TWENTY-EIGHTH SUPPLEMENTAL DECLARATION

OF

COVENANTS, CONDITIONS, RESTRICTIONS AND EASEMENTS

FOR

PINE CREEK VILLAGE AT BRIARGATE

(Designation of Common Areas)

THIS TWENTY-EIGHTH SUPPLEMENTAL DECLARATION is made this 31st day of January, 2007, and executed by LP47, LLC, a Colorado limited liability company doing business as La Plata Investments, LLC ("La Plata"), and by PINE CREEK VILLAGE ASSOCIATION, INC., a Colorado nonprofit corporation ("PCVA").

RECEITALS

A. This Supplemental Declaration amends and supplements the Declaration of Covenants, Conditions and Restrictions for Pine Creek Village at Briargate recorded November 12, 1998 under Reception No. 098165891, records of El Paso County, Colorado, and supplements thereto, as amended (the "Declaration").

B. La Plata is the "Declarant" under the Declaration and the developer of the residential community known as Pine Creek at Briargate, which includes the real property described on Exhibit A attached hereto. The "Development Period," as defined in the Declaration, has not yet expired.

D. PCVA is the homeowners association established pursuant to the Declaration and is responsible for maintaining the "Areas of Common Responsibility" as provided in the Declaration.

La Plata, in its capacity as Declarant, has the right, power and authority to amend the Declaration as provided herein. The purpose of this Supplemental Declaration is to designate the real property described on Exhibit A as Areas of Common Responsibility, as provided in the Declaration. Accordingly, La Plata hereby amends the Declaration as follows:

1. Designation as Areas of Common Responsibility.

Pursuant to La Plata's express rights under Section 7.5 "Additional Covenants and Easements" of the Declaration during
the Development Period, La Plata hereby declares that the areas
described as follows shall, from and after the date of this
Supplemental Declaration, be deemed to be Areas of Common
Responsibility to be maintained by the PCVA in accordance with
the Declaration.

(a) The following tracts are Areas of Common
Responsibility to be maintained by PCVA that are located
within public rights-of-way and are owned by the City of
Colorado Springs:

Tract D in Pine Creek Subdivision Filing No. 3;
Tracts D, E, F, G, H, I, J, K, L, M, N and O in Pine Creek
Subdivision Filing No. 16;
Tracts C, D, E and F in Pine Creek Subdivision Filing
No. 17; and
Tracts C, D, F, G, H, J, K, L, N, P and Q in Pine Creek
Subdivision Filing No. 29.

(b) The following tracts are Common Areas owned
and to be maintained by the PCVA:

Tract K in Pine Creek Subdivision Filing No. 4;
Tract E in Pine Creek Subdivision Filing No. 7; and
Tract E in Pine Creek Subdivision Filing No. 13.

(c) Correction. Tract L in Pine Creek
Subdivision Filing No. 4 was designated in the original
Declaration as Common Area in error. Tract L does not
exist, and is, therefore, deleted and removed from being
Common Area.

2. Acceptance of Maintenance. Following completion
of the landscaped areas within the Tracts described in
Paragraph 1(a) and Paragraph 1(b) above, and inspection thereof
by PCVA, PCVA shall accept such landscaped areas as Areas of
Common Responsibility. After such acceptance, PCVA shall
maintain such additional Areas of Common Responsibility in
accordance with the Declaration and as provided in this
Supplemental Declaration. To the maximum practicable extent,
PCVA shall use existing gates, roads, trails and facilities to
avoid disturbing the owners of the Lots, as defined in the
Declaration, when working on Areas of Common Responsibility.

3. Definitions. Any capitalized phrase, term or
word used in this Supplemental Declaration that is not otherwise
expressly defined in this Supplemental Declaration or the
Sixteenth Supplemental Flat shall have the meaning set forth in
Article 1 of the Declaration, unless the context requires otherwise.

IN WITNESS WHEREOF, the parties have executed this Supplemental Declaration to be effective as of the day and year first above written.

**LA PLATA:**

LP47, LLC, a Colorado limited liability company

By [Signature]
B. Douglas Quimby, Manager

**PCVA:**

PINE CREEK VILLAGE ASSOCIATION, INC., a Colorado nonprofit corporation

By [Signature]
Steven K. Moorhead, President

STATE OF COLORADO )
COUNTY OF EL PASO ) ss.

The foregoing instrument was acknowledged before me this 31st day of January, 2007 by B. Douglas Quimby as Manager of LP47, LLC, a Colorado limited liability company, on behalf of the limited liability company.

Witness my hand and official seal.

My commission expires: August 4, 2009

[Seal]
Notary Public

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STATE OF COLORADO  
COUNTY OF EL PASO  

The foregoing instrument was acknowledged before me this 31st day of January, 2007 by Steven K. Moorhead as President of Pine Creek Village Association, Inc., a Colorado nonprofit corporation, on behalf of the corporation.

Witness my hand and official seal.

My commission expires: August 4, 2009

[Signature]
Notary Public
Exhibit A

TRACTS DESIGNATED AS AREAS OF
COMMON RESPONSIBILITY TO BE MAINTAINED BY PCVA

Tracts Within Public Rights-of-Way Owned by the City of Colorado Springs:

Tract D in Pine Creek Subdivision Filing No. 3;
Tracts D, E, F, G, H, I, J, K, L, M, N and O in Pine Creek Subdivision Filing No. 16;
Tracts C, D, E and F in Pine Creek Subdivision Filing No. 17; and

Common Areas Owned by PCVA:

Tract K in Pine Creek Subdivision Filing No. 4;
Tract E in Pine Creek Subdivision Filing No. 7; and
Tract E in Pine Creek Subdivision Filing No. 13.