

**SECOND SUPPLEMENT TO THE DECLARATION
OF COVENANTS, CONDITIONS AND RESTRICTIONS
FOR
THE CORRAL AT BRECKENRIDGE - EAST RANGE**

Towback Partners, Limited Liability Company, a Colorado limited liability company, ("Declarant") makes this Second Supplement to the Declaration of Covenants, Conditions and Restrictions for The Corral at Breckenridge - East Range for the purpose of expanding the Project to include the property in the Corral at Breckenridge - East Range.

RECITALS

A. Tim Currin, Manager of Towback Partners, Limited Liability Company, a Colorado limited liability company, executed the Declaration of Covenants, Conditions, and Restrictions for The Corral at Breckenridge (the "Declaration") on August 19, 1997, which Declaration was recorded on August 20, 1997 at Reception Number 545109, The First Supplement to the Declaration of Covenants, Conditions and Restrictions for The Corral at Breckenridge - East Range on October 29, 1998, which First Supplement was recorded on October 29, 1998 at Reception No. 579485, the plat for the Corral at Breckenridge - West Range recorded on August 20, 1997 at Reception Number 545108, and the Corral at Breckenridge East Range Condominium Map and Plat recorded on October 29, 1998 at Reception Number 579484.

B. The Declaration at Article XIV provides for the right of the Declarant, without the consent of existing Owners or Mortgagees, to convert any part of the "East Range Expansion Property" as depicted on the Map, into additional Units, Common Elements and Limited Common Elements.

NOW THEREFORE, Declarant supplements the Declaration of Covenants, Conditions and Restrictions for The Corral at Breckenridge as follows:

1. Subdivision of East Range. Declarant elects to subdivide the portion of the East Range Expansion Property depicted on the plat and map described in Paragraph 3 into five (5) Units, Common Elements and Limited Common Elements. Common Expenses will be allocated among all Owners of Units in the West Range and East Range as set forth in Exhibit A.

2. Limited Common Element Garages. The appurtenant Limited Common Element Garage for Unit 101E is located in the Corral at Breckenridge East Range adjacent to Module B and the map thereof is amended and supplemented by the designation of such Limited Common Element on the Corral at Breckenridge East Range First Supplement Map.

3. The Corral at Breckenridge East Range First Supplemental Map. The Corral at Breckenridge East Range First Supplemental Map was recorded in the office of the Summit County, Colorado Clerk and Recorder records under Reception No. 591130.

4. Easements. Pursuant to the authority reserved in Section 5.6 of the Declaration, the Association and Declarant have granted an access easement to replace another access easement and a correct list of the recorded easements now encumbering the Property is attached as Exhibit B.

5. Incorporation of Declaration Provisions. Declarant ratifies and affirms all of the terms and the provisions of the Declaration. All references to the Declaration are deemed to include this Second Supplement to the Declaration unless specific provisions to the contrary are made.

DECLARANT: TOWBACK PARTNERS, LIMITED LIABILITY COMPANY
a Colorado limited liability company

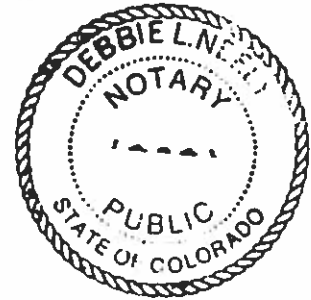
Tim Currin
By: Tim Currin, Manager

STATE OF COLORADO)
) ss.
County of Summit)

The foregoing instrument was acknowledged before me this 24th day of March, 1999
by Tim Currin, Manager of Towback Partners, Limited Liability Company, a Colorado limited liability
company.

My Commission expires: 12/6/02

Debbie L. Neill
Notary Public



**EXHIBIT A
COMMON EXPENSE ALLOCATION**

*The Corral at Breckenridge
East and West Ranges*

UNIT #	SQUARE FEET	% OF TOTAL
101W	1082	1.96%
102W	1082	1.96%
103W	1082	1.96%
201W	1082	1.96%
202W	1405	2.56%
203W	1082	1.96%
204W	1082	1.96%
205W	1082	1.96%
206W	1082	1.96%
207W	1082	1.96%
208W	1082	1.96%
209W	1082	1.96%
301W	1491	2.70%
302W	1491	2.70%
303W	1491	2.70%
304W	1491	2.70%
305W	1491	2.70%
306W	1491	2.70%
307W	1491	2.70%
308W	1491	2.70%
309W	1491	2.70%
C-1	303	0.56%
C-2	481	0.88%
101E	1458	2.65%
102E	1022	1.86%
103E	722	1.32%
104E	722	1.32%
105E	1022	1.86%
106E	1405	2.56%

201E	1458	2.65%
202E	1082	1.96%
203E	1082	1.96%
204E	1082	1.96%
205E	1082	1.96%
206E	1082	1.96%
207E	1082	1.96%
208E	1405	2.56%
301E	1491	2.70%
302E	1491	2.70%
303E	1491	2.70%
304E	1491	2.70%
305E	1491	2.70%
306E	1491	2.70%
307E	1491	2.70%
308E	1491	2.70%
	55144	100.00%

EXHIBIT B

Easements of Record

1. Right of the Proprietor of a vein or lode to extract and remove his ore therefrom, should the same be found to penetrate or intersect the premises hereby granted, and a right of way for ditches or canals constructed by the authority of the United States, as reserved in United States Patent recorded February 21, 1894 in Book 47 at Page 461 and Patent recorded March 29, 1894 in Book 47 at Page 569.

2. Easements and dedications as shown and reserved on the recorded plat of the Corral at Breckenridge recorded August 20, 1997 under Reception No. 545108 and the plat of the Corral at Breckenridge East Range recorded October 29, 1998 at Reception Number 579484.

3. That easement set forth in that Termination of Easement, Easement Grant and Agreement dated 3/18, 1999 and recorded 3/24, 1999 under Reception Number 591129.