

**AMENDMENT TO THE
DECLARATION OF COVENANTS, CONDITIONS AND
RESTRICTIONS OF
FALL VALLEY SUBDIVISION**

BOOK 2404 PAGE 212

This Amendment to the Declaration of Covenants, Conditions and Restrictions of Fall Valley Subdivision (the "Amendment of Declaration") is made as of the 10th day of February, 1998, by John Davis (the "Declarant").

A. Declarant has heretofore caused to be recorded in Book 2363 at Page 346, Mesa County, Colorado Records, a Declaration of Covenants, Conditions and Restrictions of Fall Valley Subdivision (the "Declaration").

B. In Article VII, Section 7 of the Declaration, Declarant expressly provided for the amendment of the Declaration.

C. Declarant wishes to amend and revise the Declaration to provide for maintenance of the irrigation system and 25½ Road landscaping by the homeowners association and to provide for maintenance of the fencing along 25½ and F½ Roads by the homeowners association after installation of same by the Declarant.

D. Declarant wishes to reserve the right for itself, and pursuant to Article VII, Section 7 the Lot Owners to amend the Declaration.

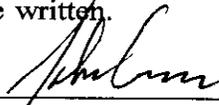
Declarant hereby declares that the Declaration is hereby amended as follows:

Article VII, Section 1 d. is amended to read as follows:

To maintain and otherwise manage, or to provide for the maintenance and management of, all the Common Area and all facilities, improvements and landscaping thereon, and all property acquired by the Association. These duties shall include, but not be limited to, maintenance of the irrigation system and landscaping in the 25½ Road right of way and maintenance of the six (6) foot high cedar fence installed along 25½ and F½ Roads by the Declarant.

Article V, A is amended to substitute the word "private" for the word "picket" in the second sentence of paragraph A.

DATED as of the day and year first above written.

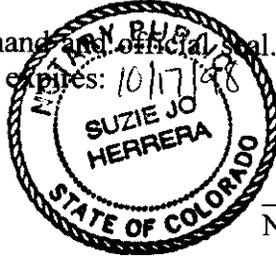


John Davis

STATE OF COLORADO)
) ss.
COUNTY OF MESA)

The foregoing instrument was acknowledged before me this 10th day of February, 1998 by John Davis.

WITNESS my hand and official seal.
My commission expires: 10/17/98



Suzie Jo Herrera
Notary Public

Sonshine Construction Development, LLC hereby ratifies the Covenants, Conditions and Restrictions of Fall Valley Subdivision ("Declaration") as amended.

SONSHINE CONSTRUCTION DEVELOPMENT, LLC

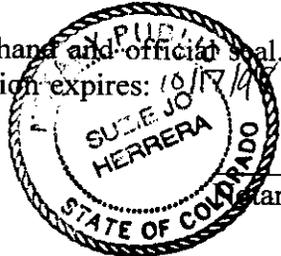
By: SUNDANCE PROPERTY LEASING, INC., Manager

By: Lloyd J. Davis, Jr.
Lloyd J. Davis, Jr., President

STATE OF COLORADO)
) ss.
COUNTY OF MESA)

The foregoing instrument was acknowledged before me this 10th day of February, 1998 by Lloyd J. Davis, the President of Sundance Property Leasing, the Manager of Sonshine Construction Development, LLC.

Witness my hand and official seal.
My commission expires: 10/17/98



Suzie Jo Herrera
Notary Public