



RECORDING REQUESTED BY AND
WHEN RECORDED RETURN TO:

Jennifer E. Breusch
Jacobs Chase Frick Kleinkopf & Kelley LLC
1050 - 17th Street, Suite 1500
Denver, Colorado 80265



Cheri Brunvand-Summit County Recorder 9/19/2000 15:02 DF:



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**FIRST AMENDMENT TO
DECLARATION OF
COVENANTS, CONDITIONS AND RESTRICTIONS
FOR
TUCKER MOUNTAIN LODGE**

THIS FIRST AMENDMENT TO DECLARATION OF COVENANTS, CONDITIONS AND RESTRICTIONS FOR TUCKER MOUNTAIN LODGE (this "Amendment") is made as of September 12, 2000, by COPPER MOUNTAIN, INC., a Delaware corporation (together with its successors and assigns, "Declarant").

Recitals

A. Declarant recorded the Declaration of Covenants, Conditions and Restrictions for Tucker Mountain Lodge (the "Declaration") with the Clerk and Recorder of Summit County, Colorado on June 15, 2000, under Reception No. 624811.

B. Exhibit C of the Declaration contains the following clerical errors: (i) the square footage of Unit 225 was shown to be 581, whereas the square footage was intended to be 981, and (ii) the square footage of Commercial Unit One was shown to be 1839, whereas the square footage was intended to be 2040.

C. Pursuant to paragraph 18.03(b)(i) of the Declaration, Declarant reserved the right to amend the Declaration to correct clerical, typographical, technical or other errors.

D. Declarant desires to amend the Declaration to correct such clerical errors pursuant to paragraph 18.03(b)(i) of the Declaration

Amendment

In consideration of the foregoing, Declarant hereby amends the Declaration as follows:

1. All capitalized terms used in this Amendment that are not defined in this Amendment have the meanings given to them in the Declaration.

2. The table of Allocated Interests, attached to the Declaration as Exhibit C, is hereby deleted and replaced with by the table of Allocated Interests attached hereto and made a part hereof as Schedule I.

3. Except as amended hereby, the covenants, conditions, restrictions and other provisions of the Declaration remain in full force and effect and shall not be changed, altered or amended. In the event of any conflict between this Amendment and the Declaration, the terms of this Amendment shall control.



**CONSENT AND SUBORDINATION OF
WELLS FARGO BANK, N.A.**
(First Amendment to Condominium Declaration)

Wells Fargo Bank, N.A., as agent for the Lenders, as the beneficiary of Deed of Trust, Assignment of Rents and Security Agreement, recorded in the official real estate property records of Summit County, Colorado on September 29, 1999, under Reception No. 606512 (the "Deed of Trust"), encumbering various condominium units in Tucker Mountain Lodge, previously consented to the Declaration of Covenants, Conditions and Restrictions for Tucker Mountain Lodge recorded June 15, 2000 under Reception No. 624811, (the "Declaration"), and hereby consents to the foregoing First Amendment to Condominium Declaration (the "Amendment") and agrees that the Deed of Trust now is and shall at all times continue to be subject and subordinate to the Declaration as amended by the Amendment.

Notwithstanding the foregoing, the Association's Assessment Lien (as that lien is defined in the Declaration) shall be subject to and subordinate to the lien created by the Deed of Trust.

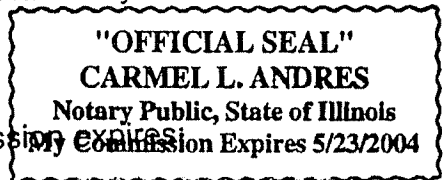
WELLS FARGO BANK, N.A., as agent for the
Lenders

By: [Signature]
Name: Wells Fargo
Title: VP

STATE OF ILLINOIS)
) ss.
COUNTY OF COOK)

On Sept. 12, 2000, before me, Carmel L. Andres,
personally appeared Myles Mitch, personally
known to me or proved to me on the basis of satisfactory evidence to be the person
whose name is subscribed to the within instrument and acknowledged to me that he
executed the same in his authorized capacity, and that by his signature on the
instrument the person, or the entity upon behalf of which the person acted, executed
the instrument.

WITNESS my hand and official seal.



[Signature]
Notary



SCHEDULE I
**(Attached to and forming a part of First Amendment to
Declaration of Covenants, Conditions and Restrictions for Tucker Mountain Lodge)**

ALLOCATED INTERESTS
THIS SCHEDULE AMENDS EXHIBIT C
TO THE DECLARATION

Note: Immediately following the recordation of this Declaration, Declarant intends to record restrictive covenants against Units 114, 115, 116 and 117 thereby causing such units to be Employee Units. The allocated interests set forth below have been calculated to reflect the status of Units 114, 115, 116 and 117 as Employee Units.

	Unit	Square feet	Interest in General Common Elements	Share of Common Area Expenses	Number of Votes
	Commercial Unit One	2040	2.98	3.10	39.72
	Commercial Unit Two	50	0.07	0.08	1.08
	Trash Unit	1162	1.70	N/A	None
	Unit 101	865	1.26	1.32	One
	Unit 102	855	1.25	1.30	One
	Unit 103	865	1.26	1.32	One
	Unit 104	865	1.26	1.32	One
	Unit 107	981	1.43	1.49	One
	Unit 109	981	1.43	1.49	One
	Unit 111	928	1.35	1.41	One
	Unit 112	468	0.68	0.71	One
	Unit 114	374	0.55	N/A	None
	Unit 115	428	0.62	N/A	None
	Unit 116	428	0.62	N/A	None
	Unit 117	374	0.55	N/A	None
	Unit 201	865	1.26	1.32	One
	Unit 202	855	1.25	1.30	One
	Unit 203	865	1.26	1.32	One

	Unit	Square feet	Interest in General Common Elements	Share of Common Area Expenses	Number of Votes
	Unit 204	865	1.26	1.32	One
	Unit 205	915	1.34	1.39	One
	Unit 206	915	1.34	1.39	One
	Unit 207	981	1.43	1.49	One
	Unit 209	981	1.43	1.49	One
	Unit 211	928	1.35	1.41	One
	Unit 212	468	0.68	0.71	One
	Unit 214	1076	1.57	1.64	One
	Unit 216	705	1.03	1.07	One
	Unit 218	829	1.21	1.26	One
	Unit 219	829	1.21	1.26	One
	Unit 220	562	0.82	0.85	One
	Unit 221	562	0.82	0.85	One
	Unit 224	562	0.82	0.85	One
	Unit 225	981	1.43	1.49	One
	Unit 227	562	0.82	0.85	One
	Unit 301	865	1.26	1.32	One
	Unit 302	855	1.25	1.30	One
	Unit 303	865	1.26	1.32	One
	Unit 304	865	1.26	1.32	One
	Unit 305	915	1.34	1.39	One
	Unit 306	915	1.34	1.39	One
	Unit 307	981	1.43	1.49	One
	Unit 309	981	1.43	1.49	One
	Unit 311	928	1.35	1.41	One
	Unit 312	468	0.68	0.71	One
	Unit 313	562	0.82	0.85	One
	Unit 314	1076	1.57	1.64	One



	Unit	Square feet	Interest in General Common Elements	Share of Common Area Expenses	Number of Votes
	Unit 316	705	1.03	1.07	One
	Unit 318	829	1.21	1.26	One
	Unit 319	829	1.21	1.26	One
	Unit 320	562	0.82	0.85	One
	Unit 321	562	0.82	0.85	One
	Unit 322	915	1.34	1.39	One
	Unit 323	915	1.34	1.39	One
	Unit 324	562	0.82	0.85	One
	Unit 325	981	1.43	1.49	One
	Unit 327	562	0.82	0.85	One
	Unit 401	865	1.26	1.32	One
	Unit 402	855	1.25	1.30	One
	Unit 403	865	1.26	1.32	One
	Unit 404	865	1.26	1.32	One
	Unit 407	981	1.43	1.49	One
	Unit 409	981	1.43	1.49	One
	Unit 411	949	1.39	1.44	One
	Unit 412	468	0.68	0.71	One
	Unit 413	562	0.82	0.85	One
	Unit 414	1076	1.57	1.64	One
	Unit 416	705	1.03	1.07	One
	Unit 418	829	1.21	1.26	One
	Unit 419	829	1.21	1.26	One
	Unit 420	562	0.82	0.85	One
	Unit 421	562	0.82	0.85	One
	Unit 422	915	1.34	1.39	One
	Unit 423	915	1.34	1.39	One
	Unit 424	562	0.82	0.85	One

	Unit	Square feet	Interest in General Common Elements	Share of Common Area Expenses	Number of Votes
	Unit 425	981	1.43	1.49	One
	Unit 427	562	0.82	0.85	One
	Unit 501	865	1.26	1.32	One
	Unit 502	733	1.07	1.11	One
	Unit 512	468	0.68	0.71	One
	Unit 519	829	1.21	1.26	One
	Unit 520	562	0.82	0.85	One
	Unit 521	562	0.82	0.85	One
	Unit 522	915	1.34	1.39	One
	Unit 523	915	1.34	1.39	One
	Unit 524	562	0.82	0.85	One
	Unit 525	981	1.43	1.49	One
	Unit 527	562	.082	0.85	One
	Total Sq Ft	68,511			

