

AMEND DECLARATION OF COVENANTS

BEAR CREEK SUBDIVISION

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ANDREW E PEREA CONEJOS CNTY COLORADO

WHEREAS, on July 12, 1991, Declarant, BEAR CREEK LAND COMPANY, did make, execute and record Declaration of Covenants, Restrictions, Easements, and Liens for certain real property known as Bear Creek Subdivision, a residential subdivision in Conejos County, Colorado, as more fully described in the legal description attached hereto.


NOW THEREFORE, in accordance with Article X, Section 3 of said Covenants, Declarant being the owner of lots in excess of the required majority proposes an amendment to the aforementioned Covenants and proposes incorporation of the following amendment by reference thereto as follows:

Refer: ARTICLE VI. COVENANT FOR MAINTENANCE ASSESSMENTS, Section 6, Date of Commencement of Annual Assessment, delete first sentence; first sentence shall now read as follows:

The annual assessment provided for herein shall commence as to all lots on August 31, 1993.

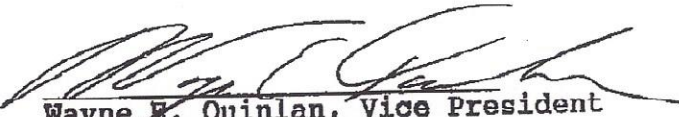
IN WITNESS WHEREOF, the undersigned, the Declarant herein has hereunto set their hand and seal this 30th day of November, 1993

BEAR CREEK LAND COMPANY, a
Colorado General Partnership

BY 
Michael C. Quinlan, President
Quinlan Group, Inc., General
Partner.



ATTEST:


Wayne F. Quinlan, Vice President

SCHEDULE C

The land referred to in Schedule A is situated in the State of Colorado, County of CONEJOS
and is described as follows:

All of tract 48 and a portion of tract 49, located in Sections 22, 26, and 27, Township 33 North, Range 6 East N.M.P.M., as shown on the plat thereof on file in the Office of the Clerk and Recorder of Conejos County, Colorado, under Reception No. 148083.

Formerly described as follows: ($SW\frac{1}{4}NW\frac{1}{4}NW\frac{1}{4}$, $S\frac{1}{2}NW\frac{1}{4}$, and $N\frac{1}{2}NW\frac{1}{4}SW\frac{1}{4}$ of Section 26, Township 33 North, Range 6 East N.M.P.M., and $SW\frac{1}{4}NE\frac{1}{4}$, $NW\frac{1}{4}NE\frac{1}{4}NE\frac{1}{4}$, $S\frac{1}{2}NE\frac{1}{4}NE\frac{1}{4}$, $W\frac{1}{2}NE\frac{1}{4}NE\frac{1}{4}NE\frac{1}{4}$, $SE\frac{1}{4}NE\frac{1}{4}$, $E\frac{1}{2}NW\frac{1}{4}NE\frac{1}{4}SE\frac{1}{4}$ and $NE\frac{1}{4}NE\frac{1}{4}SE\frac{1}{4}$ of Section 27, Township 33 North, Range 6 East N.M.P.M.)

Said Tract 48 and a portion of Tract 49, located in Sections 22, 26 and 27, Township 33 North, Range 6 East N.M.P.M., Conejos County, Colorado, is more particularly described as follows:

Beginning at AP 1, a G.L.O. brass cap, set for the upper northeast corner of said Tract 48;

Thence along the boundary of said Tract 48 for the following nine courses:

Thence South 660.00 feet to AP 14;
Thence East 990.00 feet to AP 13;
Thence South 660.00 feet to AP 12;
Thence East 1981.98 feet to AP 11;
Thence South 1320.00 feet to AP 10;
Thence West 1321.32 feet to AP 9;
Thence South 660.00 feet to AP 8;
Thence N 89°58'43" W 2310.00 feet to AP 7;
Thence North 660.00 feet to AP 6, on the South line of said Tract 49;

Thence S 89°51' W 1647.36 feet to AP 5, a G.L.O. brass cap, set for the lower Southwest corner of said Tract 49;

Thence North 1320.00 feet along the lower West line of said Tract 49 to a G.L.O. brass cap set for the Southwesterly inner corner of said Tract 49;

Thence N 89°51' E 1318.02 feet across said Tract 49 to AP 3., a G.L.O. brass cap, set for the upper Southwest corner of said Tract 48;

Thence North 1320.00 feet on a line between said Tract 48 and 49 to a point for the Northwest corner of said Tract 48 and the Northeast corner of Tract 49; (AP2, TR 48, AP 1, TR 49)

Thence East 988.68 feet along the North line of said Tract 48 to the Place of Beginning.

Less and except that portion of the above described tract lying within the right-of-way of Colorado State Highway No. 17. The description of said right-of-way is recorded in Book 217, Pages 443-454 A of the deed records of Conejos County, Colorado, containing 9.702 Acres, more or less.

AND, Lots 122,123,124,125,126,137,138,139,140,141, and 142 in Phase II-A of Bear Creek Subdivision, as per the plat filed for record under Reception No. 205806 in the Office of the County Clerk and Recorder, Conejos County, Colorado;

AND, Lots 1 through 81 in Bear Creek Subdivision, Phase I, as per the amended plat recorded under reception No. 203118 in the Office of the County Clerk and Recorder, Conejos County, Colorado.