

AFTER RECORDING, RETURN TO:
Janeen J. Cameron, Paralegal
Forest City Stapleton, Inc.
7351 E. 29th Avenue
Denver, CO 80238



**FIRST AMENDMENT
TO THE
FIRST AMENDED AND RESTATED
COMMUNITY DECLARATION
FOR
THE PROJECT AREA
WITHIN THE FORMER
STAPLETON INTERNATIONAL AIRPORT**

1-4

THIS AMENDMENT is made this 14 day of December, 2005.

RECITALS

A. Forest City Stapleton, Inc, a Colorado corporation (“Declarant”), created the Stapleton Master Community (“Community”) by recording a Community Declaration for the Project Area within the former Stapleton Airport in the real property records of the County of Denver, said document was replaced by that certain First Amended and Restated Declaration for the Project Area within the Former Stapleton International Airport, recorded in the real property records of the County of Denver, State of Colorado, at Reception No. 2002086362, on May 10, 2002, and subsequently recorded in the real property records of the County of Adams, State of Colorado, at Reception No. C0969147 on May 14, 2002 (hereinafter referred to as the “Declaration”).

B. The Declaration provides for and allows for this Amendment to the Declaration (the “Amendment”) in Article 11, Section 11.7, which provides as follows:

...Thereafter, if Declarant shall determine that any amendments shall be necessary in order to make non-material changes, such as for the correction of a technical, clerical or typographical error or clarification of a statement or for any changes to property not yet part of the Community, then, subject to the following sentence of this Section, Declarant shall have the right and power to make and execute any such amendments without obtaining the approval of any Owners. Each such amendment of this Community Declaration shall be made, if at all, by Declarant prior to the expiration of forty (40) years from the date this Community Declaration is recorded. [emphasis added]

C. All Owners are aware of the provisions of the Declaration allowing for amendment, by virtue of the record notice of the Declaration, by acts and disclosures, newsletters or notices of the Association and by other means;

D. This Amendment has been prepared and determined by the Declarant to be reasonable and not burdensome;

E. The purpose of this Amendment is to clarify statements in Article 6 with regard to the effective date upon which the Master Community Association, Inc. (“Association”) may levy certain assessments; and

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NOW THEREFORE

I. Amendments. The Declaration is hereby amended as follows:

(a) Addition. The following Article 6, Section 6.17 is hereby added:

Section 6.17 Creation of a Unit. For purposes of clarifying the effective date upon which the Association may levy a Community-Wide Services, Residential Services and Recreational, Special Residential Services, or Neighborhood Associations assessment against a Unit, as set forth in Sections 6.6, 6.7, 6.9 and 6.11 of this Article, the term "effective upon creation of such Unit" shall mean, as to each filing, effective upon the sale of the first Unit within the filing to an Owner other than the Declarant or a Builder.

II. No Other Amendments. Except as amended by the terms of this Amendment and previous Amendments, the Declaration shall remain in full force and effect.

IN WITNESS WHEREOF, this Amendment is executed by the undersigned.

FOREST CITY STAPLETON, INC.,
a Colorado corporation

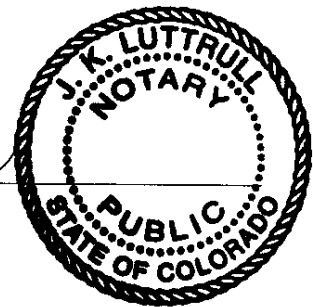
By: *John S. Lehigh*
John S. Lehigh, Chief Operating Officer

STATE OF COLORADO)
) ss.
COUNTY OF *Denver*)

The foregoing First Amendment to the Amended and Restated Community Declaration for the Project Area within the Former Stapleton International Airport was acknowledged before me this 14 day of December, 2005, by John S. Lehigh, as Chief Operating Officer of Forest City Stapleton, Inc., a Colorado corporation.

Witness my hand and official seal.
My commission expires: 8/19/2009

J. K. Luttrull
Notary Public



My Commission Expires 08/19/2009

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DENVER COUNTY CLERK AND RECORDER 765.00 .00 SMP

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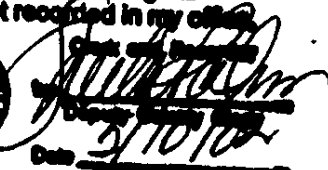
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765.00 DOC FEE: 0.00
CAROL SNYDER
ADAMS COUNTY

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Return to:
Jennifer Breusch
Forest City Stapleton
1401 17th St. #510
Denver CO 80202

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CERTIFICATION
The Clerk and Recorder for the
CITY AND COUNTY OF DENVER State
of Colorado does hereby certify this
document to be a full, true and
correct copy of the original
document recorded in my office.
Clerk and Recorder

Date 5/10/02

