

**FIRST SUPPLEMENT TO THE DECLARATION
OF COVENANTS, CONDITIONS, RESTRICTIONS AND EASEMENTS
FOR TARN LANDING**

Tarn Landing, L.L.C. a Colorado limited liability company, ("Declarant") makes this First Supplement to the Declaration of Covenants, Conditions and Restrictions for Tarn Landing for the purpose of expanding the Tarn Landing Project.

RECITALS

A. Thomas M. Silengo as Manager of Tarn Landing, L.L.C. executed the Declaration of Covenants, Conditions and Restrictions for Tarn Landing (the "Declaration") on December 18, 1998. The Declaration was recorded December 18, 1998 at Reception No. 584212 and the Condominium Map of Tarn Landing Building A was recorded December 18, 1998 at Reception No. 584211; both being filed in the Summit County, Colorado records.

B. The Declaration at Article XV, Section 15.1 expressly reserves the right to Declarant to convert all or any part of the Property labeled on the map as "Expansion Property" into additional Units, Common Elements and Limited Common Elements without the consent of the existing Owners or Mortgagees;

C. Declarant now desires to expand the Project by converting the Expansion Property into additional Units, Limited Common Elements and Common Elements.

NOW THEREFORE, Declarant supplements the Declaration of Covenants, Conditions and Restrictions for Tarn Landing as follows:

1. Addition of Condominium Units, Limited Common Elements and Common Elements. Declarant converts the Common Elements designated as "Future Expansion Property" and "Building B" on the Condominium Map of Tarn Landing Building A into 8 residential, fee simple estates, such estates consisting of one Condominium Unit, together with the Common Elements and Limited Common Elements depicted on the Condominium Map of Tarn Landing Building B. Declarant sells and conveys the Common Elements created by the Declaration and this First Supplement to the Tarn Landing Condominium Association in consideration for the Association's exercise of its duties under the Declaration.

2. The Condominium Map of Tarn Landing Building B. The Condominium Map of Tarn Landing Building B means the map of Units B1, B2, B3, B4, B5, B6, B7 and B8 of Tarn Landing, as recorded under Reception No. ~~592597~~ of the Summit County, Colorado records.

3. Allocated Interest. As required by the Declaration under Section 15.3, the allocation of Common Expenses for each Unit in the Project are reapportioned as set forth in Exhibit 1, which Exhibit replaces Exhibit B to the Declaration.

4. Incorporation of Declaration Provisions Declarant ratifies and affirms all of the terms and the provisions of the Declaration. All references to the Declaration shall be and are hereby deemed to include this First Supplement to the Condominium Declaration unless specific provisions to the contrary are made.

Declarant has executed this First Supplement to the Declaration of Covenants, Conditions and Restrictions for Tarn Landing this 12th day of April, 1999.

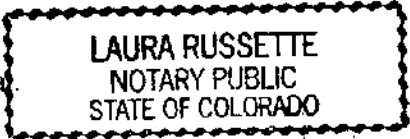
DECLARANT: Tarn Landing, L.L.C.,
A Colorado limited liability company

Thomas M. Silengo
By: Thomas M. Silengo, Manager

STATE OF COLORADO)
) ss
COUNTY OF SUMMIT)

April The foregoing instrument was acknowledged before me this 12th day of April, 1999 by Thomas M. Silengo as Manager for Tarn Landing, L.L.C., a Colorado limited liability company.

Witness my hand and official seal.



My Commission Expires: _____ My Commission Expires 03/13/2000

Laura Russette
Notary Public