



SIXTH AMENDMENT

TO

DECLARATION OF COVENANTS, CONDITIONS, RESTRICTIONS

AND EASEMENTS FOR

NORTHGATE RESIDENTIAL PROPERTIES

THIS SIXTH AMENDMENT is made this 3rd day of October, 2000 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, and 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, 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

"Sixth Additional Property"), which is part of the Expansion Property defined in the Declaration.

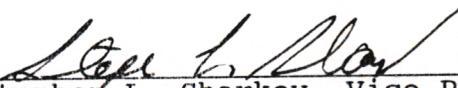
The purpose of this Sixth Amendment is to extend the Declaration to the Sixth Additional Property. Declarant has the right, power and authority to amend the Declaration as provided herein. Accordingly, pursuant to Section 7.2 and Section 10.3 of the Declaration, the Declaration is hereby amended to add the Sixth 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 Sixth Additional Property, and the Sixth 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 Sixth Amendment that is not otherwise expressly defined in this Sixth Amendment shall have the meaning set forth in Article 1 of the Declaration, unless the context requires otherwise.

IN WITNESS WHEREOF, the undersigned has signed this Sixth Amendment this 3rd day of October, 2000.

DECLARANT:

PICOLAN, INC., a Colorado corporation

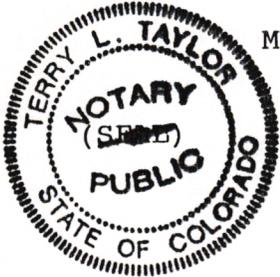
By 
Stephen L. Sharkey, Vice President

STATE OF COLORADO)
) ss.
COUNTY OF EL PASO)

The foregoing instrument was acknowledged before me
this 3rd day of October, 2000 by Stephen L. Sharkey as Vice
President of Picolan, Inc., a Colorado corporation.

Witness my hand and official seal.

My commission expires: October 19, 2000.



Terry L. Taylor
Notary Public

PICOLAN\RESDEC6.AMD

J. Patrick Kelly El Paso Cty, CO 200121698
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Exhibit A

Tracts B, C and D and Lots 1 through 64, inclusive, in Serenity Park at Northgate, in the City of Colorado Springs, County of El Paso and State of Colorado.