



**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 5690 DTC Parkway Suite 280W, Englewood, CO 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. The Declaration has been amended and supplemented by documents recorded in the records in the Office of the Clerk and Recorder of the County of Summit, State of Colorado.

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

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

E. 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 additional Units.

The undersigned hereby declares as follows:

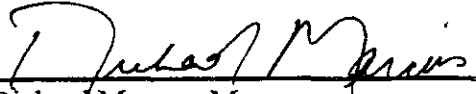
1. Annexation of Property. Pursuant to Article 7 of the Declaration, the property described in *Exhibit A* attached hereto and incorporated herein by this reference, being a portion of the Annexable Property, is annexed to The Ponds at Blue River and is made a part of the "Real Estate." The property 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 additional 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 additional 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, additionally 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.

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

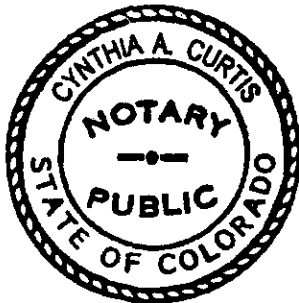

Richard Marcus, Manager

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 28 day of June, 2001.

Witness my hand and official seal.

My commission expires: 2-7-04



My Commission Expires 02-07-2004

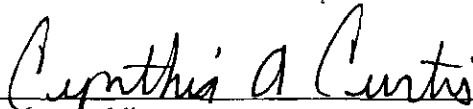

Notary Public

EXHIBIT A

LEGAL DESCRIPTION OF PROPERTY ANNEXED HEREBY

PARTS OF LOT 1 AND 2, THE PONDS AT BLUE RIVER, SEC.36, T 4 S, R 78 W, 6TH P.M. TOWN OF SILVERTHORNE, COUNTY OF SUMMIT, STATE OF COLORADO.

SAID PARCEL CONTAINS 352,819 SQUARE FEET OR 8.099 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

ADDITIONAL UNITS

Building	Unit
N-4	130 Allegra Lane
N-4	132 Allegra Lane
N-4	134 Allegra Lane
N-4	136 Allegra Lane
N-5	140 Allegra Lane
N-5	142 Allegra Lane
N-5	144 Allegra Lane
N-5	146 Allegra Lane
N-9	131 Allegra Lane
N-9	133 Allegra Lane
N-9	135 Allegra Lane
N-9	137 Allegra Lane
N-10	121 Allegra Lane
N-10	123 Allegra Lane
N-10	125 Allegra Lane
N-10	127 Allegra Lane
Totals: 4	16

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-1	110 Robin Drive	1905	.0148	1
S-1	112 Robin Drive	1701	.0133	1
S-1	114 Robin Drive	1701	.0133	1
S-1	116 Robin Drive	1789	.0139	1
S-2	120 Robin Drive	1905	.0148	1
S-2	122 Robin Drive	1701	.0133	1
S-2	124 Robin Drive	1701	.0133	1
S-2	126 Robin Drive	1789	.0139	1
S-3	130 Robin Drive	1789	.0139	1
S-3	132 Robin Drive	1701	.0133	1
S-3	134 Robin Drive	1701	.0133	1
S-3	136 Robin Drive	1905	.0148	1
S-4	140 Robin Drive	1789	.0139	1
S-4	142 Robin Drive	1701	.0133	1
S-4	144 Robin Drive	1701	.0133	1
S-4	146 Robin Drive	1905	.0148	1
S-5	150 Robin Drive	1905	.0148	1
S-5	152 Robin Drive	1701	.0133	1
S-5	154 Robin Drive	1701	.0133	1
S-5	156 Robin Drive	1789	.0139	1
S-6	160 Robin Drive	1905	.0148	1
S-6	162 Robin Drive	1701	.0133	1

Building	Unit	Square Footage	Percentage of Ownership Interest in Common Elements and Percentage of Common Expenses	Votes in the Association
S-6	164 Robin Drive	1701	.0133	1
S-6	166 Robin Drive	1905	.0148	1
S-7	170 Robin Drive	1905	.0148	1
S-7	172 Robin Drive	1701	.0133	1
S-7	174 Robin Drive	1701	.0133	1
S-7	176 Robin Drive	1905	.0148	1
S-8	180 Robin Drive	1905	.0148	1
S-8	182 Robin Drive	1701	.0133	1
S-8	184 Robin Drive	1701	.0133	1
S-8	186 Robin Drive	1905	.0148	1
S-9	190 Robin Drive	1905	.0148	1
S-9	192 Robin Drive	1701	.0133	1
S-9	194 Robin Drive	1701	.0133	1
S-9	196 Robin Drive	1905	.0148	1
N-1	100 Allegra Lane	1905	.0148	1
N-1	102 Allegra Lane	1701	.0133	1
N-1	104 Allegra Lane	1701	.0133	1
N-1	106 Allegra Lane	1905	.0148	1
N-2	110 Allegra Lane	1905	.0148	1
N-2	112 Allegra Lane	1701	.0133	1
N-2	114 Allegra Lane	1701	.0133	1
N-2	116 Allegra Lane	1905	.0148	1

Building	Unit	Square Footage	Percentage of Ownership Interest in Common Elements and Percentage of Common Expenses	Votes in the Association
N-3	120 Allegra Lane	1789	.0139	1
N-3	122 Allegra Lane	1701	.0133	1
N-3	124 Allegra Lane	1701	.0133	1
N-3	126 Allegra Lane	1789	.0139	1
N-4	130 Allegra Lane	1905	.0148	1
N-4	132 Allegra Lane	1701	.0133	1
N-4	134 Allegra Lane	1701	.0133	1
N-4	136 Allegra Lane	1905	.0148	1
N-5	140 Allegra Lane	1905	.0148	1
N-5	142 Allegra Lane	1701	.0133	1
N-5	144 Allegra Lane	1701	.0133	1
N-5	146 Allegra Lane	1905	.0148	1
N-9	131 Allegra Lane	1905	.0148	1
N-9	133 Allegra Lane	1701	.0133	1
N-9	135 Allegra Lane	1701	.0133	1
N-9	137 Allegra Lane	1905	.0148	1
N-10	121 Allegra Lane	1789	.0139	1
N-10	123 Allegra Lane	1701	.0133	1
N-10	125 Allegra Lane	1701	.0133	1
N-10	127 Allegra Lane	1789	.0139	1
N-11	111 Allegra Lane	1905	.0148	1
N-11	113 Allegra Lane	1701	.0133	1

AFTER RECORDING RETURN TO:

WESTERN SKIES ASSOCIATES, LLC
5690 DTC BOULEVARD
SUITE 280W
ENGLEWOOD, CO 80111