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AMENDMENT TO DECLARATION OF COVENANTS, CONDITIONS AND RESTRICTIONS FOR WOODMEN HILLS FILING NO. 8 AND A PORTION OF FILING NO. 9

503-400

This AMENDMENT TO DECLARATION OF COVENANTS, CONDITIONS AND RESTRICTIONS FOR WOODMEN HILLS FILING NO. 8 AND A PORTION OF FILING NO. 9 ("Amendment") is made as of the day and year hereinafter set forth by MELODY HOMES, INC., a Delaware corporation ("Declarant").

WITNESSETH:

THAT WHEREAS, a certain Declaration of Covenants, Conditions and Restrictions for Woodmen Hills Filing No. 8 and A Portion of Filing No. 9 was recorded on November 9, 2000; at Reception No. 200136133, in the Office of the Clerk and Recorder of El Paso County, Colorado, as amended and supplemented from time to time ("Declaration") (terms which are defined in the Declaration shall have the same meanings herein unless otherwise defined); and

WHEREAS, Section 2 of Article VII of the Declaration permits amendment thereto by the Declarant until such time as the Declarant has conveyed all of the Property to Owners other than Declarant; and

WHEREAS, as of its execution of this Amendment, the Declarant has not conveyed all of the Property to Owners other than Declarant; and

WHEREAS, the Declaration provides for a Design Review Committee and Design Standards but no funding is provided for such matters since the Declaration does not provide for payment by the Owners of any assessments or other amounts nor does the Declaration provide for a homeowners association to collect or expend funds for such matters; and

WHEREAS, the Declarant desires hereby to amend the Declaration to delete therefrom all of the provisions which pertain to the Design Review Committee and Design Standards, as well as all matters incidental thereto.

NOW, THEREFORE, the Declarant hereby states, declares and amends the Declaration as follows:

1. Section 4 of Article II is hereby deleted in its entirety.
2. Section 5 of Article II is hereby deleted in its entirety.
3. Section 8 of Article II is hereby deleted in its entirety.
4. Section 10 of Article II is hereby deleted in its entirety.

Robert C. Ballak El Paso City, CO

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3. In Section 6 of Article III, the phrase "or such equivalent garage arrangements as may be approved by the Design Review Committee" is deleted therefrom.

6. In Section 8 of Article III, the phrase "except with the prior written approval of the Design Review Committee" is deleted therefrom.

7. In Section 10 of Article III, the phrase "unless otherwise approved by the Design Review Committee" is deleted therefrom.

8. In Section 12 of Article III, the phrases "in the reasonable opinion of the Design Review Committee" and "in the opinion of the Design Review Committee," are deleted therefrom.

9. In Section 13 of Article III, the last sentence is deleted therefrom and the following sentence is substituted in its place: "The Declarant, as long as the Declarant owns any Lot, reserves the right to select a company to be the exclusive supplier of trash pickup for the Property."

10. In Section 14 of Article III, the phrase "in the opinion of the Design Review Committee" is deleted therefrom.

11. In Section 16 of Article III, the phrase "except with the prior written consent of the Design Review Committee" is deleted therefrom.

12. In Section 17 of Article III, the last two sentences are deleted therefrom.

13. In Section 18 of Article III, the following are deleted therefrom: all of subsection (a); and the phrase (from the last sentence) "provided, however, that standards relating to dimensions, color, style and location of such sign shall be determined from time to time by the Design Review Committee."

14. In Section 20 of Article III, the phrase "and shall include any established drainage pattern shown on any plans approved by the Design Review Committee" is deleted therefrom.

15. In Section 25 of Article III, the following phrases are deleted therefrom: "or such other condition as may be approved in writing by the Design Review Committee"; and "subject to the approval of the Design Review Committee."

16. In Section 28 of Article III, the phrase "and approved by the Design Review Committee" is deleted therefrom.

17. In Section 29 of Article III, the first two sentences, and the phrase (in the last sentence) "approved by the Design Review Committee," are deleted therefrom.

18. In Section 30 of Article III, subsection (b) is deleted therefrom.

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19. In Section 31 of Article III, subsection (c) is deleted therefrom.

20. In Section 34 of Article III, the phrase "without the prior permission of the Design Review Committee," and the last sentence of said Section, are deleted therefrom.

21. Section 37 of Article of III, the phrases "or within any extension of that period granted by the Design Review Committee" and "however these requirements may be modified with the approval of the Design Review Committee" are deleted therefrom.

22. Article IV ("Architectural Approval") is deleted in its entirety.

23. In Section 2 of Article VI, subsection (c) is deleted therefrom.

24. In Section 4 of Article VII, the phrase "by the Design Review Committee" is deleted therefrom.

25. In Section 10 of Article VII, the phrase "Design Review Committee" is deleted therefrom.

Except as amended hereby, the Declaration shall be and remain in full force and effect without modification.

IN WITNESS WHEREOF, the Declarant has hereunto set its hand and seal this 12th day of January, 2003.

MBLODY HOMES, INC.,
a Delaware corporation

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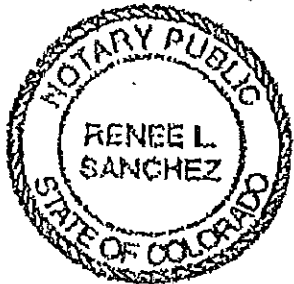
By: [Signature]
Title: Division President

STATE OF COLORADO)
) ss.
COUNTY OF Adams)

The foregoing instrument was acknowledged before me this 12th day of January, 2003, by David A. Byline as President of MBLODY HOMES, INC., a Delaware corporation, Declarant.

Witness my hand and official seal.

(SEAL)



[Signature]
Notary Public
My Commission expires: 12-15-05

AMENDMENT TO DECLARATION OF
COVENANTS, CONDITIONS AND RESTRICTIONS FOR
WOODMEN HILLS FILING NO. 8 AND A PORTION OF FILING NO. 9

503-1000

This AMENDMENT TO DECLARATION OF COVENANTS, CONDITIONS AND RESTRICTIONS FOR WOODMEN HILLS FILING NO. 8 AND A PORTION OF FILING NO. 9 ("Amendment") is made as of the day and year hereinafter set forth by MELODY HOMER, INC., a Delaware corporation ("Declarant").

WITNESSETH:

THAT WHEREAS, a certain Declaration of Covenants, Conditions and Restrictions for Woodmen Hills Filing No. 8 and A Portion of Filing No. 9 was recorded on November 9, 2000, at Reception No. 200136133, in the Office of the Clerk and Recorder of El Paso County, Colorado, as amended and supplemented from time to time ("Declaration") (terms which are defined in the Declaration shall have the same meanings herein unless otherwise defined); and

WHEREAS, Section 2 of Article VII of the Declaration permits amendment thereto by the Declarant until such time as the Declarant has conveyed all of the Property to Owners other than Declarant; and

WHEREAS, as of its execution of this Amendment, the Declarant has not conveyed all of the Property to Owners other than Declarant; and


WHEREAS, the Declaration provides for a Design Review Committee and Design Standards but no funding is provided for such matters since the Declaration does not provide for payment by the Owners of any assessments or other amounts nor does the Declaration provide for a homeowners association to collect or expend funds for such matters; and

WHEREAS, the Declarant desires hereby to amend the Declaration to delete therefrom all of the provisions which pertain to the Design Review Committee and Design Standards, as well as all matters incidental thereto.

NOW, THEREFORE, the Declarant hereby states, declares and amends the Declaration as follows:

1. Section 4 of Article II is hereby deleted in its entirety.
2. Section 5 of Article II is hereby deleted in its entirety.
3. Section 8 of Article II is hereby deleted in its entirety.
4. Section 10 of Article II is hereby deleted in its entirety.

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5. In Section 6 of Article III, the phrase "or such equivalent garage arrangements as may be approved by the Design Review Committee" is deleted therefrom.
6. In Section 8 of Article III, the phrase "except with the prior written approval of the Design Review Committee" is deleted therefrom.
7. In Section 10 of Article III, the phrase "unless otherwise approved by the Design Review Committee" is deleted therefrom.
8. In Section 12 of Article III, the phrases "in the reasonable opinion of the Design Review Committee" and "in the opinion of the Design Review Committee," are deleted therefrom.
9. In Section 13 of Article III, the last sentence is deleted therefrom and the following sentence is substituted in its place: "The Declarant, as long as the Declarant owns any Lot, reserves the right to select a company to be the exclusive supplier of trash pickup for the Property."
10. In Section 14 of Article III, the phrase "in the opinion of the Design Review Committee" is deleted therefrom.
11. In Section 16 of Article III, the phrase "except with the prior written consent of the Design Review Committee" is deleted therefrom.
12. In Section 17 of Article III, the last two sentences are deleted therefrom.
13. In Section 18 of Article III, the following are deleted therefrom: all of subsection (a); and the phrase (from the last sentence) "provided, however, that standards relating to dimensions, color, style and location of such sign shall be determined from time to time by the Design Review Committee."
14. In Section 20 of Article III, the phrase "and shall include any established drainage pattern shown on any plans approved by the Design Review Committee" is deleted therefrom.
15. In Section 25 of Article III, the following phrases are deleted therefrom: "or such other condition as may be approved in writing by the Design Review Committee"; and "subject to the approval of the Design Review Committee."
16. In Section 28 of Article III, the phrase "and approved by the Design Review Committee" is deleted therefrom.
17. In Section 29 of Article III, the first two sentences, and the phrase (in the last sentence) "approved by the Design Review Committee," are deleted therefrom.
18. In Section 30 of Article III, subsection (b) is deleted therefrom.

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- 19. In Section 31 of Article III, subsection (c) is deleted therefrom.
- 20. In Section 34 of Article III, the phrase "without the prior permission of the Design Review Committee," and the last sentence of said Section, are deleted therefrom.
- 21. Section 37 of Article of III, the phrases "or within any extension of that period granted by the Design Review Committee" and "however these requirements may be modified with the approval of the Design Review Committee" are deleted therefrom.
- 22. Article IV ("Architectural Approval") is deleted in its entirety.
- 23. In Section 2 of Article VI, subsection (c) is deleted therefrom.
- 24. In Section 4 of Article VII, the phrase "by the Design Review Committee" is deleted therefrom.
- 25. In Section 10 of Article VII, the phrase "Design Review Committee" is deleted therefrom.

Except as amended hereby, the Declaration shall be and remain in full force and effect without modification.

IN WITNESS WHEREOF, the Declarant has hereunto set its hand and seal this 12th day of December, 2003.

MELODY HOMES, INC.,
a Delaware corporation

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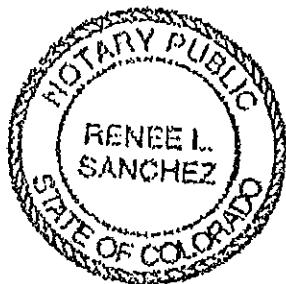
By: [Signature]
Title: Division President

STATE OF COLORADO)
COUNTY OF Adams) ss.
)

The foregoing instrument was acknowledged before me this 12th day of December, 2003, by Michael Pyles as President of MELODY HOMES, INC., a Delaware corporation, Declarant.

Witness my hand and official seal.

(SEAL)



[Signature]
Notary Public
My Commission expires: 12-15-05