

**EIGHTH AMENDMENT AND SUPPLEMENTAL DECLARATION
TO THE DECLARATION OF COVENANTS, CONDITIONS AND RESTRICTIONS
FOR CASTLE VALLEY RANCH, PLANNED UNIT DEVELOPMENT**

THIS EIGHTH AMENDMENT AND SUPPLEMENTAL DECLARATION is made as of June 6, 2005, by LAND DISCOVERY, INC. ("Declarant"), a Colorado corporation.

RECITALS

A. Declarant has previously caused to be recorded in Book 632 at Page 961 of the Garfield County, Colorado, real estate records the Declaration of Covenants, Conditions and Restrictions of Castle Valley Ranch, Planned Unit Development ("Original Declaration"), in Book 966 at Page 679 a First Amendment ("First Amendment") to the original Declaration, and in Book 1216 at Page 205 a Second Amendment ("Restated Declaration") to the Original Declaration, all of which concern real property ("Property") in Garfield County, Colorado, legally described as:

All of Castle Valley Ranch, Planned Unit Development according to the plat recorded August 10, 1983, Reception No. 344590 in the office of the Clerk and Recorder of Garfield County, Colorado.

The Restated Declaration superceded and replaced the Original Declaration and First Amendment. The Restated Declaration has been further amended by a Third through a Seventh Amendment at the Garfield County, Colorado real estate records.

B. The capitalized terms used in this document shall have the same meanings assigned to them in the Restated Declaration unless otherwise specifically defined or modified in this document.

C. Article II, Section 3 and Article XIII, Section 7 of the Restated Declaration expressly reserve to Declarant the right to record Supplemental Declarations applicable to portions of the Property and to further subdivide all or any portion of the Property (plus any real estate added to the Property as permitted by the Restated Declaration) without notice to, or approval or consent of, any Owner.

D. Declarant wishes to exercise this right to further subdivide that portion ("PA22B-2-2" & "PA22B-2-3") of the Property legally described as follows:

All of Castle Valley Ranch, Filing 7, PA 22B-2-2 & PA22B-2-3

E. Declarant owns all of PA22B-2-2 & PA22B-2-3

F. In making this Supplemental Declaration, Declarant reserves all of its Special Declarant Rights specified in the Restated Declaration and does not waive or release any of those rights by making this Supplemental Declaration.

THEREFORE, Declarant makes the following declaration:

TERMS

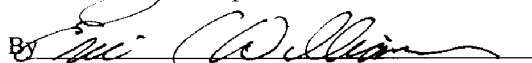
1. Recitals Incorporated. All of the above Recitals are true and are incorporated into the terms of this Seventh Amendment.

2. General. PA22B-2-2 & PA22B-2-3, according to the recorded plat thereof, shall be held, sold, and conveyed subject to the Restated Declaration, which is for purpose of protecting the value and desirability of the Lots in PA22B-2-2 & PA22B-2-3 and which shall run with the land and be binding upon all persons and entities (and their heirs, personal representatives, successors, and assigns) now or later having any right, title, or interest in all or any part of PA22B-2-2 & PA22B-2-3.

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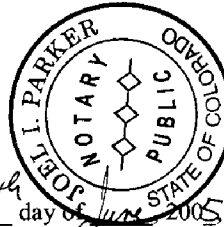
3. Effect of Subdividing. All Owners of Lots in PA22B-2-2 & PA22B -2-3 shall be members of the Association. Membership is the Association, and assessments levied by the Association as provided in the Restated Declaration, after recording of this Eighth Amendment, shall be amended to reflect the increase in the number of Lots caused by the recording of the plat of PA22B-2-2 & PA22B-2-3 and this Eighth Amendment, which shall not alter the amount of (or change any liability for) any assessments by the Association prior to the date of recording in the Garfield County, Colorado, real estate records of this Seventh Amendment.
4. Tree-Lawn Area. In PA22B-2-2 & PA22B-2-3, the Town of New Castle shall have the right to enforce the obligation of the Owner of each Lot in PA22B-2-2 & PA22B-2-3 to landscape and maintain the tree-lawn area of the Lot as described in Article XI, Section 1 of the Restated Declaration.
5. Supplemental Map. In accordance with Article XIII, subsection 7(d) of the Restated Declaration, a Supplemental Map of PA22B-2-2 & PA22B-2-3 is attached to this Eighth Amendment and incorporated by this reference.
6. Severability. Invalidation of any portion for any reason shall in no way affect the remainder of it, which shall remain in full force.

DECLARANT:
LAND DISCOVERY, INC.
a Colorado corporation

By 
Eric C. Williams, President


ACKNOWLEDGMENT

STATE OF COLORADO)
) ss.
COUNTY OF GARFIELD)

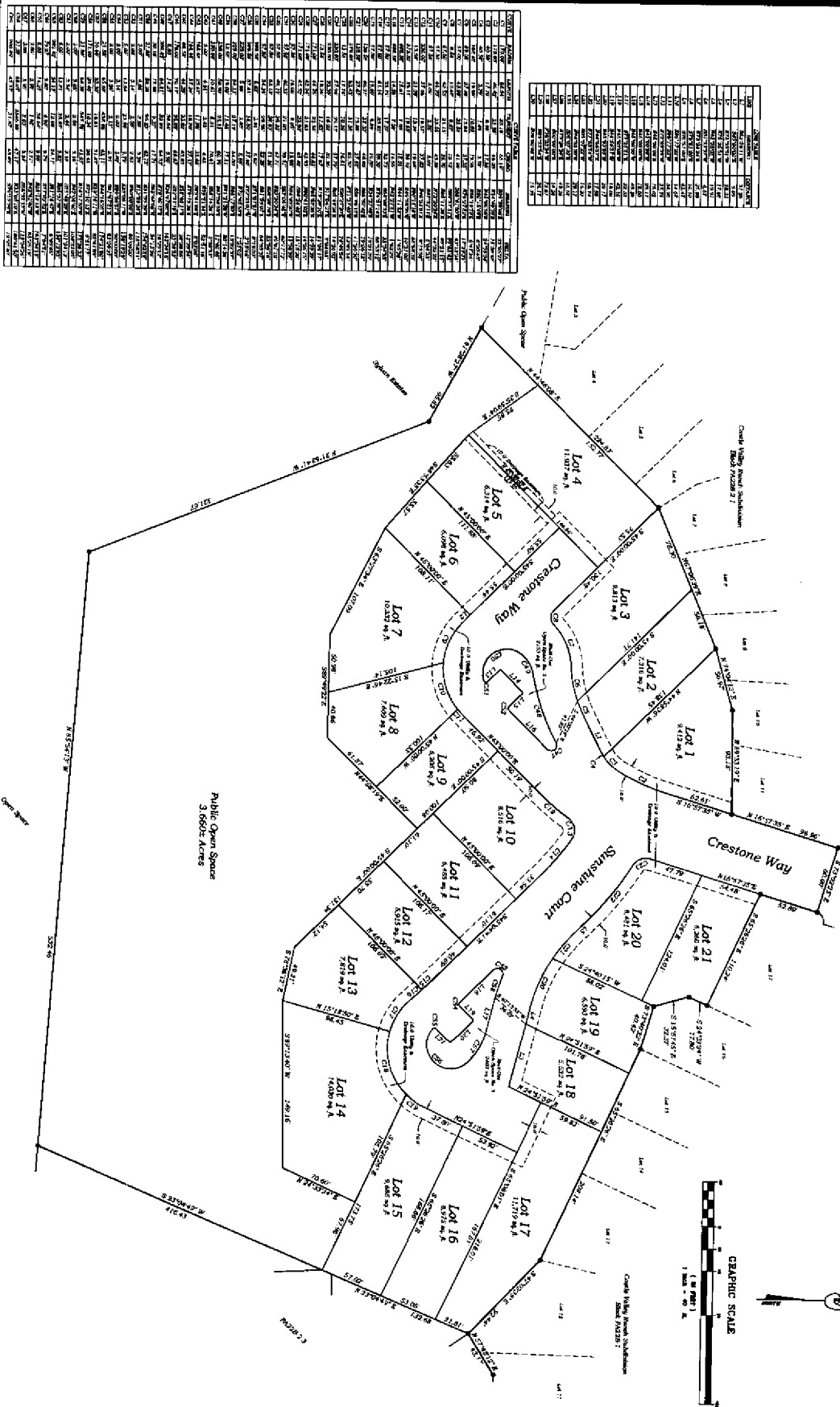


The foregoing instrument was acknowledged before me this 04 day of JUN, 2005 by
Eric C. Williams, President of Land Discovery, Inc., a Colorado corporation.

WITNESS my hand and official seal.
My commission expires: 2-1-2007


Notary Public

A REPLAT OF BLOCK PA22B
DETAIL - BLOCK PA22B-2-2



REVISION	DESCRIPTION

FINAL FLAT CASTLE VALLEY RANCH
REPLAT BLOCKS PA22B-2-2 AND PA22B2-3

BOOKCLIFF
Moving Services, Inc.

DATE	7/29/04
PROJECT NO.	04007-07
SHEET	2
OF	3

BLOCKS PA228-2-2 AND PA228-2-3
CASTLE VALLEY RANCH SUBDIVISION

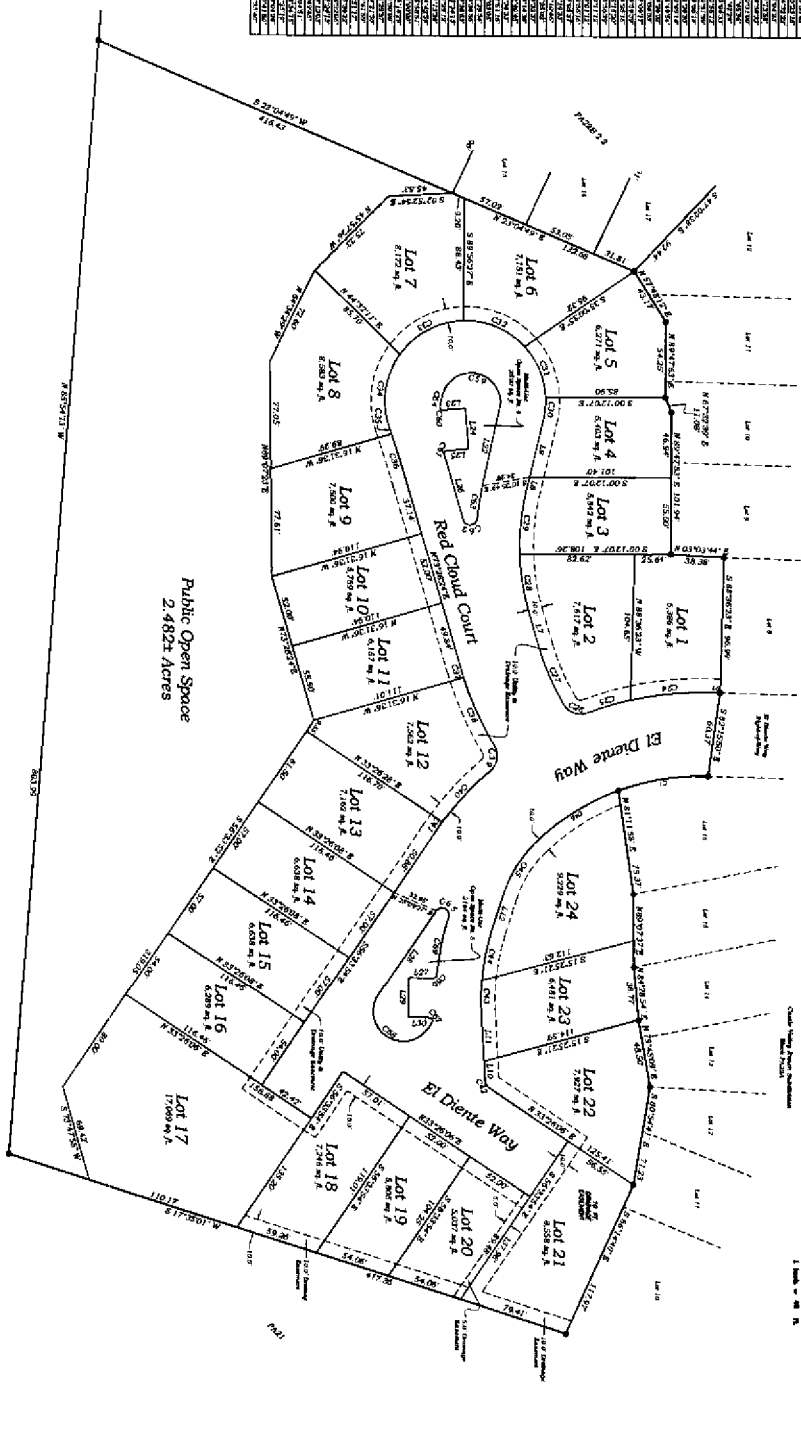
CASTLE VALLEY RANCH
PO BOX 200
NEW CASTLE CO 80657

676110 06/13/2005 10:00A B1696 P462 M ALSDORF
3 of 4 R 21.00 D 0.00 GARFIELD COUNTY CO



676110 06/13/2005 10:00A B1696 P463 M ALSDFR
4 of 4 R 21.00 D 0.00 GARFIELD COUNTY CO

FINAL PLAT
CASTLE VALLEY RANCH SUBDIVISION
BLOCKS PA22B-2-2 & PA22B-2-3, FILING NO. 7
A REPLAT OF BLOCK PA22B
DETAIL - BLOCK PA22B-2-3



LOT	ACRES	OWNER	REMARKS
1	1.00	CASTLE VALLEY RANCH	
2	1.00	CASTLE VALLEY RANCH	
3	1.00	CASTLE VALLEY RANCH	
4	1.00	CASTLE VALLEY RANCH	
5	1.00	CASTLE VALLEY RANCH	
6	1.00	CASTLE VALLEY RANCH	
7	1.00	CASTLE VALLEY RANCH	
8	1.00	CASTLE VALLEY RANCH	
9	1.00	CASTLE VALLEY RANCH	
10	1.00	CASTLE VALLEY RANCH	
11	1.00	CASTLE VALLEY RANCH	
12	1.00	CASTLE VALLEY RANCH	
13	1.00	CASTLE VALLEY RANCH	
14	1.00	CASTLE VALLEY RANCH	
15	1.00	CASTLE VALLEY RANCH	
16	1.00	CASTLE VALLEY RANCH	
17	1.00	CASTLE VALLEY RANCH	
18	1.00	CASTLE VALLEY RANCH	
19	1.00	CASTLE VALLEY RANCH	
20	1.00	CASTLE VALLEY RANCH	
21	1.00	CASTLE VALLEY RANCH	
22	1.00	CASTLE VALLEY RANCH	
23	1.00	CASTLE VALLEY RANCH	
24	1.00	CASTLE VALLEY RANCH	

LOT	ACRES	OWNER	REMARKS
1	1.00	CASTLE VALLEY RANCH	
2	1.00	CASTLE VALLEY RANCH	
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24	1.00	CASTLE VALLEY RANCH	