

AMENDED DECLARATION OF
EASEMENTS, COVENANTS AND CONDITIONS
WESTGATE COMMERCIAL CENTER

TRAILS DOWN, LLC, SCHRADER PROPERTIES, LLC and POUDDRE VALLEY HEALTH CARE, INC. ("PVHC") are the owners of the property described as the Westgate Commercial Center Subdivision, a subdivision in the Town of Windsor, County of Larimer, State of Colorado ("Westgate First"), a portion of which was resubdivided into the Westgate Commercial Center Subdivision Second Filing, a subdivision in the Town of Windsor, County of Larimer, State of Colorado ("Westgate Second"). Trails Down, LLC and Schrader Properties, LLC are referred to together as "Declarant".

Westgate First (excepting Lot 5 and Tract A thereof) was subjected to a Declaration of Easements, Covenants and Conditions which was recorded on April 27, 1998 at Reception No. 98033430 (the "Declaration"). Article 11 of the Declaration allowed all or any portion of Westgate First (the "Expansion Property") to be subjected to the Declaration by the Declarant.

The subdivision plat for Westgate First was recorded in the office of the Clerk and Recorder of Larimer County, Colorado on September 19, 1997 at Reception No. 97062048. The subdivision plat for Westgate Second was recorded on or about January 21, 1999 in the office of the Clerk and Recorder of Larimer County, Colorado (the "Plat of Westgate Second"). For the purposes of this declaration, "PVHC Property" shall refer to that portion of Westgate First which was conveyed to PVHC by warranty deed recorded September 16, 1998 at Reception No. 98080293 of the records of the Clerk and Recorder of Larimer County, Colorado, and also known as Lot 5 of Westgate Second.

All of Westgate First (including Westgate Second as resubdivided), excepting the PVHC Property, is hereby subjected by Declarant to the Declaration. Tracts A and B as shown on the Plat of Westgate Second are included in the definition of "Roads and Streets" as defined in Article 2.30 of the Declaration, and the Declaration is amended, pursuant to Article 11.2 of the Declaration, to reflect the submission of such property to the Declaration.

The parties agree that the use of the property within Westgate First (except Lot 4 thereof) shall be restricted as follows and the Declaration shall be amended to reflect the following:

1. Gasoline and automotive fuel sales or storage of more than 500 gallons of automotive fuels will not be allowed within Westgate Second.

2. No business or enterprise engaged in the sale of durable medical goods or durable medical devices or the provision of clinical services for health care will be allowed in Westgate First, except on Lot 4 of Westgate First and except on any portion of the PVHC Property. This covenant shall not restrict the sale of non-prescription drugs or consumable medical supplies such as Band-aids, Ace bandages and similar over-the-counter products. This covenant prohibiting the sale of durable medical goods and devices, prescription drugs and provision of clinical services will expire as to Lots 1 and 2 of Westgate Second on January 20, 2009; all other property subjected to this covenant shall continue to be bound by the covenant after that date.

IN WITNESS WHEREOF, the undersigned execute this Declaration as of the 22nd day of January, 1999.

SCHRADER PROPERTIES, LLC

By: Stephen J. Schrader
Stephen J. Schrader, Manager

TRAILS DOWN, LLC

By: Stephen J. Schrader
Stephen J. Schrader, Manager

POUDDRE VALLEY HEALTH CARE, INC.

By: Erika J. Stoy
Erika J. Stoy, President

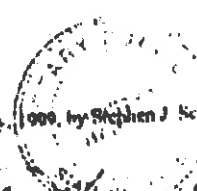
STATE OF COLORADO)
COUNTY OF LARIMER)

The foregoing instrument was acknowledged before me this 22nd day of January, 1999, by Stephen J. Schrader as Manager of Trails Down, LLC and as Manager of Schrader Properties, LLC.

Witness my hand and official seal

My commission expires: August 13, 2000

Christine Thomas
Notary Public



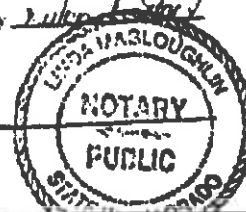
STATE OF COLORADO)
COUNTY OF LARIMER)

The foregoing instrument was acknowledged before me this 22nd day of January, 1999 by Erika J. Stoy of Poudre Valley Health Care, Inc.

Witness my hand and official seal

My commission expires: 12/17/00

Linda Wasiloughlin
Notary Public



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