

DECLARATION OF COVENANTS

THIS DECLARATION is made on the date hereinafter set forth by Grant McWilliams and Cheryl McWilliams, husband and wife, (herein "Owners"), who are the record owners of a tract of land in Section 10, Township 14 North, Range 75 West of the 6th P.M., Albany County, Wyoming, more particularly described as Tract 1, West Wind, Albany County, Wyoming, as depicted on that Map prepared by Coffey & Associates, L.L.C., dated June 18, 1999, as Job No. 99029, recorded June 22, 1999 as Document # 1999 4073, and as further described in that Warranty Deed dated August 10, 2001 at Document #2001 4837 (herein "Subject Property").

Owners desire to install and use a small portable sawmill on a portion of the Subject Property which requires a change in zoning to be approved by the Albany County Commissioners, Albany County, Wyoming. The property owners who neighbor Owners have objected to such a change in zoning. To satisfy and alleviate these neighbors' concerns, Owners do hereby publish and declare that the five acre area to be rezoned within the Subject Property and improvements constructed and located thereon are hereby subject to the use and ownership as set forth herein and subject to the following Covenants which shall run with the land.

1. **RESIDENTIAL USE / CONDITIONAL COMMERCIAL USE.** Up to five (5) acres of the Subject Property may be used by the Owner for the limited purpose of the operation of a small portable saw mill (herein "mill") to process rough cut lumber. The location of said five acres is more accurately described in Exhibit "A" attached hereto. Such mill may be operated for Owner's personal use and/or Owner's sale of rough cut lumber on a small commercial basis. No other commercial or industrial use shall be allowed on the Subject Property. Should Owner operate such a mill, such operation shall be strictly limited as follows:

FENCE ENCLOSURE -- That portion of the Subject Property which may be used for the operation of the mill shall be enclosed by a fence which shall block out the public's view to the North and the view of the surrounding neighbors to the West and South, of all mill operations including but not limited to all equipment, vehicles, uncut logs, scrap, pilings of chips and sawdust, and any other items used in such operation or the product therefrom. Such fence shall be constructed, at a minimum, of rough cut or finish grade lumber, shall be constructed in a good workmanshiplike manner, and shall be sufficient in height and construction to block the public's and neighbors' view of such operation.

All of Owners' other machinery, equipment and vehicles which are not in running condition or in a state of disrepair which are stored on the Subject Property shall be stored within such fenced-in area or otherwise enclosed in a garage or storage building or screened from the view of the public, and the view of the neighboring landowners to the West and South.

BUILDING ENCLOSURE -- All motorized saw mill equipment used in such operation shall be enclosed in a building (such as a pole barn or other similar structure) and shall be only operated in such a building so as to minimize the sound and dust and to minimize the intrusion of the neighbor's quiet and peaceful enjoyment of their rural residential environment.

TRAFFIC— The use of logging trucks and other vehicles used for transportation of logs, lumber or other products to or from the mill operation shall be kept to a minimum on the Subject Property.

EXTERIOR LIGHTING. Only standard residential lighting shall be used to illuminate the exterior of the Subject Property. All outside lighting shall be arranged and shielded so as to prevent any nuisance on or to neighboring properties to the west and south of the Subject Property.

2. **RUN WITH THE LAND / ENFORCEMENT.** These covenants shall run with the Subject Property or any part thereof and shall be strictly followed. These Covenants may be enforced by the Albany County Commissioners and/or by any private owner of real property located within River Ridge Ranch subdivision, those parcels of land located along West Wind Road to the West and South of the Subject Property. If the enforcing party is successful in enforcing these covenants, whether by litigation or otherwise, they shall be entitled to recover all of their costs and attorney fees reasonably incurred in such enforcement from Owner.

This DECLARATION is hereby made this 14th day of September, 2001.



Grant McWilliams



Cheryl McWilliams

STATE OF WYOMING)
) ss.
COUNTY OF ALBANY)

The above and foregoing DECLARATION was acknowledged before me by Grant McWilliams and Cheryl McWilliams, husband and wife, this 14th day of September, 2001.

WITNESS my hand and official seal.



Notary Public

My Commission expires:

7-7-2002

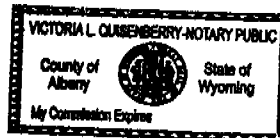


EXHIBIT A

A five (5) acre parcel, more or less, starting from the Highway 230 entrance along the East property line of the Subject Property; thence South along the property line of the Subject Property for approximately 465 feet; thence to a point West 465 feet; thence North for 465 feet; thence back East to the starting point 465 feet, as approximately shown as follows:

