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AMENDMENT OF
DECLARATION OF COVENANTS, CONDITIONS AND RESTRICTIONS
OF
COLONIAL HEIGHTS SUBDIVISION
Book 3346 Page 991

This AMENDMENT OF DECLARATION OF COVENANTS, CONDITIONS AND RESTRICTIONS OF COLONIAL HEIGHTS SUBDIVISION (the "Amendment") is made as of the 2nd day of May, 2003, by SONSHINE II CONSTRUCTION & DEVELOPMENT, LLC ("Declarant").

A. Declarant has heretofore caused to be recorded in Book 3326 at Page 663, Mesa County, Colorado records, a Declaration of Covenants, Conditions and Restrictions of Colonial Heights Subdivision (the "Declaration") and is the owner of all of the lots covered by the Declaration.

B. In Article VII, Section 7 of the Declaration, amendment is authorized upon approval of 90% of lot owners.

C. Article V is hereby amended to add the following paragraph I:

" I. All residences shall have a minimum of 1400 square feet of living space plus at least a two (2) car garage. All roofs shall have no less than a 5 to 12 pitch and 30 year architectural shingles. Exterior surface shall be stucco and all exterior colors shall be earth tones, except the front may have rock or brick materials. Rear lot fencing on all lots with the rear yard adjacent to a public road right of way shall be installed by the lot owner within one (1) year of residence of a certificate of occupancy."

Dated as of the date and year first above written.

SONSHINE II CONSTRUCTION &
DEVELOPMENT, LLC

By: Sundance Property Leasing, Inc., Manager


By: [Signature]
Lloyd J. Davis, Jr., President

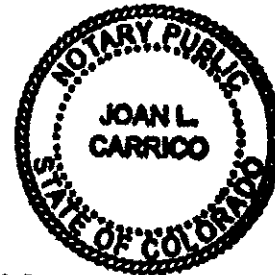
STATE OF COLORADO)
) ss.
COUNTY OF MESA)

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The foregoing instrument was acknowledged before me this 2nd day of May, 2003, by Sunshine II Construction & Development, LLC, by Sundance Property Leasing, Inc., Manager, by Lloyd J. Davis, Jr., President.

WITNESS my hand and official seal.
My commission expires:


Notary Public



My Commission Expires 10/24/2006