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Jan 29 4 02 PM '85

FIRST AMENDMENT TO CONDOMINIUM DECLARATION  
MAMMOTH HOLLOW CONDOMINIUM

HFS Corporation, a Massachusetts corporation with a principal place of business at 419 Main Street, Worcester, Massachusetts (hereinafter, with its successors and assigns who come to stand in the same relation to the Condominium as their predecessors, called the "Declarant"), does hereby amend its Condominium Declaration dated January 27, 1989 and recorded at Hillsborough County Registry of Deeds at Book 5093, Page 1084, pursuant to Paragraph 4 of said Declaration. The purpose of this amendment is to expand Mammoth Hollow Condominium from 10 units to 18 units.

This first amendment supersedes the following sections of the original declaration.

- A. Paragraph 3 (d) (1) - Buildings. The Condominium includes eighteen (18) dwelling units, all of which have been or are being constructed on the Land. The location and dimensions of the eighteen (18) buildings are shown on the Plans of the Condominium. These buildings are single family detached residences of wood frame construction. All Units contain one or two stores, excluding basements.

Pursuant to Paragraph 4 of this Declaration, Declarant has reserved the right and option to build additional Units, together with Limited Common Area, on Convertible Land upon which the Declarant may construct up to eleven (11) additional Units.

- B. Paragraph 4 (b), Page 9 is deleted and amended to read as follows:

The maximum number of units to be constructed within convertible lands is eleven (11) units with a maximum number of units within the Condominium to be 29 units.

- C. Exhibit C is deleted and amended to read as shown on Exhibit A attached hereto.

- D. Exhibit D is deleted

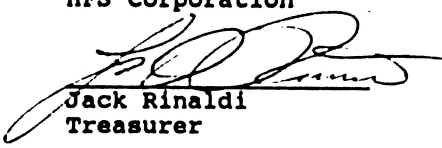
All provisions of the original declaration, except as herein otherwise expressly provided, shall be applicable to the 8 units hereby created by this amendment.

2. The condominium includes 18 residential units of which Phase I includes 10 units and Phase II includes 8 units.

3K5114 Pg2001

In witness whereof, the Declarant has caused this  
Amendment to the Declaration by its duly authorized officer  
this 28th day of February, 1989.

HFS Corporation



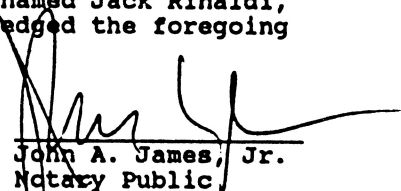
Jack Rinaldi  
Treasurer

COMMONWEALTH OF MASSACHUSETTS

Essex, ss.

February 28, 1989

Then personally appeared the above-named Jack Rinaldi,  
Treasurer of HFS Corporation and acknowledged the foregoing  
to be his free act and deed before me,



John A. James, Jr.  
Notary Public  
My commission  
expires: 3/9/90

8K5114 Pg2002