

AMENDMENT TO DECLARATION OF PROTECTIVE COVENANTS
HIGHLAND PARK

Reference Declaration of Protective Covenants affecting the property known as Highland Park Subdivision, Filings 1, 1A, 1B and 2 ("the Covenants"), which were recorded June 13, 2000 at Reception No. 200068418 and August 29, 2002 at Reception No. 202145113 of the records of El Paso County, Colorado, and amended by document recorded June 12, 2007 at Reception No. 207079316 of the records of El Paso County, Colorado.

RECITALS:

1. Little London, LLC is the Declarant under the aforesaid covenants, and has not conveyed or relinquished the Declarant's rights relating to the covenants and water decree and augmentation plan for Highland Park to the Highland Park Neighborhood Association, Inc. (HPA), or any other entity or person.
2. Paragraph, 24.A. of the Covenants provides that Declarant, its successors or assigns, expressly reserves the right to from time to time amend or revoke any restrictive covenants then in existence, but no such amendment or revocation shall apply to lots that are sold prior thereto without the written consent of a majority of the then owners of any such lots (one vote per lot).
3. All Highland Park lot owners rely on ground water wells for their water supply, which water is limited by Water Court decree to only normal uses inside one single family dwelling and irrigation of up to 5,000 square feet of lawn and garden.
4. The Highland Park architectural committee has received requests over the years for approval of swimming pools. With the exception of one small above-ground pool that was approved initially (which pool will be removed soon, according to the owner), all subsequent requests were denied. While that pool owner has honored his agreement, experience has shown that the HPA has no practical way of ensuring that wells within Highland Park would not be used to fill or top off evaporation loss from pools, and it is an unreasonable burden on the HPA to have to verify the continuing source of water for pools. Use of well water would clearly be a violation of the owner's well permit and the Highland Park water decree, placing all owners in jeopardy of curtailment of their wells by the State, and hastening the depletion of the water aquifers under Highland Park.
5. The Declarant therefore deems it necessary for the protection of property values and preservation of the water supply for all property owners in Highland Park that the covenants be amended and clarified to prohibit the approval and construction of swimming pools in Highland Park, regardless of the proposed water source to fill and maintain them. The State's Water Commissioner for this District concurs with this action.

ROBERT C. "BOB" BALINK El Paso County, CO
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NOW THEREFORE, the Declarant hereby exercises its rights under said Paragraph 24.A., and amends the covenants as follows:

1. The following Paragraph 23.I. is added to the Covenants: "Swimming pools (indoor or outdoor) shall not be approved or constructed in Highland Park."
2. Lot 19, Highland Park, Filing 1: A small above-ground pool was approved in 2002 on this lot, with the provision that water therefor would be imported from outside of Highland Park. This pool is grandfathered until the earlier of removal of the pool, or until the sale or transfer of ownership of the property, at which time this amendment shall be effective as to Lot 19. The owner shall provide the HPA with receipts for each water delivery to the pool, noting the water source thereon. Should the owner use his well water for the pool, the approval shall be deemed revoked, and the pool shall be removed by the owner, or may be removed by the HPA at the owner's expense.
3. Owners in Highland Park representing a 2/3 majority of all owners (one vote per lot) have evidenced in writing their desire to so amend the covenants, such that this amendment shall apply to all lots that were sold by the Declarant prior to the enactment of this amendment.

Dated this 8th day of October, 2007, and effective on the date recorded in El Paso County, Colorado.

DECLARANT:
Little London, LLC

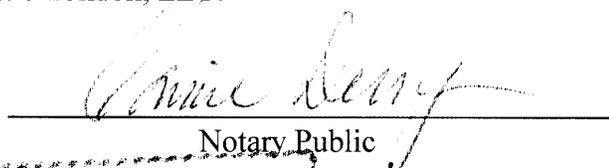


By Douglas H. Barber – Member

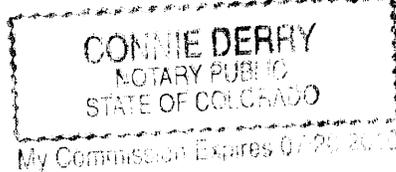
STATE OF COLORADO

COUNTY OF EL PASO ss: The foregoing document was acknowledged before me this
me this 10 day of November, 2007 by Douglas H. Barber as
Member of Little London, LLC.

My commission expires 7-28-10



Notary Public



Affirmation of Approval of Covenant Amendment By Property Owners

Voting on the foregoing covenant change commenced by written ballot mailed on October 8, 2007 via U.S. Mail to all property owners in Highland Park Subdivision, El Paso County, CO (Highland Park). The undersigned tellers, who are property owners in and residents of Highland Park, have personally counted the ballots from this vote, and affirm by their signatures hereon that ~~more~~ at least 2/3 of Highland Park owners (one vote per lot) approved the foregoing covenant change. The undersigned further acknowledge that, as of the date of their signing of this Affirmation, the above-ground pool on Lot 19, Highland Park, Filing 1, which is referenced in the covenant change, has been removed.

Kelly A. Crnokrak 11-10-07
 Kelly A. Crnokrak - Teller Date

Phyllis J. Gingerich 11-10-07
 Phyllis J. Gingerich - Teller Date

James R. Morin 11-10-07
 James R. Morin - Teller Date

James Reid 11-10-07
 James Reid - Teller Date

Marjorie E. Shuger 11/10/07
 Marjorie E. Shuger - Teller Date

Steven D. Mohan 11-11-07
 Steven D. Mohan - Teller Date

STATE OF COLORADO

ss: The foregoing document was acknowledged before me this
 COUNTY OF EL PASO me this 10 day of November, 2007 by Kelly A. Crnokrak

CONNIE DERRY
 NOTARY PUBLIC
 STATE OF COLORADO
 My Commission Expires 07/26/2010

My commission expires 7-26-10

Connie Derry
 Notary Public

STATE OF COLORADO

ss: The foregoing document was acknowledged before me this
 COUNTY OF EL PASO me this 10 day of November, 2007 by Phyllis J. Gingerich.

My commission expires 7-26-10

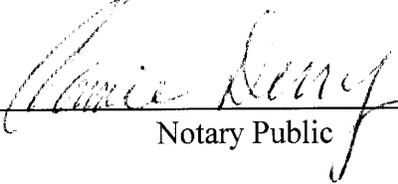
Connie Derry
 Notary Public

CONNIE DERRY
 NOTARY PUBLIC
 STATE OF COLORADO
 My Commission Expires 07/26/2010

STATE OF COLORADO

ss: The foregoing document was acknowledged before me this
COUNTY OF EL PASO me this 10 day of November, 2007 by James R. Morin.

My commission expires 7-26-10

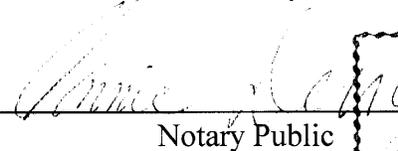

Notary Public

CONNIE DERRY
NOTARY PUBLIC
STATE OF COLORADO
My Commission Expires 07/26/2010

STATE OF COLORADO

ss: The foregoing document was acknowledged before me this
COUNTY OF EL PASO me this 10 day of November, 2007 by James Reid.

My commission expires 7-26-10

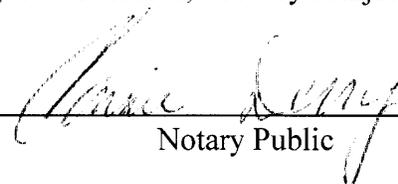

Notary Public

CONNIE DERRY
NOTARY PUBLIC
STATE OF COLORADO
My Commission Expires 07/26/2010

STATE OF COLORADO

ss: The foregoing document was acknowledged before me this
COUNTY OF EL PASO me this 10 day of November, 2007 by Marjorie E. Shuger.

My commission expires 7-26-10

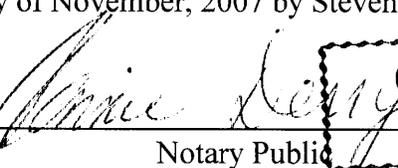

Notary Public

CONNIE DERRY
NOTARY PUBLIC
STATE OF COLORADO
My Commission Expires 07/26/2010

STATE OF COLORADO

ss: The foregoing document was acknowledged before me this
COUNTY OF EL PASO me this 10 day of November, 2007 by Steven D. Mohan.

My commission expires 7-26-10


Notary Public

CONNIE DERRY
NOTARY PUBLIC
STATE OF COLORADO
My Commission Expires 07/26/2010