



**AMENDMENT
TO THE
DECLARATION OF COVENANTS, CONDITIONS AND RESTRICTIONS
FOR
THE SEASONS AT KEYSTONE**

THIS AMENDMENT is made this 30 day of December, 2011.

RECITALS

A. Keystone/Intrawest L.L.C., a Delaware limited liability company, created The Seasons at Keystone community ("Community") by recording a Declaration of Covenants, Conditions and Restrictions for The Seasons at Keystone in the real property records of the County of Summit, State of Colorado, at Reception No. 708298 on January 17, 2003, as amended and supplemented by multiple documents of record (collectively referred to as the "Original Declaration").

B. The Original Declaration provides for and allows for this Amendment to the Declaration of Covenants, Conditions and Restrictions for The Seasons at Keystone (the "Amendment") in Section 18.03, which provides as follows:

... Owners may amend any provision of this Declaration at any time by a vote of at least 67 percent of the votes allocated to all Memberships.

C. The Original Declaration also requires First Mortgagee approval for this Amendment in Section 16.03(b), which provides as follows:

Notwithstanding anything to the contrary contained in this Declaration, the Association may not take any of the following actions without the consent of 67 percent of the First Mortgagees (based on one vote for each Unit encumbered by a First Mortgage held):

(b) except as provided herein for condemnation, casualty, and the exercise of Special Declarant Rights, change the Interests in General Common Elements, Shares of Common Expenses or votes in the Association of any Unit;

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

E. This Amendment has been prepared and determined by the Association and by the Owners that have approved this Amendment to be reasonable and not burdensome.

F. The purpose of this Amendment is to amend the allocated interests set forth in Exhibit D of the Declaration.

G. The undersigned, being the President and Secretary of the Association, hereby certify that Owners representing at least 67% of the votes allocated to all Memberships and 67% of the First Mortgagees have consented and agreed to this Amendment.

H. As amended by this Amendment, the Original Declaration is referred to as the "Declaration."

NOW THEREFORE,

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

(a) Repeal and Restatement. Exhibit D is hereby repealed in its entirety and the attached Exhibit D is substituted.

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.

THE SEASONS AT KEYSTONE ASSOCIATION, INC.,
a Colorado nonprofit corporation

By: _____


President

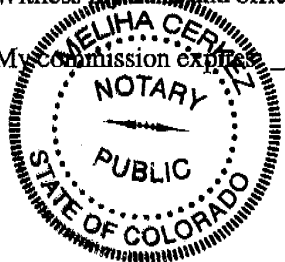
STATE OF COLORADO)
COUNTY OF Boulder) ss.

The foregoing was acknowledged before me this 30 day of December, 2011, by JOAN TRAVELL, as President of The Seasons at Keystone Association, Inc., a Colorado nonprofit corporation.

Witness my hand and official seal.

My Commission expires

12-10-2012



Melika Cervenka
Notary Public

AFTER RECORDING RETURN TO:
Hindman Sanchez P.C.
5610 Ward Road, Suite 300
Arvada, CO 80002
Attn: DAF

EXHIBIT D

(Attached to and forming a part of Declaration of Covenants, Conditions and Restrictions for
The Seasons at Keystone)

ALLOCATED INTERESTS

| Unit | Interest in General Common Elements | Shares of Common Expenses | Votes |
|-------------|--|--------------------------------------|--------------|
| 1826 | 2.43 | 2.43 | 1 |
| 1827 | 2.33 | 2.33 | 1 |
| 1828 | 2.33 | 2.33 | 1 |
| 1829 | 2.43 | 2.43 | 1 |
| 1830 | 5.03 | 5.03 | 1 |
| 1831 | 4.35 | 4.35 | 1 |
| 1832 | 4.35 | 4.35 | 1 |
| 1833 | 5.03 | 5.03 | 1 |
| 1834/35 | 2.80 | 2.80 | 1 |
| 1836 | 1.78 | 1.78 | 1 |
| 1837 | 1.78 | 1.78 | 1 |
| 1838/39 | 2.80 | 2.80 | 1 |
| 1840 | 3.77 | 3.77 | 1 |
| 1841 | 2.50 | 2.50 | 1 |
| 1842 | 2.50 | 2.50 | 1 |
| 1843 | 3.77 | 3.77 | 1 |
| 1844 | 2.43 | 2.43 | 1 |
| 1845 | 2.33 | 2.33 | 1 |
| 1846 | 2.33 | 2.33 | 1 |
| 1847 | 2.43 | 2.43 | 1 |
| 1848 | 5.03 | 5.03 | 1 |
| 1849 | 4.35 | 4.35 | 1 |
| 1850 | 4.35 | 4.35 | 1 |
| 1851 | 5.03 | 5.03 | 1 |
| 1852/53 | 2.80 | 2.80 | 1 |
| 1854 | 1.78 | 1.78 | 1 |
| 1855 | 1.78 | 1.78 | 1 |
| 1856/57 | 2.80 | 2.80 | 1 |
| 1858 | 3.77 | 3.77 | 1 |
| 1859 | 2.50 | 2.50 | 1 |
| 1860 | 2.50 | 2.50 | 1 |
| 1861 | 3.77 | 3.77 | 1 |
| | 100% | 100% | 32 |