



After Recording Return to:

✓ Grant, Grant & Goiran LLP
P.O. Box 908
Longmont, Colorado 80502

CORRECTION
SUPPLEMENTAL DECLARATION
OF PROSPECT, A PLANNED COMMUNITY:
WALLACE ADDITION THIRD FILING

THIS SUPPLEMENTAL DECLARATION OF PROSPECT, A PLANNED COMMUNITY: WALLACE ADDITION THIRD FILING, is made and executed by Burlington Neighborhood Limited Liability Company, a Colorado limited liability company (hereinafter "Founder").

RECITALS

Prospect is a planned community comprised of 77 acres, more or less, situated in the County of Boulder, State of Colorado, and more particularly described in Exhibit A, attached hereto and incorporated herein by this reference. These 77 acres are the Master Plan Area. The Founder developed the first portion of the Master Plan Area as the Wallace Addition First Filing, recorded as Plan File P-37 F-2, #47-60, County of Boulder, State of Colorado.

On September 5, 1996, Founder created for Prospect a Declaration of Charter, Easements, Covenants and Restrictions (hereinafter "Declaration"), recorded in the County of Boulder, State of Colorado on September 25, 1996 as Reception No. 1645265, and Master Deed Restrictions, recorded in the County of Boulder, State of Colorado on September 25, 1996 as Reception No. 1645264. The Declaration and Master Deed Restrictions were and are intended to apply to Wallace Addition First Filing and to any and all additional Phases of development of Prospect.

The Founder has now developed a portion of the Master Plan Area known as the Wallace Addition Third Filing, recorded in the County of Boulder, State of Colorado on February 27, 2001, as Reception No. 2122429, and as described on Exhibit A attached hereto and incorporated herein by this reference. Except as provided herein, the Founder intends to annex the Wallace Addition Third Filing to Prospect pursuant to Section 2.2 of the Declaration. Except as provided herein, the Founder also intends that the Declaration and the Master Deed Restrictions, and all amendments thereto or modifications thereof, apply to the Wallace Addition Third Filing of Prospect.

Founder recorded a Supplemental Declaration of Prospect on March 12, 2004, as Reception No. 2565699, which Declaration purports to annex the entire Third Filing.



Section 2.2 of the Declaration provides in part as follows: "The Founder shall have the right, but not the obligation, for a period of thirty (30) years from this date, from time to time in its sole discretion, to annex any part of the Master Plan Area. This reserved development right may be exercised with respect to different portions of the Master Plan Area at different times."

Founder did not intend to annex the entire Third Filing, as portions of the Third Filing are designated for inclusion within Downtown Prospect, and, as such, are subject to the Downtown Prospect Declaration of Charter, Easements, Covenants, and Restrictions recorded on December 11, 2001 as Reception No. 2230004. The recording of the earlier recorded Supplemental Declaration has created ambiguity with respect to Founder's intention to annex lots within the Third Filing. This Correction Supplemental Declaration amends the earlier recorded Supplemental Declaration, and, to the extent of any conflict among these documents, this Correction Supplemental Declaration shall prevail.

NOW, THEREFORE, the Founder hereby annexes the Wallace Addition Third Filing to Prospect, except those portions designated for inclusion in Downtown Prospect, and declares that the Wallace Addition Third Filing, except those portions designated for inclusion in Downtown Prospect, shall be held, sold and conveyed subject to the covenants, restrictions and easements of the Declaration and Master Deed Restrictions, which shall run with the land and be binding on all parties and heirs, successors and assigns having any right, title or interest in all or any part of Prospect.

The Founder also hereby annexes all of the Residential Units (as defined in the Downtown Prospect Declaration) within Downtown Prospect, to Prospect, and declares that all of these Residential Units shall be held, sold and conveyed subject to the covenants, restrictions and easements of the Declaration and Master Deed Restrictions, which shall run with the land and be binding on all parties and heirs, successors and assigns having any right, title or interest in all or any part of Prospect.

No portion of the Third Filing included in Downtown Prospect shall be annexed to Prospect, except for the Residential Units.

[signature appears on next page]



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Boulder County Clerk, CO AMEND AGREE R 21.00

EXHIBIT A

Wallace Addition Third Filing according to the Final Plat recorded as Plan File P-56 F-2,
#6 & 7, County of Boulder, State of Colorado.