

**SECOND SUPPLEMENT TO
DECLARATION FOR
ASPEN HIGHLANDS VILLAGE
AFFORDABLE HOUSING RESIDENCES**

This Second Supplement to Declaration for Aspen Highlands Village Affordable Housing Residences (the "Second Supplement to Declaration") is made as of September 12, 2001, by HINES HIGHLANDS LIMITED PARTNERSHIP, a Delaware limited partnership (the "Declarant").

WITNESSETH:

WHEREAS, Declarant has heretofore caused to be recorded a Declaration for Aspen Highlands Village Affordable Housing Residences on June 26, 2001, at Reception No. 455846 and re-recorded on June 28, 2001, at Reception No. 455944 (the "Declaration") in the Office of the Clerk and Recorder of Pitkin County, Colorado, as previously supplemented; and

WHEREAS, in Article 14 of the Declaration, Declarant expressly reserved for itself the right to expand the Property (all capitalized terms used herein shall have the meanings as defined in the Declaration, unless otherwise defined or modified herein) by annexing and submitting additional Units and/or Common Area by one or more duly recorded Supplemental Declarations and Supplemental Plats; and

WHEREAS, Declarant wishes to submit to the Property the property described in Exhibit A attached hereto and incorporated herein by reference (hereinafter referred to as the "Second Supplemental Property"), which consists of twp (2) additional Units.

NOW, THEREFORE, Declarant hereby declares that both the Property and the Second Supplemental Property shall be held, sold and conveyed subject to the following covenants, conditions, restrictions and easements and the covenants, conditions, restrictions and easements contained in the Declaration, which are for the purpose of protecting the value and desirability of the Property and the Second Supplemental Property and which shall run with the land and be binding on all parties and heirs, successors and assigns of parties having any right, title, or interest in all or any part of the Property or the Second Supplemental Property.

1. General. The terms and provisions contained in this Second Supplement to Declaration shall be in addition and supplemental to the terms and provisions contained in the Declaration. All terms and provisions of the Declaration, including all definitions, except those terms and provisions specifically modified herein, shall be applicable to this Second Supplement to Declaration and to the Second Supplemental Property. The definitions used in the Declaration are hereby expanded and shall hereafter and in the Declaration be deemed to encompass and refer to the Property as defined in the Declaration and the Second Supplemental Property as defined herein. For example, "Unit" shall mean the Units described in the Declaration, as previously supplemented, plus the additional Units described herein. Reference to the "Property" shall mean both the Property and the Second Supplemental Property, and reference to the "Declaration" shall mean the Declaration as supplemented by this Second Supplement to



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Declaration. All ownership and other rights, obligations and liabilities of Owners of Units previously subjected to the Declaration are hereby modified as described herein.

2. Annexation of Second Supplemental Property. The Second Supplemental Property is hereby and, upon the recording of this Second Supplement to Declaration shall be, annexed into the Property, and each Unit in the Second Supplemental Property shall be subject to all of the covenants, conditions, restrictions and easements as contained in the Declaration.

3. Effect of Expansion. Assessments by the Association as provided in Article 10 of the Declaration, upon the recording of this Second Supplement to Declaration, shall be divided among the Units according to the Sharing Ratios and formula set forth on Exhibit B attached hereto and incorporated herein by reference (whether such Unit is part of the Second Supplemental Property or part of the original definition of the Property), and Exhibit C to the Declaration is hereby amended in its entirety to read in accordance with Exhibit B hereto. Notwithstanding any inclusion of additional Units under the Declaration, each Owner (regardless of whether such Owner is the owner of a Unit which is part of the Second Supplemental Property or part of the original definition of the Property) shall remain fully liable with respect to his obligation for the payment of the Common Expenses of the Association, including the expenses for any new Common Area, costs and fees, if any. The recording of this Second Supplement to Declaration shall not alter the amount of the Common Expenses assessed to a Unit prior to such recording.

4. Severability. Invalidation of any one of these covenants or restrictions by judgment or court order shall in no way affect any other provisions which shall remain in full force and effect.

5. Conflicts Between Documents. In case of conflict between the Declaration, as supplemented hereby, and the Articles or Bylaws of the Association, the Declaration as supplemented shall control.

Executed as of the 12 day of September, 2001.

HINES HIGHLANDS LIMITED PARTNERSHIP, a
Delaware limited partnership

By: ASPEN HIGHLANDS SKIING CORPORATION,
a Delaware corporation, its general partner

By: [Signature]

Name: Robert E. Daniel Jr

Title: Vice President



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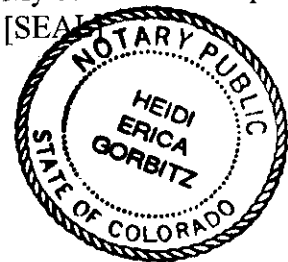
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STATE OF COLORADO)
) ss.
COUNTY OF PITKIN)

The foregoing instrument was acknowledged before me this 12 day of September, 2001, by Robert E. Daniel, Jr., as Vice President of Aspen Highlands Skiing Corporation, a Delaware corporation, general partner of Hines Highlands Limited Partnership, a Delaware limited partnership.

WITNESS my hand and official seal.
My commission expires: 08/19/2005



Heidi Erica Gorbitz
Notary Public


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EXHIBIT A

Legal Description

LOT F AND LOT G, BLOCK G, ASPEN HIGHLANDS VILLAGE P.U.D.,
ACCORDING TO THE PLAT THEREOF RECORDED ON OCTOBER 15,
1998, IN PLAT BOOK 47 AT PAGE 1, IN THE OFFICE OF THE CLERK AND
RECORDER OF PITKIN COUNTY, COLORADO.



EXHIBIT B

Sharing Ratios and Formula

<u>Unit</u>	<u>Sharing Ratio</u>
Lot 1, Block F	1/23
Lot 2, Block F	1/23
Lot 3, Block F	1/23
Lot 4, Block F	1/23
Lot 5, Block F	1/23
Lot 6, Block F	1/23
Lot 1, Block B	1/23
Lot 2, Block B	1/23
Lot 3, Block B	1/23
Lot 4, Block B	1/23
Lot 5, Block B	1/23
Lot 6, Block B	1/23
Lot 7, Block B	1/23
Lot 8, Block B	1/23
Lot 9, Block B	1/23
Lot 10, Block B	1/23
Lot 11, Block B	1/23
Lot 12, Block B	1/23
Lot 13, Block B	1/23
Lot 14, Block B	1/23
Lot 15, Block B	1/23
Lot F, Block G	1/23
Lot G, Block G	1/23

The formula for Sharing Ratios is an equal allocation among all Units.