



Cheri Brunvand-Summit County Recorder 4/26/2000 15:33 DF:

SECOND SUPPLEMENT

to

**DECLARATION OF COVENANTS, CONDITIONS, RESTRICTIONS
AND EASEMENTS**

for

WHISPERING PINES RANCH

(Annexation of Whispering Pines Ranch, Filings Nos. 4 and 5)

SLBG, LLC, a Colorado limited liability company, as Declarant, executed the Declaration of Covenants, Conditions, Restrictions and Easements for Whispering Pines Ranch dated as of December 30, 1998 and recorded January 14, 1999 at Reception No. 586135 in the real property records of Summit County, Colorado (referred to, as previously supplemented and amended, as the "Declaration"). The Declaration contemplates that all or portions of certain additional property may be annexed to the Declaration from time to time by the execution and recording of an amendment to the Declaration.

Accordingly, pursuant to Section 19.3 of the Declaration, the undersigned, as Declarant, hereby amends and supplements the Declaration by adding to the "Property", as originally defined in the Declaration, that part of the "Expansion Property" (as defined in the Declaration) described on Exhibit A attached to and incorporated in this Supplement. As provided in Section 19.4 of the Declaration, the definitions used in the Declaration shall automatically be extended to encompass and to refer to the Property, as expanded by this Supplement, and the property described on Exhibit A to this Supplement is added to and made a part of the Property for all purposes.

Executed as of April 25, 2000.

DECLARANT:

SLBG, LLC, a Colorado limited liability
company

By: Bill-Kath, LLC, a Colorado limited
liability company, a member

By William T. Gallipo
William T. Gallipo, Member

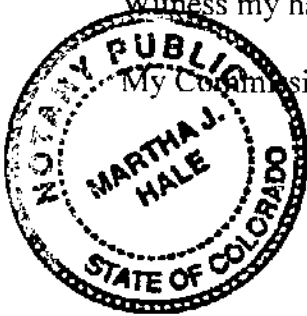


M200000019

STATE OF COLORADO)
 DENVER)
COUNTY OF ARAPAHOE)

The foregoing instrument was acknowledged this 2nd day of April, 2000, by William T. Gallipo as a member of Bill-Kath, LLC, a Colorado limited liability company, a member of SLBG, LLC, a Colorado limited liability company.

Witness my hand and official seal.



My Commission expires: 10/18/01

Martha J. Hale
Notary Public

DNVR1:60095168.01
4/25/00 2:01 PM

EXHIBIT A
to
SECOND SUPPLEMENT
to
DECLARATION OF COVENANTS, CONDITIONS, RESTRICTIONS
AND EASEMENTS
for
WHISPERING PINES RANCH

(Annexation of Whispering Pines Ranch, Filings Nos. 4 and 5)

PARCEL A (to become Whispering Pines Ranch Filing No. 4):

A tract of land being a portion of Section 28, Township 5 South, Range 77 West of the Sixth Principal Meridian, County of Summit, State of Colorado, described as follows:

Beginning at the southwest corner of Soda Creek at Lake Dillon, Filing No. 4, according to the plat recorded in the office of the Clerk and Recorder; thence N78°57'57"W a distance of 147.98 feet; thence S52°48'56"W a distance of 171.49 feet; thence S20°32'51"W a distance of 91.04 feet; thence S83°31'59"W a distance 262.74 feet; thence N49°55'33"W a distance of 254.32 feet; thence N84°00'37"W a distance of 60.00 feet; thence northerly 286.04 feet along the arc of a non-tangent curve to the left having a radius of 270.00 feet, a central angle of 60°41'56", and a chord which bears N24°21'33"W 272.85 feet distant; thence N35°17'29"E a distance of 60.00 feet; thence southeasterly 41.70 feet along the arc of a non-tangent curve to the right having a radius of 330.00 feet, a central angle of 07°14'22", and a chord which bears S51°05'20"E 41.67 feet distant; thence N47°44'48"E a distance of 269.39; thence S42°15'12"E a distance of 60.00 feet; thence northeasterly 105.89 feet along the arc of a curve to the left having a radius of 225.00 feet, a central angle of 26°57'51", and a chord which bears N34°15'52"E 104.91 feet distant; thence S42°15'12"E a distance of 108.38 feet; thence S12°26'19"E a distance of 165.02 feet; thence S45°30'07"E a distance of 40.05 feet; thence S77°26'15"E a distance of 199.23 feet; thence N80°27'12"E a distance of 207.36 feet to a point on the west boundary of said Soda Creek at Lake Dillon, Filing No. 4; thence S11°29'15"E along said west boundary line a distance of 200.25 feet to the point of beginning,

County of Summit,
State of Colorado.

PARCEL B (to become Whispering Pines Ranch Filing No. 5):

A tract of land being a portion of Section 28, Township 5 South, Range 77 West of the Sixth Principal Meridian, County of Summit, State of Colorado, and described as follows:

Commencing at the southwest corner of Soda Creek at Lake Dillon, Filing No. 4, according to the plat recorded in the office of the Clerk and Recorder; thence $S88^{\circ}36'21''W$ a distance of 829.42 feet to the point of beginning; thence $S05^{\circ}59'25''W$ a distance of 90.00 feet; thence $S70^{\circ}39'37''W$ a distance of 315.02 feet; thence $S79^{\circ}15'14''W$ a distance of 352.54 feet; thence $N53^{\circ}10'46''W$ a distance of 127.32 feet; thence $N16^{\circ}45'30''W$ a distance of 169.93 feet; thence $N20^{\circ}16'35''E$ a distance of 178.38 feet; thence $N88^{\circ}07'19''E$ a distance of 326.05 feet; thence $N47^{\circ}44'48''E$ a distance of 255.83 feet; thence $S54^{\circ}42'31''E$ a distance of 140.06 feet; thence 286.04 feet along the arc of a curve to the right having a radius of 270.00 feet, a central angle of $60^{\circ}41'56''$, and a chord which bears $S24^{\circ}21'33''E$ 272.85 feet distant to the point of beginning,

County of Summit,
State of Colorado.