

**FIRST AMENDMENT TO NINETEENTH SUPPLEMENTAL DECLARATION
TO DECLARATION OF COVENANTS, CONDITIONS, AND RESTRICTIONS
FOR HIGH DESERT RESIDENTIAL PROPERTIES
(Tract 9A, Sunset Ridge Village)**

THIS FIRST AMENDMENT TO NINETEENTH SUPPLEMENTAL DECLARATION (the "Sunset Ridge Declaration") is made this 9th day of November, 1998, by High Desert Investment Corporation, a New Mexico corporation ("Declarant") and the undersigned owners (the "Owners").

BACKGROUND STATEMENT

A. The Nineteenth Supplemental Declaration to Declaration of Covenants, Conditions, and Restrictions for High Desert Residential Properties (Tract 9A, Sunset Ridge Village) was recorded December 19, 1997, as Document 97133979 in Book 97-35, pages 6637-6646, records of Bernalillo County, New Mexico relating to Tract 9A, Sunset Ridge Village, High Desert (the "Sunset Ridge Village Property") pursuant to the 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, as amended and supplemented (the "Declaration").

B. Pursuant to the terms of Nineteenth Supplemental Declaration, 75% of the owners of lots within the Sunset Ridge Village Property (the Owners') desire to amend the Nineteenth Supplemental Declaration to eliminate the height restriction on Lot 70 within the Sunset Ridge Village Property ("Lot 70") and to clarify that certain items are not to be considered in measuring height of homes in the Sunset Ridge Village Property.

C. Pursuant to Section 3.3 of the Declaration and Section 2.3 of the By-Laws of High Desert Residential Owners Association, Inc., because the Voting Member(s) of the Sunset Ridge Village Property have not yet been elected, the owners within the Sunset Ridge Village Property are to vote or give consent relating to amendments to the Nineteenth Supplemental Declaration.

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

Declarant and the Owners hereby declare that the Sunset Ridge Village Property shall be held, sold, used and conveyed subject to the following easements, restrictions, covenants, and conditions, which are for the purpose of protecting the value and desirability of and which shall run with the Sunset Ridge Village Property. This First Amendment to Nineteenth Supplemental Declaration shall be binding on and shall inure to the benefit of Declarant, the Association, and all parties having any right,

title, or interest in the Sunset Ridge Village Property or any part thereof, their heirs, successors, successors-in title, and assigns.

W I T N E S S E T H:

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

1. Amendment to Restriction on Height of Structures in Lot 70. Lot 70 is deleted from the list of lots subject to a the 18 foot single story maximum height in Section 2.A. of the Nineteenth Supplemental Declaration. Structures in Lot 70 only will be subject to a 19 feet, 3 inches maximum height limitation. Structures in Lot 70 will still be only single story.

2. Measurement of Highest Point on Roof. For purposes of Section 2 of the Nineteenth Supplemental Declaration, the words "highest point on the roof" shall mean the highest point on the surface constituting the roof of the structure and these words shall not mean the top of chimneys or roof equipment such as vents or satellite dishes properly screened and approved by the NCC.

3. Consent of Owners and Declarant. Pursuant to Section 7 of the Nineteenth Supplemental Declaration, the signatures by the undersigned constitute the written consent of 75% the Owners of the Sunset Ridge Village Property, and the consent of the Declarant. This also constitutes the written consent required under Section 9.4 of the Declaration.

IN WITNESS WHEREOF, the undersigned have executed this First Amendment to Nineteenth Supplemental Declaration as of the day and year first written above.

DECLARANT

HIGH DESERT INVESTMENT CORPORATION,
a New Mexico corporation

By: /s/ Douglas H. Collister
Name: Douglas H. Collister
Title: President

By: /s/ Jack Eichorn
Name: Jack Eichorn
Title: Vice President

Address: 13000 Academy Road, N.E.
Albuquerque, NM 87111

Date Signed: November 9, 1998

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

This instrument was acknowledged before me on November 9, 1998, by Douglas H. Collister, President of High Desert Investment Corporation, a New Mexico corporation.

 /s/ Lauda J. Miles
Notary Public

My Commission Expires:
August 14, 2002

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

This instrument was acknowledged before me on November 9, 1998, by Jack Eichorn, Vice President of High Desert Investment Corporation, a New Mexico corporation.

 /s/ Lauda J. Miles
Notary Public

My Commission Expires:
August 14, 2002

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CONSENTED TO BY OWNERS:

MESA VERDE DEVELOPMENT CORP., a
New Mexico corporation

By: /s/ John Clarke

Name: John Clarke
Title: Vice President

Date Signed: May 14, 1998

Lots Owned: 1-19, 21-28, 34-36, 38,
39, 41, 42, 44-46, 60-63, 67, 83,
84, 87-91

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

This instrument was acknowledged before me on May 14, 1998, by John
Clarke as Vice President of Mesa Verde Development Corp., a New
Mexico corporation.

/s/ Cindy Edson
Notary Public

My Commission Expires:
August 4, 2001

CONSENTED TO BY OWNERS:

SCOTT PATRICK, INC., a New Mexico corporation

By: /s/ Scott Schiabor
Name: Scott Schiabor
Title: President

Date Signed: September 3, 1998

Lots Owned: 10-20, 24-26, 28, 37, 46, 68, 79, 81, 85, 86

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

This instrument was acknowledged before me on September 3, 1998, by Scott Schiabor as President of Scott Patrick, Inc., a New Mexico corporation.

/s/ Cindy Edson
Notary Public

My Commission Expires:
August 4, 2001

CONSENTED TO BY OWNERS:

ZANE & ASSOCIATES, a New Mexico
corporation

By: /s/ Pat Aguilar
Name: Pat Aguilar
Title: Vice President

Date Signed: May 15, 1998

Lots Owned: 69

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

This instrument was acknowledged before me on May 15, 1998, by Pat Aguilar as Vice President of Zane & Associates, a New Mexico corporation.

/s/ Dawna L. Jarvis
Notary Public

My Commission Expires:
June 3, 2001

CONSENTED TO BY OWNERS:

WEATHERBY HOMES, a New Mexico
corporation

By: /s/ Jeffrey Watson
Name: Jeffrey Watson
Title: President

Date Signed: May 14, 1998

Lots Owned: 70

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

This instrument was acknowledged before me on May 14, 1998, by Jeff
Watson as President of WEATHERBY HOMES, a New Mexico corporation.

/s/ Cindy Edson
Notary Public

My Commission Expires:
August 4, 2001

CONSENTED TO BY OWNERS:

DOS VIGAS CONSTRUCTION, INC., a
New Mexico corporation

By: /s/ Kenneth Borleon
Name: Kenneth Borleon
Title: President

Date Signed: May 15, 1998

Lots Owned: 71

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

This instrument was acknowledged before me on May 15, 1998, by
Kenneth Borleon as President of Dos Vigas Construction, Inc., a New
Mexico corporation.

/s/ Christine L. Meierer
Notary Public

My Commission Expires:
March 22, 2000

CONSENTED TO BY OWNERS:

TIARA HOMES, INC., a New Mexico
corporation

By: /s/ Rich Gantner
Name: Rich Gantner
Title: President

Date Signed:

Lots Owned: 73 and 1-9

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

This instrument was acknowledged before me on May 15, 1998, by Rich Gantner as President of Tiara Homes, Inc., a New Mexico corporation.

/s/ Tracey R. Sedberry
Notary Public

My Commission Expires:
November 27, 2000

CONSENTED TO BY OWNERS:

SMITH-EVERETT HOMES, INC., a
New Mexico corporation

By: /s/ Harrison E. Smith
Name: Harrison E. Smith
Title: President

Date Signed:

Lots Owned: 29, 75, 65, 66

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

This instrument was acknowledged before me on May 15, 1998, by Harrison E. Smith as President of Smith-Everett Homes, Inc., a New Mexico corporation.

/s/ Lisa M. Chavez
Notary Public

My Commission Expires:
May 23, 2000

CONSENTED TO BY OWNERS:

By: /s/ Stephen A. Dupree
Name: Stephen A. Dupree

Date Signed: October 26, 1998

By: /s/ Patricia A. Dupree
Name: Patricia A. Dupree

Date Signed: October 26, 1998

Lots Owned: 76

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

This instrument was acknowledged before me on October 26, 1998,
by Stephen Dupree.

/s/ Rachelle A. Romero
Notary Public

My Commission Expires:
October 20, 2001

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

This instrument was acknowledged before me on October 26, 1998,
by Patricia A. Dupree.

/s/ Rachelle A. Romero
Notary Public

My Commission Expires:
October 20, 2001

CONSENTED TO BY OWNERS:

BEALHEN CONSTRUCTION, INC., a
New Mexico corporation

By: /s/ Patricia S. Bealhen
Name: Patricia S. Bealhen
Title: Secretary

Date Signed: May 15, 1998

Lots Owned: 77, 30-32, 43, 78

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

This instrument was acknowledged before me on May 15, 1998, by Patricia S. Bealhen as Secretary of Bealhen Construction, Inc., a New Mexico corporation.

/s/ Leroy Pur Jr.
Notary Public

My Commission Expires:
April 29, 2001

CONSENTED TO BY OWNERS:

TAHITI VENTURES, LLC, a New
Mexico limited liability
company

By: /s/ Joseph H. Rivera
Name: Joseph Rivera
Title: Owner

Date Signed: June 1, 1998

Lots Owned: 47-59, 80

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

This instrument was acknowledged before me on June 1, 1998,
by Joseph H. Rivera as owner of Tahiti Ventures, LLC, a New
Mexico limited liability company.

/s/ Cindy Edson
Notary Public

My Commission Expires:
August 4, 2001