

SIXTH AMENDMENT

To the Offering Plan of

**BELLEFAIR AT RYE BROOK
HOME OWNERS ASSOCIATION, INC.**

King Street
Rye Brook, New York 10573

Dated: November 6, 2001

The Offering Plan accepted for filing on or about June 23, 1998, amended on March 19, 1999 (First Amendment), July 26, 1999 (Second Amendment), February 22, 2000 (Third Amendment), September 1, 2000 (Fourth Amendment) and May 15, 2001 (Fifth Amendment), is hereby further amended as follows:

I. STATUS OF SALES

As of the date hereof, the Sponsor has closed title to 248 Homes and entered into contracts for 13 additional Homes out of the total of 261 Homes in the Development. The untitled Homes are: 51, 251, 252, 253, 254, 255, 256, 257, 258, 259, 260, 261 and 262.

II. AGGREGATE MONTHLY OBLIGATIONS

Sponsor's obligations for assessments is limited to the lesser of (i) the sum of the operating deficit for each fiscal year of the Association, provided that the calculation of the deficit shall not include management fees or contributions to the Reserve Fund or other contingency funds or (ii) all assessments levied against the unsold Homes for such fiscal year. If (ii) is greater than (i) for any fiscal year, Sponsor shall be entitled to credit such differences against its obligation to pay assessments in any subsequent fiscal year. To date there has been no deficiency payments required of Sponsor.

III. FINANCIAL OBLIGATIONS TO ASSOCIATION

The Sponsor has no financial obligations to the Association which will become due within the next twelve (12) months, other than payment of any deficiency payments (see Paragraph II for the maximum obligation), and has been current on all its obligations since the closing of title to the first Home. In addition, Sponsor is current on all financial obligations under the Offering Plan.

IV. UNSOLD HOMES OR LOTS SUBJECT TO MORTGAGES OR FINANCING COMMITMENTS

The untitled Homes are free and clear of any mortgages or financing commitments.

V. MEANS OF SPONSOR'S OBLIGATIONS

Any monthly obligations required of Sponsor will be paid from continued sales at the Development, construction loan, operating fund and cash flow from other businesses controlled by the Sponsor.

VI. LIST AND STATUS OF SPONSOR'S OTHER PUBLIC OFFERINGS

The Sponsor entity has not previously participated in any other prior public offering. However, Mitchell C. Hochberg, a Principal of the Sponsor was also the Principal of the Sponsor of the following projects:

1. The Country Club at Pleasantville
Pleasantville Country Club Homeowner's Association, Inc.
Pleasantville, New York 10570
Original Date: March 29, 1990
2. The Highlands at Riverwoods
Riverwoods Associates, L.L.C.
Mt. Kisco, New York 10549
Original Date: June 8, 1987
3. Hidden Falls at Rye Brook
Rye Brook, New York 10573
Original Date: September 12, 1989
4. Legend Yacht and Beach Club
Red Spring Lane
Glen Cove, New York
Date of Restated Offering Plan: June 25, 1999
5. Valimar Homeowners Association, Inc.
645 Hillside Avenue
White Plains, New York
Date of Restates Offering Plan: November 4, 1999
6. The Legends at Purchase
The Legends at Purchase Home Owners Association, Inc.
Purchase, New York
Date of CPS-7 Application: March 15, 2000

7. The Landing Home Owners Association, Inc.
Dobbs Ferry, New York
Original date: December 23, 1998
8. Mansion Ridge Home Owners Association, Inc.
Monroe, New York 10950
Original date: May 22, 2001

Copies of Offering Plans and CPS-7 Application for the above projects are on file with the New York Department of Law located at 120 Broadway, 23rd Floor, New York, New York 10271 and are available for public inspection.

The Sponsor's of these other projects are current in their financial obligations with respect to such other projects.

VII. BOARD OF DIRECTORS

The Sponsor transferred control of the Board of Directors on April 25, 2001. The current members of the Board are:

Ethan J. Blank, Home Owner
Carol Goodman, Home Owner
Roger Matles, Home Owner
Ellen Elmaleh, Home Owner
Ron Kuntzman, Home Owner
Pat Sanders Romano, Home Owner
Neil DeLuca, Sponsor's representative

VIII. FINANCIAL STATEMENT

Annexed hereto as Exhibit "A", is a copy of the financial statement of Association for the year ended December 31, 2000.

IX. BUDGET

The Association budget for the current year of operation, as disclosed in Paragraph IX of the Second Amendment has not changed and remains the same. Annexed hereto as Exhibit "B", is a copy of such Budget.

X. REAL ESTATE TAXES

For the 2000/2001 tax year, the Sponsor paid the aggregate amount of \$77,298.10 for real estate taxes on the then untitled Homes. The Sponsor is current on its payments of real estate taxes.

XI. EXTENSION OF OFFERING PLAN TERMS

This Plan may be used for six (6) months from the date this Amendment is duly accepted for filing and thereafter said date is to be extended in a further Amendment to be filed.

Other than as set forth above there are no material changes that require an Amendment to the Plan.

THE BELLEFAIR HOME & LAND COMPANY
SPONSOR