

**FIRST SUPPLEMENT  
TO THE  
SECOND AMENDED AND RESTATED DECLARATION OF COVENANTS, CONDITIONS,  
RESTRICTIONS, GRANTS AND EASEMENTS  
FOR  
TELLURIDE MOUNTAIN VILLAGE RESORT CONDOMINIUMS,  
A CONDOMINIUM COMMON INTEREST COMMUNITY**

THIS FIRST SUPPLEMENT TO THE SECOND AMENDED AND RESTATED DECLARATION OF COVENANTS, CONDITIONS, RESTRICTIONS, GRANTS AND EASEMENTS FOR TELLURIDE MOUNTAIN VILLAGE RESORT CONDOMINIUMS, A CONDOMINIUM COMMON INTEREST COMMUNITY (the "**First Supplement**") is executed and made by the TMVRC Owners' Association, Inc., a Colorado nonprofit corporation ("**Association**"), Madeline Property Owner LLC, a Delaware limited liability company ("**MPO**" or "**Hotel Unit Owner**") and the Town of Mountain Village, a Colorado home-rule municipality ("**Town**").

WHEREAS, the Second Amended and Restated Declaration of Grants, Covenants, Conditions and Restrictions for the Telluride Mountain Village Resort Condominiums, a Condominium Common Interest Community was recorded on January 29, 2015 in the Official Records at Reception No. 436249 ("**Restated Declaration**").

WHEREAS, all capitalized but undefined terms used in this First Supplement shall have the same meaning as set forth in the Restated Declaration;

WHEREAS, Madeline Property Owner, LLC, a Delaware limited liability company is the owner of the "**Hotel Unit**" and is the "**Hotel Unit Owner**" as that term is defined and used in the Restated Declaration;

WHEREAS, MPO is also the owner of the real property more particularly described in **Exhibit "A"** ("**Annexed Property**");

WHEREAS, pursuant to Section 7.2 of the Restated Declaration, the Hotel Unit Owner reserved the right to expand, alter or add to all or any part of the Hotel Unit, including the Shared Facilities, without the requirement of any action, consent or approval by either the Association or any other Owners;

WHEREAS, pursuant to Section 12.3.8 of the Restated Declaration, the Hotel Unit Owner reserved right to add, expand, modify, alter, relocate, withdraw and/or eliminate the Shared Facilities, or any one or more of the categories of Shared Facilities, or any portions thereof without the requirement of any action, consent or approval by either the Association or any other Owners;

WHEREAS, pursuant to Section 12.3.13 of the Restated Declaration, the Hotel Unit Owner reserved the right to add or eliminate categories of Shared Facilities, and/or re-designate Shared Facilities as Non-Shared Facilities or as another category of Shared Facilities without the requirement of any action, consent or approval by either the Association or any other Owners;

WHEREAS, the Association and the Hotel Unit Owner desire to annex the Annexed Property into the Telluride Mountain Village Resort Condominiums, a Condominium Common Interest Community ("**Community**") and to fully subject the Annexed Property to the terms and conditions of the Restated Declaration by the execution and recordation of this First Supplement and the Second Amendment to the Condominium Map for Telluride Mountain Village Resort Condominiums, a Condominium Common Interest Community ("**Second Map Amendment**");

WHEREAS, the Association, the Hotel Unit Owner and the Town approved the replat of Lot 38-50-51R and the Annexed Property recorded on Dec. 23, 2016 at Reception No. 445631, which incorporated Lot 38-50-51R and the Annexed Property into one single lot known as "*Lot 38-50-51RR*."

WHEREAS, the Annexed Property shall be annexed, added to and included within the "Hotel Unit" and shall be owned by MPO, *except* for those portions of the Annexed Property that are designated as "Plaza Unit" on the Second Map Amendment. All portions of the Annexed Property designated as "Plaza Unit" shall be annexed, added to and included within the Plaza Unit and shall owned by the Town of Mountain Village;

WHEREAS, the term Real Property as defined in Section 2.108 of the Restated Declaration and as described in **Exhibit "A"** to the Restated Declaration shall be amended to mean the real property described in **Amended and Restated Exhibit "A"** to this First Supplement;

WHEREAS, this First Supplement and the Second Map Amendment were approved by the Hotel Unit Owner and the Association in accordance with the provisions of the Restated Declaration;

WHEREAS, Madeline Property Owner, LLC, a Delaware limited liability company holds more than seventy-seven percent (77%) of the total available votes in the Association and hereby approves and consents to the Replat, the Second Map Amendment and this First Supplement; and

WHEREAS, pursuant to Section 21.15 of the Restated Declaration, amendments to the Restated Declaration, shall be executed by a duly authorized officer of the Association and shall only become effective when the applicable amendment is properly recorded in the Official Records;

NOW THEREFORE, the Hotel Unit Owner and the Association do hereby declare, publish, adopt and authorize the following provisions to amend and supplement the Restated Declaration:

1. **Annexed Property.** The Hotel Unit Owner and the Association do hereby annex the Annexed Property into the Community by execution and recordation of this First Supplement to the Restated Declaration and the Second Map Amendment. Upon the Effective Date, the Annexed Property shall be subject to all of the terms, provisions, conditions, restrictions and easements of the Restated Declaration as may be amended.

1.1 **Hotel Unit.** All portions of the Annexed Property as shown on the Second Map Amendment shall be annexed, added and incorporated into the Hotel Unit and shall be owned by the Hotel Unit Owner, *except* for those portions of the Annexed Property designated and labeled on the Second Map Amendment as "*Plaza Unit*." The Association for itself and on behalf of the Owners hereby quitclaims, conveys and transfers to MPO as the Hotel Unit Owner any and all right, title and interest that such parties may have or hold (if any) in and to those portions of the Annexed Property designated and labeled the Second Map Amendment as "*Hotel Unit*."

1.2 **Plaza Unit.** Those portions of the Annexed Property that are designated and labeled on the Second Map Amendment as “*Plaza Unit*” shall be annexed, added and incorporated into the “*Plaza Unit*” and shall be owned by the Town of Mountain Village. MPO and the Association for itself and on behalf of the Owners hereby quitclaims, conveys and transfers to the Town of Mountain Village as owner of the “*Plaza Unit*” any and all right, title and interest that such parties may have or hold (if any) in and to those portions of the Annexed Property designated and labeled on the Second Map Amendment as “*Plaza Unit*.”

1.3. **Shared Facilities.** The Hotel Unit Owner hereby designates and/or re-designates those portions of the Hotel Unit as shown, depicted and labeled on the Second Map Amendment as “General Shared Facilities,” “Hotel Shared Facilities,” “Parking Shared Facilities,” and “Non-Shared Facilities” which designations and/or re-designations shall become effective as of the Effective Date.

2. **Building Structural Elements Easement Areas.** The Hotel Unit Owner has caused certain structural elements to be constructed within the Plaza Unit and the Town Parking Condominium (“**TPC**”). Those structural elements are designated, shown and labeled on the Second Map Amendment as “*Building Structural Elements Easement Areas*” and shall be maintained, repaired, replaced and operating as “*Building Structural Elements*” in accordance with the terms and conditions in the Restated Declaration. The Town hereby confirms its approval of the construction of the Building Structural Elements within the Plaza Unit and the TPC and the designation of the Building Structural Elements Easement Areas in accordance with and as set forth in the Second Map Amendment.

3. **Relocation of Unit Boundaries.** MPO is the current fee title owner of Residential Condominium Units RC-502, RC-503, RC-504, RC-505 and RC-506 (“**Reconfigured Units**”). MPO has remodeled and reconfigured the boundaries the Reconfigured Units into newly configured and designated Residential Condominium Units RC-502R, RC-503R, RC-504R and RC-505R as shown, depicted and labeled on the Second Map Amendment and as set forth below. Unit RC-506 has been deleted.

<b>Prior Unit #</b>	<b>Prior Square Footage</b>
RC-502	1, 225
RC-503	2,246
RC-504	1,438
RC-505	1,239
RC-506	348
<b>Total</b>	<b>6,496</b>
<b>New Unit #</b>	<b>New Square Footage</b>
RC-502R	1,922
RC-503R	1,813
RC-504R	1,871
RC-505R	890
RC-506	DELETED
<b>Total</b>	<b>6,496</b>

4. **Allocated Interests.** As of the Effective Date, the Allocated Interests and Allocated Common Expenses and Voting Rights of the Units shall be reallocated in accordance with **Amended and Restated Exhibit "B"** attached hereto.

5. **Shared Facilities Allocations.** As of the Effective date, the Shared Facilities Allocations of the Units shall be reallocated in accordance with **Amended and Restated Exhibit "C"** attached hereto.

6. Except as specifically supplemented or amended by this First Supplement and the Second Map Amendment, all terms and conditions of the Restated Declaration shall remain in full force and effect.

**WITNESS WHEREOF**, this First Supplement has been duly approved by the Association, the Hotel Unit Owner and the Town and shall be effective as of Dec. 23, 2016 ("**Effective Date**").

**[Signature Pages Follow]**







**AMENDED AND RESTATED EXHIBIT A  
DESCRIPTION OF REAL PROPERTY**

Lot 38-50-51RR, in accordance with the Replat of Lot 38-50-51R and Tract OS-A1-MVB, Town of Mountain Village recorded in Plat Book 1 at Page 484 Reception No. 445631 in the records of the San Miguel County, Colorado Clerk and Recorder,

County of San Miguel  
State of Colorado

**AMENDED AND RESTATED EXHIBIT B**  
**SUMMARY OF (I) ALLOCATED INTEREST IN COMMON ELEMENTS**  
**(II) ALLOCATED COMMON EXPENSES AND VOTING INTERESTS**

Unit Number	Hotel/Room Number	Total Square Footage	Allocated Interest in Common Elements	Total Square Footage	Allocated Common Expenses & Voting Rights
<b>A. COMMERCIAL UNITS</b>					
<u>Civic Condominiums</u>					
CC-1139, 1140 & 1141 (Lobby and Bathrooms)		852	0.17%	852	0.19%
CC-1104 (Women's Bathroom)		365	0.07%	365	0.08%
CC-1106, 1107 (Men's Bathroom)		379	0.08%	379	0.09%
CC-1126 (Elevator Lobby)		190	0.04%	190	0.04%
CC-1127, 1128, 1129, 1130 (Passenger & Service Elevator)		615	0.12%	615	0.14%
CC-1131 (Water Feature Mechanical)		318	0.06%	318	0.07%
CC-1132 (Town Loading Dock)		1,583	0.31%	1,583	0.36%
CC-1142, 1143 & 1144 (Ice Rink Retail & Bathroom)		943	0.19%	943	0.21%
CC-1145 (Zamboni Storage)		654	0.13%	654	0.15%
CC-1147 (Compressor Back of House)		1,348	0.27%	1,348	0.30%
CC-1201, 1202, 1203 (Stairs)		572	0.11%	572	0.13%
CC-1204 (Elevator Machine Room)		162	0.03%	162	0.04%
<b>Sub-Total Civic Condominiums</b>		<b>7,981</b>	<b>1.59%</b>	<b>7,981</b>	<b>1.81%</b>
<u>Retail Condominiums</u>					
Retail-101		1,898	0.38%	1,898	0.43%
Retail-102		1,221	0.24%	1,221	0.28%
Retail-103		1,324	0.26%	1,324	0.30%
Retail-105		1,678	0.33%	1,678	0.38%
Retail-108		1,621	0.32%	1,621	0.37%
Retail-112		3,937	0.78%	3,937	0.89%
Retail-113		38	0.01%	38	0.01%
Retail-114		133	0.03%	133	0.03%
Retail-136		1,441	0.29%	1,441	0.33%
Retail-146		959	0.19%	959	0.22%
<b>Sub-Total Retail Condominiums</b>		<b>14,250</b>	<b>2.83%</b>	<b>14,250</b>	<b>3.22%</b>
<b>B. RESIDENCE, HOTEL AND EMPLOYEE CONDOMINIUMS</b>					
<u>Residence Condominiums</u>					
RC-202	1202	1,697	0.34%	1,697	0.38%
RC-203	1203	1,294	0.26%	1,294	0.29%
RC-204	1204	1,106	0.22%	1,106	0.25%
RC-206	1206	935	0.19%	935	0.21%
RC-207	1207	932	0.19%	932	0.21%
RC-208	1208	981	0.20%	981	0.22%
RC-209	1209	732	0.15%	732	0.17%
RC-302	1302	1,569	0.31%	1,569	0.35%
RC-303	1303	1,287	0.26%	1,287	0.29%
RC-304	1304	1,014	0.20%	1,014	0.23%
RC-305	1305	1,128	0.22%	1,128	0.26%
RC-306	1306	1,287	0.26%	1,287	0.29%
RC-307	1307	922	0.18%	922	0.21%
RC-308	1308	918	0.18%	918	0.21%
RC-330	338	2,354	0.47%	2,354	0.53%
RC-331	339	2,259	0.45%	2,259	0.51%
RC-332	334	1,513	0.30%	1,513	0.34%
RC-333	337	1,735	0.35%	1,735	0.39%
RC-335	333	2,152	0.43%	2,152	0.49%
RC-336	331	1,495	0.30%	1,495	0.34%
RC-402	1402	1,448	0.29%	1,448	0.33%
RC-403	1403	1,250	0.25%	1,250	0.28%
RC-404	1404	922	0.18%	922	0.21%
RC-405	1405	1,049	0.21%	1,049	0.24%
RC-406	1406	1,250	0.25%	1,250	0.28%
RC-407	1407	855	0.17%	855	0.19%
RC-408	1408	876	0.17%	876	0.20%
RC-430	438	2,324	0.46%	2,324	0.53%
RC-431	439	2,142	0.43%	2,142	0.48%
RC-432	434	1,440	0.29%	1,440	0.33%
RC-433	437	1,735	0.35%	1,735	0.39%

**SUMMARY OF (I) ALLOCATED INTEREST IN COMMON ELEMENTS  
(II) ALLOCATED COMMON EXPENSES AND VOTING INTERESTS**

<b>Unit Number</b>	<b>Hotel/Room Number</b>	<b>Total Square Footage</b>	<b>Allocated Interest in Common Elements</b>	<b>Total Square Footage</b>	<b>Allocated Common Expenses &amp; Voting Rights</b>
RC-434	432	1,605	0.32%	1,605	0.36%
RC-435	433	2,137	0.43%	2,137	0.48%
RC-436	431	1,496	0.30%	1,496	0.34%
RC-502	1502	1,922	0.38%	1,922	0.43%
RC-503	1503	1,813	0.36%	1,813	0.41%
RC-504	1504	1,871	0.37%	1,871	0.42%
RC-505	1505	890	0.18%	890	0.20%
RC-530	538	2,425	0.48%	2,425	0.55%
RC-531	539	1,837	0.37%	1,837	0.42%
RC-532	534	1,436	0.29%	1,436	0.32%
RC-533	537	1,604	0.32%	1,604	0.36%
RC-534	532	1,594	0.32%	1,594	0.36%
RC-535	533	2,126	0.42%	2,126	0.48%
RC-536	531	1,496	0.30%	1,496	0.34%
RC-618	620	2,416	0.48%	2,416	0.55%
RC-630	638	2,150	0.43%	2,150	0.49%
RC-631	639	1,985	0.39%	1,985	0.45%
RC-632	632	2,828	0.56%	2,828	0.64%
RC-633	637	1,602	0.32%	1,602	0.36%
RC-634	633	3,313	0.66%	3,313	0.75%
RC-703	703	3,163	0.63%	3,163	0.72%
RC-704	704	1,744	0.35%	1,744	0.39%
RC-705	705	2,554	0.51%	2,554	0.58%
RC-706	706	3,972	0.79%	3,972	0.90%
RC-707	707	1,912	0.38%	1,912	0.43%
RC-708	708	2,018	0.40%	2,018	0.46%
RC-709	709	3,485	0.69%	3,485	0.79%
RC-710	710	2,584	0.51%	2,584	0.58%
<b>Sub-Total Residential Condominiums</b>		<b>102,579</b>	<b>20.40%</b>	<b>102,579</b>	<b>23.21%</b>
<b>Hotel Condominiums</b>					
HC-301	301	464	0.09%	464	0.10%
HC-302	302	737	0.15%	737	0.17%
HC-303	303	490	0.10%	490	0.11%
HC-304	304	519	0.10%	519	0.12%
HC-305	305	592	0.12%	592	0.13%
HC-306	306	498	0.10%	498	0.11%
HC-307	307	546	0.11%	546	0.12%
HC-308	308	516	0.10%	516	0.12%
HC-309	309	496	0.10%	496	0.11%
HC-310	310	493	0.10%	493	0.11%
HC-311	311	510	0.10%	510	0.12%
HC-312	312	502	0.10%	502	0.11%
HC-313	313	494	0.10%	494	0.11%
HC-314	314	935	0.19%	935	0.21%
HC-315	315	482	0.10%	482	0.11%
HC-316	316	505	0.10%	505	0.11%
HC-317	317	484	0.10%	484	0.11%
HC-318	318	572	0.11%	572	0.13%
HC-319	319	616	0.12%	616	0.14%
HC-320	320	560	0.11%	560	0.13%
HC-321	321	583	0.12%	583	0.13%
HC-322	322	621	0.12%	621	0.14%
HC-323	323	519	0.10%	519	0.12%
HC-325	325	589	0.12%	589	0.13%
HC-327	327	508	0.10%	508	0.11%
HC-329	328	1,284	0.26%	1,284	0.29%
HC-329-L	329	616	0.12%	616	0.14%
HC-334	332	608	0.12%	608	0.14%
HC-343	330	886	0.18%	886	0.20%
HC-401	401	464	0.09%	464	0.10%
HC-402	402	661	0.13%	661	0.15%
HC-403	403	490	0.10%	490	0.11%
HC-404	404	462	0.09%	462	0.10%
HC-405	405	592	0.12%	592	0.13%
HC-406	406	498	0.10%	498	0.11%
HC-407	407	546	0.11%	546	0.12%

**SUMMARY OF (I) ALLOCATED INTEREST IN COMMON ELEMENTS  
(II) ALLOCATED COMMON EXPENSES AND VOTING INTERESTS**

<b>Unit Number</b>	<b>Hotel/Room Number</b>	<b>Total Square Footage</b>	<b>Allocated Interest in Common Elements</b>	<b>Total Square Footage</b>	<b>Allocated Common Expenses &amp; Voting Rights</b>
HC-408	408	516	0.10%	516	0.12%
HC-409	409	496	0.10%	496	0.11%
HC-410	410	493	0.10%	493	0.11%
HC-411	411	510	0.10%	510	0.12%
HC-412	412	469	0.09%	469	0.11%
HC-413	413	493	0.10%	493	0.11%
HC-414	414	871	0.17%	871	0.20%
HC-415	415	482	0.10%	482	0.11%
HC-416	416	493	0.10%	493	0.11%
HC-417	417	485	0.10%	485	0.11%
HC-418	418	571	0.11%	571	0.13%
HC-419	419	1,047	0.21%	1,047	0.24%
HC-419-L	421	495	0.10%	495	0.11%
HC-420	420	561	0.11%	561	0.13%
HC-421	423	618	0.12%	618	0.14%
HC-422	422	621	0.12%	621	0.14%
HC-423	425	507	0.10%	507	0.11%
HC-425	427	540	0.11%	540	0.12%
HC-427	429	678	0.13%	678	0.15%
HC-429	424	657	0.13%	657	0.15%
HC-501	501	465	0.09%	465	0.11%
HC-502	502	656	0.13%	656	0.15%
HC-503	503	489	0.10%	489	0.11%
HC-504	504	462	0.09%	462	0.10%
HC-505	505	486	0.10%	486	0.11%
HC-506	506	498	0.10%	498	0.11%
HC-507	507	465	0.09%	465	0.11%
HC-508	508	516	0.10%	516	0.12%
HC-509	509	496	0.10%	496	0.11%
HC-510	510	493	0.10%	493	0.11%
HC-511	511	510	0.10%	510	0.12%
HC-512	512	457	0.09%	457	0.10%
HC-513	513	493	0.10%	493	0.11%
HC-514	514	861	0.17%	861	0.19%
HC-515	515	482	0.10%	482	0.11%
HC-516	516	504	0.10%	504	0.11%
HC-517	517	485	0.10%	485	0.11%
HC-518	520	1,138	0.23%	1,138	0.26%
HC-518-L	518	601	0.12%	601	0.14%
HC-519	519	1,173	0.23%	1,173	0.27%
HC-519-L	521	516	0.10%	516	0.12%
HC-521	525	1,272	0.25%	1,272	0.29%
HC-521-L	523	574	0.11%	574	0.13%
HC-601	601	574	0.11%	574	0.13%
HC-602	602	666	0.13%	666	0.15%
HC-603	603	490	0.10%	490	0.11%
HC-604	604	462	0.09%	462	0.10%
HC-605	605	486	0.10%	486	0.11%
HC-606	606	499	0.10%	499	0.11%
HC-607	607	464	0.09%	464	0.10%
HC-608	608	516	0.10%	516	0.12%
HC-609	609	495	0.10%	495	0.11%
HC-610	610	437	0.09%	437	0.10%
HC-611	611	510	0.10%	510	0.12%
HC-612	612	457	0.09%	457	0.10%
HC-613	613	492	0.10%	492	0.11%
HC-614	614	871	0.17%	871	0.20%
HC-615	615	453	0.09%	453	0.10%
HC-616	616	504	0.10%	504	0.11%
HC-617	617	1,068	0.21%	1,068	0.24%
HC-619	619	482	0.10%	482	0.11%
HC-621	621	541	0.11%	541	0.12%
HC-701	701	531	0.11%	531	0.12%
HC-702	702	788	0.16%	788	0.18%
<b>Sub-Total Hotel Condominiums</b>		<b>58,419</b>	<b>11.62%</b>	<b>58,419</b>	<b>13.22%</b>
<b>Employee Condominiums</b>					

**SUMMARY OF (I) ALLOCATED INTEREST IN COMMON ELEMENTS  
(II) ALLOCATED COMMON EXPENSES AND VOTING INTERESTS**

<b>Unit Number</b>	<b>Hotel/Room Number</b>	<b>Total Square Footage</b>	<b>Allocated Interest in Common Elements</b>	<b>Total Square Footage</b>	<b>Allocated Common Expenses &amp; Voting Rights</b>
EC-105	1105	966	0.19%	966	0.22%
EC-106	1106	934	0.19%	934	0.21%
EC-201	201	706	0.14%	706	0.16%
EC-202	202	704	0.14%	704	0.16%
EC-203	203	998	0.20%	998	0.23%
EC-204	204	965	0.19%	965	0.22%
EC-205	205	712	0.14%	712	0.16%
EC-206	206	650	0.13%	650	0.15%
EC-207	207	763	0.15%	763	0.17%
EC-208	208	954	0.19%	954	0.22%
<b>Sub-Total Employee Condominiums</b>		<b>8,352</b>	<b>1.66%</b>	<b>8,352</b>	<b>1.89%</b>
<b>C. PARKING UNITS</b>					
<b>Town Parking Condominiums</b>		<b>22,377</b>	<b>4.45%</b>	<b>0</b>	<b>0.00%</b>
<b>Sub-Total Town Parking Condominiums</b>		<b>22,377</b>	<b>4.45%</b>	<b>0</b>	<b>0.00%</b>
<b>Individual Parking Condominiums</b>					
IPC-1		193	0.04%	193	0.04%
IPC-2		183	0.04%	183	0.04%
IPC-3		183	0.04%	183	0.04%
IPC-4		176	0.04%	176	0.04%
IPC-5		173	0.03%	173	0.04%
IPC-6		226	0.04%	226	0.05%
IPC-7		184	0.04%	184	0.04%
IPC-8		176	0.04%	176	0.04%
IPC-9		181	0.04%	181	0.04%
IPC-10		188	0.04%	188	0.04%
IPC-11		188	0.04%	188	0.04%
IPC-12		181	0.04%	181	0.04%
IPC-13		188	0.04%	188	0.04%
IPC-14		188	0.04%	188	0.04%
IPC-15		181	0.04%	181	0.04%
IPC-16		188	0.04%	188	0.04%
IPC-17		194	0.04%	194	0.04%
IPC-18		214	0.04%	214	0.05%
IPC-19		214	0.04%	214	0.05%
<b>Sub-Total Individual Parking Condominiums</b>		<b>3,599</b>	<b>0.72%</b>	<b>3,599</b>	<b>0.81%</b>
<b>D. HOTEL UNIT</b>					
Non-shared Facility		18,953	3.77%	18,953	4.29%
Non-shared Parking Facility		15,243	3.03%	15,243	3.45%
Hotel Shared Facility		59,666	11.87%	59,666	13.50%
General Shared Facility		93,430	18.58%	93,430	21.14%
Parking Shared Facility		59,541	11.84%	59,541	13.47%
<b>Sub-Total Hotel Unit</b>		<b>246,833</b>	<b>49.10%</b>	<b>246,833</b>	<b>55.84%</b>
<b>E. ICE RINK UNIT</b>					
<b>Ice Rink Unit</b>		<b>6,460</b>	<b>1.28%</b>	<b>0</b>	<b>0.00%</b>
<b>Sub-Total Ice Rink Unit</b>		<b>6,460</b>	<b>1.28%</b>	<b>0</b>	<b>0.00%</b>
<b>F. PLAZA UNIT</b>					
<b>Plaza Unit</b>		<b>31,905</b>	<b>6.35%</b>	<b>0</b>	<b>0.00%</b>
<b>Sub-Total Plaza Unit</b>		<b>31,905</b>	<b>6.35%</b>	<b>0</b>	<b>0.00%</b>
<b>ALLOCATED INTEREST TOTALS</b>		<b>502,755</b>	<b>100.00%</b>		
<b>ALLOCATED COMMON EXPENSES &amp; VOTING RIGHTS TOTALS</b>				<b>442,013</b>	<b>100.00%</b>

**AMENDED AND RESTATED EXHIBIT C  
SHARED FACILITIES EXPENSE ALLOCATIONS**

	General Shared Facilities Allocation (1) (5) (6)	Hotel Shared Facilities Allocation (2) (3)	Parking Shared Facilities Allocation (7) (8)
	Square Footage	Square Footage	Units
<b>A. NON HOTEL UNITS</b>			
<b>Commercial Units</b>			
1) Civic Condos	7,981	n/a	n/a
2) Retail Condos	14,250	n/a	n/a
	<b>80.44%</b>	<b>89.47%</b>	<b>0.00%</b>
<b>Residential Units</b>			
1) Residential Condos	102,579	102,579	n/a
2) Hotel Condos	58,419	58,419	n/a
3) Employee Condos	8,352	n/a	n/a
	<b>0.00%</b>	<b>n/a</b>	<b>18.45%</b>
<b>Parking Units</b>			
1) Town Parking Condo	n/a	n/a	n/a
2) Individual Parking Condos	n/a	n/a	19
	<b>0.00%</b>	<b>n/a</b>	<b>18.45%</b>
<b>Ice Rink Unit</b>			
1) Ice Rink Unit	n/a	n/a	n/a
	<b>0.00%</b>	<b>n/a</b>	<b>n/a</b>
<b>Plaza Unit</b>			
1) Plaza Unit	n/a	n/a	n/a
	<b>9.00%</b>	<b>10.53%</b>	<b>81.55%</b>
<b>B. HOTEL UNIT - (Non-Shared Facility Only)</b>			
1) Non-Shared Facility	18,953	18,953	n/a
2) Non-Shared Parking Facility	0	n/a	84
	<b>100%</b>	<b>100%</b>	<b>81.55%</b>
<b>TOTAL</b>	<b>210,534</b>	<b>179,951</b>	<b>103</b>
	<b>100%</b>	<b>100%</b>	<b>100%</b>