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**SECOND 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 Second Supplement to the Declaration of Covenants, Conditions and Restrictions for Tarn Landing for the purpose of expanding the Tarn Landing Project.

RECITALS

A. VICKI KIGLER-SILVERMAN 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, which Declaration was recorded December 18, 1998 at Reception No. 584212 and executed the First Supplement to the Declaration of Covenants, Conditions, Restrictions and Easements for Tarn Landing on _____ (the "First Supplement"), which First Supplement was recorded April 13, 1999 at Reception # 592596. The Condominium Map of Tarn Landing Building A was recorded December 18, 1998 at Reception No. 584211 and the Condominium Map of Tarn Landing Building B was recorded _____ at Reception #592597; all documents 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 C" on the Condominium Map of Tarn Landing Building B into 20 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 C. Declarant sells and conveys the Common Elements created by the Declaration, the First Supplement and this Second 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 C. The Condominium Map of Tarn Landing Building C means the map of Units C1, C2, C3, C4, C5, C6, C7, C8, C9, C10, C11, C12, C13, C14, C15, C16, C17, C18, C19 and C20 of Tarn Landing, as recorded on July 13, 1999 under Reception No. 600243 of the Summit County, Colorado records.

SECOND SUPPLEMENT TO THE DECLARATION OF COVENANTS
CONDITIONS, RESTRICTIONS AND EASEMENT FOR TARN LANDING

EXHIBIT 1
COMMON EXPENSE ALLOCATION

UNIT #	PERCENTAGE OF COMMON EXPENSES
A1	2.2560%
A2	2.7438%
A3	2.2560%
A4	2.7438%
A5	2.2560%
A6	2.7438%
A7	2.2560%
A8	2.7438%
A9	2.2560%
A10	2.7438%
A11	2.2560%
A12	2.7438%
B1	2.2560%
B2	2.7438%
B3	2.2560%
B4	2.7438%
B5	2.2560%
B6	2.7438%
B7	2.2560%
B8	2.7438%
C1	2.2560%
C2	2.7438%
C3	2.2560%
C4	2.7438%
C5	2.2560%
C6	2.7438%
C7	2.2560%
C8	2.7438%
C9	2.2560%

	100.00%
C20	2.7438%
C19	2.2560%
C18	2.7438%
C17	2.2560%
C16	2.7438%
C15	2.2560%
C14	2.7438%
C13	2.2560%
C12	2.7438%
C11	2.2560%
C10	2.7438%