

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

THIS THIRD SUPPLEMENTAL DECLARATION, effective this 17th day of December, 2003, 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. By Second Supplemental Declaration to Master Declaration for Redlands Mesa recorded December 17, 2001 in Book 2982 at Page 890 of said records, Declarant annexed a further portion of the Annexable Property to the Common Interest Community.

E. Declarant desires by this Third Supplemental Declaration to annex to the Common Interest Community a further portion of the Annexable Property, consisting of twenty-two (22) 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 Third Supplemental Declaration is hereinafter referred to as Redlands Mesa Filing 5.

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 5, and all of the lands within said Redlands Mesa Filing 5 are hereby made expressly subject to the Master Declaration and all covenants, conditions, restrictions,

EXHIBIT A

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

Redlands Mesa Filing 5, according to the Final Plat of said Filing 5 recorded December 18, 2003 in Plat Book 3553 at Page 918-928 in the Office of the Clerk and Recorder of Mesa County, Colorado.

EXHIBIT BALLOCATED INTERESTS
REDLANDS MESA (FILINGS 1, 2, 3, 4 AND 5)

<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: 1/193	Each Lot: 1 Vote
Block 2, Lots 1-5 inclusive	Each Lot: 1/193	Each Lot: 1 Vote
Block 3, Lots 1-3 inclusive	Each Lot: 1/193	Each Lot: 1 Vote
Block 4, Lots 1-5 inclusive	Each Lot: 1/193	Each Lot: 1 Vote
Block 5, Lots 1-12 inclusive	Each Lot: 1/193	Each Lot: 1 Vote
Block 6, Lots 1-14 inclusive	Each Lot: 1/193	Each Lot: 1 Vote
<u>Filing 2:</u>		
Block 2, Lots 1-17 inclusive	Each Lot: 1/193	Each Lot: 1 Vote
Block 4, Lots 1-19 inclusive	Each Lot: 1/193	Each Lot: 1 Vote
<u>Filing 3:</u>		
Block 1, Lots 1-4 inclusive	Each Lot: 1/193	Each Lot: 1 Vote
Block 2, Lots 1-27 inclusive	Each Lot: 1/193	Each Lot: 1 Vote
Block 4, Lots 1-24 inclusive	Each Lot: 1/193	Each Lot: 1 Vote
<u>Filing 4:</u>		
Lots 1 and 2	Each Lot: 1/193	Each Lot: 1 Vote
<u>Filing 5:</u>		
Block 1, Lots 1-6, inclusive	Each Lot: 1/193	Each Lot: 1 Vote
Block 2, Lots 1-16, inclusive	Each Lot: 1/193	Each Lot: 1 Vote
<u>Total Lots: 193</u>	<u>Total Common Expense Liabilities: 193/193</u>	<u>Total Votes: 193</u>

EXHIBIT C

RECORDED EASEMENTS AND LICENSES

1. All easements dedicated, shown or referred to on the Final Plat of Redlands Mesa Filing 5 recorded December 18, 2003 in Plat Book 3553 at Page 918-923
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.

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