

APPENDIX 2

Audit Committee Procedures for Handling Confidential Complaints Regarding Accounting or Auditing Matters

The Audit Committee has established the following procedures for the handling of Confidential Complaints regarding accounting or auditing matters.

1. Submission of Confidential Complaints. Any person who wishes to:
 - (a) submit a Confidential Complaint regarding accounting, internal accounting controls, or auditing matters, or
 - (b) bring to the attention of the Audit Committee his or her concerns regarding what that person believes are questionable or erroneous accounting or auditing matters,

may make such submission confidentially and anonymously by sending pertinent information in writing directly to the Audit Committee as follows:

Audit Committee - M.D.C. Holdings, Inc.

Attention: Chair

4350 S. Monaco Street

Denver, CO 80237

Fax Number: (303) 488-4700

Submission of complaints may also be made by calling the Compliance Committee at:

(720) 977-3421 – Rebecca B. Givens, General Counsel

(720) 977-3431 – Robert N. Martin, CFO

(303) 804-7730 – Joseph Fretz, Secretary

The procedures of this Section 1 are to be posted on the Company website.

2. Handling of Complaints. If the Compliance Committee receives a submission pursuant to Section 1 above, it shall promptly forward the submission to the Audit Committee. The Compliance

Committee is to retain copies or a summary of each submission for a period of at least one year. The Audit Committee will consider any submissions and take action as may be appropriate.

3. Non-Retaliation. It is the policy of the Company that neither the Company, nor any officer, employee, contractor, subcontractor or agent of the Company, shall harass, discriminate or otherwise retaliate against an employee in the terms and conditions of employment because of any lawful act, described below, made in good faith, committed by the employee:

(a) To provide information, cause information to be provided or otherwise assist in an investigation regarding conduct the employee reasonably believes constitutes a violation of federal or state law relating to mail fraud, any rule or regulation of the Securities and Exchange Commission (“SEC”) or fraud against shareholders, when the information or assistance is provided to or the investigation is conducted by a federal agency, congressional member or committee, state agency, state legislative member or committee, or person with supervisory authority over the employee or any other individual to whom a report is made under this Code;
or

(b) To file, cause to be filed, testify, participate in or otherwise assist with a proceeding filed or about to be filed in good faith relating to an alleged violation of mail or wire fraud statutes, any rule or regulation of the SEC, or any provision of federal and/or state law relating to fraud against shareholders.