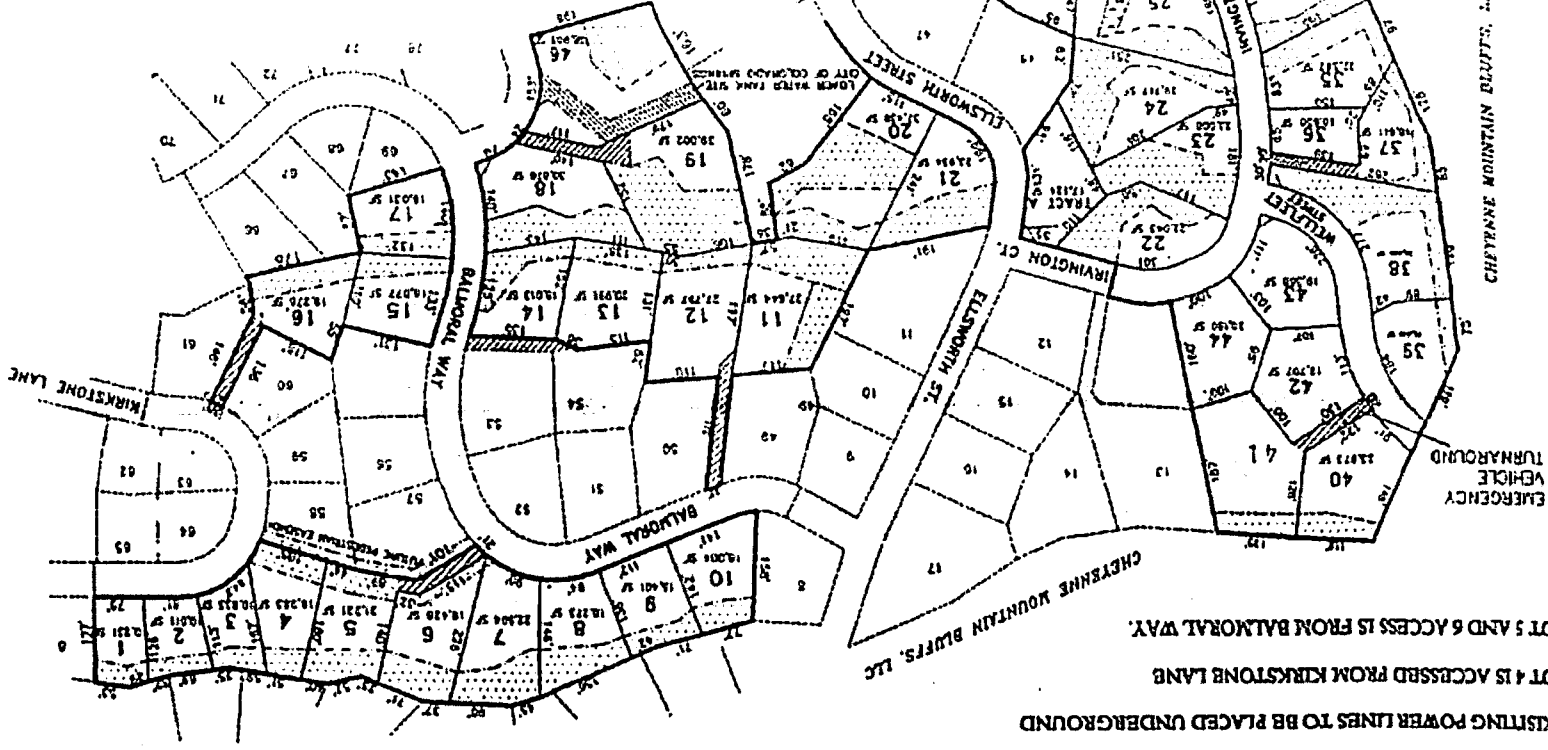
My Commission Expires: 7/16/07



Sherri Scherb
Notary Public

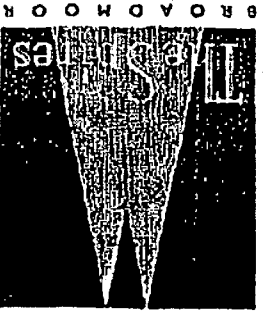
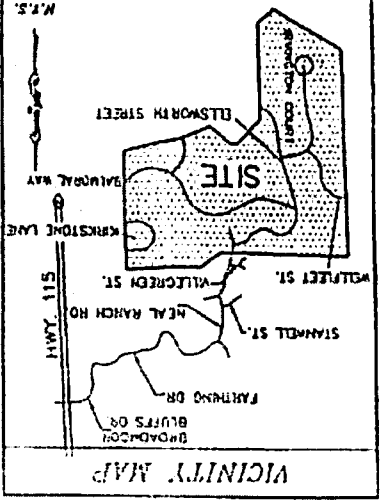
THE SPIRES BROADMOOR FILING NO. 1

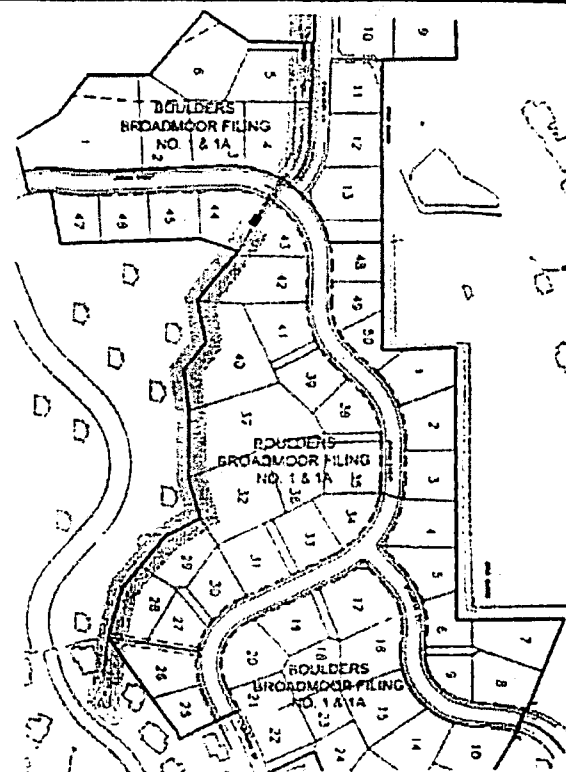
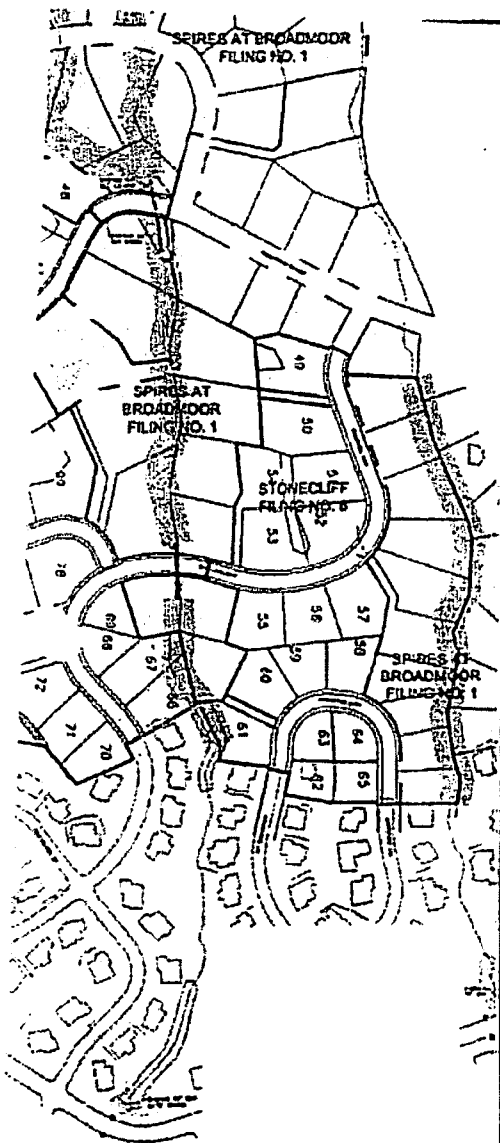
- EXISTING POWER LINES TO BE PLACED UNDERGROUND
- LOT 4 IS ACCESSED FROM KIRKSTONE LANE
- LOT 5 AND 6 ACCESS IS FROM BALMORAL WAY.



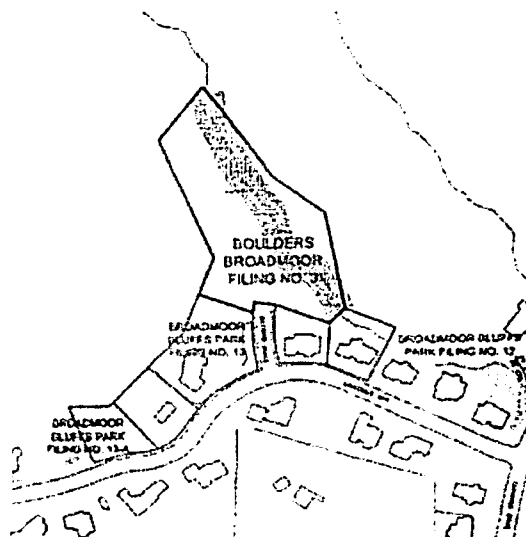
- LEGEND:**
- AVAILABLE HOUSESITES
 - COMMON INGRESS, EGRESS AND UTILITY EASEMENT
 - PRESERVATION AREA / DRAINAGE EASEMENT

THIS MAP IS FOR MARKETING PURPOSES ONLY.
PLEASE REFER TO THE RECORDED PLAN
DEVELOPMENT PLAN AND COVENANTS FOR

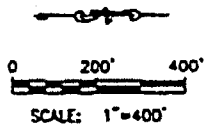




BOULDERS BROADMOOR FILING NO. 1, 1A & 1B



BOULDERS BROADMOOR FILING NO. 3



BOULDERS BROADMOOR FILING NO. 2 & 5
STONECLIFF FILING NO. 6 & 6A
SPIRES AT BROADMOOR FILING NO. 1

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205041664

MasterPlanned Land Venture, a Massachusetts limited partnership, d/b/a The Spires Broadmoor, as Declarant, recorded a Declaration of Conditions, Covenants, Restrictions and Easements on July 8, 1997 at Reception No. 097077686 of the real property records of El Paso County, Colorado, as amended by documents recorded as follows: November 3, 1997 at Reception No. 097128592; August 13, 1998 at Reception No. 098115342; December 10, 1998 at Reception No. 098182681; January 26, 1999 at Reception No. 099012809; January 26, 1999 at Reception No. 099012810; May 14, 1999 at Reception No. 099077067; November 2, 1999 at Reception No. 099168618; July 19, 2000 at Reception No. 200084030; August 21, 2000 at Reception No. 200099151; March 27, 2001 at Reception No. 201036336; April 2, 2001 at Reception No. 201039350; May 7, 2001 at Reception No. 201058819; January 8, 2002 at Reception No. 202004097; February 11, 2002 at Reception No. 202023216; October 4, 2002 at Reception No. 202170881; February 4, 2003 at Reception No. 203024540; August 1, 2003 at Reception No. 203177696; and October 25, 2004 at Reception No. 204177477 (collectively, the "Declaration").

Pursuant to the terms of Section 510 of the Declaration, the Owners of at least seventy-five percent (75%) of the Lots subject to the Declaration desire to amend the Declaration as follows:

1. Composition of the Approving Authority. Sections 201 (a), (b), and (c) of the Declaration are hereby amended as follows:

"Section 201. (a) Declarant shall act as the Approving Authority until the end of the Declarant Control Period or such earlier date as Declarant elects to appoint the committee referred to below. At such time as provided above, Declarant shall appoint a committee of at least three (3) and not more than five (5) individuals, each of whom owns a real property interest in a Lot within the Subdivision, to act as the Approving Authority ("Architectural Control Committee"). Thereafter, the Architectural Control Committee shall be appointed by the Board of Directors. Each member of the Approving Authority shall own a real property interest in a Lot or Lots within the Subdivision. Members of the Board of Directors may also serve as members of the Architectural Control Committee.

(b) After the transfer of Approving Authority functions to an Architectural Control Committee, any one or more members of the Architectural Control Committee may from time to time be removed by the Board of Directors.

(c) Vacancies in the Architectural Control Committee may be filled by action of the Board of Directors. If the Board of Directors does not fill a vacancy within four months following the date upon which the Board of Directors has received written notice of the vacancy, the

remaining member or members of the Architectural Control Committee shall act to fill the vacancy."

2. Purpose. Section 303. The Purpose of the Association is hereby expanded by adding the following Section 303(a) to the end of Section 303 of the Declaration, as amended:

"(a) The Association shall also have the right to (i) maintain and repair, as determined by the Board in its reasonable discretion, any signage, cluster mailbox structures and areas, and drainage tracts within the Property, including trash removal, mowing, pruning, planting plants and flowers and weeding in such areas, all on a reasonable, 'as-needed' basis (as determined by the Board); (ii) provide services and funding for the Architectural Control Committee; and (iii) have the right, but not the obligation, to invest portions of the Association's Reserves and bank account funds into interest-bearing short-term (less than a twenty-four (24) month term) certificates of deposit."

3. Sections 305, 306, 307, 313, and 323(c). Sections 305, 306, 307, 313, and 323(c) of the Declaration are hereby expanded to include the provision of services pursuant to Section 303(a).

Except as amended herein, the Declaration shall remain unchanged as of the date hereof and shall remain in full force and effect.

IN WITNESS WHEREOF, the Secretary of the Association has executed this Amendment as of the date first written above, and at least seventy-five percent (75%) of the Owners of Lots subject to the Declaration have signed and acknowledged their consent to this Amendment as evidenced in Exhibit A attached hereto and incorporated herein by this reference.

ASSOCIATION:

The Spires Broadmoor Drainage Homeowners Association, a Colorado non-profit corporation

By: Kay Zachert

Title: Secretary

STATE OF COLORADO)
) ss.
COUNTY OF EL PASO)

This document was acknowledged before me on March 23, 2005 by Kay Zachert as Secretary of The Spires Broadmoor Drainage Homeowners Association, a Colorado non-profit corporation.

Witness my hand and official seal.
My commission expires: 9/5/2006
(SEAL.)

Michelle E. Grove-Reiland
Notary Public

MICHELLE E. GROVE-REILAND
Notary Public
State of Colorado

My Commission Expires 9/5/2006

AMENDED DECLARATION

As of the 28th day of March, 2005, this amended declaration is executed by MASTERPLANNED LAND VENTURE, a Massachusetts Limited Partnership d/b/a The Spires Broadmoor (Declarant) and is consented to by Pamela L. Biggs (Owner of Lot 13, Broadmoor Bluffs Park Filing No. 11):

Whereas on the 8th day of July, 1997, Declarant did execute a Declaration of Conditions, Covenants, Restrictions, Easements and Charges, (Declarations) affecting real property known as The Boulders Broadmoor, Filing No. 1 and 1A. Said Declaration being recorded on the 8th day of July 1997, in reception No. 097077686. Subsequent Amended Declarations have been filed in the records of El Paso County as follows:

November 3, 1997	Reception No. 97128592
August 13, 1998	Reception No. 98115342
December 10, 1998	Reception No. 098182681
January 26, 1999	Reception No. 099012809
January 26, 1999	Reception No. 099012810
May 14, 1999	Reception No. 099077067
November 2, 1999	Reception No. 099168618
July 19, 2000	Reception No. 200084030
August 21, 2000	Reception No. 200099151
March 27, 2001	Reception No. 201036336
April 2, 2001	Reception No. 201039350
May 7, 2001	Reception No. 201058819
January 8, 2002	Reception No. 202004097
February 11, 2002	Reception No. 202023216
October 4, 2002	Reception No. 202170881
February 4, 2003	Reception No. 203024540
August 1, 2003	Reception No. 203177696
October 25, 2004	Reception No. 204177477
February 9, 2005	Reception No. 205019803
March 9, 2005	Reception No. 205033008

SECTION 111 AND APPENDIX 1 FLAG LOT EASEMENTS.

Appendix 1 of the Covenants which is referenced in Section 111 and elsewhere in the Covenants, is hereby amended to expand the description of the lots which are burdened by flag lot easements and those lots which are entitled to use certain flag lot easements as follows:

Lot 13, Broadmoor Bluffs Park, Filing No. 11 (a/k/a 310 Irvington Court) has an ingress/egress easement across the flag stem of the property which is cross-hatched on the recorded plat Book E-4, at Page 106, in the records of El Paso County, Colorado Springs, Colorado.

Lot 45, The Spires Broadmoor Filing No. 1 (a/k/a 318 Irvington Court) adjoins Lot 13, Broadmoor Bluffs Park, Filing No. 11. Lot 45, The Spires Broadmoor, Filing No. 1 wants to use the ingress/egress easement from Lot 13, Broadmoor Bluffs Park, Filing No. 11, to access the property, and the owner of Lot 13 has agreed to grant the use of the ingress/egress easement.

ROBERT C. "BOB" BALINK El Paso County, CO
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Easement Flag Lot

Benefited Lot

Lot 13, Broadmoor Bluffs Park, Filing No. 11 Lot 45, The Spires Filing No. 1

See attached map


Each property is recorded on different plats and effected by different Covenants. Therefore, Lot 45, The Spires Broadmoor, Filing No. 1 share of the maintenance of the ingress/egress easement; will be governed by Section 111, of these Covenants.

Effect. The provisions contained in this Amendment shall be effective upon the execution and recording hereof and the terms and conditions hereof shall be binding upon the current Owners of the property and subsequent Owners thereof.

IN WITNESS WHEREOF:

The aforementioned, MASTERPLANNED LAND VENTURE, a Massachusetts Limited Partnership, d/b/a The Spires Broadmoor, has executed this instrument this 28th day of March 2005.

MASTERPLANNED LAND VENTURE
d/b/a The Spires Broadmoor
A Massachusetts limited partnership

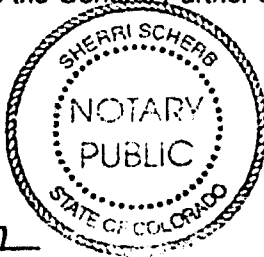

MICHELLE GROVE-REILAND, Executive Vice President
General Partner, by GP L'Auberge Communities, L.P.
Its General Partner, by L'Auberge Communities, Inc.
Its General Partner

STATE OF COLORADO)

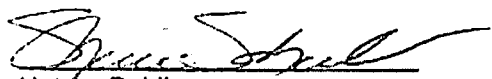
COUNTY OF EL PASO)

The above and aforementioned instrument was acknowledged before me this 28th day of March 2005 AD by Michelle Grove-Reiland, Executive Vice President for the Corporation which executed this instrument as the General Partner of the Limited Partnership, which, executed this instrument as the General Partner of the Limited Partnership, which executed this instrument.

Witness my hand and official seal



My Commission Expires: 7/16/07


Notary Public

Pamella L. Biggs, Owner of Lot 13, Broadmoor Bluffs Park, Filing No. 11, hereby consents to allow the flag stem for Lot 13, Broadmoor Bluffs Park Filing No. 11 (310 Irvington Court) to be used for ingress/egress purposes for Lot 45, The Spires Broadmoor Filing No. 1. Maintenance of the flag driveway for Lot 45, The Spires Broadmoor, Filing No. 1 is governed by Section 111 of these Covenants.

Pamella L. Biggs
Pamella L. Biggs

STATE OF COLORADO)

COUNTY OF EL PASO)

The above and aforementioned instrument was acknowledged before me this 28 day of March, 2005 A.D. by Pamella L. Biggs, which executed this instrument.

Witness my hand and official seal

My Commission Expires: 7-16-2005

Kari P. Zabel
Notary Public

BROADMOOR BLUFFS
PARK FILING NO. 11
PLAT BOOK E-4, PG. 106

13
310 Irvington Ct.
Lot 13, Broadmoor Bluffs Park
Filing No. 11

14

15

12

COMMON INGRESS/EGRESS
FLAG DRIVEWAY

L=5.14'
C.A.=01'06'06"
R=267.20'
ChB.=S 13°14'14" W

L=25.01'
C.A.=04°34'14"
R=282.20'

S 40°00'00" E 20.00'

S 85°45'00" E 139.25'

S 11°30'00" W 144.00'

S 11°30'00" W 144.00'

S 11°30'00" W 144.00'

S 11°30'00" W 144.00'

318 Irvington Ct.
Lot 45, The Spires
Broadmoor Filing No. 11

45
19,049 SF

(318)
L=76.29'
C.A.=25°42'38"

S 10°25'00" E 186.89'

S 10°02'30" E 160.00'

(326)
L=35.19' C.A.=14°56'03"
L=35.48' C.A.=11°57'30"
L=95.32' C.A.=37°40'00"
R=145.00'

IRVINGTON COURT

L=78.89' C.A.=37°40'00"
29.25' (327)

41
30,689 SF

44
20,180 SF

43
368 SF

N 74°21'57" E 99.95'

N 20°00'09" E 95.00'

S 39°17'58" E 102.52'

S 39°17'58" E 102.52'

N 37°22'02" W 100.00'

EMERGENCY
JUND

7 SF

36°31' W 134.78'

128°30'

(5777)

(327)
L=101.45'
C.A.=37°40'00"
29.25'

AMENDED DECLARATION

As of the 19th day of June, 2006, this amended declaration is executed by MASTERPLANNED LAND VENTURE, a Massachusetts Limited Partnership d/b/a The Spires Broadmoor (Declarant) for the following purpose:

Whereas on the 8th day of July, 1997, Declarant did execute a Declaration of Conditions, Covenants, Restrictions, Easements and Charges, (Declarations) affecting real property known as The Boulders Broadmoor, Filing No. 1 and 1A. Said Declaration being recorded on the 8th day of July 1997, in reception No. 097077686. Subsequent Amended Declarations have been filed in the records of El Paso County as follows:

November 3, 1997	Reception No. 97128592
August 13, 1998	Reception No. 98115342
December 10, 1998	Reception No. 098182681
January 26, 1999	Reception No. 099012809
January 26, 1999	Reception No. 099012810
May 14, 1999	Reception No. 099077067
November 2, 1999	Reception No. 099168618
July 19, 2000	Reception No. 200084030
August 21, 2000	Reception No. 200099151
March 27, 2001	Reception No. 201036336
April 2, 2001	Reception No. 201039350
May 7, 2001	Reception No. 201058819
January 8, 2002	Reception No. 202004097
February 11, 2002	Reception No. 202023216
October 4, 2002	Reception No. 202170881
February 4, 2003	Reception No. 203024540
August 1, 2003	Reception No. 203177696
October 25, 2004	Reception No. 204177477
February 9, 2005	Reception No. 205019803
March 8, 2005	Reception No. 205033008
March 24, 2005	Reception No. 205041664
March 30, 2005	Reception No. 205044135
February 3, 2006	Reception No. 206018140

Declarant wishes to incorporate expansion property as defined in the Declaration of Conditions, Covenants, Restrictions, Easements and Charges above, Section 511. The expansion property is all lots located in The Spires Broadmoor, Filing No. 2 recorded in the records of El Paso County at Reception No. 206712266 on March 21, 2006. Said incorporation subjects property to all recitals contained in the Declaration of Conditions, Covenants, Restrictions, Easements and Charges mentioned above and reflects additions to sections as it pertains to each filing. This amendment incorporates specific lots in The Spires Broadmoor Filing No. 2 as it relates to flag lots and Appendix #1.

SECTION 111 AND APPENDIX 1 FLAG LOT EASEMENTS.

Lots 9, 11, 12, 13, 18, and 20, all in the Spires Broadmoor Filing No. 2, each have an easement for ingress, egress and utilities over those portions of Lots 8, 14, and 19 in The Spires Broadmoor Filing No. 2, which is indicated by as shown in the Legend on the plat thereof. Appendix 1 of the Covenants which is referenced in Section 111 and elsewhere in the Covenants, is hereby amended to expand the description of the lots which are burdened by flag lot easements and those lots which are entitled to use certain flag lot easements as follows:

<u>Easement Flag Lot</u>	<u>Benefited Lot</u>
Lot 8, The Spires Broadmoor, Filing No. 2	Lot 9, The Spires Broadmoor Filing No. 2
Lot 14, The Spires Broadmoor, Filing No. 2	Lots 11, 12, and 13, The Spires Broadmoor Filing No. 2
Lot 19, The Spires Broadmoor, Filing No. 2	Lots 18 and 20, The Spires Broadmoor Filing No. 2

Lots 11 and 12, The Spires Broadmoor Filing No. 2 also have the option to use the flag driveway from Lot 2, Boulders Broadmoor Filing No. 2A (formerly known as Lot 47, Boulders Broadmoor Filing No. 2) as per the Amended Declaration to these Covenants recorded May 14, 1999 in the records of El Paso County at Reception #099077067.

APPENDIX 1 FLAG LOT EASEMENTS (Continued)

Appendix #1, Section (c) of the Declarations states that the Declarant shall construct, at its sole cost and expense, the Easement Improvements as listed in Section (d). Section (d) lists that the improvements as all grading and fill, retaining walls, driveway surfaces, and landscaping, if any, within the applicable Flag Lot Easements. Spires Broadmoor Filing No. 2 is the last development within The Spires Broadmoor community. As such, The Spires Broadmoor will not be available to pay for the costs and expenses related to flag lot improvements (driveway paving), which takes place after a home, is constructed on the vacant lot. Therefore, any reimbursement for the above stated improvements from The Spires Broadmoor to a building contractor will not be applicable after December 1, 2007. These Sections shall **NOT** apply to Lot 8, Spires Broadmoor Filing No. 2 as it is not a flag lot. Therefore, the Buyer of Lot 8, Spires Broadmoor Filing No. 2 will be responsible at their sole cost and expense for all improvements.

CORRECTION


The Amendment to these Covenants recorded on March 24, 2005 at Reception No. 205041664 should have included the following amendments: February 9, 2005 at Reception No. 205019803; and March 8, 2005 at Reception No. 205033008.

Effect. The provisions contained in this Amendment shall be effective upon the execution and recording hereof and the terms and conditions hereof shall be binding upon the current Owners of the property and subsequent Owners thereof.

IN WITNESS WHEREOF:

The aforementioned, MASTERPLANNED LAND VENTURE, a Massachusetts Limited Partnership, d/b/a The Spires Broadmoor, has executed this instrument this 19th day of June, 2006.

MASTERPLANNED LAND VENTURE
d/b/a The Spires Broadmoor
A Massachusetts limited partnership


MICHELLE GROVE-REILAND, Executive Vice President
General Partner, by GP L'Auberge Communities, L.P.
Its General Partner, by L'Auberge Communities, Inc.
Its General Partner

STATE OF COLORADO)

COUNTY OF EL PASO)

The above and aforementioned instrument was acknowledged before me this 19th day of June, 2006 AD by Michelle Grove-Reiland, Executive Vice President for the Corporation, which executed this instrument as the General Partner of the Limited Partnership, which executed this instrument as the General Partner of the Limited Partnership, which executed this instrument.

Witness my hand and official seal

My Commission Expires: 8-15-09


Notary Public

AMENDED DECLARATION

August 13, 1998	Reception No. 98115342
December 10, 1998	Reception No. 098182681
January 26, 1999	Reception No. 099012809
January 26, 1999	Reception No. 099012810
May 14, 1999	Reception No. 099077067
November 2, 1999	Reception No. 099168618
July 19, 2000	Reception No. 200084030
August 21, 2000	Reception No. 200099151
March 27, 2001	Reception No. 201036336
April 2, 2001	Reception No. 201039350
May 7, 2001	Reception No. 201058819
January 8, 2002	Reception No. 202004097
February 11, 2002	Reception No. 202023216
October 4, 2002	Reception No. 202170881
February 4, 2003	Reception No. 203024540
August 1, 2003	Reception No. 203177696
October 25, 2004	Reception No. 204177477
February 9, 2005	Reception No. 205019803
March 8, 2005	Reception No. 205033008
March 24, 2005	Reception No. 205041664
March 30, 2005	Reception No. 205044135
February 3, 2006	Reception No. 206018140
June 21, 2006	Reception No. 206091207

ROBERT C. "BOB" BRLINK El Paso County, CO

09/08/2006 11:07:26 AM

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Rec \$5.00 1 of 1

206133082



CORRECTION

The plat of The Spires Broadmoor Filing No. 2, recorded on March 21, 2006 at Reception No. 206712266 in the records of El Paso County, has been amended by an Affidavit of Correction, recorded on July 25, 2006 at Reception No. 206108561 in the records of El Paso County. The amendments are as follows:

1. The legend shows the hatch pattern of dots as a "Preservation Easement". The correct area labeling is "Preservation Area/Drainage Easement"
2. The most southeasterly lot depicted on the plat (adjacent to and south of Lot 21) is actually Lot 45, Boulders Broadmoor Filing No. 2 not Lot 32, Stonecliff Filing No. 6

Effect. The provisions contained in this Amendment shall be effective upon the execution and recording hereof and the terms and conditions hereof shall be binding upon the current Owners of the property and subsequent Owners thereof.

IN WITNESS WHEREOF:

The aforementioned, MASTERPLANNED LAND VENTURE, a Massachusetts Limited Partnership, d/b/a The Spires Broadmoor, has executed this instrument this 4th day of September 2006.

MASTERPLANNED LAND VENTURE

d/b/a The Spires Broadmoor

A Massachusetts limited partnership

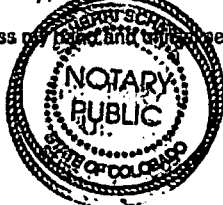
Michelle Grove-Reiland
MICHELLE GROVE-REILAND, Executive Vice President
General Partner, by GP L'Auberge Communities, L.P.
Its General Partner, by L'Auberge Communities, Inc.
Its General Partner

STATE OF COLORADO)

COUNTY OF EL PASO)

The above and aforementioned instrument was acknowledged before me this 4th day of September 2006 AD by Michelle Grove-Reiland, Executive Vice President for the Corporation, which executed this instrument as the General Partner of the Limited Partnership, which executed this instrument as the General Partner of the Limited Partnership, which executed this instrument.

Witness my hand and official seal



Robert C. Brlink
Notary Public

My Commission Expires: 7/11/2007

AMENDED DECLARATION

Notice of Replat

This notice of replat dated the 1st day of November 2007, is executed by MASTERPLANNED LAND VENTURE, a Massachusetts Limited Partnership By: GP L' Auberge Communities, L.P. Its General Partner BY: L' Auberge Communities, Inc., Its General Partner By: Michelle Grove Reiland, Executive Vice President.

This notice of replat is to state that Lots 29, 30, 31 and 32, Spires Broadmoor Filing No. 1 have been replatted to Lots 1, 2, 3, and 4, Spires Broadmoor Filing No. 3, as recorded in the records of El Paso County, Colorado Springs, Colorado on the 13th day of June, 2007 at Reception No. 207712596.

This replat is subject to the Covenants of Public Record recorded on the 6th day of July 1997, at Reception No. 097077688. Subsequent Amended Declarations have been filed in the records of El Paso County as follows:

November 3, 1997	Reception No. 97128592
August 13, 1998	Reception No. 098115342
December 10, 1998	Reception No. 098182681
January 26, 1999	Reception No. 099012809
January 28, 1999	Reception No. 099012810
May 14, 1999	Reception No. 099077067
November 2, 1999	Reception No. 099168618
July 19, 2000	Reception No. 200084090
August 21, 2000	Reception No. 200099151
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February 9, 2005	Reception No. 205016803
March 8, 2005	Reception No. 205033008
March 24, 2005	Reception No. 205041664
March 30, 2005	Reception No. 205044135
February 9, 2006	Reception No. 206018140
June 21, 2006	Reception No. 206091207
September 9, 2006	Reception No. 206133082

ROBERT C. "BOB" GALIAX El Paso County, CO

11/05/2007 02:35:23 PM

Doc \$0.00 Page

Sec \$5.00 1 of 1

207143365

IN WITNESS WHEREOF:

The aforementioned, MASTERPLANNED LAND VENTURE, a Massachusetts Limited Partnership has executed this instrument this 1st day of November 2007.

MASTERPLANNED LAND VENTURE

A Massachusetts limited partnership

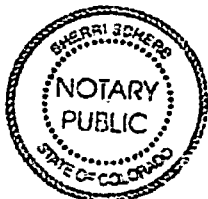
Michelle Grove Reiland
MICHELLE GROVE-REILAND, Executive Vice President:
General Partner, by GP L'Auberge Communities, L.P.
Its General Partner, by L'Auberge Communities, Inc.
Its General Partner

STATE OF COLORADO)

COUNTY OF EL PASO)

The above and aforementioned instrument was acknowledged before me this 1st day of November 2007 AD by Michelle Grove-Reiland, Executive Vice President for Masterplanned Land Venture a Massachusetts Limited Partnership By: GP L'Auberge Communities, L.P. Its General Partner By: L'Auberge Communities, Inc. Its General Partner.

Witness my hand and official seal



Sherri Scherer
Notary Public

My Commission Expires: 7/16/11