

**FIRST AMENDMENT TO THE AMENDED AND RESTATED
CONDOMINIUM DECLARATION
FOR
THE VERSAILLES CONDOMINIUMS**

KNOW ALL MEN BY THESE PRESENTS:

THAT THIS FIRST AMENDMENT TO THE AMENDED AND RESTATED CONDOMINIUM DECLARATION FOR THE VERSAILLES CONDOMINIUMS, is made on the date hereinafter set forth by the Declarant, MADISON MARKETING GROUP LLC, a Colorado limited liability company and C.S. SIRK, LLC, a Colorado limited liability company, with offices at c/o Scott L. Shwayder, Member, at 1873 So. Bellaire St., Suite 750, Denver, CO 80222 and by each of the Mortgagees of the Condominium Project, pursuant to Article XV of the Amended and Restated Condominium Declaration recorded April 11, 2000 at Reception Number 300051060 in the office of the Clerk and Recorder of the City and County of Denver, Colorado (the "Declaration").

RECITAL:

Declarant is the owner of all of the Condominium Units and all of the Common Interest Community of the real estate known as "THE VERSAILLES CONDOMINIUMS," and the Declarant and the Mortgagees wish to amend the Declaration in certain respects as set forth below.

1. EXHIBIT B of the Declaration is amended to read in its entirety to read as follows:

CONDOMINIUM UNIT	PERCENTAGE
Unit 101	1.645%
Unit 102	1.81%
Unit 201	1.86%
Unit 202	1.86%
Unit 203	1.41%
Unit 204	1.81%
Unit 205	1.81%
Unit 206	1.41%
Unit 301	1.86%
Unit 302	1.86%
Unit 303	1.41%
Unit 304	1.81%
Unit 305	1.81%
Unit 306	1.41%
Unit 401	1.86%
Unit 402	1.86%
Unit 403	1.41%
Unit 404	1.81%

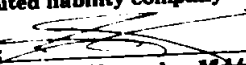
Unit 405	1.81%
Unit 406	1.41%
Unit 501	1.86%
Unit 502	1.86%
Unit 503	1.41%
Unit 504	1.81%
Unit 505	1.81%
Unit 506	1.41%
Unit 601	1.86%
Unit 602	1.86%
Unit 603	1.41%
Unit 604	1.81%
Unit 605	1.81%
Unit 606	1.41%
Unit 701	1.86%
Unit 702	1.86%
Unit 704	1.88%
Unit 705	1.81%
Unit 706	1.41%
Unit 801	1.86%
Unit 802	1.86%
Unit 804	1.88%
Unit 805	1.81%
Unit 806	1.41%
Unit 901	1.86%
Unit 902	1.86%
Unit 904	1.88%
Unit 905	1.81%
Unit 906	1.41%
Unit 1001	1.86%
Unit 1002	1.86%
Unit 1004	1.88%
Unit 1005	1.81%
Unit 1006	1.41%
Penthouse Unit 1	1.86%
Penthouse Unit 2	1.86%

Penthouse Unit 4	1.88%
Penthouse Unit 5	1.81%
Penthouse Unit 6	1.41%
Rooftop Unit 1	1.645%
TOTAL - 58 Units	100%

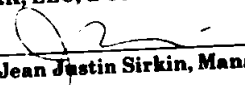
2. The purpose of this Amendment is to correct the percentage ownership interests of each Condominium Unit, which amounts were not correct for certain of the Units as previously filed.

IN WITNESS WHEREOF, the undersigned, being the Declarant and each Mortgagee, has hereunto set their hands the date and year set forth next to each signature below.

MADISON MARKETING GROUP, LLC, a Colorado limited liability company

By: 
Scott W. Shwayder, ~~Member~~ Managing Member

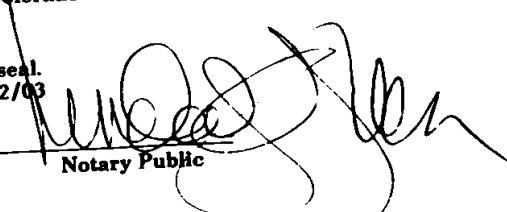
C.S. SIRK, LLC, a Colorado limited liability company

By: 
Jean Justin Sirkin, Manager

STATE OF COLORADO)
) ss.
CITY AND COUNTY OF DENVER)

The above and foregoing First Amendment to the AMENDED AND RESTATED CONDOMINIUM DECLARATION FOR THE VERSAILLES CONDOMINIUMS was subscribed and sworn to before me this 8th day of June, 2000, by Scott W. Shwayder as ~~Member~~ ^{Managing Member} of MADISON MARKETING GROUP, LLC, a Colorado limited liability company and by Jean Justin Sirkin as ~~Manager~~ ^{Managing Member} of C.S. SIRK, LLC, a Colorado limited liability company, the Owner and Declarant.

Witness my hand and official seal.
My commission expires: 5/22/03


Notary Public

MORTGAGEE:

THE BANK OF DENVER

By: Lori Radcliffe Vice President
Lori Radcliffe, Vice President

STATE OF Colorado)
COUNTY OF Denver) ss.

Subscribed and sworn to before me this 7th day of June, 2000, by
LORI RADCLIFFE as the Vice President of THE BANK OF DENVER, the mortgagee of the
Property.

Witness my hand and official seal.

MY COMMISSION EXPIRES 8-4-2002

1534 CROWN PkA ST

My commission expires: DENVER, COLORADO 80202

Christine M. Baca
Notary Public

