

**FIRST AMENDMENT
TO THE DECLARATION
OF COVENANTS, CONDITIONS AND RESTRICTIONS
OF ORCHARD VALLEY WEST SUBDIVISION**

This FIRST AMENDMENT TO THE DECLARATION OF COVENANTS, CONDITIONS AND RESTRICTIONS OF ORCHARD VALLEY WEST SUBDIVISION (the "First Amendment of Declaration"), is made on March 20, 2000, by CARNES CONSTRUCTION & DEVELOPMENT, INC. ("Declarant").

A. Declarant has heretofore caused to be recorded in Book 2549 at Page 74, Mesa County, Colorado records, a Declaration of Covenants, Conditions and Restrictions of Orchard Valley West Subdivision (the "Declaration") and in conjunction with the undersigned owners is the owner of more than ninety percent of the lots covered by the Declaration.

B. In Article VII, Section 3 of the Declaration, the Declaration is subject to amendment upon the consent of ninety percent of the record title owners of the property subject to the declaration.

Declarant and the undersigned owners hereby amend the Declaration as follows:

1. Article II, Section 3, is hereby amended to read as follows:

" Section 3. Ownership of Irrigation Equipment. The Association shall own and be responsible for the maintenance of the irrigation pipeline from the headgate to each of the lots in Orchard Valley West Subdivision. The irrigation pipeline is a gravity flow system which will require a watering schedule and a limitation of 15 gpm. of irrigation water per lot upon substantial build out of the subdivision."

2. Severability. Invalidation of any one of these covenants or restrictions by judgment or court order shall in no way affect any other provisions which shall remain in full force and effect.

3. Conflicts Between Documents. In case of conflict between the Declaration as amended hereby and the Articles and the Bylaws of the Association, the Declaration as amended shall control.

DATED as of the day and year first above written.

CARNES CONSTRUCTION & DEVELOPMENT,
INC.

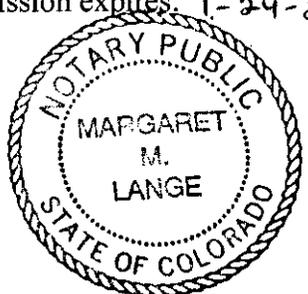
By: *W. Chris Carnes*
Title: President

R. Rex Ten Eyck
Jane M. Lange
Capital Point

STATE OF COLORADO)
) ss.
COUNTY OF MESA)

Subscribed and sworn to before me this 20th day of March, 2000, by C. Chris Carnes, the President of Carnes Construction & Development, Inc.

WITNESS my hand and official seal.
My commission expires: 1-24-2002

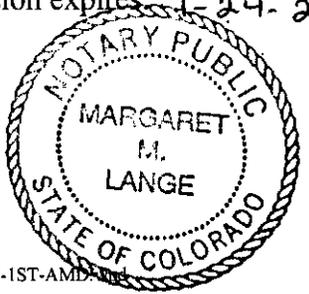


Margaret M. Lange
Notary Public

STATE OF COLORADO)
) ss.
COUNTY OF MESA)

Subscribed and sworn to before me this 20th day of March, 2000, by R. Rex Ten Eyck.

WITNESS my hand and official seal.
My commission expires: 1-24-2002

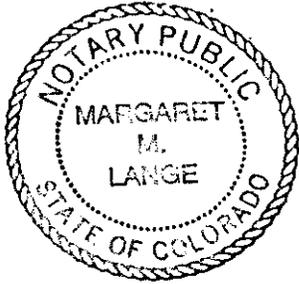


Margaret M. Lange
Notary Public

STATE OF COLORADO)
) ss.
COUNTY OF MESA)

Subscribed and sworn to before me this 20th day of March,
2000, by James M. Banney.

WITNESS my hand and official seal.
My commission expires: 1-24-2002

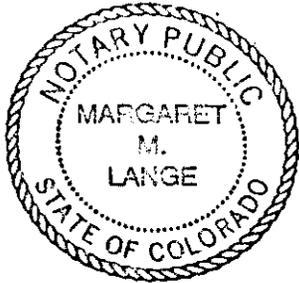


Margaret M. Lange
Notary Public

STATE OF COLORADO)
) ss.
COUNTY OF MESA)

Subscribed and sworn to before me this 20th day of March,
2000, by C. Dale Parish.

WITNESS my hand and official seal.
My commission expires: 1-24-2002



Margaret M. Lange
Notary Public