

**TRANSFER OF DECLARANT RIGHTS AND POWERS
in the
DECLARATION OF COVENANTS, CONDITIONS AND RESTRICTIONS
for
MEADOWOOD, FILING No. 1**

BRINKERHOFF PARTNERS, LTD., a Colorado limited partnership, is the Declarant of that certain residential subdivision known as Meadowood, Filing No. 1, as shown on the plat recorded at File No. 10836 of the records of the Routt County Clerk and Recorder ("Plat"), and located in the City of Steamboat Springs, County of Routt, State of Colorado ("Subdivision"), which said rights and powers were reserved and established in the Declaration of Covenants, Conditions, and Restrictions for Meadowood, Filing No. 1, dated April 23, 1990 and recorded April 30, 1990 in Book 653 at Page 917 of the records of the Routt County Clerk and Recorder ("Declaration").

Pursuant to the Colorado Corporation Code, Declarant has caused to be incorporated a nonprofit corporation known as MEADOWOOD OWNERS ASSOCIATION, INC. ("Association"), which was created to exercise all the rights and powers of Declarant as set forth in the Declaration and to promote the health, safety, welfare, and common benefit of the residents of the Subdivision.

IN CONSIDERATION OF THE FOREGOING, and pursuant to Section 144 of the Declaration, Declarant hereby transfers and assigns to the Association any and all right, power, authority, and interest of Declarant in and under the Declaration.

DATED as of the 23RD day of July, 1996.

BRINKERHOFF PARTNERS, LTD., a Colorado limited partnership

By: Brinkerhoff Development Services, Inc., a Colorado corporation, as General Partner

By: *R.V.E. Brinkerhoff*
R.V.E Brinkerhoff, President

STATE OF New Mexico, COUNTY OF Bernalillo) ss:

The foregoing instrument was acknowledged before me this 23RD day of July, 1996, by R.V.E. Brinkerhoff as President of Brinkerhoff Development Services, Inc., a Colorado corporation, as General Partner of Brinkerhoff Partners Ltd., a Colorado limited partnership.

Witness my hand and seal:

San Diego
Notary Public

My commission expires: APRIL 13, 2000

466152 B-723 P-464 08/01/96 02:49P PG 1 OF 1 REC DOC
Kay Weinland Routt County Clerk & Recorder 6.00