

**SECOND SUPPLEMENTAL DECLARATION TO
MASTER DECLARATION FOR REDLANDS MESA**

BOOK 2982 PAGES 20

THIS SECOND SUPPLEMENTAL DECLARATION, effective this 17th day of December, 2001, is made and entered into by **REDLANDS MESA, LLC**, a Colorado limited liability company (the "Declarant").

RECITALS

A. By Master Declaration of Covenants, Conditions and Restrictions for Redlands Mesa recorded July 17, 2000 in Book 2730 at Page 66 in the Office of the Clerk and Recorder of Mesa County, Colorado, (the "Master Declaration"), Declarant created a Common Interest Community known as Redlands Mesa.

B. Under Section 6.5 of the Master Declaration, Declarant reserved the right to annex to the Common Interest Community all or any part of the "Annexable Property" described in Section 2.3 of the Master Declaration.

C. By First Supplemental Declaration to Master Declaration for Redlands Mesa recorded May 16, 2001 in Book 2851 at Page 9 of said records, Declarant annexed a portion of the Annexable Property to the Common Interest Community.

D. Declarant desires by this Second Supplemental Declaration to annex to the Common Interest Community a further portion of the Annexable Property, consisting of fifty-seven (57) additional Lots and certain other lands, and to amend the Master Declaration accordingly, and to reallocate the Allocated Interests of all Lot Owners in the Common Interest Community accordingly.

SUPPLEMENTAL DECLARATION

NOW, THEREFORE, for the purposes set forth in the Master Declaration, Declarant, for itself and its successors and assigns, hereby declares as follows:

1. The real property described on Exhibit A attached hereto and made a part hereof by this reference is hereby annexed to and made a part of the Common Interest Community known as Redlands Mesa. The property annexed by this Second Supplemental Declaration is hereinafter referred to as Redlands Mesa Filing 3 and Redlands Mesa Filing Four, respectively.

2. The definition of "Common Interest Community" set forth in Section 2.14 of the Master Declaration is hereby amended by the addition thereto of Redlands Mesa Filing 3 and Redlands Mesa Filing 4, and all of the lands within said Redlands Mesa Filing 3 and Redlands Mesa Filing 4 are hereby made expressly subject to the Master Declaration and all covenants, conditions, restrictions, limitations, assessments, charges, servitudes, liens, reservations, exceptions, easements, privileges, rights and other provisions set forth therein, except as modified below.

3. With respect to Redlands Mesa Filing 3 and Redlands Mesa Filing 4, Declarant expressly reserves to itself and its successors and assigns all of the rights set forth in Article 6 of the Master Declaration, as well as any other rights reserved by or to Declarant in the Master Declaration.

4. The Allocated Interests of all Lot Owners in the Common Interest Community are hereby reallocated as set forth in Exhibit B attached hereto and made a part hereof by this reference, and Exhibit A ("Allocated Interests") to the Master Declaration is hereby amended, replaced and superseded in its entirety by said attached Exhibit B.

5. With respect to Redlands Mesa Filing 3 only, the Bulk Standards and the Maximum Building Height Elevations set forth on Sheet 2 of 8 of the Final Plat of Redlands Mesa Filing 3 recorded December 17, 2001 in Plat Book 18 at Page 298, ^{RECEPTION NO. 2031159} are hereby declared to be additional "General Restrictions" applicable to Filing 3 as if set forth in full in Article 3 of the Master Declaration, and Article 3 of the Master Declaration is hereby amended (as it applies to Filing 3 only) by the incorporation thereof in Article 3. Said Bulk Standards and Maximum Building Height Elevations shall be subject to the other terms and provisions of the Master Declaration, including without limitation the variance procedures (where applicable) and the enforcement provisions contained therein.

6. The recorded easements and licenses appurtenant to or included in Redlands Mesa Filing 3 and Redlands Mesa Filing 4 are set forth on Exhibit C attached hereto and made a part hereof by this reference.

IN WITNESS WHEREOF, Declarant has executed this Second Supplemental Declaration the day and year first above written.

DECLARANT:

REDLANDS MESA, LLC, a Colorado limited liability company

By: [Signature]
David R. Slemon, Manager

STATE OF COLORADO)
) ss.
COUNTY OF PITKIN)

The foregoing Second Supplemental Declaration was acknowledged before me this 29th day of November 2001, by David R. Slemon as Manager of Redlands Mesa, LLC, a Colorado limited liability company.

Witness my hand and official seal.

My commission expires: 9/24/2001

(SEAL)

[Signature]
Notary Public
609 E. MAIN ASPEN,

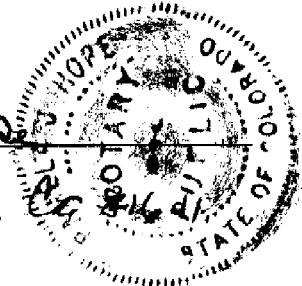


EXHIBIT A

LEGAL DESCRIPTION OF PROPERTY ANNEXED TO
COMMON INTEREST COMMUNITY BY
SECOND SUPPLEMENTAL DECLARATION

Redlands Mesa Filing 3, according to the Final Plat of said Filing 3 recorded December 17, 2001 in Plat Book 18 at Page 298 in the Office of the Clerk and Recorder of Mesa County, Colorado, and Redlands Mesa Filing 4, according to the Final Plat of said Filing 4 recorded December 17, 2001 in Plat Book 18 at Page 306 in the Office of the Clerk and Recorder of Mesa County, Colorado.

EXHIBIT B

ALLOCATED INTERESTS
REDLANDS MESA (FILINGS 1, 2, 3 AND 4)

<u>Lots or Units</u>	<u>Common Expense Liability</u>	<u>Vote</u>
<u>Filing 1:</u>		
Block 1, Lots 1-39 inclusive	Each Lot: 1/171	Each Lot: 1 Vote
Block 2, Lots 1-5 inclusive	Each Lot: 1/171	Each Lot: 1 Vote
Block 3, Lots 1-3 inclusive	Each Lot: 1/171	Each Lot: 1 Vote
Block 4, Lots 1-5 inclusive	Each Lot: 1/171	Each Lot: 1 Vote
Block 5, Lots 1-12 inclusive	Each Lot: 1/171	Each Lot: 1 Vote
Block 6, Lots 1-14 inclusive	Each Lot: 1/171	Each Lot: 1 Vote
<u>Filing 2:</u>		
Block 2, Lots 1-17 inclusive	Each Lot: 1/171	Each Lot: 1 Vote
Block 4, Lots 1-19 inclusive	Each Lot: 1/171	Each Lot: 1 Vote
<u>Filing 3:</u>		
Block 1, Lots 1-4 inclusive	Each Lot: 1/171	Each Lot: 1 Vote
Block 2, Lots 1-27 inclusive	Each Lot: 1/171	Each Lot: 1 Vote
Block 4, Lots 1-24 inclusive	Each Lot: 1/171	Each Lot: 1 Vote
<u>Filing 4:</u>		
Lots 1 and 2	Each Lot: 1/171	Each Lot: 1 Vote
<hr/> Total Lots: 171	<hr/> Total Common Expense Liabilities: 171/171	<hr/> Total Votes: 171

EXHIBIT C

RECORDED EASEMENTS AND LICENSES

1. All easements dedicated, shown or referred to on the Final Plat of Redlands Mesa Filing 3 recorded December 17, 2001 in Plat Book 18 at Page 298 and on the Final Plat of Redlands Mesa Filing 4 recorded December 17, 2001 in Plat Book 18 at Page 306.

2. Easements and rights-of-way created or reserved in United States Patents recorded in Book 163 at Page 32, Book 163 at Page 70, Book 163 at Page 298, Book 163 at Page 494, Book 230 at Page 113, Book 163 at Page 343, Book 163 at Page 219, Book 230 at Page 143, and Book 438 at Page 204.

3. Easement for sanitary sewer pipelines, and/or one or more water pipelines, together with all underground and surface appurtenances thereto and rights incidental thereto, granted to Ridges Metropolitan District in instruments recorded in Book 1499 at Page 144 and in Book 1510 at Page 43.

4. Declaration of Golf Course and Community Area Easements recorded July 17, 2000 in Book 2730 at Page 44.