



Cheri Brunvand-Summit County Recorder 4/14/2000 9:15 DF:

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

Towback Partners, Limited Liability Company, a Colorado limited liability company, ("Declarant") makes this Third Supplement to the Declaration of Covenants, Conditions and Restrictions for The Corral at Breckenridge - South Range for the purpose of expanding the Project to include the property in the Corral at Breckenridge - South 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 Second Supplement to the Declaration of Covenants, Conditions and Restrictions for the Corral at Breckenridge - East Range which Second Supplement was recorded March 24, 1999 at Reception Number 591131, the plat for the Corral at Breckenridge - West Range recorded on August 20, 1997 at Reception Number 545108, the Corral at Breckenridge - East Range Condominium Map and Plat recorded on October 29, 1998 at Reception Number 579484 and The Corral at Breckenridge East Range First Supplemental Map recorded on March 24, 1999 at Reception Number 591130, all as recorded in the records of the Summit County Clerk and Recorder.

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 "Lot 2, Southside Placer Subdivision, Town of Breckenridge, Summit County, Colorado" (the "South Range") 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 South Range. Declarant elects to submit to the provisions of the Declaration and subdivide the portion of the Expansion Property described as the South Range Expansion Property depicted on the plat and map described in Paragraph 3 into twenty-two (22) Units, together with the Common Elements and Limited Common Elements depicted on the Corral at Breckenridge South Range Map. Common Expenses will be allocated among all Owners of Units in the West Range, East Range and South Range as set forth in Exhibit A.

2. Limited Common Element Garages. The appurtenant Limited Common Element Garage for Units 201S, 207S, 208S, 302S, 304S, 305S and 306S are located in the Corral at Breckenridge South Range and MUST BE BUILT by Declarant in the location depicted on the Map.


3. Limited Common Elements Storage Closet: The appurtenant Limited Common Element Storage Closets for Units 101S, 102S, 103S, 104S, 105S, 106S, 107S, 108S, 202S, 203S, 204S, 205S, 206S and 303S are located in the Corral at Breckenridge South Range as depicted on the Map.

4. The Corral at Breckenridge South Range Map. The Corral at Breckenridge South Range Map means the map of Units 100S, 101S, 102S, 103S, 104S, 105S, 106S, 107S, 108S, 201S, 202S, 203S, 204S, 205S, 206S, 207S, 208S, 302S, 303S, 304S, 305S and 306S of the Corral at Breckenridge - South Range, as recorded on APRIL 14, 2000 under Reception No. 620484 of the Summit County, Colorado records.

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 Third Supplement to the Declaration unless specific provisions to the contrary are made.

DECLARANT: TOWBACK PARTNERS, LIMITED LIABILITY COMPANY

a Colorado limited liability company


By: Tim Currin, Manager

STATE OF COLORADO)
) ss.
County of Summit)

The foregoing instrument was acknowledged before me this 11th day of April,
by Tim Currin, Manager of Towback Partners, Limited Liability Company, a Colorado limited liability
company.

My Commission expires: 09-10-08


Notary Public

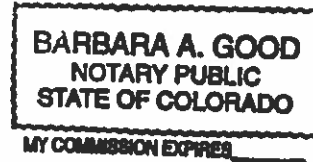


EXHIBIT A
COMMON EXPENSE ALLOCATION

The Corral at Breckenridge
East, West and South Ranges

UNIT #	SQUARE FEET	% OF TOTAL
101W	1082	1.31%
102W	1082	1.31%
103W	1082	1.31%
201W	1082	1.31%
202W	1405	1.70%
203W	1082	1.31%
204W	1082	1.31%
205W	1082	1.31%
206W	1082	1.31%
207W	1082	1.31%
208W	1082	1.31%
209W	1082	1.31%
301W	1491	1.81%
302W	1491	1.81%
303W	1491	1.81%
304W	1491	1.81%
305W	1491	1.81%
306W	1491	1.81%
307W	1491	1.81%
308W	1491	1.81%
309W	1491	1.81%
C-1	303	0.37%
C-2	481	0.58%
101E	1458	1.77%
102E	1022	1.24%
103F	722	0.88%
104E	722	0.88%
105E	1022	1.24%
106E	1405	1.70%
201E	1458	1.77%
202E	1082	1.31%
203E	1082	1.31%
204E	1082	1.31%

205E	1082	1.31%
206E	1082	1.31%
207E	1082	1.31%
208E	1405	1.70%
301E	1491	1.81%
302E	1491	1.81%
303E	1491	1.81%
304E	1491	1.81%
305E	1491	1.81%
306E	1491	1.81%
307E	1491	1.81%
308E	1491	1.81%
100S	800	0.97%
101S	1435	1.74%
102S	1114	1.35%
103S	1118	1.36%
104S	1118	1.36%
105S	1118	1.36%
106S	1118	1.36%
107S	1119	1.36%
108S	1390	1.68%
201S	1535	1.86%
202S	1114	1.35%
203S	1119	1.36%
204S	1119	1.36%
205S	1118	1.36%
206S	1119	1.36%
207S	1531	1.86%
208S	1516	1.84%
302S	1535	1.86%
303S	1119	1.36%
304S	1540	1.87%
305S	1540	1.87%
306S	1119	1.36%
		0.00%
	82498	100.00%