

0554

**Statement Under Oath of Principal Executive Officer and Principal Financial Officer  
Regarding Facts and Circumstances Relating to Exchange Act Filings**

I, Paris G. Reece III, Chief Financial Officer, state and attest that:

(1) To the best of my knowledge, based upon a review of the covered reports of M.D.C. Holdings, Inc. (the "Company"), and, except as corrected or supplemented in a subsequent covered report:

- no covered report contained an untrue statement of a material fact as of the end of the period covered by such report (or in the case of a report on Form 8-K or definitive proxy materials, as of the date on which it was filed); and
- no covered report omitted to state a material fact necessary to make the statements in the covered report, in light of the circumstances under which they were made, not misleading as of the end of the period covered by such report (or in the case of a report on Form 8-K or definitive proxy materials, as of the date on which it was filed).

(2) I have reviewed the contents of this statement with the Company's audit committee.

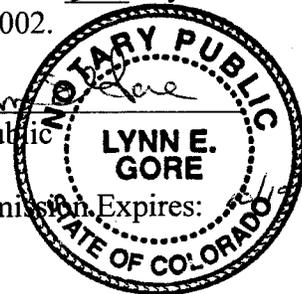
(3) In this statement under oath, each of the following, if filed on or before the date of this statement, is a "covered report":

- Annual Report on Form 10-K for the fiscal year ended December 31, 2001, filed with the Commission on February 19, 2002, of M.D.C. Holdings, Inc.;
- All reports on Form 10-Q, all reports on Form 8-K and all definitive proxy materials of M.D.C. Holdings, Inc. filed with the Commission subsequent to the filing of the Form 10-K identified above; and
- any amendments to any of the foregoing.

Signed: *Paris G. Reece III*  
 Name: Paris G. Reece III  
 Chief Financial Officer  
 Date: August 8, 2002

Subscribed and sworn to  
 before me this 8<sup>th</sup> day of  
 August, 2002.

*Lynn E. Gore*  
 Notary Public  
 My Commission Expires: 10/19/02



My Commission Expires Oct. 19, 2002

