

AMENDMENT TO DECLARATION OF COVENANTS,
CONDITIONS AND RESTRICTIONS FOR
TALISMAN POINTE TOWNHOMES, PHASE I
ARCHULETA COUNTY, COLORADO

WHEREAS, a Declaration of Covenants, Conditions and Restrictions for Talisman Pointe Townhomes, Phase I, Archuleta County, Colorado, has previously been recorded with the Archuleta County Clerk and Recorder's Office on December 23, 1997 as Reception Number 97010039 ("Declaration"); and

WHEREAS, Article 12 of the Declaration provides a method for the Amendment of the Declaration; and

WHEREAS, the undersigned constitute a majority of the Units and all of the holders of any recorded first mortgage or first Deed of Trust covering or affecting any or all of the Units voting in favor of such amendment;

NOW THEREFORE, the following provisions are hereby amended or added to the Declaration:

Section 2.23 of Article 2 of the Declaration is amended to read as follows:

Section 2.23. "Townhome Unit" or "Unit" means an individual commercial/retail unit which is contained in a Building, the boundaries of which are the perimeter of that Unit and separated from contiguous Units by a Party Wall or Party Walls. Unless the context clearly requires otherwise, the term Townhome Unit or Unit shall include the land thereunder and the sky above that Unit, together with the appurtenant interest in the Common Area.

It is anticipated that this Project will be completed in three phases, with a total of 15 Units. Each Unit's percentage ownership of the undivided interest in the General Common Elements will be 1/15th.

Declarant, their successors and assigns, reserves the right to (i) physically combine the space within one Unit with the space within one or more adjoining Units (ii) to combine a part of or combination of parts of the space within one Unit with part or parts of the space within one or more adjoining Units, and (iii) to divide into separate Units the space of one Unit, and the aggregate or divided undivided interests in the General Common Elements resulting therefrom shall be reflected by an amendment to the Map and this Declaration, consistent with the requirements set forth in herein.

Return to: Mary Weiss, P.O. Box 129, Pagosa Springs, Co 81147

Section 3.2 of Article 3 of the Declaration is amended to read as follows.

Section 3.2. Number of Units/Identification. The development will consist of three buildings with a maximum of 15 separately designated office/retail townhome units as described in the Plat for Phase I thereof filed of record on December 23, 1997, as Reception No. 97010038 in the Office of the Clerk and Recorder of Archuleta County, Colorado. The identification number of each Unit is shown on the Map.

A new Section 11.3 of Article 11 shall be added as follows:

11.3 Signs. All signage within the Project shall be in conformance with the provisions of the Covenants and Restrictions for Central Core, filed August 8, 1982 as Reception Number 111810 in the Office of the Clerk and Recorder of Archuleta County, Colorado.

The shape of each sign and the material used for each sign shall take into account the aesthetics of the Project and the desire to have all signs blend with the Project's architectural character. Specifically, the following criteria shall apply:

11.3.1 All signs shall be mounted on the beam directly in front of each Unit and shall be constructed of wood.

11.3.2 The maximum height for each sign shall be ten inches.

11.3.3 The maximum length of each sign shall be ten feet.

11.3.4 An Owner may incorporate franchise or corporate logos into their sign. Total sign design, including any such logo, shall comply with all provisions regarding signs.

Section 12.3 of Article 12 of the Declaration is amended to read as follows:

Section 12.3 Amendment. This Declaration shall not be amended unless the Owners of a majority of the Units, and all of the holders of any recorded first mortgage or first Deed of Trust covering or affecting any or all of the Units vote in favor of such amendment. Any such amendment shall be signed by a majority of the Unit Owners and the holders of all of the recorded first mortgages or first Deeds of Trust and recorded in the real property records of the Archuleta County Clerk and Recorder.

UNIT OWNERS:

BURNS NATIONAL BANK



Michael C. Branch, as General Partner for
Talisman Partnership

By 
Mary C. Fitzsimmons, as
Vice President



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2 of 4 R 21.00 D 0.00 N 0.00 ARCHULETA COUNTY


Curt Johnson, as General Partner for
Talisman Partnership


Milton W. Deason, by Michael C. Branch, as
Attorney-in-Fact for Milton W. Deason,
General Partner for Talisman Partnership

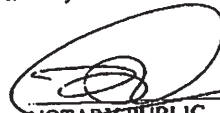

STATE OF COLORADO)
)ss
COUNTY OF ARCHULETA)

Subscribed and sworn to before me this 9th day of January, 1998, by Michael C. Branch,
as General Partner for Talisman Partnership, and as Attorney-in-Fact for Milton W. Deason, General
Partner for Talisman Partnership.

Witness my hand and official seal

My Commission Expires:

12/14/99


NOTARY PUBLIC



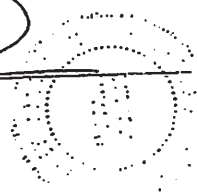
STATE OF COLORADO)
)ss.
COUNTY OF ARCHULETA)

Subscribed and sworn to before me this 9th day of January, 1998, by Curt Johnson, as
General Partner for Talisman Partnership.

Witness my hand and official seal.

My Commission Expires:

12/14/99


NOTARY PUBLIC



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3 of 4 R 21.00 D 0.00 N 0.00 ARCHULETA COUNTY


STATE OF COLORADO)
)ss.
COUNTY OF ARCHULETA)

Subscribed and sworn to before me this 8th day of January, 1998, by Mary Fitzsimmons,
as Vice President of Burns National Bank.

Witness my hand and official seal.

My Commission Expires:

12/14/99


NOTARY PUBLIC



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