

WHEN RECORDED RETURN TO:

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**AMENDMENT TO DECLARATION OF COVENANTS,
CONDITIONS AND RESTRICTIONS FOR
WHISPERING PINES**

This AMENDMENT TO DECLARATION OF COVENANTS, CONDITIONS AND RESTRICTIONS FOR WHISPERING PINES (this "Amendment") is made this 13th day of November, 2015, by CALATLANTIC GROUP, INC., a Delaware corporation, successor-by-merger to THE RYLAND GROUP, INC., a Maryland corporation ("CalAtlantic").

WHEREAS, that certain Declaration of Covenants, Conditions and Restrictions for Whispering Pines recorded in the Office of the Clerk and Recorder of Arapahoe County, Colorado, on December 9, 2014, at Reception No. D4115551 (the "Declaration") creates certain protective covenants, conditions and restrictions as set forth therein. All initially capitalized terms shall have the meaning given in the Declaration unless otherwise defined herein.

WHEREAS, CalAtlantic is the Declarant under the Declaration.

WHEREAS, Section 12.4 of the Declaration provides that the Declaration may be amended by a written and recorded instrument containing the consent of the then Owners of at least 75% of the Lots subject to the Declaration.

WHEREAS, collectively, CalAtlantic, SHEA HOMES LIMITED PARTNERSHIP, a California limited partnership, and TRI Pointe Homes, Inc., a Delaware corporation are the Owners of at least 75% of the Lots subject to the Declaration.

NOW, THEREFORE, the Declaration is hereby amended as follows:

1. Subsection (iii) of Section 4.1 of the Declaration is hereby deleted in its entirety and replaced by the following:

(iii) the power to contract with a third-party property manager for the management of the Community and/or for all other duties and responsibilities of the Metropolitan District as provided herein related to the overall operation of the Community, including without limitation contracting for the provision of services for the collection of trash and solid waste within the Community;

2. Except as amended herein, the Declaration shall continue in full force and effect in accordance with its terms.

