

**FORTY-SEVENTH SUPPLEMENTAL DECLARATION TO DECLARATION
OF COVENANTS, CONDITIONS, AND RESTRICTIONS
FOR HIGH DESERT RESIDENTIAL PROPERTIES
(Tracts OS-2-A, OS-3-A and OS-4-A)**

THIS FORTY-SEVENTH SUPPLEMENTAL DECLARATION is made this 21st day of June, 2005, by High Desert Investment Corporation, a New Mexico corporation ("Declarant").

BACKGROUND STATEMENT

A. On December 22, 1993, Declarant executed that certain Declaration of Covenants, Conditions, and Restrictions for High Desert Residential Properties, which was recorded on December 22, 1993, as Document 93145417 in Book 93-37, Pages 1-87, in the Office of the County Clerk of Bernalillo County, New Mexico which was amended by (i) the First Amendment to Declaration of Covenants, Conditions, and Restrictions for High Desert Residential Properties, which was recorded on February 24, 1995, as Document 95018895 in Book 95-5, Pages 2271-2274, in the Office of the County Clerk of Bernalillo County, New Mexico, (ii) the Second Amendment to Declaration of Covenants, Conditions, and Restrictions for High Desert Residential Properties, which was recorded on March 8, 1995, as Document 95023420 in Book 95-6, Pages 2332-2334, in the Office of the County Clerk of Bernalillo County, New Mexico, (iii) Third Amendment to Declaration of Covenants, Conditions, and Restrictions for High Desert Residential Properties, which was recorded on December 4, 1995, as Document 95123873 in Book 95-29, Pages 4886-4891, in the Office of the County Clerk of Bernalillo County, New Mexico, (iv) Fourth Amendment to Declaration of Covenants, Conditions, and Restrictions for High Desert Residential Properties, which was recorded on March 26, 1996, as Document 96034023 in Book 96-8, Pages 7743-7745, in the Office of the County Clerk of Bernalillo County, New Mexico, (v) Fifth Amendment to Declaration of Covenants, Conditions, and Restrictions for High Desert Residential Properties, which was recorded on September 12, 1997, as Document 97095103 in Book 97-25, Pages 2445-2463, in the Office of the County Clerk of Bernalillo County, New Mexico, (vi) the Sixth Amendment to Declaration of Covenants, Conditions, and Restrictions for High Desert Residential Properties, which was recorded on June 8, 1999, as Document 1999075608 in Book 9908, Page 5423, in the Office of the County Clerk of Bernalillo County, New Mexico, (vii) the Seventh Amendment to Declaration of Covenants, Conditions, and Restrictions for High Desert Residential Properties, which was recorded on April 24, 2001, as Document 2001045228 in Book A18, Page 3676, in the Office of the County Clerk of Bernalillo County, New Mexico, and (viii) the Eighth Amendment to Declaration of Covenants, Conditions, and Restrictions for High Desert Residential Properties, which was recorded on July 29, 2003, as Document 2003132385 in Book A61, Page 2097, in the Office of the County Clerk of Bernalillo



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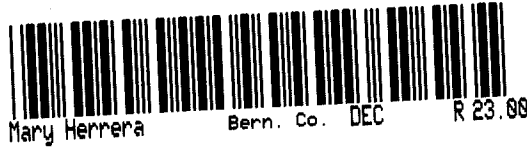
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County, New Mexico and which was supplemented by (i) the Supplemental Declaration to Declaration of Covenants, Conditions, and Restrictions for High Desert Residential Properties (Tract 15A), which was recorded March 14, 1995, as Document 95025598 in Book 95-6, Pages 6854-6858, in the Office of the County Clerk of Bernalillo County, New Mexico, (ii) the Second Supplemental Declaration to Declaration of Covenants, Conditions, and Restrictions for High Desert Residential Properties (Tracts 3B and 3C), which was recorded June 19, 1995, as Document 95060324 in Book 95-14, Pages 6088-6092, in the Office of the County Clerk of Bernalillo County, New Mexico, (iii) the Third Supplemental Declaration to Declaration of Covenants, Conditions, and Restrictions for High Desert Residential Properties (Tract 3A), which was recorded August 18, 1995, as Document 95082948 in Book 95-19, Pages 8921-8925, in the Office of the County Clerk of Bernalillo County, New Mexico, (iv) the Fourth Supplemental Declaration to Declaration of Covenants, Conditions, and Restrictions for High Desert Residential Properties (Unit 2 the Highlands/Tract 15B), which was recorded August 29, 1995, as Document 95087321 in Book 95-20, Pages 8831-8836, in the Office of the County Clerk of Bernalillo County, New Mexico, (v) the Fifth Supplemental Declaration to Declaration of Covenants, Conditions, and Restrictions for High Desert Residential Properties (Tracts 3B and 3C, Trillium Village), which was recorded December 12, 1995, as Document 95126995 in Book 95-30, Pages 1868-1874, in the Office of the County Clerk of Bernalillo County, New Mexico, (vi) the Sixth Supplemental Declaration to Declaration of Covenants, Conditions, and Restrictions for High Desert Residential Properties (Tract 2A-1A-1), which was recorded February 1, 1996, as Document 96012264 in Book 96-3, Pages 7513-7519, in the Office of the County Clerk of Bernalillo County, New Mexico, (vii) the Seventh Supplemental Declaration to Declaration of Covenants, Conditions, and Restrictions for High Desert Residential Properties (Lots 1 through 36 inclusive, Solterra Subdivision Unit 1 at High Desert), which was recorded May 20, 1996, as Document 96056432 in Book 96-14, Pages 2006-2010, in the Office of the County Clerk of Bernalillo County, New Mexico, (viii) Eighth Supplemental Declaration to Declaration of Covenants, Conditions, and Restrictions for High Desert Residential Properties (Tract 2A-1B-1, Tierra Del Oso Village), which was recorded May 30, 1996, as Document 96060081 in Book 96-15, Pages 673-677, records of Bernalillo County, New Mexico, (ix) Ninth Supplemental Declaration to Declaration of Covenants, Conditions, and Restrictions for High Desert Residential Properties (Tract 4B), which was recorded September 4, 1996, as Document 96098319 in Book 96-24, Pages 2814-2818, records of Bernalillo County, New Mexico, (x) Tenth Supplemental Declaration to Declaration of Covenants, Conditions, and Restrictions for High Desert Residential Properties (Tract 14B/Unit 2A, the Highlands), which was recorded September 5, 1996, as Document 96099282 in Book 96-24, Pages 4841-4845, records of Bernalillo County, New Mexico, (xi) Eleventh Supplemental Declaration to

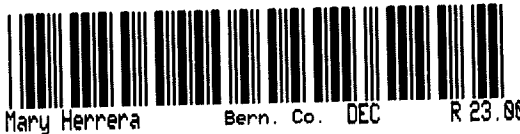


Declaration of Covenants, Conditions, and Restrictions for High Desert Residential Properties (Tracts 3B and 3C, Trillium Village), which was recorded November 6, 1996, as Document 96121693 in Book 96-29, Pages 9094-9098, records of Bernalillo County, New Mexico, (xii) Twelfth Supplemental Declaration to Declaration of Covenants, Conditions, and Restrictions for High Desert Residential Properties (Lot 44, Desert Sky Village), which was recorded January 9, 1997, as Document 97002124 in Book 97-1, pages 5053-5060, records of Bernalillo County, New Mexico, (xiii) Thirteenth Supplemental Declaration to Declaration of Covenants, Conditions, and Restrictions for High Desert Residential Properties (Tract 3A, Desert Sky Village) which was recorded June 11, 1997, as Document 97059451 in Book 97-15, pages 9383-9422, records of Bernalillo County, New Mexico, (xiv) Fourteenth Supplemental Declaration to Declaration of Covenants, Conditions, and Restrictions for High Desert Residential Properties (Tract 4B, Chamisa Trail Village), which was recorded January 9, 1997, as Document 97020850 in Book 97-5, pages 9673-9691, records of Bernalillo County, New Mexico, (xv) Fifteenth Supplemental Declaration to Declaration of Covenants, Conditions, and Restrictions for High Desert Residential Properties (Tract 15C/Unit 3, the Highlands), which was recorded May 10, 1997, as Document 97049849 in Book 97-13, pages 4210-4214, records of Bernalillo County, New Mexico, (xvi) Sixteenth Supplemental Declaration to Declaration of Covenants, Conditions, and Restrictions for High Desert Residential Properties (Solterra Subdivision Unit 1, Lots 1-36), recorded June 20, 1997 as Document 97062870, records of Bernalillo County, New Mexico; (xvii) Seventeenth Supplemental Declaration to Declaration of Covenants, Conditions, and Restrictions for High Desert Residential Properties (Tract 9A) which was recorded June 19, 1997, as Document 97062084, records of Bernalillo County, New Mexico; (xviii) Eighteenth Supplemental Declaration to Declaration of Covenants, Conditions, and Restrictions for High Desert Residential Properties (Tract A, Solterra Subdivision/Unit 2) which was recorded June 30, 1997, as Document 97065755, in Book 97-17, pages 5953-5958 records of Bernalillo County, New Mexico; (xix) Nineteenth Supplemental Declaration to Declaration of Covenants, Conditions, and Restrictions for High Desert Residential Properties (Tract 9A, Sunset Ridge Village) which was recorded December 19, 1997, as Document 97133979, in Book 97-37, pages 6637-6646 records of Bernalillo County, New Mexico; (xx) Twentieth Supplemental Declaration to Declaration of Covenants, Conditions, and Restrictions for High Desert Residential Properties (Tract 9B) which was recorded December 23, 1997, as Document 97134922, in Book 97-35, pages 9642-9647 records of Bernalillo County, New Mexico; (xxi) Twenty-First Supplemental Declaration to Declaration of Covenants, Conditions, and Restrictions for High Desert Residential Properties (Tract 8C) which was recorded March 13, 1998, as Document 1998030112, in Book 9806, page 8629 records of Bernalillo County, New Mexico; (xxii) Twenty-Second Supplemental Declaration to Declaration of

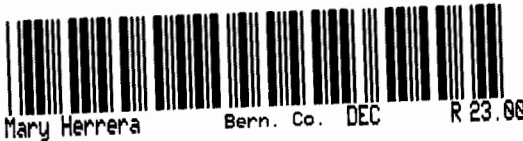


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Covenants, Conditions, and Restrictions for High Desert Residential Properties (Tract 2A-1A-2) which was recorded July 16, 1998, as Document 1998089079, in Book 9812, page 7379 records of Bernalillo County, New Mexico, (xxii) Twenty-Third Supplemental Declaration to Declaration of Covenants, Conditions, and Restrictions for High Desert Residential Properties (Tract 15D-1A/Desert Highlands) which was recorded July 20, 1998, as Document 1998090384, in Book 9812, page 8673 records of Bernalillo County, New Mexico, (xxiv) Twenty-Fourth Supplemental Declaration to Declaration of Covenants, Conditions, and Restrictions for High Desert Residential Properties (Tract 14A/The Overlook at High Desert) which was recorded January 4, 1999, as Document 1999000462, in Book 9901, page 456 records of Bernalillo County, New Mexico; (xxv) Twenty-Fifth Supplemental Declaration to Declaration of Covenants, Conditions, and Restrictions for High Desert Residential Properties (Tract 11A) which was recorded January 15, 1999, as Document 1999006283, in Book 9901, page 6257 records of Bernalillo County, New Mexico (xxvi) Twenty-Sixth Supplemental Declaration to Declaration of Covenants, Conditions, and Restrictions for High Desert Residential Properties (The Canyons at High Desert Phase I) which was recorded February 16, 1999, as Document 1999020725, in Book 9903, page 668 records of Bernalillo County, New Mexico; (xxvii) Twenty-Seventh Supplemental Declaration to Declaration of Covenants, Conditions, and Restrictions for High Desert Residential Properties (The Canyons at High Desert, Phase I) which was recorded February 16, 1999, as Document 1999020727, in Book 9903, page 670 records of Bernalillo County, New Mexico; (xxviii) Twenty-Eighth Supplemental Declaration to Declaration of Covenants, Conditions, and Restrictions for High Desert Residential Properties (Chaco Ridge Village) which was recorded April 16, 1999, as Document 1999051867, in Book 9906, page 1754 records of Bernalillo County, New Mexico; (xxix) Twenty-Ninth Supplemental Declaration to Declaration of Covenants, Conditions, and Restrictions for High Desert Residential Properties (Tract 5A-1A-1) which was recorded May 24, 1999, as Document 1999068181, in Book 9907, page 8025 records of Bernalillo County, New Mexico; (xxx) Thirtieth Supplemental Declaration to Declaration of Covenants, Conditions, and Restrictions for High Desert Residential Properties (Tract 2A-1C-2A-1) which was recorded June 4, 1999, as Document 1999074085, in Book 9908, page 3907 records of Bernalillo County, New Mexico; (xxxi) Thirty-First Supplemental Declaration to Declaration of Covenants, Conditions, and Restrictions for High Desert Residential Properties (Chaco Compound Village) which was recorded September 7, 1999, as Document 1999115959, in Book 9912, page 5595 records of Bernalillo County, New Mexico; (xxxii) Thirty-Second Supplemental Declaration to Declaration of Covenants, Conditions, and Restrictions for High Desert Residential Properties (Enclave Village) which was recorded November 3, 1999, as Document 1999138715, in Book 9914, page 8289 records of Bernalillo County, New Mexico; (xxxiii) Thirty-Third Supplemental Declaration to



Declaration of Covenants, Conditions, and Restrictions for High Desert Residential Properties (Tract 15D-1B-2/Unit 2 Desert Highlands) which was recorded December 6, 1999, as Document 1999149924, in Book 9915, page 9466 records of Bernalillo County, New Mexico, (xxxiv) Thirty-Fourth Supplemental Declaration to Declaration of Covenants, Conditions, and Restrictions for High Desert Residential Properties (Desert Mountain at High Desert, Tract 11A) which was recorded July 11, 2000, as Document 2000067159, in Book A7, page 6894 records of Bernalillo County, New Mexico, (xxxv) Thirty-Fifth Supplemental Declaration to Declaration of Covenants, Conditions, and Restrictions for High Desert Residential Properties (Piñon Point Village) which was recorded April 14, 2000, as Document 2000036364, in Book A4, page 6210 records of Bernalillo County, New Mexico, (xxxiv) Thirty-Sixth Supplemental Declaration to Declaration of Covenants, Conditions, and Restrictions for High Desert Residential Properties (Tract 11B, High Desert) which was recorded May 11, 2000, as Document 2000046065, in Book A5, page 5885 records of Bernalillo County, New Mexico; (xxxv) Thirty-Seventh Supplemental Declaration to Declaration of Covenants, Conditions, and Restrictions for High Desert Residential Properties (The Canyons at High Desert) which was recorded October 13, 2000, as Document 2000101492, in Book A11, page 1094, records of Bernalillo County, New Mexico; (xxxvi) Thirty-Eighth Supplemental Declaration to Declaration of Covenants, Conditions, and Restrictions for High Desert Residential Properties (Desert Mountain at High Desert) which was recorded November 28, 2000, as Document 2000117817, in Book A12, page 7373, records of Bernalillo County, New Mexico; (xxxvii) Thirty-Ninth Supplemental Declaration to Declaration of Covenants, Conditions, and Restrictions for High Desert Residential Properties (Tract 15D-1B-1A/West Highlands at High Desert) to be recorded in the records of Bernalillo County, New Mexico; (xxxx) Fortieth Supplemental Declaration to Declaration of Covenants, Conditions, and Restrictions for High Desert Residential Properties (Tract 15D-1B-1B/Unit 1 Mountain Highlands at High Desert) which was recorded February 14, 2001, as Document 2001015665, in Book A15, page 4196, records of Bernalillo County, New Mexico; (xxxxi) Forty-First Supplemental Declaration to Declaration of Covenants, Conditions, and Restrictions for High Desert Residential Properties (Lots 67, 68 and 69, Sunset Ridge at High Desert) which was recorded April 8, 2002, as Document 2002045612, in Book A34, page 5498, records of Bernalillo County, New Mexico; (xxxxii) Forty-Second Supplemental Declaration to Declaration of Covenants, Conditions, and Restrictions for High Desert Residential Properties (Tracts 13-A and 13-B) which was recorded December 20, 2002, as Document 2002171063, in Book A47, page 619, records of Bernalillo County, New Mexico, as amended; (xxxxiii) Forty-Third Supplemental Declaration to Declaration of Covenants, Conditions, and Restrictions for High Desert Residential Properties (Tracts 15D-1B-1C/Unit 2 Mountain Highlands) which was recorded October 8, 2003, as Document



2003185484, in Book A66, page 5100, records of Bernalillo County, New Mexico, (xxxxiv) Forty-Fourth Supplemental Declaration to Declaration of Covenants, Conditions, and Restrictions for High Desert Residential Properties (Wilderness Village) which was recorded December 15, 2004, as Document 2004175360, in Book A88, page 4879, records of Bernalillo County, New Mexico, (xxxxv) Forty-Fifth Supplemental Declaration to Declaration of Covenants, Conditions, and Restrictions for High Desert Residential Properties (Wilderness Compound) which was recorded December 15, 2004, as Document 2004175359, in Book A88, page 4878, records of Bernalillo County, New Mexico, and (xxxxvi) Forty-Sixth Supplemental Declaration to Declaration of Covenants, Conditions, and Restrictions for High Desert Residential Properties (Tract 8A) which was recorded May 31, 2005 as Document 2005076546, in Book A97, page 6316, records of Bernalillo County, New Mexico (the "Declaration").

B. Pursuant to the terms of Section 9.1 of the Declaration, until all property described on Exhibit "B" of the Declaration has been subjected to the Declaration or 30 years after the recording of the Declaration, whichever is earlier, Declarant may unilaterally submit all or any portion of the property described on Exhibit "B" of the Declaration to the terms of the Declaration with the consent of the owners of such property (if other than Declarant).

C. Declarant is the owner of the property described on Exhibit "A" (the "Annexation Property") attached hereto and by this reference incorporated herein, and the Annexation Property is a portion of the property described on Exhibit "B" of the Declaration. Declarant desires to submit to the provisions of the Declaration the Annexation Property.

W I T N E S S E T H:

NOW, THEREFORE, pursuant to the powers retained by Declarant under the Declaration:

1. Declarant hereby subjects the Annexation Property to the provisions of the Declaration. Such property shall be sold, transferred, used, conveyed, occupied, and mortgaged or otherwise encumbered pursuant to the provisions of the Declaration, all of which shall run with the title to such property and shall be binding upon all persons having any right, title, or any interest in such property, their respective heirs, legal representatives, successors, successors-in-title, and assigns. The provisions of this Supplemental Declaration shall be binding upon the High Desert Residential Owners Association, Inc., in accordance with the terms of the Declaration.

2. Capitalized terms not otherwise defined herein are as defined in the Declaration.



IN WITNESS WHEREOF, the undersigned, on behalf of the Declarant, have executed this Forty-Seventh Supplemental Declaration as of the day and year first written above.

HIGH DESERT INVESTMENT CORPORATION,
a New Mexico corporation

By: D. H. Collister
Name: Douglas H. Collister
Title: President

By: J. Eichorn
Name: Jack Eichorn
Title: Senior Vice President

Address: 3791 Southern Boulevard,
Suite 202
Rio Rancho, NM

Date Signed: June 27, 2005

STATE OF NEW MEXICO)
) ss.
COUNTY OF SANDOVAL)

This instrument was acknowledged before me on June 27, 2005 by Douglas H. Collister, President of High Desert Investment Corporation, a New Mexico corporation.

Saul J. ...
Notary Public

My Commission Expires: 11/12/06

STATE OF NEW MEXICO)
) ss.
COUNTY OF SANDOVAL)

This instrument was acknowledged before me on June 27, 2005, by Jack Eichorn, Senior Vice President of High Desert Investment Corporation, a New Mexico corporation.

Saul J. ...
Notary Public

My Commission Expires: 7/11/06

EXHIBIT "A"

Tract OS-2-A of Bulk Plat of Tracts 13-A, 13-B, 13-C, OS-2-A & OS-3-A High Desert (A replat of Tracts 13, OS-2 and O-3, High Desert), as the same is shown and designated on the Plat filed in the office of the County Clerk of Bernalillo County, New Mexico on December 12, 2002, recorded in Bk 2002C, Page 397 (Document No. 2002165908) of the records of Bernalillo County, New Mexico

Tract OS-3-A of Bulk Plat of Tracts 13-A, 13-B, 13-C, OS-2-A & OS-3-A High Desert (A replat of Tracts 13, OS-2 and O-3, High Desert), as the same is shown and designated on the Plat filed in the office of the County Clerk of Bernalillo County, New Mexico on December 12, 2002, recorded in Bk 2002C, Page 397 (Document No. 2002165908) of the records of Bernalillo County, New Mexico, as ratified by the Ratification of Plat Tract OS-3-A, High Desert filed in the office of the County Clerk of Bernalillo County, New Mexico on January 8, 20023, recorded in Bk A48, Page 4497 (Document No. 2003004505) of the records of Bernalillo County, New Mexico

Tract OS-4-A HIGH DESERT, Albuquerque, New Mexico as shown on the Plat of Tracts OS-4-A & 13-C-1, High Desert (A replat of Tracts OS-4 & 13-C, High Desert) filed in the office of the County Clerk of Bernalillo County, New Mexico on April 21, 2003 in Book 2003C, Page 108 as document number 2003064030



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