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ROAD MAINTENANCE AGREEMENT

THIS AGREEMENT is entered into effective the 26 day of May, 2004, by and among BARRANCA DEL PUEBLO, LLC, a New Mexico limited liability company, ("BARRANCA"); Larry N. Brooks and Heidi T. Brooks, husband and wife, ("BROOKS"); Lauro G. Guaderrama, a married man dealing in his sole and separate estate, ("GUADERRAMA"); Equity Trust Company, Custodian FBO Steven R. Fairfield IRA, ("EQUITY TRUST"); BRORAMA, LLC, a New Mexico limited liability company ("BRORAMA"); Ronald D. Brown and Joann V. Brown, husband and wife, ("BROWNS"); John C. Butters, a single man, ("BUTTERS"); Andrew Stiny, a single man, ("STINY"); Jillian Smothers, a single woman, ("SMOTHERS"); and John P. Sommer and Carol E. Sommer, husband and wife, ("SOMMERS"),

WHEREAS, the above parties own properties accessed via a private road in Taos County known as Paseo de la Barranca, the segment of which road covered by this agreement ("ROAD") extends north from County Road 110 (Old State Road 570) for a distance of approximately 1,331 feet, to the southern boundary of the Barranca del Pueblo Subdivision; (property ownerships are summarized on the chart on the following page, and the legal descriptions of the properties at issue are listed at the end of this document);

WHEREAS, the above parties have been benefited from the design and construction of this "Type C" county road by Barranca del Pueblo, LLC;

<i>Area – Segment</i>	<i>Lot Descriptions</i>	<i>Current Owner(s)</i>
(Lots along road to be maintained)		
SEGMENT 1		
Southernmost lots		
west side	Smothers Lot	SMOTHERS
east side	Waller Lot A-2	BRORAMA, BROOKS, BROWNS, & BUTTERS
SEGMENT 2		
Lots immediately north		
west side	Diamond Lot	BARRANCA
east side	Waller Lot A-1	BRORAMA, BROOKS, BROWNS, & BUTTERS
SEGMENT 3		
Next most northerly lots		
west side	Sommers Southerly Lot	SOMMERS
east side	Stiny Lot	STINY
SEGMENT 4		
Northernmost lots along road to be maintained		
west side	Sommers Northerly Lot	SOMMERS
east side	Brorama Lot	BRORAMA
NORTHERLY LOTS		
Lots to be accessed from north of road to be maintained		
	Lots 1-13 Barranca del Pueblo Sub'd.	BARRANCA
	Tracts A & B	BRORAMA, BROWN, & BUTTERS
	Lot 14E, Elmer & Carol Garcia Sub'd	BROOKS, GUADERRAMA, & EQUITY TRUST

and

WHEREAS, the parties desire to provide for the maintenance of the ROAD;

NOW THEREFORE, in consideration of the above and other good and valuable consideration, the receipt of which is hereby acknowledged, it is agreed as follows:

1. For purposes of allocating the cost of maintenance, repair, and replacement of the ROAD, which provides access to all of the above-described properties, the ROAD is divided into four (4) segments as follows:

Segment 1: The portion of the ROAD on the Smothers Lot and Waller Lot A-2.

Segment 2: The portion of the ROAD on the Diamond Lot and Waller Lot A-1.

Segment 3: The portion of the ROAD on the southerly Sommers Lot and the Stiny Lot.

Segment 4 The portion of the ROAD on the northerly Sommers Lot and the Brorama Lot.

All 16 lots accessed from north of Segment 4 shall be referred to as the Northerly Lots. The owners of the Northerly Lots shall be responsible for paying their share of the costs for the maintenance, repair and replacement of the ROAD as a block, through the Homeowners Association of Barranca del Pueblo Subdivision and Additional Lots

2. All costs necessary for the maintenance, repair and replacement of the ROAD shall be shared among the parties in the following proportions:

<i>Segment</i>	<i>Lot Description</i>	<i>% Share of cost for maintnance, repair, and replacement of road</i>
SEGMENT 1		
Southernmost Lots		
west side	Smothers Lot	1.19%
east side	Waller Lot A-2	1.19%
SEGMENT 2		
Lots immediately north		
west side	Diamond Lot	2.38%
east side	Waller Lot A-1	2.38%
SEGMENT 3		
Next most northerly lots		
west side	Sommers Southerly Lot	3.57%
east side	Stiny Lot	3.57%
SEGMENT 4		
Northernmost lots along road to be maintained		
west side	Sommers Northerly Lot	4.76%
east side	Brorama Lot	4.76%
NORTHERLY LOTS		76.19%
(13 lots)	Lots 1-13 Barranca del Pueblo Sub'd.	
(2 lots)	Tracts A & B	
(1 lot)	Lot 14E, Elmer & Carol Garcia Sub'd	
Total		100%

3. To the extent any property of the parties is subdivided or additional properties are granted access to the ROAD, said properties shall pay a prorata share of costs, in the same manner as calculated above, with the costs for all other lots being adjusted accordingly.

4. Except in the event of an emergency, proposed repair and maintenance expenses related to the ROAD shall be agreed upon in advance by a majority of the parties to this agreement, with each property having one (1) vote.

5. If any property owner fails to pay its prorata share of the maintenance, repair and replacement expenses within thirty (30) days of billing therefor, said expenses shall bear interest at one and one-half percent (1 1/2%) per month until paid in full. Additionally, the indebtedness related to the maintenance, repair and replacement of the ROAD shall constitute a lien upon the property of the owner failing to pay its share of said expenses and the other property owners may file a notice of said lien in the records of the County Clerk of Taos County, New Mexico. The lien

shall be subject to foreclosure in accordance with the laws of the State of New Mexico for foreclosing mortgages.

6. Notwithstanding the provisions of this Agreement to the contrary, if the ROAD is damaged or destroyed due to the negligent or intentional acts or omissions of one or more of the owners, their family members or tenants utilizing the ROAD, said owner shall be responsible for such damage and shall rebuild or repair the ROAD at said party's sole cost and expense using like or similar quality materials.

7. In the event any party to this Agreement is required to enforce the provisions hereof by judicial proceedings, the prevailing party or parties shall be entitled to reasonable attorney's fees and court costs from the non-prevailing party or parties.

8. Administration and enforcement of this Road Maintenance Agreement shall be the responsibility of Barranca Del Pueblo, LLC until such time Barranca Del Pueblo, LLC elects to turn over the administration and enforcement of this Road Maintenance Agreement to the Barranca del Pueblo Homeowners Association. There shall not be any financial remuneration paid for the administration and enforcement of this Road Maintenance Agreement. However, the administrator shall be reimbursed for all costs and expenses incurred while administrating and enforcing this Road Maintenance Agreement.

9. Notwithstanding the provisions of this Agreement to the contrary, Barranca Del Pueblo, LLC and/or the Barranca del Pueblo Homeowners Association shall be solely responsible for the cost of the ROAD's maintenance, repair and replacement through December 31, 2005. Thereafter, all costs and expenses for the maintenance, repair and replacement of the ROAD shall be shared proportionately among the property owners in accordance with Paragraph 2 of this agreement.

10. This Agreement shall be binding upon the undersigned, their heirs, personal representatives, successors and assigns in all respects and shall be deemed to run with the land forever.

11. This Agreement may be executed in several counterparts and all so executed counterparts shall constitute one agreement binding on all parties hereto, notwithstanding that all of the parties are not signatories to the original or same counterpart.

**SIGNATURE PAGE TO
ROAD MAINTENANCE AGREEMENT**

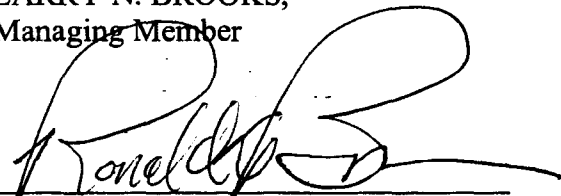
BARRANCA DEL PUEBLO, LLC
a New Mexico limited liability company

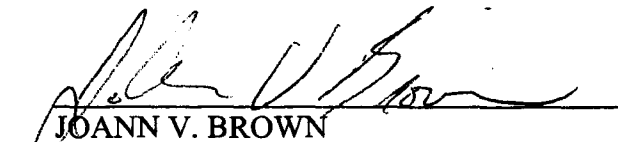
By: 
LARRY N. BROOKS,
Managing Member

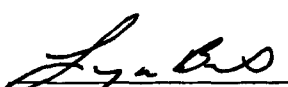

RONALD D. BROWN
Managing Member

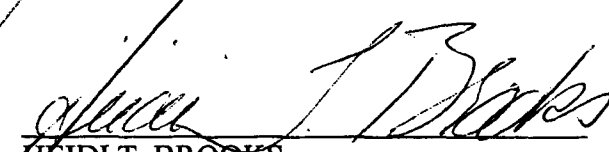
BRORAMA, LLC,
a New Mexico limited liability company

By: 
LARRY N. BROOKS,
Managing Member



RONALD D. BROWN, Individually


JOANN V. BROWN


LARRY N. BROOKS, Individually


HEIDI T. BROOKS

JOHN C. BUTTERS


LAURO G. GUADERRAMA

EQUITY TRUST COMPANY,
CUSTODIAN FOR BENEFIT OF STEVEN R. FAIRFIELD IRA

By: _____

Its: _____

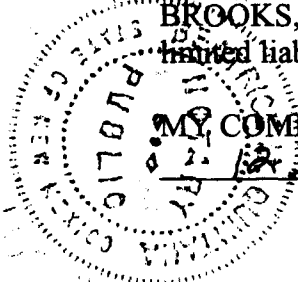
ACKNOWLEDGEMENTS

STATE OF NEW MEXICO)
)
COUNTY OF BERNALILLO)

This instrument was acknowledged before me on May 26, 2004, by LARRY N. BROOKS, individually, as Managing Member of BARRANCA DEL PUEBLO, LLC, a New Mexico limited liability company, and as Managing Member of BRORAMA. LLC

MY COMMISSION EXPIRES:
3/07

Blotus McQuintan
NOTARY PUBLIC



STATE OF NEW MEXICO)
)
COUNTY OF BERNALILLO)

This instrument was acknowledged before me on June 7, 2004, by HEIDI T. BROOKS.

MY COMMISSION EXPIRES:
4/9/05

Melissa Lovato
NOTARY PUBLIC



ACKNOWLEDGEMENTS

STATE OF NEW MEXICO)
)
 COUNTY OF BERNALILLO)

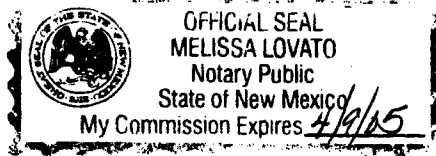


This instrument was acknowledged before me on June 17, 2004, by RONALD D. BROWN as Managing Member of BARRANCA DEL PUEBLO, LLC, a New Mexico limited liability company.

MY COMMISSION EXPIRES:
4/9/05

Melissa Lovato
 NOTARY PUBLIC

STATE OF NEW MEXICO)
)
 COUNTY OF BERNALILLO)



This instrument was acknowledged before me on June 17, 2004, by JOANN V. BROWN.

MY COMMISSION EXPIRES:
4/9/05

Melissa Lovato
 NOTARY PUBLIC

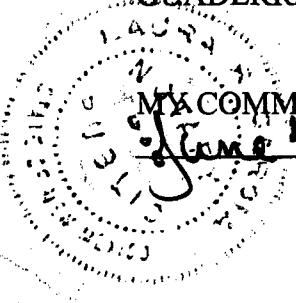
ACKNOWLEDGEMENTS

STATE OF NEW MEXICO)
)
COUNTY OF BERNALILLO)

This instrument was acknowledged before me on July 9th, 2004, by LAURO G. GUADERRAMA.

MY COMMISSION EXPIRES:
June 4, 2006

Raura Garcia
NOTARY PUBLIC



STATE OF OHIO)
)
COUNTY OF LORAIN)

This instrument was acknowledged before me on _____, 2004, by _____ OF EQUITY TRUST COMPANY, CUSTODIAN FOR THE BENEFIT OF STEVEN R. FAIRFIELD IRA.

MY COMMISSION EXPIRES:

NOTARY PUBLIC

**LEGAL DESCRIPTIONS OF LOTS
SUBJECT TO THIS ROAD MAINTENANCE AGREEMENT**

BARRANCA DEL PUEBLO SUBDIVISION

Lots 1 through 13 of BARRANCA DEL PUEBLO Subdivision, as the same are shown and designated on the Plat thereof filed in Cabinet D-175B in the office of the County Clerk of Taos County, New Mexico on July 19, 2002. (Corrected Plat filed December 11, 2003 in Cabinet E 15A.)

LOT 14-E, ELMER AND CAROL GARCIA SUBDIVISION

A certain tract of land being Lot 14-E, within the west 1/2 of Lot 14, Block 12, of the Gijosa Grant, Ranchos Orchard and Land Company within Section 31, T25N, R12E N.M.P.M. as projected into said grant, being more particularly described as follows, to wit:

Beginning at the southeast corner of the above-mentioned tract, whence the marked stone for the southeast corner of Lot 16, Block 12 Ranchos Orchard and Land Co. bears

S 00°45'44" W 854.00 feet;

Thence N 89°57'27" E 3301.02 feet;

Thence from said point of beginning, S 89°57'22" W 305.58 feet;

Thence S 00°45'44" W 428.00 feet;

Thence S 89°57'22" W 50.00 feet;

Thence N 00°45'44" E 428.00 feet;

Thence S 89°57'22" W 305.58 feet;

Thence N 00°45'44" E 468.06 feet;

Thence N 89°57'22" E 661.16 feet;

Thence S 00°45'44" W 468.06 feet to the point and place of beginning.

Containing 7.595 acres more or less and located in Taos County, New Mexico.

This Lot is referred to as Lot 14-E on the plat of the Elmer and Carol Garcia Subdivision, filed January 21, 2001 in Cabinet 139-B in the records of the Taos County Clerk.

TRACT A

A certain tract of land near Ranchos de Taos, Taos County, New Mexico, within the Gijosa Grant; located in projected Section 32, Township 25 North, Range 12 East, N.M.P.M.; described as part of the West 1/2 of Lot 15, Block 12 of the Ranchos Orchard & Land Co. Subdivision; also described as part of Tract

12, Map 61, Survey 2 of the 1941 Taos County Reassessment Survey; and more particularly described by metes and bounds as follows:

BEGINNING at a 1/2 inch rebar found for the N.E. corner of this tract, and the true point of beginning, from whence Triangulation Station "Godoi" a 1973 State Engineer Office brass cap monument found bears N69°31'03" E. 13004.88 feet distant, thence:

S 00°41'26" W. 278.38 feet to a 5/8 inch rebar set, thence;
S 00°41'26" W. 95.02 feet to a 5/8 inch rebar set for the SE corner of this tract, thence;
S 89°46'16" W. 344.39 feet to a 1/2 inch rebar found for the SW corner of this tract, thence;
N 00°31'58" E. 373.30 feet to a 1/2 inch rebar found in a rock pile for the NW corner of this tract, thence;
N 89°44'19" E. 314.55 feet to a 1/2 inch rebar found, thence;
N 89°57'23" E. 30.86 feet to the TRUE POINT AND PLACE OF BEGINNING.

TRACT B

A certain tract of land near Ranchos de Taos, Taos County, New Mexico, within the Gijosa Grant; located in projected Section 32, Township 25 North, Range 12 East, N.M.P.M.; described as part of the West 1/2 of Lot 15, Block 12 of the Ranchos Orchard & Land Co. Subdivision; also described as part of Tract 12, Map 61, Survey 2 of the 1941 Taos County Reassessment Survey; and more particularly described by metes and bounds as follows:

BEGINNING at a 1/2 inch rebar found for the N.W. corner of this tract, and the true point of beginning, from whence Triangulation Station "Godoi," a 1973 State Engineer Office brass cap monument, found bears N69°31'03" E. 13004.88 feet distant, thence:

N 89°46'13" E. 186.83 feet to a 1/2 inch rebar found, thence;
N 89°46'15" E. 126.57 feet to a 1/2 inch rebar found for the NE corner of this tract, thence;
S 00°50'37" W. 139.81 feet to a 1/2 inch rebar found, thence;
S 00°52'54" W. 138.56 feet to a 1/2 inch rebar found for the SE corner of this tract, thence;
N 89°46'00" W. 312.57 feet to a 5/8 inch rebar set for the SW corner of this tract, thence;
N 00°41'26" E. 278.38 feet to the TRUE POINT AND PLACE OF BEGINNING.

SOMMERS NORTHERLY LOT

The NE 1/4 of the NE 1/4 of Lot 14, Block 12 of the Ranchos Orchard and Land Company Subdivision of the Gijosa Land Grant at Llano Quemado, Projected Section 31, Township 25 N. Range 12 E, N.M.P.M. Taos County, New Mexico, as shown on the plat filed June 25, 1996 in Cabinet D-9B in the records of the Taos County Clerk.

SOMMERS SOUTHERLY LOT

The SW 1/4 of the NE 1/4 of Lot 14, Block 12 of the Ranchos Orchard and Land Company Subdivision of the Gijosa Land Grant at Llano Quemado, Projected Section 31, Township 25 N. Range 12 E, N.M.P.M. Taos County, New Mexico, as shown on the plat filed June 25, 1996 in Cabinet D-9B in the records of the Taos County Clerk.

BRORAMA LOT

The NE 1/4 of the NE 1/4 of Lot 14, Block 12, the Ranchos Orchard and Land Company Subdivision of the Gijosa Land Grant at Llano Quemado, Projected Section 31, Township 25 N. Range 12 E, N.M.P.M. Taos County, New Mexico, as shown on the plat filed June 25, 1996 in Cabinet D-9B in the records of the Taos County Clerk.

STINY LOT

The SE 1/4 of the NE 1/4 of Lot 14, Block 12, the Ranchos Orchard and Land Company Subdivision of the Gijosa Land Grant at Llano Quemado, Projected Section 31, Township 25 N. Range 12 E, N.M.P.M. Taos County, New Mexico, as shown on the plat filed June 25, 1996 in Cabinet D-9B in the records of the Taos County Clerk.

DIAMOND LOT

Lot A-1 as described on the plat entitled "Claim of Exemption" (Lot Split by Family Transfer) for Jillian R. Smothers and Victoria Lee Diamond, filed on June 9, 2003 in Cabinet D-199B in the records of the Taos County Clerk.

SMOTHERS LOT

Lot A-2 as described on the plat entitled "Claim of Exemption" (Lot Split by Family Transfer) for Jillian R. Smothers and Victoria Lee Diamond, filed on June 9, 2003 in Cabinet D-199B in the records of the Taos County Clerk.

WALLER LOT A-1

A tract of land situate in the east one-half (E1/2) of the southeast one-quarter (SE1/4) of Lot 14 of Block 12 of the Ranchos Orchard & Land Co. Subdivision of the Gijosa Land Grant at Llano Quemado, Protracted Section 31, Township 25 North, Range 12 East, New Mexico Principal Meridian, Taos County, New Mexico and being more particularly described as follows:

BEGINNING at a point which is the northeast (NE) corner of said east one-half (E1/2) of the southeast one-quarter (SE1/4) of Lot 14, Block 12, whence the northeast (NE) corner of said Lot 14, Block 12 bears N 00°57'26" E a distance of 661.15 feet;

Thence S 00°58'31" W along the east boundary of said east one-half (E1/2) of the southeast one-quarter (SE1/4) a distance of 260.85 feet;

Thence S 89°56'10" W a distance of 334.43 feet to a point on the west boundary of said tract;

Thence N 01°04'45" E along said boundary a distance of 260.85 feet;

Thence N 89°56'10" E a distance of 333.96 feet to the **TRUE POINT AND PLACE OF BEGINNING**.

This tract contains 2.0010 acres, more or less. It is referred to as Lot A-1 on the plat as filed February 20, 2003 in Cabinet D 192-A in the records of the Taos County Clerk.

WALLER LOT A-2

A tract of land situate in the east one-half (E1/2) of the southeast one-quarter (SE1/4) of Lot 14 of Block 12 of the Ranchos Orchard & Land Co. Subdivision of the Gijosa Land Grant at Llano Quemado, Protracted Section 31, Township 25 North, Range 12 East, New Mexico Principal Meridian, Taos County, New Mexico and being more particularly described as follows:

BEGINNING at a point on the east boundary of said east one-half (E1/2) of the southeast one-quarter (SE1/4) of Lot 14, Block 12, whence the northeast (NE) corner of said Lot 14, Block 12 bears N 00°57'26" E a distance of 661.15 feet and N00°58'31" E a distance of 260.85 feet;

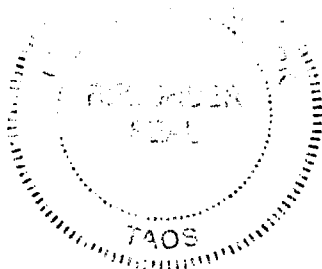
Thence S 00°58'31" W along the east boundary of said east one-half (E1/2) of the southeast one-quarter (SE1/4) a distance of 400.29 feet;

Thence S 89°56'22" W a distance of 335.16 feet to a point on the west boundary of said tract;

Thence N 01°04'45" E along said boundary a distance of 400.29 feet;

Thence N 89°56'10" E a distance of 334.43 feet to the TRUE POINT AND PLACE OF BEGINNING.

This tract contains 3.0579 acres, more or less. It is referred to as Lot A-2 on the plat as filed February 20, 2003 in Cabinet D 192-A in the records of the Taos County Clerk.



COUNTY OF TAOS)SS
STATE OF NEW MEXICO)

I hereby certify that this instrument was filed
for record on the 20th day of July A.D.
2004 at 11:52:22 o'clock A m
and was duly recorded in book M 448
page 218-240 of the records of Taos County.

Witness my Hand and Seal of Office

Juanita G. Dean

County Clerk, Taos County, N.M.

Walter R. Ryan
Deputy