

**SUPPLEMENTAL DECLARATION TO
DECLARATION OF COVENANTS, CONDITIONS AND RESTRICTIONS FOR
300 SOUTH SPRING STREET, A CONDOMINIUM**

This Supplemental Declaration to Declaration of Covenants, Conditions and Restrictions for 300 South Spring Street, a Condominium (this "Supplemental Declaration") is made this 18th day of APRIL, 2012, by 300 Spring Street Aspen, LLC, a Colorado limited liability company (the "300 Spring"), and is consented to by Snowmass Corporation, a Colorado corporation ("Snowmass"), as the Declarant pursuant to the Declaration (defined below).

RECITALS:

A. Snowmass is the "Declarant" under that certain Declaration of Covenants, Conditions and Restrictions for 300 South Spring Street, a Condominium, recorded May 28, 2011 as Reception No. 580190 in of the Office of the Clerk and Recorder of Pitkin County, Colorado (the "Declaration").

B. The Declaration governs the mixed-use residential and commercial development (the "Project") located at 300 South Spring Street, Aspen, Colorado 81611 and further described in the Declaration and the Condominium Map for 300 South Spring Street recorded May 31, 2011 as Reception No. 580230 in of the Office of the Clerk and Recorder of Pitkin County, Colorado (the "Map").

C. Pursuant to the Partial Assignment of Declarant Rights, recorded August 1, 2011, as Reception No. 581587, in the Office of the Clerk and Recorder of Pitkin County, Colorado, 300 Spring is the Successor Declarant under the Declaration with respect to the development of an addition to the Project described in the Declaration and in this Supplemental Declaration as the "Expansion Project."

D. The Expansion Project includes, among other things, three (3) commercial condominium units and one (1) deed restricted affordable housing unit and associated walkways, common areas, stairways and building systems, all as described on the Supplemental Condominium Map for 300 South Spring Street attached hereto as Exhibit A (the "Supplemental Map").

E. 300 Spring shall be deemed a "Successor Declarant" for purposes of completing the Expansion Project and shall have the corresponding rights of a Successor Declarant under the Declaration and this Supplemental Declaration.

F. 300 Spring desires to subject the Expansion Project to the Declaration and impose upon the Expansion Project the covenants, conditions, restrictions, easements, reservations, rights-of-way and other provisions set forth in the Declaration, all in accordance with this Supplemental Declaration.

DECLARATION:

NOW THEREFORE, 300 Spring hereby declares as follows:

1. Submission of the Expansion Project to the Project and Declaration. Pursuant to Article 15 of the Declaration, 300 Spring hereby creates Condominium Units 100, 200, and 300, together with the Residential Unit (the "New Units") as shown on the Supplemental Map of 300 South Spring Street, recorded April 24, 2012, in Plat Book 99 at Page 79, in the office of the Clerk and Recorder of Pitkin County, Colorado, a copy of which is attached hereto as **Exhibit A**, together with Common Elements also shown thereon; reserving, however, Reserved Development Rights and Special Declarant Rights and other rights reserved to Declarant under the Declaration. Pursuant to Article 15 of the Declaration, 300 Spring, for itself, its successors and assigns, hereby declares that the Expansion Project shall at all time be owned, held, used and conveyed subject to the terms, provisions, conditions, easements and restrictions contained in the Declaration, which terms, provisions, conditions and restrictions shall constitute covenants running with the improvements constructed in connection with the Expansion Project, shall be binding upon and inure to the benefit of 300 Spring and upon any person or legal entity acquiring any interest in the Expansion Project and/or the improvements situated therein.
2. Consent of Mortgagees. The mortgagee executing this Supplemental Declaration below hereby consents to the creation of New Units in connection with the Expansion Project and Common Elements, the designation of such New Units pursuant to the Supplemental Map and reallocation of Allocated Interests pursuant to Article 15 of the Declaration and the subordination of its Deed of Trust to this Supplemental Declaration. Bank of America, N.A., has previously consented and subordinated its Deed of Trust to this Supplemental Declaration by instrument recorded August 1, 2011, at Reception No. 581586 in the Office of Clerk and Recorder of Pitkin County, Colorado.
3. General. In the event of any conflict or inconsistency between the provisions of the Declaration and this Supplemental Declaration, the provisions of this Supplemental Declaration shall control. Any reference to the Declaration or Map in any documents or instrument shall be deemed to include this Supplemental Declaration and Supplemental Map without any further or specific reference thereto.

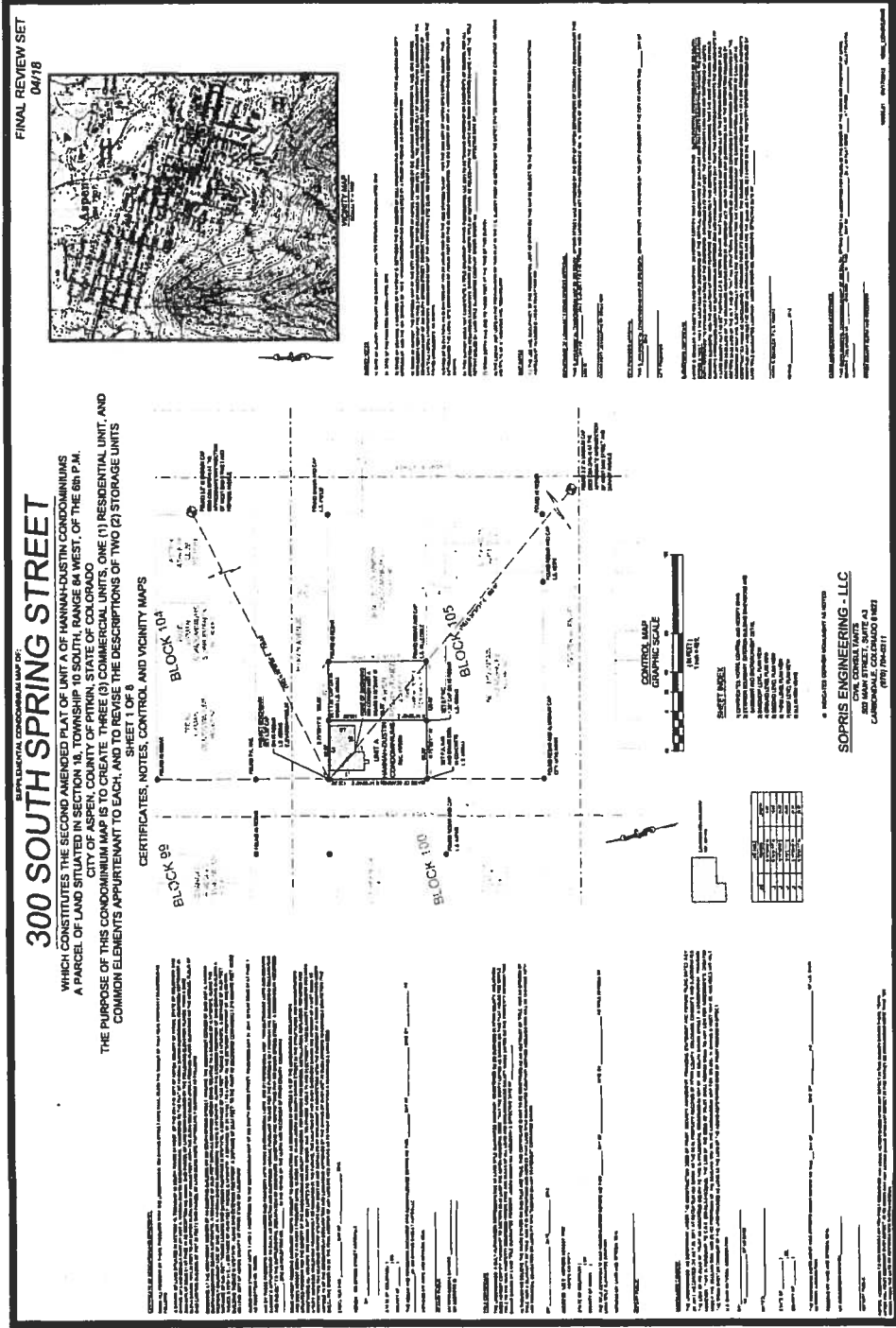
300 SPRING:

300 SPRING STREET ASPEN, LLC,
a Colorado limited liability company

By: 
Garrett Reuss, Manager

EXHIBIT A

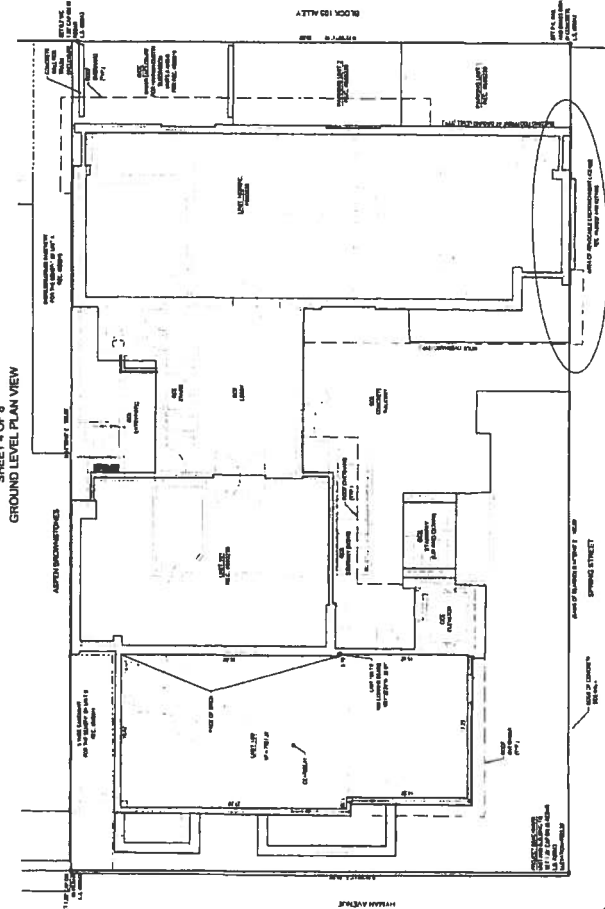
Supplemental Condominium Map



FINAL REVIEW SET
 04/18

300 SOUTH SPRING STREET

WHICH CONSTITUTES THE SECOND AMENDED PLAT OF UNIT A OF HANNA-DUSTIN CONDOMINIUMS
 A PARCEL OF LAND SITUATED IN SECTION 18, TOWNSHIP 10 SOUTH, RANGE 70 WEST, OF THE 60TH P.M.
 OF THE COUNTY OF PITKIN, STATE OF COLORADO.
 THE PURPOSE OF THIS CONDOMINIUM MAP IS TO CREATE THREE (3) COMMERCIAL UNITS, ONE (1)
 RESIDENTIAL UNIT, AND COMMON ELEMENTS APPURTENANT TO EACH, AND TO REVISE THE
 DESCRIPTIONS OF TWO (2) STORAGE UNITS
 SHEET 4 OF 8



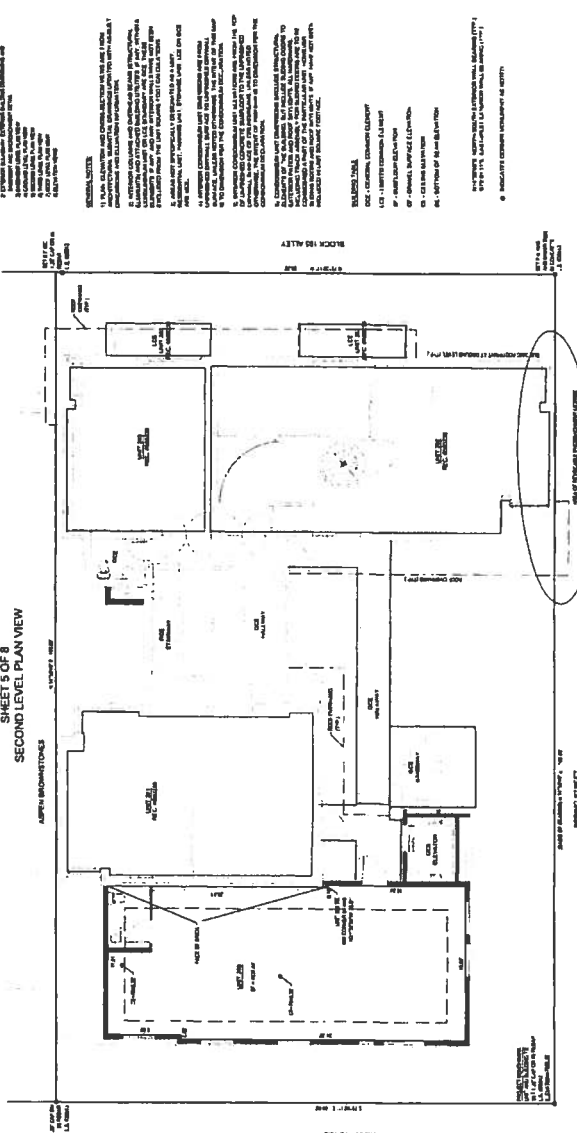
PLAN VIEW GROUND LEVEL

- SHEET NOTES**
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SOPRIS ENGINEERING - LLC
 CIVIL CONSULTANTS
 1000 SOUTH SPRING STREET
 DENVER, COLORADO 80202
 (303) 733-8877

FINAL REVIEW SET
 04/18

300 SOUTH SPRING STREET
 SUPPLEMENTAL CONDOMINIUM MAP OF:
 WHICH CONSTITUTES THE SECOND AMENDED PLAT OF UNIT A OF HANNAH-DUSTIN CONDOMINIUMS
 A PARCEL OF LAND SITUATED IN SECTION 18, TOWNSHIP 10 SOUTH, RANGE 94 WEST, OF THE 6th P.M.
 CITY OF ASPEN, COLORADO. THE PURPOSE OF THIS CONDOMINIUM MAP IS TO CREATE THREE (3) COMMERCIAL UNITS, ONE (1)
 RESIDENTIAL UNIT, AND COMMON ELEMENTS APARTMENT TO EACH, AND TO REVISE THE
 DESCRIPTIONS OF TWO (2) STORAGE UNITS
 SHEET 5 OF 8



PLAN VIEW SECOND LEVEL

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SOPRIS ENGINEERING - LLC
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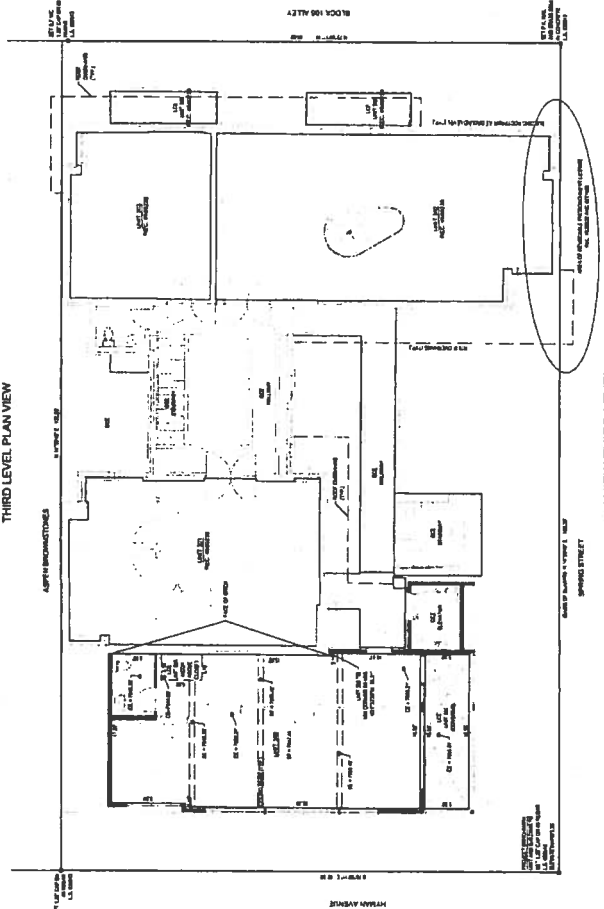
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FINAL REVIEW SET
 04/18

300 SOUTH SPRING STREET

SUPPLEMENTAL CONDOMINIUM MAP OF:
 WHICH CONSTITUTES THE SECOND AMENDED PLAT OF UNIT A OF HANNAH-DUSTIN CONDOMINIUMS
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 SHEET 6 OF 8

THIRD LEVEL PLAN VIEW



PLAN VIEW THIRD LEVEL

- REVISIONS:**
- 1. REVISED TO REFLECT THE REVISIONS TO THE CONDOMINIUM MAP.
 - 2. REVISED TO REFLECT THE REVISIONS TO THE CONDOMINIUM MAP.
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SOPRIS ENGINEERING - LLC
 CIVIL ENGINEER
 1000 SPRING STREET, SUITE 100
 CARBONADO, COLORADO 81623
 (970) 754-0311



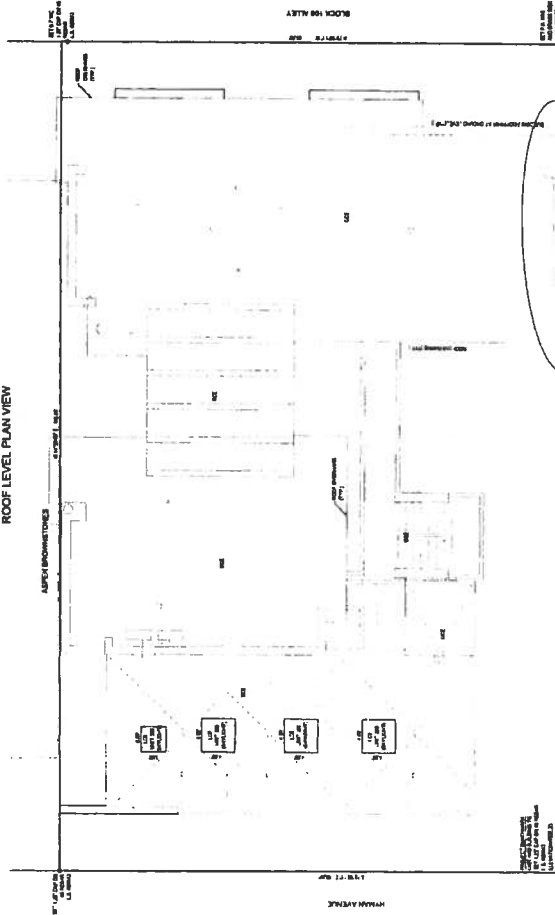
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 CITY OF ASPEN, COUNTY OF PITKIN, STATE OF COLORADO, LOCAL UNITS, ONE (1)
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 SHEET 7 OF 8

ROOF LEVEL PLAN VIEW



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- 4 - CONDOMINIUM MAP
- 5 - CONDOMINIUM MAP
- 6 - CONDOMINIUM MAP
- 7 - CONDOMINIUM MAP
- 8 - CONDOMINIUM MAP

GENERAL NOTES

1. PLAN, SECTION AND ELEVATION DRAWINGS ARE TO BE USED IN CONJUNCTION WITH THE CONDOMINIUM MAP.
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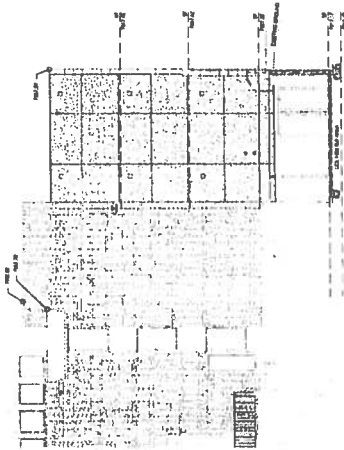
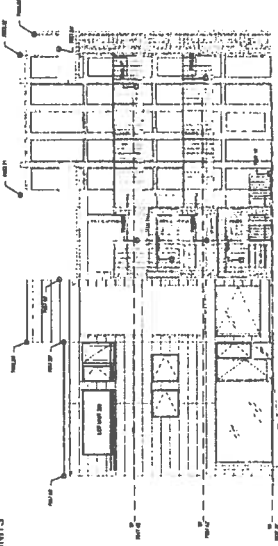
DATE: 04/18/12
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 CHECKED BY: JVC
 APPROVED BY: JVC

FINAL REVIEW SET
 04/18

300 SOUTH SPRING STREET

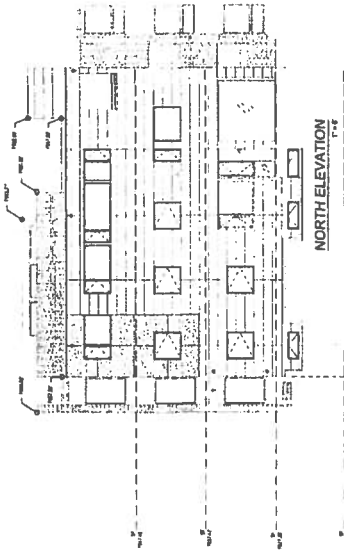
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SHEET 8 OF 8
 ELEVATION VIEWS



EAST ELEVATION
 1" = 4'

WEST ELEVATION
 1" = 4'



NORTH ELEVATION
 1" = 4'

- CC - CONCRETE
- CM - COMMON WALL
- DF - DRY FINISH
- DR - DRY WALL
- GL - GLASS
- GR - GRANITE
- HT - HOLLOW TILE
- IS - INSULATION
- LD - LUMBER
- ML - METAL
- PL - PLASTER
- SM - STONE
- ST - STEEL
- TR - TRIM
- VT - VENEER
- WB - WOOD
- WT - WEIGHT

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 8 - ELEVATION VIEWS

SOPRIS ENGINEERING - LLC

CHRYSTOPHER J. SOPRIS, P.E.
 1000 W. ASPEN AVENUE
 CARONVILLE, CO 81620
 (970) 794-0511

DATE: 04/18/12
 DRAWN BY: JCS
 CHECKED BY: JCS
 PROJECT: 300 SOUTH SPRING STREET
 SHEET: 8 OF 8

