



TENTH AMENDMENT

TO

DECLARATION OF COVENANTS, CONDITIONS, RESTRICTIONS

AND EASEMENTS FOR

NORTHGATE RESIDENTIAL PROPERTIES

THIS TENTH AMENDMENT is made this 28th day of June, 2001 by PICOLAN, INC., a Colorado corporation ("Declarant"), and amends that certain Declaration of Covenants, Conditions, Restrictions and Easements for Northgate Residential Properties (the "Declaration"), dated July 8, 1997 and recorded July 10, 1997 under Reception No. 097079216 of the records of El Paso County, Colorado. The Declaration was previously amended by a First Amendment to Declaration of Covenants, Conditions, Restrictions and Easements for Northgate Residential Properties dated May 15, 1998 and recorded May 19, 1998 under Reception No. 098066621, by a Second Amendment to Declaration of Covenants, Conditions, Restrictions and Easements for Northgate Residential Properties dated October 8, 1999 and recorded October 15, 1999 under Reception No. 099160922, by a Third Amendment to Declaration of Covenants, Conditions, Restrictions and Easements for Northgate Residential Properties dated November 22, 1999 and recorded November 29, 1999 under Reception No. 099180174, by a Fourth Amendment to Declaration of Covenants, Conditions, Restrictions and Easements for Northgate Residential Properties dated January 18, 2000 and recorded January 31, 2000 under Reception No. 200010109, by a Fifth Amendment to Declaration of Covenants, Conditions, Restrictions and Easements for Northgate Residential Properties dated April 25, 2000 and recorded April 27, 2000 under Reception No. 200046047, by a Sixth Amendment to Declaration of Covenants, Conditions, Restrictions and Easements for Northgate Residential Properties dated October 3, 2000 and recorded October 6, 2000 under Reception No. 200121698, by a Seventh Amendment to Declaration of Covenants, Conditions, Restrictions and Easements for Northgate

Residential Properties dated October 17, 2000 and recorded October 19, 2000 under Reception No. 200127007, by an Eighth Amendment to Declaration of Covenants, Conditions, Restrictions and Easements for Northgate Residential Properties dated December 4, 2000 and recorded December 5, 2000 under Reception No. 200146143, and by a Ninth Amendment to Declaration of Covenants, Conditions, Restrictions and Easements for Northgate Residential properties dated January 29, 2001 and recorded January 31, 2001 under Reception No. 201011059, all in the records of El Paso County, Colorado. The Declaration and the Amendments are collectively referred to herein as the "Declaration."

Declarant is the owner of the real property in the City of Colorado Springs, County of El Paso and State of Colorado, as more particularly described on Exhibit A attached hereto (the "Tenth Additional Property"), which is part of the Expansion Property defined in the Declaration.

The purpose of this Tenth Amendment is to extend the Declaration to the Tenth Additional Property. Declarant has the right, power and authority to amend the Declaration as provided herein. Accordingly, pursuant to Section 7.2 and Section 10.3 of the Declaration, the Declaration is hereby amended to add the Tenth Additional Property to the area made subject to the Declaration. All of the terms, conditions and provisions of the Declaration shall apply to and be binding upon the Tenth Additional Property, and the Tenth Additional Property shall be subject to all of the terms, conditions and provisions of the Declaration.

Any capitalized phrase, term or word used in this Tenth Amendment that is not otherwise expressly defined in this Tenth Amendment shall have the meaning set forth in Article 1 of the Declaration, unless the context requires otherwise.

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LEGAL DESCRIPTION: SUNSET VIEW

A TRACT OF LAND BEING PORTIONS OF THE SOUTHWEST QUARTER OF SECTION 16 AND THE SOUTHEAST QUARTER OF SECTION 17, TOWNSHIP 12 SOUTH, RANGE 66 WEST OF THE SIXTH PRINCIPAL MERIDIAN, EL PASO COUNTY, COLORADO, BEING DESCRIBED AS FOLLOWS:

BASIS OF BEARINGS: THE WEST LINE OF THE SOUTHWEST QUARTER OF SECTION 16, TOWNSHIP 12 SOUTH, RANGE 66 WEST OF THE SIXTH PRINCIPAL MERIDIAN, BEING MONUMENTED AT THE WEST QUARTER CORNER BY A NO. 6 REBAR WITH 2-1/2" ALUMINUM SURVEYORS CAP STAMPED "D.B. & CO. PLS 22573" AND AT THE SOUTHWEST SECTION CORNER BY A 3-1/4" BUREAU OF LAND MANAGEMENT BRASS CAP APPROPRIATELY STAMPED, BEARING N00°55'22"W, A DISTANCE OF 2640.58 FEET, GRID BEARING OF THE COLORADO COORDINATE SYSTEM OF 1983, CENTRAL ZONE, PER GLOBAL POSITIONING SYSTEM SURVEY.

COMMENCING AT THE NORTHEASTERLY CORNER ON THE SOUTHERLY RIGHT-OF-WAY LINE OF RIDGELINE DRIVE AS PLATTED IN NORTHGATE FILING NO. 8, RECORDED UNDER RECEPTION NO. 200144406, RECORDS OF EL PASO COUNTY, COLORADO, SAID POINT BEING THE POINT OF BEGINNING;

THENCE ON THE WESTERLY AND SOUTHERLY BOUNDARY LINE OF A ALTA/ACSM LAND TITLE SURVEY RECORDED UNDER DEPOSIT NO. 201900081, THE FOLLOWING SEVEN (7) COURSES:

1. S00°56'04"E, A DISTANCE OF 55.28 FEET;
2. S12°15'01"E, A DISTANCE OF 54.05 FEET;
3. S00°03'13"E, A DISTANCE OF 323.95 FEET;
4. S09°20'32"E, A DISTANCE OF 100.97 FEET;
5. S80°28'45"W, A DISTANCE OF 179.62 FEET;
6. S80°26'40"W, A DISTANCE OF 32.12 FEET TO A POINT OF CURVE;
7. ON THE ARC OF A CURVE TO THE RIGHT, HAVING A DELTA OF 14°06'04", A RADIUS OF 370.00 FEET, A DISTANCE OF 91.06 FEET TO A POINT ON CURVE, SAID POINT BEING THE NORTHEASTERLY CORNER ON THE NORTHERLY RIGHT-OF-WAY LINE OF SNOWFLAKE DRIVE, AS PLATTED IN SAID NORTHGATE FILING NO. 8;

THENCE ON THE NORTHERLY RIGHT-OF-WAY LINE OF SAID SNOWFLAKE DRIVE AND THE SOUTHERLY RIGHT-OF-WAY LINE OF SAID RIDGELINE DRIVE, THE FOLLOWING TEN (10) COURSES:

1. ON THE ARC OF A CURVE TO THE RIGHT, HAVING A DELTA OF 14°04'06", A RADIUS OF 370.00 FEET, A DISTANCE OF 90.85 FEET TO A POINT OF TANGENT;
2. N71°23'10"W, A DISTANCE OF 156.37 FEET TO A POINT ON CURVE;
3. ON THE ARC OF A CURVE TO THE LEFT, WHOSE CENTER BEARS N76°33'46"W, HAVING A DELTA OF 06°19'15", A RADIUS OF 332.50 FEET, A DISTANCE OF 36.68 FEET TO A POINT OF TANGENT;
4. N07°06'59"E, A DISTANCE OF 128.58 FEET TO A POINT OF CURVE;
5. ON THE ARC OF A CURVE TO THE RIGHT, HAVING A DELTA OF 21°52'05", A RADIUS OF 267.50 FEET, A DISTANCE OF 102.10 FEET TO A POINT OF TANGENT;
6. N28°59'04"E, A DISTANCE OF 69.38 FEET TO A POINT OF CURVE;
7. ON THE ARC OF A CURVE TO THE RIGHT, HAVING A DELTA OF 46°22'54", A RADIUS OF 267.50 FEET, A DISTANCE OF 216.54 FEET TO A POINT OF TANGENT;
8. N75°21'58"E, A DISTANCE OF 161.85 FEET TO A POINT OF CURVE;
9. ON THE ARC OF A CURVE TO THE RIGHT, HAVING A DELTA OF 10°21'32", A RADIUS OF 270.00 FEET, A DISTANCE OF 48.81 FEET TO A POINT OF TANGENT;
10. N85°43'30"E, A DISTANCE OF 48.97 FEET TO THE POINT OF BEGINNING,

CONTAINING A CALCULATED AREA OF 5.4705 ACRES.

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| J. Patrick Kelly | El Paso Cty, CO | 201090736 |
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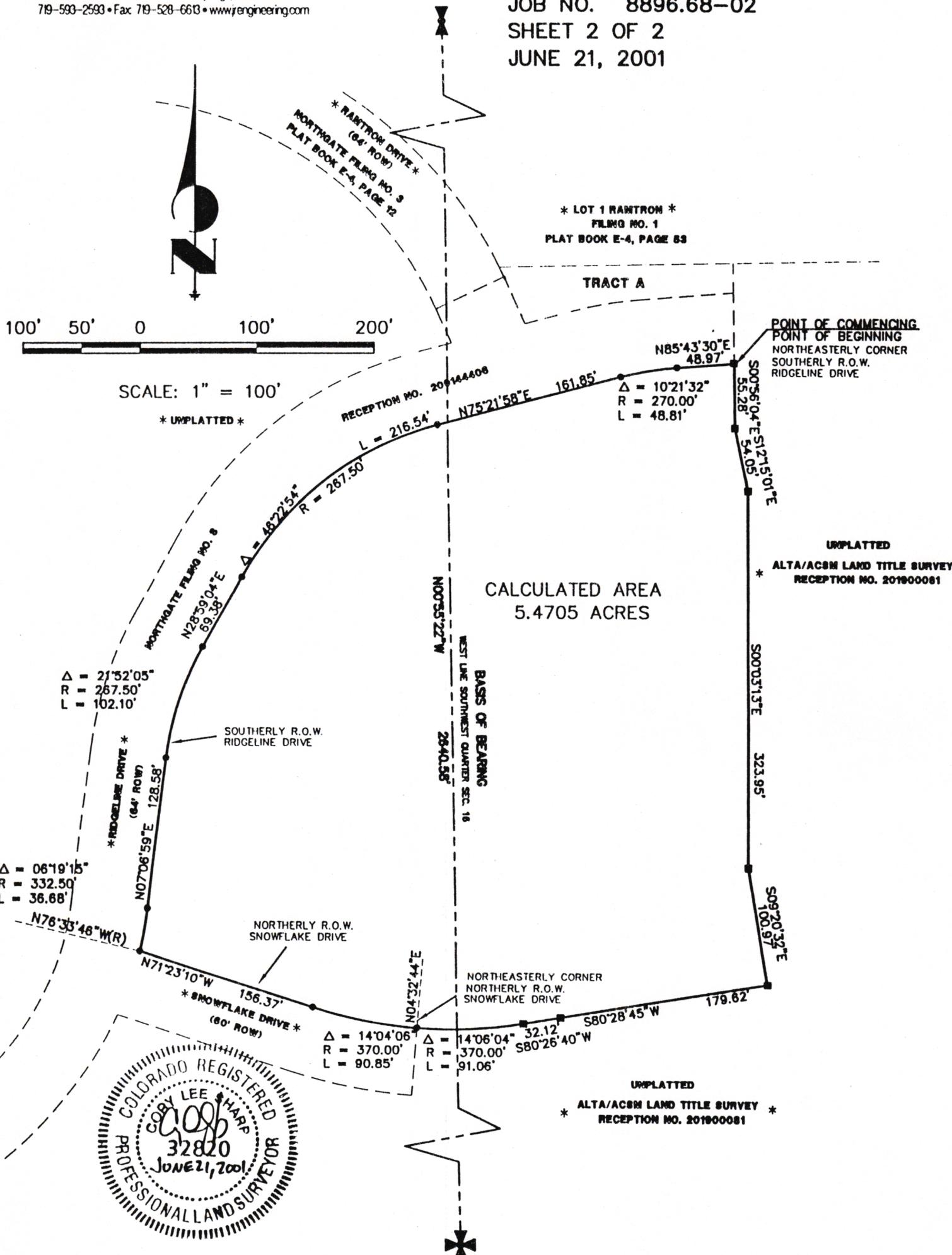
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SUNSET VIEW

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JUNE 21, 2001



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