

Recorded at 4:45 o'clock P.M. November 27 1978
Reception No. 209418 Loretta Banner Recorder

AMENDMENT TO CONDOMINIUM DECLARATION

FOR

BOOK 358 PAGE 734

THE COOPER STREET LOFTS

WHEREAS, Cooper Street Partners, a Colorado limited partnership ("Declarant") did, on June 17, 1977, duly execute a Condominium Declaration for The Cooper Street Lofts ("Declaration"), which was recorded June 21, 1977 in Book 330 at Page 790 of the records of Pitkin County.

WHEREAS, pursuant to the Declaration a condominium project was created consisting of six (6) separately designated studio condominium units ("Units").

WHEREAS, the Declarant is still the owner of 100% of the general common elements in the condominium project which is situated on Lots R and S, Block 61, City and Townsite of Aspen, Pitkin County, Colorado.

WHEREAS, in accordance with Paragraph 19 of the Declaration, the Declarant desires to amend the Declaration.

NOW, THEREFORE, the Declaration is hereby amended by the addition of new Paragraph 38 as follows:

38. Vacation Plan Program. All units in the condominium project are hereby submitted to a Vacation Plan Program. This program consists of the sale, at a fixed price, of a reservation ("Vacation Plan") entitling the purchaser each year for a period of 15 years, to the occupancy of a non-specific Unit for a certain length of time (e.g. a given week(s) during the year), or a certain length of time within a more general time period (e.g. a floating week(s) within a given month during the year). The Vacation Plans available under this program are identified on Schedule "A" attached hereto and made a part hereof. In addition to the fixed price, all purchasers of Vacation Plans will be required to pay certain charges to cover expenses in maintaining and operating the condominium project and for particular services to the occupants. Further terms and conditions of the

Vacation Plan Program shall be included in separate agreement(s) to be signed at the time of sale. This Vacation Plan Program, and any resales, exchanges, or the like, either in whole or in part, shall be exempt from the provisions of Paragraph 27 of the Declaration, Right of First Refusal by Owners. This Vacation Plan Program does not create any real estate interests.

IN WITNESS WHEREOF, the Declarant has executed this Amendment effective November 1, 1978.

DECLARANT:

COOPER STREET PARTNERS, a
Colorado limited partnership

By

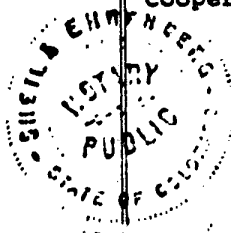
John C. Ginn
John C. Ginn,
general partner

STATE OF COLORADO)
COUNTY OF PITKIN) ss.

The foregoing Amendment was executed this 27th day of November, 1978 by JOHN C. GINN, general partner of Cooper Street Partners, a Colorado limited partnership.

WITNESS my hand and official seal.

My commission expires: June 16, 1981



Charles E. Chamberly
Notary Public

SCHEDULE "A"

(attached to and forming a part of that certain Amendment to Condominium Declaration for The Cooper Street Lofts dated the 1st day of November, 1978)

1. All Vacation Plans shall commence not later than two (2) years after May 1, 1979 and shall expire of their own accord fifteen (15) years after the commencement date.

2. So long as there is no conflict with any Vacation Plans, Declarant reserves the right, during the entire Vacation Plan Program, to either short or long term any of the units; however, one unit to be designated, shall at all times, remain available to be shown in connection with the marketing of the Vacation Plans.

SCHEDULE OF VACATION PLANS

Year #	1	2	3	4	5	6	7	8	9	10	11	12	13	14	15
Year	1979	1980	1981	1982	1983	1984	1985	1986	1987	1988	1989	1990	1991	1992	1993
Col. #															
1	12-30	12-29	1-1	1-2	1-1	12-30	1-1	1-1	1-1	1-2	12-31	12-30	12-29	1-1	1-2
2	1-1	1-5	1-10	1-9	1-8	1-7	1-6	1-11	1-10	1-9	1-7	1-6	1-5	1-11	1-8
3	1-13	1-12	1-17	1-16	1-15	1-14	1-13	1-18	1-17	1-16	1-14	1-13	1-12	1-18	1-15
4	1-20	1-19	1-24	1-23	1-22	1-21	1-20	1-25	1-24	1-23	1-21	1-20	1-19	1-25	1-22
5	1-27	1-26	1-31	1-30	1-29	1-28	1-27	1-31	1-30	1-29	1-27	1-26	1-31	1-28	1-25
6	2-3	2-2	2-7	2-6	2-5	2-4	2-3	2-7	2-6	2-5	2-3	2-2	2-7	2-4	2-1
7	2-10	2-9	2-14	2-13	2-12	2-11	2-10	2-14	2-13	2-11	2-10	2-9	2-14	2-11	2-8
8	2-17	2-16	2-21	2-20	2-19	2-18	2-17	2-21	2-20	2-19	2-17	2-16	2-21	2-18	2-15
9	2-24	2-23	2-28	2-27	2-26	2-25	2-24	2-28	2-27	2-26	2-24	2-23	2-28	2-25	2-22
10	3-3	3-1	3-6	3-5	3-4	3-3	3-2	3-6	3-5	3-4	3-2	3-1	3-6	3-3	3-1
11	3-10	3-9	3-14	3-13	3-12	3-11	3-10	3-14	3-13	3-11	3-10	3-9	3-14	3-11	3-8
12	3-17	3-16	3-21	3-20	3-19	3-18	3-17	3-21	3-20	3-19	3-17	3-16	3-21	3-18	3-15
13	3-24	3-23	3-28	3-27	3-26	3-25	3-24	3-28	3-27	3-26	3-24	3-23	3-28	3-25	3-22
14	3-31	3-30	4-4	4-3	4-2	4-1	3-31	4-4	4-3	4-2	4-1	3-31	4-4	4-1	3-29
15	4-7	4-6	4-11	4-10	4-9	4-8	4-7	4-11	4-10	4-9	4-7	4-6	4-11	4-8	4-5

THIS IS A COPY OF THE ORIGINAL RECORD OF THE COOPER STREET LOFTS, INC. AS FILED IN THE OFFICE OF THE CLERK OF SUPERIOR COURT, DISTRICT OF COLUMBIA, ON 11/13/78.

Recorded at 3:16 o'clock P M 9/1/87
Reception No 292482

BOOK 545 PAGE 88

SILVIA DAVIS PITKIN COUNTY RECORDER

SECOND AMENDMENT TO THE CONDOMINIUM DECLARATION FOR
COOPER STREET LOFTS, PITKIN COUNTY, COLORADO
July 16, 1987

1. Recitals.

1.1 Original Declaration. The condominium declaration for the Cooper Street Lofts dated June 17 19 77, was recorded in Book 330 at Page 790-811 on June 21, 19 77, in the records of the County Clerk and Recorder's Office, Pitkin County, Colorado.

1.2 Amendment Allowed. Paragraph 19 of the declaration provides that it may be amended by the recording of a written instrument specifying the amendment or repeal executed by 75 percentage of all the owners affected by the declaration.

1.3 Desired Amendment. The requisite number of owners desire to amend the declaration to repeal the amendment to the condominium declaration for the Cooper Street Lofts recorded November 27, 1978, in Book 358 at Pages 734-736 of the records of the Clerk and Recorder's Office of Pitkin County, Colorado.

NOW, THEREFORE, the requisite number of owners hereby publishes, declares and acknowledges that the following terms, covenants and conditions shall apply to the affected real property and shall be deemed to run with the land and be a burden and benefit to all of the owners and each of their successors and assigns and any person acquiring or owning an interest in the affected real property and improvements or grantees, successors, heirs, administrators, devisees or assigns.

Paragraph 38 entitled Vacation Plan Program as set forth in the amendment to the condominium declaration for the Cooper Street Lofts recorded in Book 358 at Page 734-736 is hereby repealed in its entirety and shall have no further force or effect on the Cooper Street Lofts.

This amendment may be executed in multiple counterparts, and each such counterpart shall be deemed to be an original hereof binding on the party or parties executing under such counterpart even though such counterpart may not be executed by all of the parties hereto provided that the second amendment to the declaration shall not be effective until the necessary parties have executed a counterpart and that counterparts having the signature of the requisite number of owners have been placed of record.

IN WITNESS WHEREOF, the owners of not less than the requisite percentage of the affected property owners have

executed this instrument as of the day and year above set forth.

Unit 1

Belton M. Fleisher
BELTON M. FLEISHER

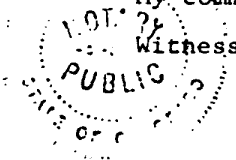
Elizabeth S. Fleisher
ELIZABETH S. FLEISHER

STATE OF COLORADO)
) ss.
COUNTY OF PITKIN)

Subscribed and sworn to before me Sept 1st,
1987, by BELTON M. FLEISHER and ELIZABETH S. FLEISHER.

My commission expires 1/20/91.

Witness my hand and official seal.



Ann Brooks
Notary Public

Unit 2

Nancy Lawler
NANCY LAWLER

J. T. Lawler
TIM LAWLER

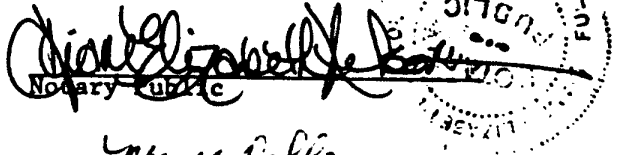
STATE OF Georgia)
COLORADO) ss.
COUNTY OF FULTON)
PITKIN

Subscribed and sworn to before me July 28,
1987, by NANCY LAWLER and TIM LAWLER.

My commission expires July 20, 1990

Witness my hand and official seal.

Notary Public, Fulton County, Georgia
My Commission Expires July 20, 1990



Units 3, 4 and 6

Norma Dolle
NORMA DOLLE

9-1-87

STATE OF COLORADO)
COUNTY OF PITKIN) ss.

Subscribed and sworn to before me Sept 1,
1987, by NORMA DOLLE.

My commission expires 1/20/91.

Witness my hand and official seal.

Lennie Berth
Notary Public

Unit 5

Brian Kealy
BRIAN KEALY

Marge Kealy
MARGE KEALY

New York
STATE OF ~~COLORADO~~)
New York) ss.
COUNTY OF ~~PITKIN~~)

Subscribed and sworn to before me August 8,
1987, by BRIAN KEALY and MARGE KEALY.

My commission expires _____.

Witness my hand and official seal.

Notary Public

9-1-87