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SECOND AMENDMENT
 CONDOMINIUM DECLARATION
 THE RIVERWALK CRYSTAL BUILDING

WHEREAS, Eagle II Developers, Inc. a Colorado corporation (the "Declarant"), recorded the Condominium Declaration for The Riverwalk Crystal Building on July 9, 1996 in Book 699 at Page, 448 of the records of the County Clerk and Recorder of Eagle County, State of Colorado (the "Declaration"); and

WHEREAS, Declarant hereby amends the Declaration as set forth herein in accord with the applicable provisions of the Declaration and The Colorado Common Interest Ownership Act.

EXECUTED this 14th day of November, 1996.

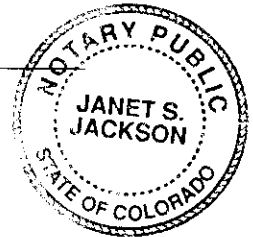
Lender:
 Mountain Bank

By [Signature]
 Richard C. Rodgers,
 President

Declarant: Eagle II Developers Inc., a Colorado corporation.

By: [Signature]
 Title: President

00121



STATE OF Colorado }
 } ss
 COUNTY OF Eagle }

The foregoing instrument was acknowledged, subscribed and sworn to before me this 14th day of November, 1996, by William L. Williams, President of Eagle II Developers, Inc. a Colorado corporation.

My commission expires: 5.8.97

[Signature]
 Notary Public

STATE OF COLORADO
 COUNTY OF EAGLE

The foregoing instrument was acknowledged, subscribed and sworn to before me this 14th day of November, 1996 by Richard C. Rodgers, President of Mountain Bank.

My Commission Expires: 11.15.99

[Signature]
 Notary Public

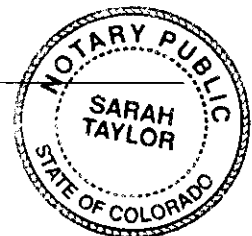


EXHIBIT "B"
AMENDED ALLOCATED INTEREST
BUILDING "L" CRYSTAL

| | | SQUARE FOOTAGE | | | |
|-----------------|-----------|----------------|--|-------------|-------|
| RESIDENTIAL | | 16,490.40 | | 59% | |
| COMMERCIAL | | 8,117.63 | | 29% | |
| GCE | | 3,242.45 | | 12% | |
| <hr/> | | <hr/> | | <hr/> | |
| TOTAL | | 27,850.48 | | | |
| RESIDENTIAL+GCE | | | | | |
| | 19,850.95 | | | | |
| UNIT # | | SQ.FOOTAGE | | % OWNERSHIP | VOTES |
| <hr/> | | | | | |
| UNITS + L.C.E. | | | | | |
| | 201 | 1,030.65 | | 4% | 4 |
| | 202 | 1,030.65 | | 4% | 4 |
| | 203 | 1,030.65 | | 4% | 4 |
| | 204 | 1,030.65 | | 4% | 4 |
| | 205 | 1,030.65 | | 4% | 4 |
| | 206 | 1,030.65 | | 4% | 4 |
| | 207 | 1,030.65 | | 4% | 4 |
| | 208 | 1,030.65 | | 4% | 4 |
| | 209 | 1,030.65 | | 4% | 4 |
| | 210 | 1,030.65 | | 4% | 4 |
| | 211 | 1,030.65 | | 4% | 4 |
| | 212 | 1,030.65 | | 4% | 4 |
| | 213 | 1,030.65 | | 4% | 4 |
| | 214 | 1,030.65 | | 4% | 4 |
| | 215 | 1,030.65 | | 4% | 4 |
| | 216 | 1,030.65 | | 4% | 4 |
| <hr/> | | | | | |
| TOTAL | | 16,490.40 | | 64% | 64 |
| COMMERCIAL+GCE | | | | | |
| | 11,360.08 | | | | |
| C 101 | | 791.80 | | 3% | 3 |
| C 102 | | 720.70 | | 3% | 3 |
| C 103 | | 1,140.20 | | 5% | 5 |
| C 104 | | 1,269.20 | | 5% | 5 |
| C 105 | | 1,305.10 | | 6% | 6 |
| C 106 | | 1,450.60 | | 7% | 7 |
| C 107 | | 1,440.03 | | 7% | 7 |
| <hr/> | | | | | |
| TOTAL | | 8,117.63 | | 36% | 36 |

00122