



SUPPLEMENTAL DECLARATION

FOR

THE PONDS AT BLUE RIVER

THIS SUPPLEMENTAL DECLARATION is made the date set forth below by Ponds at Blue River Associates, LLC, a Colorado limited liability company, with an address of 8400 E. Prentice Ave., Suite 745, Denver, Colorado 80111 ("**Declarant**").

RECITALS

A. Declarant has executed that certain Declaration of The Ponds at Blue River ("**Declaration**"), which Declaration has been recorded in the records in the Office of the Clerk and Recorder of the County of Summit, State of Colorado.

B. Article 7 of the Declaration provides enlargement, expansion and other reserved rights of the Declarant.

C. *Exhibit C* of the Declaration provides the legal description of property which Declarant may annex to The Ponds at Blue River ("**Annexable Property**").

D. The undersigned Declarant desires to annex a portion of the Annexable Property to The Ponds at Blue River pursuant to Article 7 of the Declaration and desires to establish initial Units.

The undersigned hereby declares as follows:

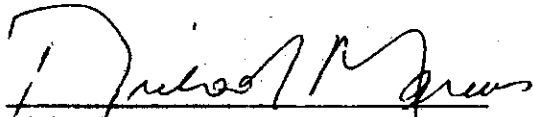
1. Annexation of Property. Pursuant to Article 7 of the Declaration, the property described in *Exhibit A* attached hereto and incorporated herein by this reference, being a portion of the Annexable Property, is annexed to The Ponds at Blue River and is made a part of the "Real Estate." The property described in *Exhibit A* shall hereafter be held, sold, conveyed, encumbered, leased, rented, occupied and improved subject to the terms and provisions of the Declaration.

2. Number of Units/Allocated Interests. The Declarant hereby establishes initial Units within the Community, which Units are identified in a Map, which Map also describes and includes the property described in *Exhibit A*. Immediately upon the recording of this Supplemental Declaration and a Map for the property described in *Exhibit A*, the number of initial Units and their allocated interests shall be as set forth in *Exhibit B-1*, and the total number of Units and their allocated interests shall be as set forth in *Exhibit B-2*.

3. Definitions. Unless otherwise defined herein, initially capitalized terms defined in the Declaration shall have the same meaning herein.

IN WITNESS WHEREOF, the undersigned Declarant has hereunto set its hand and seal on this 8th day of May, 2000.

PONDS AT BLUE RIVER ASSOCIATES, LLC
By: WS BLUE RIVER ASSOCIATES, LLC,

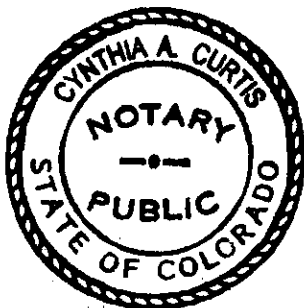

Richard Marcus, Manager

STATE OF COLORADO)
) ss.
COUNTY OF Arapahoe)

The foregoing Declaration was acknowledged before me by Richard Marcus of WS Blue River Associates, LLC, a Colorado limited liability company, Manager of Ponds at Blue River Associates, LLC, a Colorado limited liability company, on this 8th day of May, 2000.

Witness my hand and official seal.

My commission expires: 2-7-04



My Commission Expires 02-07-2004


Notary Public

EXHIBIT A

LEGAL DESCRIPTION OF PROPERTY ANNEXED HEREBY

A PARCEL OF LAND, PART OF LOT 3, PONDS AT BLUE RIVER, SEC.36, T 4 S, R 78 W, TOWN OF SILVERTHORNE, SUMMIT COUNTY, STATE OF COLORADO, MORE PARTICULARLY DESCRIBED AS FOLLOWS:

COMMENCING AT THE SOUTH EAST CORNER OF SAID SECTION, THENCE ALONG THE SOUTH LINE OF THE SECTION S89°55'49"E, 741.13 FEET; THENCE ALONG A LINE N00°13'03"E, 1062.33 FEET; THENCE PERPENDICULAR TO SAID LINE S89°46'57"E, 331.45 FEET TO A POINT ON THE NON-TANGENT CURVE, THE TRUE POINT OF BEGINNING.

THENCE ALONG THE SAID CURVE, ARC LENGTH 101.21 FEET, RADIUS 612.50 FEET, CENTRAL ANGLE 9°28'03"; THENCE S64°21'03"E, 116.02 FEET; THENCE S25°38'57"W, 154.51 FEET; THENCE N52°25'34"W, 8.68 FEET; THENCE N83°25'39"W, 104.75 FEET; THENCE N05°14'14"E, 119.34 FEET A POINT ON CURVE RIGHT; THENCE ALONG THE SAID CURVE, ARC LENGTH 85.26 FEET, RADIUS 49.00 FEET, CENTRAL ANGLE 9°28'03"; THENCE N 17°18'16" E, 27.57 FEET TO THE TRUE POINT OF BEGINNING.

SAID PARCEL CONTAINS 27808 SQUARE FEET OR 0.638 ACRES.

Subject to the terms, conditions, obligations and provisions of the documents and exceptions to title of record, including the following:

1. Patent recorded June 16, 1955 at Reception No. 75778.
2. Instrument recorded April 25, 1944 in Book 132 at Page 59.
3. Instrument recorded July 26, 1956 in Book 150 at Page 318.
4. Ordinances recorded July 6, 1981 at Reception No. 225567 and at Reception No. 227036.
5. Instrument recorded December 11, 1982 at Reception No. 249358.
6. Instruments recorded December 15, 1982 at Reception No. 249359; January 7, 1983 at Reception No. 250391; June 5, 1985 at Reception No. 297954 and January 23, 1995 at Reception No. 485074.

7. Instruments recorded June 14, 1983 at Reception No. 257911; recorded February 16, 1984 at Reception No. 273119; recorded June 5, 1985 at Reception No. 297953; and recorded December 26, 1985 at Reception No. 309536.
8. Instruments recorded August 5, 1983 at Reception No. 261018.
9. Instruments recorded December 19, 1991 at Reception No. 414585 and recorded January 17, 1992 at Reception No. 416133.
10. Instrument recorded January 23, 1995 at Reception No. 485076.
11. Agreement for cable television entered into with AT&T/TCI and recorded or to be recorded.
12. Other documents and interest of record.

EXHIBIT B - 1

INITIAL UNITS

Building	Unit
S-5	150 Robin Drive
S-5	152 Robin Drive
S-5	154 Robin Drive
S-5	156 Robin Drive

Totals:

1

4

EXHIBIT B - 2

TOTAL UNITS

Building	Unit	Square Footage	Percentage of Ownership Interest in Common Elements and Percentage of Common Expenses	Votes in the Association
S-5	150 Robin Drive	1905	.27	1
S-5	152 Robin Drive	1701	.24	1
S-5	154 Robin Drive	1701	.24	1
S-5	156 Robin Drive	1789	.25	1

Totals

1.0

4

AFTER RECORDING RETURN TO:

ORTEN & HINDMAN, P.C.
11901 W. 48th Ave.
Wheat Ridge, CO 8033-2166