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WHEN RECORDED, RETURN TO:
Ventana West LLC
ATTN: Tony Sciarillo
10 Tramway Loop, NE
Albuquerque, NM 87122

**SUPPLEMENTAL DECLARATION OF COVENANTS,
CONDITIONS, RESTRICTIONS, ASSESSMENTS, CHARGES,
SERVITUDES, LIENS, RESERVATIONS AND EASEMENTS
TRACT 7 AND TRACT 8 (WESTERN SHADOWS)
VENTANA RANCH WEST**

THIS SUPPLEMENTAL DECLARATION of Covenants, Conditions, Restrictions, Assessments, Charges, Servitudes, Liens, Reservations and Easements (hereinafter "Declaration") is made this 10 day of January, 2005 by VENTANA WEST LLC, a New Mexico limited liability company ("Declarant");

WITNESSETH:

WHEREAS, Declarant has previously recorded a Declaration of Covenants, Conditions, Restrictions, Assessments, Charges, Servitudes, Liens, Reservations and Easements for Ventana Ranch West, recorded in the records of Bernalillo County on November 23, 2004 ("Original Master Declaration"); and

WHEREAS, Declarant is the owner in fee of that portion of Ventana Ranch West legally described on **Exhibit A** attached hereto and incorporated herein by this reference (referred to in the Original Master Declaration as part of the "Additional Property;" and

WHEREAS, Declarant desires to annex the Additional Property described in **Exhibit A** as part of the "Covered Property" as that term is defined in Articles I and XIII of the Original Master Declaration and to make the Additional Property subject to the terms and conditions of the Original Declaration except as specifically excluded herein;

NOW, THEREFORE, Declarant hereby declares, covenants and agrees as follows:

1. The Additional Property shall be subject to all the terms and conditions of the Original Master Declaration and all references to the Covered Property in the Original Master Declaration shall include the Additional Property except as follows:
2. The Original Declaration is hereby incorporated by reference herein as if completely restated in this Declaration.

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3. The Owners of the Lots in the Additional Property shall automatically become members of the Ventana Ranch West Community Association (as that term is defined in Article VI of the Original Master Declaration) and shall be subject to the rules, regulations, Articles of Incorporation and Bylaws of the Association.

4. All funds, fees, assessments and expenses collected and incurred in conjunction with the Additional Property shall be treated as if part of the original Covered Property and the Declarant and Association shall not be required to separately account for the expenses and funds of the Additional Property.

5. The Owner of Tract 7 & Tract 8 (the Additional Property) and the subsequent owners of lots within the Additional Property shall be subject to the rules, guidelines, and authority of the Ventana Ranch West Design Review Committee as stated in Article XI of the Original Master Declaration and any amendments or exceptions thereto.

6. The Additional Property shall be subject to the following additional restrictions:

A. Dwelling Size: The heated area within the structure of any dwelling, exclusive of porches, garages or other appurtenant structures shall not be less than 1200 square feet. In the case of residences of more than one story, not less than 600 square feet shall be on the ground floor. In cases of multiple-level dwellings, the Design Review Committee shall conclusively determine what constitutes ground floor area as distinguished from basement or other non-ground floor areas.

B. Building Setback:

(1.) There shall be a front yard setback of not less than fifteen (15) feet, except: driveways shall not be less than twenty (20) feet long.

(2.) There shall be a side yard setback of not less than five (5) feet, except: there shall be ten (10) feet on the street side of corner lots or lots siding a street.

C. Auxiliary Structures: All auxiliary structures must be located in the rear yard within the prescribed setbacks established for each lot, but not less than five feet (5') from property lines.

D. Access: No individual lots shall be allowed direct access to Ventana Ridge Road or Irving Boulevard.

E. Perimeter Walls: Perimeter walls along Ventana Ridge Road and Irving Boulevard shall be constructed by the Declarant and maintained by the Ventana Ranch West Community Association, Inc. as stated in the Original Master Declaration. An easement in favor of Ventana Ranch West Community Association, Inc. is hereby

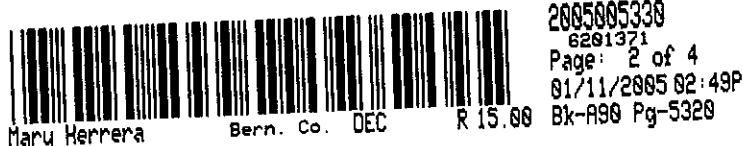


EXHIBIT "A"

LEGAL DESCRIPTION

All of Tract 7 and Tract 8 of the plat of Ventana Ranch West, as the same is shown on the plat thereof recorded in Bernalillo County, Albuquerque, New Mexico real estate records on March 11, 2004, Document Number 2004032553, Book 2004C, Page 84.

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