

**DECLARANT'S FIRST AMENDMENT
TO THE DECLARATION OF PROTECTIVE COVENANTS
FOR BRITTANY PLACE OF BRECKENRIDGE TOWNHOMES**

WHEREAS, the Declaration of Protective Covenants for Brittany Place of Breckenridge Townhomes was recorded in the records of Summit County, Colorado on August 28, 1996, Reception No. 522379, which Declaration created protective covenants, conditions and restrictions for the real property described at Exhibit A of said Declaration to wit:

Lots 21, 21 1/2, 22, and 22 1/2. Except the South 60 feet of Lots 22 and 22 1/2, Snider's Addition to the Town of Breckenridge according to the plat filed in the Summit County, Colorado records;

WHEREAS, Section 7.3 of said Declaration reserves to the Declarant the right to plat additional lots in the general common area;

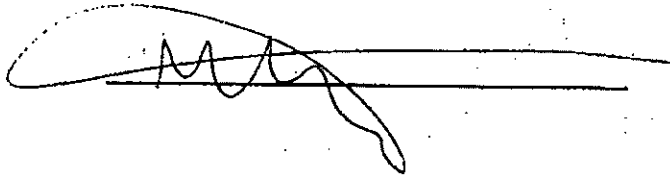
WHEREAS, Michael Hirsch is the Declarant named in the Declaration;

WHEREAS, the Declarant has caused a replat of said properties, as recorded in the records of Summit County on September 19, 1997, at Reception No. 547687, adding additional lots, and wishes to amend the above described Exhibit A to accurately describe the properties covered by said Declaration, consistent with said replat;

NOW THEREFORE, the Declarant hereby amends said Exhibit A to describe the properties covered by said Declaration as follows:

Brittany Place Filing No. 1, Replat 1
A resubdivision of Lots 21 and 21 1/2
and part of Lots 22 & 22 1/2 of
Snider Addition to the Town of Breckenridge
Summit County, Colorado.

MICHAEL J. HIRSCH,
Declarant

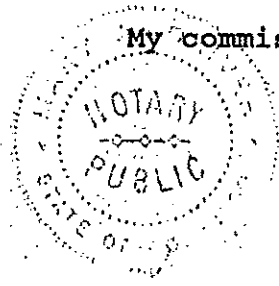


STATE OF COLORADO)
) ss.
COUNTY OF BOULDER)

SUBSCRIBED AND SWORN TO before me this 17th day of June, 1998, by Michael J. Hirsch.

Witness my hand and official seal.

My commission expires: 8-6-2001



Mary A. Driver
Notary Public