

-11-

THIRD AMENDMENT
TO THE
CONDOMINIUM DECLARATION
FOR
THE RIVERWALK TOPAZ BUILDING

WHEREAS, Eagle II Developers, Inc. a Colorado corporation (the "Declarant"), recorded the Condominium Declaration for The Riverwalk Topaz Building on May 28, 1997 in Book 727 at Page, 843 of the records of the County Clerk and Recorder of Eagle County, State of Colorado (the "Declaration"); and

WHEREAS, Declarant, as owner of at least seventy-five (75%) of the Condominium Units in the Riverwalk Topaz Building desires to amend Exhibit "B" to the Declaration pursuant to Paragraph 3.4 (a) of said Declaration to reflect the separation of Condominium Units as detailed in Exhibit "B" attached to this Third Amendment.

NOW THEREFORE, Exhibit "B" to the Declaration is amended to read as provided in this Third Amendment and the Second Amendment tot the Declaration, which also amended said Exhibit "B" , is revoked in its entirety.

Except as herein specified, all provisions, restrictions, covenants, and conditions contained in the Declaration shall remain in full force and effect, provided that in the event the provisions of the Third Amendment shall conflict with said Declaration, the provisions of this Third Amendment shall control.

EXECUTED this 26th day of November, 1997.

Declarant: Eagle II Developers Inc.
a Colorado corporation.

By: [Signature]

Title: Vice President



STATE OF)
) ss
COUNTY OF)

The foregoing instrument was acknowledged, subscribed and sworn to before me this 26th day of November, 1997, by A. Leonard Nacht, as Vice President of Eagle II Developers, Inc. a Colorado corporation.



WITNESS MY HAND AND OFFICIAL SEAL

[Signature]
Notary Public

1-6-2001
My commission expires:

644502 01/12/1998 03:32P 134 Sara Fisher
1 of 2 R 11.00 D 0.00 N 0.00 Eagle CO

EXHIBIT "B"

ALLOCATED INTEREST
BUILDING "K" TOPAZ

RESIDENTIAL 9,508.76
COMMERCIAL 12,706.06
GCE 3,647.85

TOTAL 25,862.67
RESIDENTIAL+GCE
13,129.46



UNIT #	SQ. FOOTAGE	% OWNERSHIP	VOTES
R-201	1,207.45	6%	6
R-202	1,186.15	5%	5
R-203	1,186.15	5%	5
R-204	1,174.63	5%	5
R-205	1,174.63	5%	5
R-206	1,186.15	5%	5
R-207	1,186.15	5%	5
R-208	1,207.45	6%	6

TOTAL RESIDENTIAL 9,508.76 42% 42

COMMERCIAL + GCE
16,353.91

C-101	3,688.07	17%	17
C-102-A	1,121.02	4%	4
C-102-B	732.82	4%	4
C-103-A	1,052.97	5%	5
C-103-B	1,442.33	6%	6
O-201	715.12	3%	3
O-202	705.39	3%	3
O-203	1,015.47	5%	5
O-204	767.68	4%	4
O-205	799.75	4%	4
O-206	665.44	3%	3

TOTAL COMMERCIAL 12,706.06 58% 58

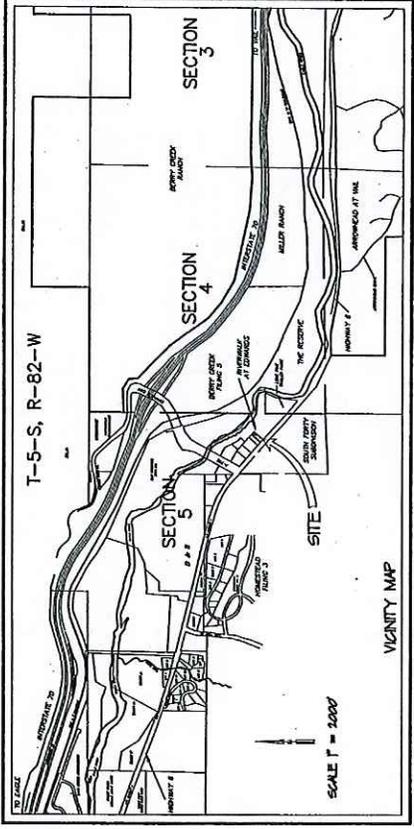
RIVERWALK TOPAZ BUILDING, UNIT C-102

A RESUBDIVISION OF UNIT C-102, RIVERWALK TOPAZ BUILDING CONDOMINIUMS

CONDOMINIUM MAP
EAGLE COUNTY, COLORADO

GENERAL NOTES

- The purpose of this Condominium Map is to subdivide Unit C-102 into Condominium Units.
- Site of Survey September 16, 1987.
- Plan of Survey 1987-001, 1987-002, 1987-003, 1987-004, 1987-005, 1987-006, 1987-007, 1987-008, 1987-009, 1987-010, 1987-011, 1987-012, 1987-013, 1987-014, 1987-015, 1987-016, 1987-017, 1987-018, 1987-019, 1987-020, 1987-021, 1987-022, 1987-023, 1987-024, 1987-025, 1987-026, 1987-027, 1987-028, 1987-029, 1987-030, 1987-031, 1987-032, 1987-033, 1987-034, 1987-035, 1987-036, 1987-037, 1987-038, 1987-039, 1987-040, 1987-041, 1987-042, 1987-043, 1987-044, 1987-045, 1987-046, 1987-047, 1987-048, 1987-049, 1987-050, 1987-051, 1987-052, 1987-053, 1987-054, 1987-055, 1987-056, 1987-057, 1987-058, 1987-059, 1987-060, 1987-061, 1987-062, 1987-063, 1987-064, 1987-065, 1987-066, 1987-067, 1987-068, 1987-069, 1987-070, 1987-071, 1987-072, 1987-073, 1987-074, 1987-075, 1987-076, 1987-077, 1987-078, 1987-079, 1987-080, 1987-081, 1987-082, 1987-083, 1987-084, 1987-085, 1987-086, 1987-087, 1987-088, 1987-089, 1987-090, 1987-091, 1987-092, 1987-093, 1987-094, 1987-095, 1987-096, 1987-097, 1987-098, 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1987-999, 1987-1000.



CLERK AND RECORDS CERTIFICATE
I, Clerk and Records, do hereby certify that the above described plat was duly recorded in the County of Eagle, Colorado, on the 23rd day of September, 1987, at 10:00 AM.

By: *[Signature]*
Clerk and Records

CERTIFICATE OF TAXES PAID
I, Treasurer, do hereby certify that the taxes on the above described property have been paid in full to the County of Eagle, Colorado, on the 23rd day of September, 1987, at 10:00 AM.

By: *[Signature]*
Treasurer

TITLE CERTIFICATE
I, Title Guaranty, do hereby certify that the above described property is free and clear of all liens, claims, and encumbrances, except as shown on the plat of record.

By: *[Signature]*
Title Guaranty

CONDOMINIUM DEVELOPMENT CERTIFICATE
I, County Clerk, do hereby certify that the above described property is a condominium development as defined in the Colorado Condominium Act, C.R.S. 38-101-38-108.

By: *[Signature]*
County Clerk

SEVERANCE CERTIFICATE
I, Assessor, do hereby certify that the above described property is a severance as defined in the Colorado Severance Act, C.R.S. 38-101-38-108.

By: *[Signature]*
Assessor



CERTIFICATION OF EDUCATION AND OWNERSHIP
I, Clerk and Records, do hereby certify that the above described property is owned by the persons named in the plat of record, and that they are qualified to own the same under the laws of the State of Colorado.

By: *[Signature]*
Clerk and Records

STATE OF COLORADO
COUNTY OF EAGLE

By: *[Signature]*
County Clerk

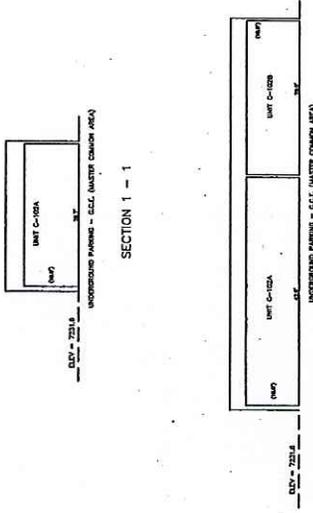
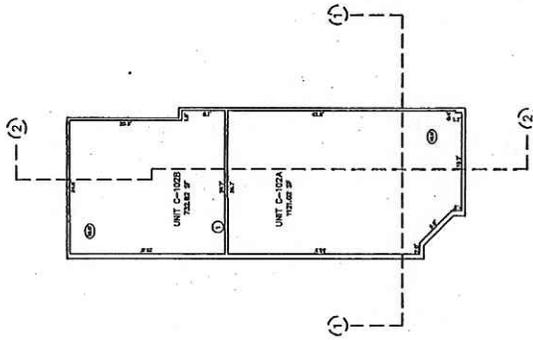


CONDOMINIUM MAP

RIVERWALK TOPAZ BUILDING, UNIT C-102

A RESUBDIVISION OF UNIT C-102, RIVERWALK TOPAZ BUILDING CONDOMINIUMS
EAGLE COUNTY, COLORADO

EAGLE COUNTY FILE NO. SUB-00962



LEGEND

- UNIT WALL
- SECTION
- CEILING HEIGHT
- GENERAL COMMON ELEMENT
- UNITED COMMON ELEMENT - RESIDENTIAL
- L.C.E. - R.
- ALL ANGLES ARE 45, 90 OR AS SHOWN

- WALL THICKNESSES
- 0.5" WALL

ADDRESS TABLE

UNIT #	ADDRESS
C-102A	0030 SECOND STREET, SUITE 102A
C-102B	0016 SECOND STREET, SUITE 102B



SCALE 1" = 10'

ALPINE ENGINEERING, INC.
SHEET 2 OF 2

FOR PAGE OF EXHIBIT, REFER TO ORIGINAL MAP IN SHEET 1.