



**THIRD SUPPLEMENTAL
DECLARATION
OF
COVENANTS, CONDITIONS, RESTRICTIONS AND EASEMENTS
FOR
PINE CREEK VILLAGE AT BRIARGATE
(Pine Creek Subdivision Filing No. 25)**

THIS THIRD SUPPLEMENTAL DECLARATION is made this 20th day of July, 1999 by LP47, LLC, a Colorado limited liability company ("Declarant"), and amends and modifies 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 (the "Declaration"). The Declaration was amended by a First Supplemental Declaration of Covenants, Conditions, Restrictions and Easements for Pine Creek Village at Briargate (Pine Creek Subdivision Filing No. 5, 6 and 8) recorded January 19, 1999 under Reception No. 099008412 (the "First Supplement"), by a First Amendment to Declaration of Covenants, Conditions and Restrictions for Pine Creek Village at Briargate recorded February 24, 1999 under Reception No. 099028649 (the "First Amendment"), by a Second Supplemental Declaration of Covenants, Conditions, Restrictions and Easements for Pine Creek Village at Briargate (Pine Creek Subdivision Filing Nos. 11, 12 and 13) recorded April 19, 1999 under Reception No. 099059798 (the "Second Supplement"), and by a Second Amendment to Declaration of covenants, Conditions and Restrictions for Pine Creek village at Briargate recorded July 22, 1999 under Reception No. 099117452, records of El Paso County, Colorado.

Declarant owns that certain real property described on Exhibit A attached hereto ("Pine Creek No. 25"). Pine Creek No. 25 is within the "Additional Property," as defined in the Declaration.

Pursuant to the Declaration, Declarant has the right, power and authority to amend the Declaration as provided herein. The purpose of this Third Supplemental Declaration is to extend the Declaration to Pine Creek No. 25 and make Pine Creek No. 25 subject to the provisions of the Declaration. Accordingly, Declarant hereby amends the Declaration as follows:

1. Addition of Pine Creek No. 25. Pursuant to Section 7.1 of the Declaration, Declarant hereby adds all of Pine Creek No. 25 to the "Properties," as defined and described in the Declaration. All of the terms, conditions and provisions of the Declaration shall apply to and be binding upon Pine Creek No. 25, and Pine Creek No. 25 shall be subject to all of the terms, conditions and provisions of the Declaration.

2. Third Supplemental Plat. Declarant hereby adopts and implements the Third Supplemental Plat for Pine Creek Village at Briargate (Pine Creek No. 25) attached hereto as Exhibit B (referred to herein as the "Third Supplemental Plat") pursuant to its rights, power and authority set forth in the Declaration and in accordance with the Colorado Common Interest Ownership Act. The Third Supplemental Plat shows Pine Creek No. 25 and modifies the Plat of Pine Creek Village at Briargate, which is part of and is attached to the Declaration as Exhibit D (the "Plat") and was recorded with the Declaration.

3. Units and Common Properties. Each of the platted lots identified as Lots 1 through 29, inclusive, in Pine Creek Subdivision Filing No. 25 on the Third Supplemental Plat is a "Unit" for all purposes of the Declaration. Tract A, Tract B, Tract C, Tract D and Tract E in Pine Creek Subdivision Filing No. 25, all as shown on the Third Supplemental Plat, are "Common Areas" for all purposes of the Declaration.

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

IN WITNESS WHEREOF, the undersigned has signed this Third Supplemental Declaration this 20th day of July, 1999.

DECLARANT:

LP47, LLC, a Colorado limited liability company, doing business as La Plata Investments

By 

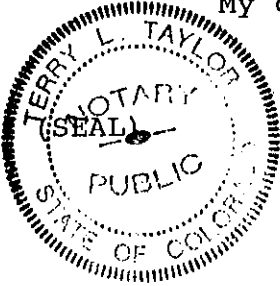
Scott E. Smith, Manager

STATE OF COLORADO)
) ss.
COUNTY OF EL PASO)

The foregoing instrument was acknowledged before me this 20th day of July, 1999 by Scott E. Smith as Manager of LP47, LLC, a Colorado limited liability company, doing business as La Plata Investments.

Witness my hand and official seal.

My commission expires: October 19, 2000



Terry L. Taylor
Notary Public

Exhibit A

Lots 1 through 29, inclusive, and Tract A, Tract B, Tract C, Tract D and Tract E, all in Pine Creek Subdivision Filing No. 25, in the City of Colorado Springs, County of El Paso and State of Colorado.