



SECOND SUPPLEMENTAL DECLARATION TO

**Declaration of Protective Covenants, Conditions and Restrictions
For
Colorado's Timber Ridge Subdivision**

THIS SECOND SUPPLEMENTAL DECLARATION is made this 25th day of APRIL, 2002, by Colorado Timber Ridge Ranch ("Declarant"), a California Limited Partnership.

WHEREAS, on the 26th day of August, 1999, the Declarant recorded a "Declaration of Protective Covenants, Conditions and Restrictions for Colorado's Timber Ridge Subdivision" ("Declaration"), Reception Number 99008651, in the Office of the County Clerk and Recorder of Archuleta County, which subjected the real property described as Colorado's Timber Ridge f.k.a. The Gomez Ranch (Exhibit A of the Declaration, Reception Number 99008651) to the terms, conditions and restrictions of said Declaration; and

WHEREAS Article XII, Additions To The Property, of said Declaration provides that the Declarant shall have the right to bring within the scheme of the Declaration, and make subject to the provisions thereof, additional contiguous properties or phases, and

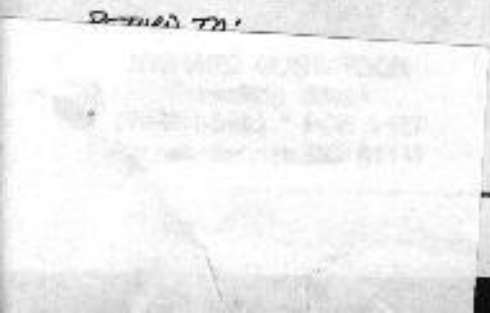
WHEREAS under Article XIV of said Declaration, the Declarant reserves the right to amend the Declaration under certain conditions,

NOW THEREFORE, pursuant to Section XII, Additions to the Property, of the Declaration of Protective Covenants, Conditions and Restrictions for Colorado's Timber Ridge Subdivision (Reception Number 99008651), the Declarant by execution and recordation of this Second Supplemental Declaration hereby encumbers and extends the coverage of the said Declaration to the real property described on Exhibit D Phase Four (attached thereto). Phase Four as described in the attached exhibit refers to a continuation of and an additional phase of Colorado's Timber Ridge Subdivision.

The Declarant further hereby amends the said Declaration as follows:

1. Article XV, Supplemental Provision, sub-paragraph A shall be amended, and as amended, shall read as follows:

"A. This Declaration of Protective Covenants, Conditions, and Restrictions shall incorporate all information presented on the final plats. The final plats may be amended only pursuant to the approval of the Board of County Commissioners of Archuleta County, Colorado. The Declarant reserves the right to create 76 lots in the Colorado's Timber Ridge Subdivision Phase I, 50 lots in the Colorado's Timber Ridge Subdivision



Phase Two, 33 lots in the Colorado's Timber Ridge Subdivision Phase Three, and 44 lots in the Colorado's Timber Ridge Subdivision Phase Four, all pursuant to C.C.I.O.A. 38-33.3-205.(d)."

2. Notwithstanding anything in this Second Supplemental Declaration to the contrary, and in lieu of the Private Lot Use and Restrictions under Article VII, A., of the Declaration, and the Design Requirement under Article VIII, of the Declaration pertaining to Dwelling Size/Density, Article VIII (D), the Declarant hereby makes, declares and establishes the following covenants, conditions and restrictions which shall apply only to the lots in Phase IV and subsequent Phases, if any:

a. Article VII, Private Lot Use and Restrictions, subparagraph A, Residential use is amended and, as amended, shall read as follows:

A. RESIDENTIAL USE. All lots shall be used exclusively for single family residential purposes including associated equestrian facilities. Guest quarters that are above attached garages or otherwise attached to or incorporated into the residence are allowed provided they do not exceed five hundred (500) square feet in floor area, exclusive of porches or decks. No buildings or improvements not associated with residential use shall be permitted.

b. Article VIII, (D), Dwelling Size/Density shall be amended and, as amended, shall read as follows:

A. DWELLING SIZE/DENSITY. Minimum residential floor area (exclusive of porch, garage, covered decks, cabanas or similar structures) shall be not less than 2000 square feet when attached to a two (2) car garage. Houses with detached garages shall be not less than 2600 square feet.

These restrictions/limitations as to Private Lot Use and as to Dwelling Size/Density applicable to all lots in Phase IV, and subsequent Phases, only, shall run with the land in Phase IV (and subsequent Phases) and shall be binding upon all persons and entities having any right, title or interest in and to Phase IV (and subsequent Phases) or any Lots, tracts, or parts thereof, their heirs, successors and assigns and their tenants, employees, guests and invitees and shall inure to and be for the benefit of each owner of a Lot within Phase IV (and subsequent Phases). As to Phases I, II, and III, the terms of the Declaration shall continue to apply, and the above amendments/declarations shall not apply to those earlier Phases.

IN WITNESS WHEREOF, the Declarant has executed this Second Supplemental Declaration to Declaration of Protective Covenants, Conditions and Restrictions the day

and year above written.

COLORADO TIMBER RIDGE RANCH, A CALIFORNIA LIMITED PARTNERSHIP

By: Walter Joseph Machock
Walter Joseph Machock, General Partner

STATE OF COLORADO }
 } ss.
COUNTY OF ARCHULETA }

The foregoing instrument was acknowledged before me this 25th day of April, 2002, by Walter Joseph Machock, General Partner of Colorado Timber Ridge Ranch, A California Limited Partnership.

WITNESS my hand and seal.

My Commission Expires: 4/15/2005 Karel K. Johnson
Notary Public



FOR GOOD AND VALUABLE CONSIDERATION, the receipt of which hereby is acknowledged, Colorado's Timber Ridge Homeowners Association, a Colorado non-profit corporation, hereby agrees to accept all of the benefits and all of the duties, responsibilities, obligations and burdens imposed upon it by the provisions of this Second Supplemental Declaration.

IN WITNESS WHEREOF, The Colorado's Timber Ridge Homeowners Association, a Colorado non-profit corporation, has caused this instrument to be executed in its corporate name by its President and attested by its Secretary, all by order of its Board of Directors first duly given, this the 25th day of April, 2002.

COLORADO'S TIMBER RIDGE HOMEOWNERS ASSOCIATION

Attest Richard S. Stimpson
Secretary

By A. J. M.
President



STATE OF COLORADO)
)ss.
COUNTY OF ARCHULETA)

On this 25 day of April, 2002, before me appeared Richard S. Gustafson
and Richard J. Mitchell to me personally known, who being by me
duly sworn did say: that they are the President and Secretary, respectively, of Colorado's
Timber Ridge Homeowners Association, a non-profit corporation of the State of
Colorado, and that said instrument was signed by them on behalf of said corporation
by authority of its Board of Directors, and said President and Secretary acknowledged
said instrument to the free act and deed of said corporation.

IN TESTIMONY WHEREOF, I have hereunto set my hand and affixed my
official seal the day and year first above written.

My Commission Expires: 4/18/2005

Karol K. Johnson
Notary Public



'EXHIBIT D'

LEGAL DESCRIPTION

Colorado's Timber Ridge, Phase Four

A tract of land located in a portion of Sections 27 and 28, Township 35 North, Range 2 West, New Mexico Principal Meridian, in Archuleta County, Colorado, being more particularly described as follows:

Beginning at the northeasterly most corner of Lot 66, Colorado's Timber Ridge Phase One, as shown on the Plat recorded in the Office of the Archuleta County, Colorado, Clerk and Recorder under Reception Number 99008647;

Thence S 19° 56' 32" E, 875.02 feet to a set 1-1/2" aluminum cap stamped PLS 31926;

Thence East, 2294.37 feet to a set 1-1/2" aluminum cap stamped PLS 31926;

Thence S 00° 20' 26" W, 1593.77 feet to a set 1-1/2" aluminum cap stamped PLS 31926;

Thence S 61° 49' 01" W, 1138.83 feet to the easterly right-of-way of Shooting Star Drive monumented with a set 1-1/2" aluminum cap stamped PLS 31926;

Thence along the arc of a curve to the right with a delta angle of 20° 06' 49" and a radius of 556.24 feet for a distance of 195.27 feet, the long chord of which bears S 00° 49' 22" W, 194.27 feet along the easterly right-of-way of said Shooting Star Drive monumented with an 1-1/2" aluminum cap stamped PLS 31926;

Thence S 10° 02' 52" W, 55.79 feet along the easterly right-of-way of said Shooting Star Drive to an 1-1/2" aluminum cap stamped PLS 31926;

Thence along the arc of a curve to the left with a delta angle of 90° 00' 00" and a radius of 40.00 feet for a distance of 62.83 feet, the long chord of which bears S 34° 57' 08" E, 56.57 feet along the easterly right-of-way of said Shooting Star Drive to the northerly right-of-way of Bristlecone Drive monumented with an 1-1/2" aluminum cap stamped PLS 31926;

Thence N 79° 57' 08" W, 365.48 feet along the northerly right-of-way of Bristlecone Drive, monumented with a pin and cap stamped PS 26228;

Thence along the arc of a curve to the left with a delta angle 38° 57' 55" and a radius of 570.00 feet for a distance of 387.64 feet, the long chord of which bears S 80° 33' 55" W, 380.21 feet along the northerly right-of-way of said Bristlecone Drive, monumented with a pin and cap stamped PS 26228;

Thence S 61° 04' 57" W, 178.04 feet along the northerly right-of-way of said Bristlecone Drive to the northeasterly corner of Tract L as shown on the Plat of Colorado's Timber Ridge, Phase Three, recorded in the Office of the Archuleta County, Colorado, Clerk and Recorder under Reception Number 20110833, monumented with a pin and cap stamped PS 26228;

Thence N 82° 08' 10" W, 1316.98 feet along the northerly line of said Tract L, Reception Number 20110833, monumented with a pin and cap stamped PS 26228;

Thence N 49° 40' 05" W, 708.62 feet along the northerly line of said Tract L, Reception Number 20110833, to the easterly line of Colorado's Timber Ridge, Phase One, as shown on the plat recorded in the Office of said Clerk and Recorder under Reception Number 99008647, monumented with a pin and cap stamped PS 26228;

Thence N 33° 26' 03" E, 1795.37 feet along the easterly line of said Phase One, Reception Number 99008647;

Thence N 14° 03' 23" W, 692.25 feet along the easterly line of said Phase One, Reception Number 99008647;

Thence N 37° 58' 27" W, 60.00 feet along the easterly line of said Phase One, Reception Number 99008647;

Thence N 36° 22' 50" E, 593.20 feet along the easterly line of said Phase One, Reception Number 99008647, to the point of beginning.

Contains 171.48 acres, more or less.

