

**SIXTH AMENDMENT TO DECLARATION OF CONDOMINIUM AND PLAN OF
QUARTER SHARE OWNERSHIP**

THE STEAMBOAT GRAND RESORT HOTEL CONDOMINIUM

This Sixth Amendment (the "Sixth Amendment") to the Declaration of Condominium and Plan of Quarter Share Ownership for The Steamboat Grand Resort Hotel Condominium is made and executed as of this 31st day of December, 2008, by the Steamboat Ski and Resort Corporation ("SSRC") and the Steamboat Grand Resort Hotel Condominium Association, Inc., a Colorado nonprofit corporation (the "Association").

RECITALS

A. The Declaration of Condominium and Plan of Quarter Share Ownership was recorded September 20, 2000 at Reception No. 533317 in Routt County, Colorado public records (the "Records") and amended by a First Amendment recorded on November 21, 2000 at Reception No. 536756, by a Second Amendment recorded on March 5, 2001 at Reception No. 541368, by a Third Amendment recorded on December 20, 2001 at Reception No. 556605, by a Fourth Amendment recorded on June 17, 2005 at Reception No. 621250, and by a Fifth Amendment recorded on November 23, 2005 at Reception No. 629643 (as amended from time to time, the "Declaration").

B. Following the recordation of this Sixth Amendment, the Association intends to record a Fourth Supplement to the Condominium Map and Plat of the Steamboat Grand Resort Hotel Condominium ("Fourth Supplemental Map").

C. Definitions:

1. Capitalized terms used herein without further definition have the same meanings given to them as in the Declaration, with the exception of the Parking Unit, Commercial Unit 22, and Commercial Unit 23, which shall hereafter be more fully defined.

2. The Parking Unit as previously defined in Section 2.2(v) of the Declaration, and referred to throughout the Declaration, as amended from time to time, shall hereafter be defined as a Common Element.

3. Commercial Unit C-22, as previously defined throughout the Declaration, as amended from time to time, shall hereafter be defined as a Common Element.

4. Commercial Unit C-23, as previously defined throughout the Declaration, as amended from time to time, shall hereafter be defined as a Common Element.

D. This Sixth Amendment shall be recorded in the Records, as a result of the approval of over 67% of all Owners entitled to vote at the Annual Owners' Meeting of the Association on October 11, 2008. This matter was presented on October 11th and is reflected within the Resolution of Executive Board, Steamboat Grand Resort Hotel Condominium Association, Inc., effective date of December 31, 2008, attached and incorporated herein as Exhibit A.

RECEPTION#: 681995, 12/31/2008 at
02:04:53 PM,
1 OF 26, R \$131.00 Doc Code:COV
Kay Weinland, Routt County, CO

E. SSRC is the current owner of Commercial Units C-22 and C-23 and desires to convey Commercial Unit C-22 and C-23 to the Association as part consideration of the settlement of the Disputed Matters (as defined below) between the Association and SSRC and simultaneously with such conveyance desires to consent to the conversion by the Association of such units to Common Elements.

F. Pursuant to Section 17.1 of the Declaration, the Association may amend the Declaration to change the Percentage of Common Expense Liability if it obtains the approval of at least sixty-seven percent (67%) of the votes of the Association, "including sixty-seven percent (67%) of the votes allocated to Units not owned by Declarant."

G. The Association conducted an owners vote by ballot and in person at the Annual Owners' Meeting held on October 11, 2008, as reflected in the Resolution attached hereto as Exhibit A, in order to amend the Percentage of Common Expense Liability. Pursuant to the ballot, the Association was thereby empowered with "all other rights and powers necessary to carry out the agreement of the Association as set forth in the Letter of Intent ("LOI")." The LOI was a global settlement reached by the Association and SSRC on all claims, disputes, differences, and issues between the parties ("Disputed Matters"), and reflects the agreement reached on these Disputed Matters. The Association achieved the requisite approval of 67% of the Owners of the Units at the Owners' Annual Meeting, including 67% of the votes allocated to Units not owned by the Declarant ("Owners Approval"). In accordance with the Declaration, and the results of the Annual Owners' meeting, the Association resolves to convert the Parking Unit and Commercial Units C-22 and C-23 from commercial units into Common Elements.

H. SSRC, with the approval of the Association and Owners to which more than 50% of the votes in the Association are allocated desires to amend and restate Article 6, Section 6.3 of the Declaration, to clarify certain rights of the Declarant with respect to the sales offices.

NOW, THEREFORE, Declarant and the Association hereby declare and publish as follows:

1. Conveyance and Conversion of Commercial Unit C-22. SSRC hereby remises, releases, sells, conveys and quit claims unto the Association the real property described as Commercial Unit C-22 and simultaneously with this conveyance and to the extent SSRC has the authority to do so, consents to and joins in the conversion by the Association of Commercial Unit C-22 into Common Elements in accordance with the Owners Approval of such conversion.
2. Conveyance and Conversion of Commercial Unit C-23. SSRC hereby remises, releases, sells, conveys and quit claims unto the Association the real property described as Commercial Unit C-23 and simultaneously with this conveyance and to the extent SSRC has the authority to do so, consents to and joins in the conversion by the Association of Commercial Unit C-23 into Common Elements in accordance with the Owners Approval of such conversion.
3. Conversion of the Parking Unit. The Association, pursuant to the Owners Approval, and the powers and rights granted to the Association in order to carry out the agreement of the Association, through the ballot, hereby converts the Parking Unit, labeled Parking Unit on the Third Supplemental Map, from a Condominium Unit to a Common Element in accordance with the Declaration.
4. Reallocation of Percentage Ownership Interest and Percentage of Common Expense Liability. The Percentage of Ownership Interest and Percentage of Common Expense Liability

allocable to each Unit in the Project are hereby re-allocated as set forth in Exhibits B and C, respectively, to this Sixth Amendment which amends and restates Exhibit A to the Declaration in its entirety and reallocates the Percentage Ownership Interest (Common Elements), and in Exhibit B to the Sixth Amendment which amends and restates Exhibit B to the Declaration in its entirety and reallocates the Percentage Ownership Interest (Common Expense Liability) for all Units in the Project. This reallocation reflects the conversion of Commercial Units 22 and 23 and the Parking Unit to Common Elements. The reallocation is based on the formula set forth in Section 5.2 of the Declaration.

5. Subdivision of Lot 1 of the Knoll. Upon the exercise of the Option and upon satisfaction of that certain Modification Agreement between SSRC and Association dated December 31, 2008 and the related loan documents and pursuant to the LOI, the Association hereby approves the right of SSRC to subdivide Lot 1 of the Knoll Subdivision as filed by plat with the Routt County Clerk and Recorder appearing at File No. 12587, to carry out the Option to Purchase Real Estate and Agreement between SSRC and Association dated December 31, 2008 and as memorialized by that certain Memorandum of Option recorded at Reception Number 681994 of the Routt County real property records ("Option"). Upon the exercise of the Option, no further Association approval shall be required to subdivide and convey the property subject to the Option from the Association to SSRC.

6. Amendment to Section 6.3. The Association, pursuant to the approval of Owners to which more than 67% of the votes in the Association are allocated and with the consent of the SSRC as Declarant under the Declaration, hereby amends and restates Article 6, Section 6.3 of the Declaration and replaces it in its entirety by Exhibit D to this Sixth Amendment.

7. General. In the event of any conflict or inconsistency between the provisions of the Declaration and this Sixth Amendment, the provisions of this Sixth Amendment shall control. A reference to the Declaration or Condominium Map in any document or instrument shall be deemed to include this Sixth Amendment and the Fourth Supplemental Map without any further or specific reference thereto.

Executed as of the date first written above.

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EXHIBIT A
RESOLUTION OF THE EXECUTIVE BOARD

(see attached)

**RESOLUTION OF EXECUTIVE BOARD
STEAMBOAT GRAND RESORT HOTEL CONDOMINIUM ASSOCIATION, INC.**

EFFECTIVE DATE: December 31, 2008

WHEREAS, Steamboat Grand Resort Hotel Condominium, Inc. ("Association"), is a Colorado nonprofit corporation organized pursuant to Colorado Revised Statutes ("CRS") 7-121-101, *et seq*; and

WHEREAS, the Association filed a civil action against Steamboat Ski and Resort Corporation ("SSRC"), American Ski Company ("ASC"), Grand Summit Resort Properties, Inc. ("GSRP"), Intrawest U.S. Holdings ("Intrawest U.S."), Intrawest SARL ("SARL"), Intrawest Holdings, SARL ("IHS"), Timothy Greene, Christopher Diamond, Terry Murphy and Robert Downing on July 31, 2008 in the District Court for Routt County Colorado, Case No. 08CV163 ("Civil Action"); and

WHEREAS, the Executive Board entered into negotiations with SSRC, as the predecessor to ASC, on behalf of the Association to resolve open items for various transactions related to the Steamboat Grand property at 2300 Mount Werner Circle, Steamboat Springs, Colorado; and

WHEREAS, the Executive Board reached a resolution or settlement agreement with SSRC pertaining to the Civil Action on these open items, the terms and conditions of which were memorialized in the Letter of Intent ("LOI") executed between both parties, and its accompanying exhibits; and

WHEREAS, the Association filed a Voluntary Dismissal Without Prejudice of a Case Matter, the Civil Action, with the Routt County District Court on August 29, 2008. The Order Dismissing the Civil Action was granted on September 2, 2008; and

WHEREAS, the Association entered into a Tolling Agreement with SSRC, ASC, Intrawest U.S., SARL, and IHS, which tolled the applicable time period for any time-related defenses to any Claim, pursuant to the Civil Action or otherwise, from the date of the Tolling Agreement, December 1, 2007 through January 31, 2009; and

WHEREAS, the Executive Board brought the LOI, its conditions and terms, and its exhibits to the vote of the Owners of the Association under the requirements of the Association's Bylaws and Declaration; and

WHEREAS, the Bylaws of the Association provide that the Owners "shall hold Annual Meetings for the purposes stated in Section 2.2(A)(2)" which includes such purposes as "to conduct such other business as may be required or permitted by law." Bylaws Section 2.2; and

WHEREAS, the Executive Board of the Association scheduled the Annual Owners' Meeting in accordance with the Bylaws for October 11, 2008 ("Meeting"); and

WHEREAS, the Bylaws of the Association provide that "any action that may be taken at an annual meeting of Members may be taken without a meeting and through voting by mail, if... (i) a written ballot is distributed to every Owner entitled to vote on the matter, set[ting] forth each

proposed action and providing an opportunity to vote for or against each proposed action; (ii) the solicitation for votes by written ballot (a) indicates the number of responses needed to meet the quorum requirements for authorization or rejection of the proposed action; (b) states the percentage of votes needed to authorize or reject each matter; (c) specifies the time by which a ballot must be received by the Association in order to be counted; and (d) is accompanied by written information sufficient to permit each person casting such ballot to reach an informed decision on the matter; and (iii)...the number of votes cast by written ballot within the specified time period, authorizing or rejecting the proposed action, equals or exceeds the quorum required to be present at a meeting authorizing or rejecting the action, and the number of votes in favor or against the proposed action equals or exceeds the number of votes in favor or against that would be required to authorize or reject the action at a meeting at which the total number of votes cast was the same as the number of votes cast by written ballot.” Bylaws Section 2.2(j). Any action taken pursuant to this Section “has the same effect as action taken at a meeting of Owners.” Bylaws Section 2.2; and

WHEREAS, the Executive Board of the Association sent each Owner a written ballot containing the following information: the Ballot, which itemized the major points of the LOI and requiring approval of the Owners; Exhibit A to the Ballot or the LOI between the Association and the Steamboat Ski and Resort Corporation; Exhibit B to the Ballot or the legal description and map of the Knoll Option Parcel and Tramway Easement; Exhibit C to the Ballot or the proposed Amendment to the Declaration, Section 6.3; a cover letter from the Association’s President, Joe Fogliano, summarizing the actions of the Executive Board in negotiating the LOI with Steamboat Ski and Resort Corporation; a letter summarizing the highlights of the LOI from Feldmann, Nagel & Associates, LLC; and the Agenda for the Owners’ Annual Meeting (“Ballot Information”), in accordance with Section 2.2(j) of the Bylaws; and

WHEREAS, the Executive Board of the Association also made the above-referenced Ballot Information available to Owners on the Association’s informational website, www.steamboatgrand.info; and

WHEREAS, Article 17, Section 17.1 of the Declaration of the Association, provides the Amendments of the Declaration which “change the boundaries of any Unit, the Percentage of Common Expense Liability, and/or the Percentage Ownership Interest of a Unit” must be approved by “sixty-seven percent (67%) of the votes allocated to Units not owned by Declarant;” and

WHEREAS, because the contents and terms of the LOI provide for a change in the boundaries of a Unit, a potential change in the percentage of Common Expense Liability, and a change in the percentage Ownership Interest of a Unit, the Executive Board of the Association was required to meet the requisite 67% approval threshold, excluding all votes allocated to the Declarant; and

WHEREAS, the Executive Board of the Association held the Meeting in accordance with the Bylaws on October 11, 2008 at 2:00 p.m. at the Steamboat Grand Resort Hotel Condominium at which quorum was present; and

WHEREAS, the Executive Board of the Association conducted a vote of Owners at the Meeting in accordance with the Section 5.4 and Exhibit B of the Association’s Declaration; and

WHEREAS, the Executive Board of the Association presented the results of the written ballot vote by the Owners at the Meeting; and

WHEREAS, the results of the written ballot vote as presented by the Executive Board of the Association at the Meeting were calculated based on the ballots received from approximately 75% of the Owners or 700 total ballots as of October 10, 2008 at 12:00 p.m.; and

WHEREAS, the Executive Board of the Association determined that 71.87% of the written ballots received were from Owners eligible to vote for the LOI, and were thereby counted; and

WHEREAS, the Executive Board of the Association determined the results of the written ballot vote, whereby 54.92% out of the 71.87% were allocated in favor of the LOI, while 0.98% of the 71.87% were allocated against the LOI; and

WHEREAS, the Executive Board of the Association determined that 54.92% of the 71.87% eligible votes by written ballot vote were in favor of the LOI, which represented a 76.4% majority in accordance with the Bylaws and Declaration of the Association; and

WHEREAS, the Executive Board of the Association calculated all votes received by written ballot or in person by the Owners who were eligible to vote on the LOI at the Meeting in accordance with Section 5.4 of the Declaration and Exhibit B to the Declaration; and

THEREFORE BE IT RESOLVED, that the LOI and its potential change in Unit boundaries, and the changes in percentage of Ownership Interest and Common Expense Liability were approved by the requisite 67% of the Owners entitled to vote.

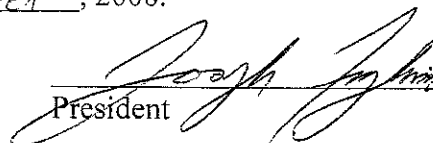
THEREFORE BE IT RESOLVED, that 76.4% of the Owners of the Association, in accordance with the Association's Bylaws and Declaration, ratified the actions of the Executive Board in negotiating and reaching the settlement agreement or LOI with Steamboat Ski and Resort Corporation.

THEREFORE BE IT RESOLVED, that 76.4% of the Owners of the Association, in accordance with the Association's Bylaws and Declaration, hereby approve the LOI and the conditions and terms of the LOI.

THEREFORE BE IT RESOLVED, that the Minutes of the Meeting on October 11, 2008 as referenced and incorporated herein as Exhibit A accurately reflect the actions of the Owners and Executive Board at the Meeting.

THEREFORE BE IT RESOLVED, that the Board carry out all of the things and acts required to perform/close items contained within the LOI on or before December 31, 2008.

Dated this 31 day of December, 2008.



President

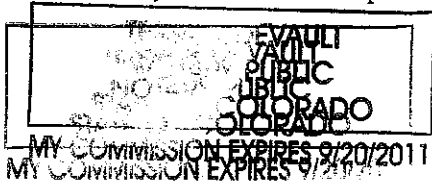
STATE OF COLORADO)
) ss.
COUNTY OF ROUTT)

The foregoing instrument was acknowledged before me this 31st day of December 2008, by Joe Fogliano, President of The Steamboat Grand Hotel Resort Condominium Association, Inc.

Witness my hand and official seal.

My commission expires:

9/20/11



Tessa R DeVault
Notary Public

PRELIMINARY DRAFT

Steamboat Grand Resort Hotel Condominium Association
Minutes of the Annual Meeting
Saturday 10/11/2008
At 2:00 PM In the Grand

Call to Order

The meeting was called to order at about 2:04. Notice of the meeting was mailed to all members on September 14, 2008. The Secretary confirmed that a quorum was present. Board Members in attendance were: Joe Fogliano, President, Laurie Good, Treasurer, David Zedeck, Secretary, Mike Lomas, and Greg Magee. Steve Traudt was on a conference phone.

Review and Approval of the Meeting Minutes from 10/13/07

Bud Romberg motioned to approve the minutes as presented. The motion was seconded. The motion passed.

Election of Directors

Because the terms of the Board Members are staggered, only two positions are open, one for a Residential Board seat and another for a Commercial Board seat.

Steve Traudt, the incumbent Residential Board Member is standing for reelection. No other nominations have been received so nominations from the floor were requested. There being none, a voice vote was called and Steve was elected for a three year term as a Director.

Mike Lomas, the incumbent Commercial Board member is standing for reelection. No other nominations have been received so nominations from the floor were requested. There being none, a voice vote was called and Mike was elected for a three year term as a Director.

The agenda was rearranged slightly to allow a break for voting following the presentation and questions regarding the Letter of Intent (the "LOI"). Owners are welcome to express their opinions on this issue, however, as of noon on October 10th, the requisite threshold of 67% affirmative votes had been reached. About 600 total votes have been counted, representing about 75% of the membership. Approximately 71.87% of the allocated votes were eligible to vote, and of this 54.92 percentage points voted in favor and .98 percentage points voted against the measure to approve the LOI. The 54.92 percentage points out of a possible 71.87 represents a 76.4% super majority. The LOI will be discussed more later in the meeting.

Financial Presentation

Kevin Gilman, with Association Accounting and Administrative Assistance ("AAAA"), explained that his company was hired by the Board shortly after the developer ceded control of the Association to the owners. The normal business model was changed to have Steamboat Ski and Resort Corp manage the property and AAAA manage the accounting and

administrative task. This provides a simple separation of responsibility that is in everyone's best interest.

Kevin began the presentation by recognizing the efforts of the volunteer Board Members in getting the Letter of Intent approved. In particular, the two local Board Members, Joe Fogliano and David Zedick have spent hundreds of hours reviewing and negotiating dozens of iterations of the LOI. There are still a couple more agreements to finalize, but the volunteer Board Members have done a great job on the owners' behalf.

AAAA's accomplishments over the past year were reviewed, including the introduction of newsletter, the Common Area Usage Agreement, the new vending program, minutes on the web site, quarter and eighth share rotation calendars have been perpetuated through 2049, and updating the bylaws. About 18% of the owners have elected to receive their billing statements via email, 39% use the automatic credit card payment program and 12% are using automatic bank debits. The billing cycle and collection program are running like clockwork, the Board receives monthly financial statements on a timely basis, and forecasts of future financial results are produced quarterly. AAAA has identified cost savings and new sources of revenue that recover 90% of the annual accounting fee.

The annual audit was reviewed. Certified copies are available either on paper or electronically. The format of the presentation was simplified to facilitate discussion. The balance sheet was reviewed, specifically the source of cash. The income statement was also reviewed, starting with the dues reduction, and the addition of parking fees. Utilities are the biggest expense, which came in very close to the prior year, but currently per unit costs for energy are up well over budget. Residential services include the front desk, which decreased because owner usage relative to rental usage has come down. Building maintenance cost was down in the audit compared to the prior year, but given the age of the building that trend is not expected to continue. Insurance decreased because of aggressive shopping. Snow removal increased by 80% over the prior year, but has been budgeted at the lower average cost. Operations came out with a surplus of \$111,000. This will be applied to future Replacement Reserves. Replacement expenses in the audit include \$344,000 for unit carpet, roof gutters and lobby renovation.

The income statement was then presented showing the Common Fund and Residential Fund. All owners contribute to the Common Fund whereas only the residential owners contribute to the Residential Fund. From inception to date the Common Fund, including replacement reserves, has a surplus of only \$171,000. The Residential fund, including replacement reserves has a surplus of \$919,000. This distinction is important because if additional funds are needed for future replacements, we need to know which set of owners will be asked to contribute.

A question was raised regarding the accounting treatment of the LOI transactions. The land that Ski Corp wants is owned jointly by all the owners. In order for the Association to transfer the land it has to be converted to an asset, which is the question covered by the LOI ballot. Now that we have an affirmative vote of a supermajority of the members, we will convert the land to an asset and put it on the books at a value equal to what Ski Corp has

agreed to pay for it. The offsetting credit will be to contributed equity. As the various components of the LOI are completed, other asset accounts will be debited and the value of the land will be credited. The land will eventually be valued at the remaining value of the garage mortgage, which is the option price Ski Corp has agreed to. If the option is exercised, the land asset and the garage mortgage will go to zero.

A question was raised regarding a potential reduction in dues. No decision has been made yet, but the changes need to take into consideration keeping the building in good condition. Input from owners on this tradeoff was encouraged.

There was additional discussion regarding the LOI, including what might happen with the land. There was also discussion of the rental program's 4% fund and how it impacts the Association's budget. With no other questions, the Financial Report was closed.

Old Business

The LOI ratification was approved by a super majority of eligible allocated votes. The floor was opened to questions. The first question was regarding the tramway easement over the Knoll parcel. The easement has been in place for many years and although Ski Corp can now change that easement if they want to, the ability to build the Tram was not a major consideration in the negotiations. The Base Area Redevelopment Commission has asked about using the land for a park featuring the Butterfly Barn, but that decision is now up to Ski Corp.

A question was raised about having the Tram stop at the Grand on its way to Gondola Square. That was discussed within Ski Corp but is unlikely to happen.

A question was raised about the restriction on the land as open space. There are two documents that address this issue. The letter from the attorneys and the appraisal both concluded that it is highly unlikely that the land will ever be able to be developed because the development rights were waived as a condition of approval of the building plans for the Grand. It is written into the development agreement.

A discussion of the voting procedure ensued, followed by a break for members to cast any final votes. The meeting reconvened at 3:30.

The appeal of the property tax valuation was discussed. This item is not in the Association's budget. The tax bills are passed through to the unit owners. The county had originally ignored the auction purchase prices in determining the values, and therefore the property taxes. The Board hired a consultant on a contingency fee basis and with the help of attorneys, was able to get the county to include the auction prices in its valuation calculations. The net savings to the owners was about 40%.

Committee Reports

Greg Magee chairs the Communications Committee and the Amenities Committee. The owners website www.SteamboatGrand.info continues to be enhanced. Meeting minutes, the LOI and associated documents have been posted, the governing condominium documents are

there. The quarterly newsletter is another attempt to improve communications. We have created a new unit trading website that will allow owners to bank some of their time and possibly trade it with other owners. Stacy Huffman demonstrated the functionality of this new site.

Greg reported that the Amenities Committee is working very well with the help of non-Board members. The First Tracks and Apre Ski programs will continue similar to last year. Ski storage at the Slopeside Owners Club has been greatly improved because Ski Corp has stored the rental skis somewhere else. There are now twice as many vending machines in the Grand, including two at the ski storage facility. The owner parking policy has been under continuous review.

Facility Report

Mike Lomas reported the problem of fogged windows is nearing completion. Maintaining the swimming pool in a safe manner is an ongoing issue. During the last pool closure, all the sand filters were cleaned, and pumps were replaced in addition to the usual grout repairs. The electronic lock system is now eight years old and all batteries will be replaced before ski season. The boiler and ventilation system controls are outdated and will be replaced along with the software that manages the controls. The roof is still in need of retrofitting to minimize snow and ice problems and removal costs. The anticipated costs will be about \$1.7 million.

On the hotel operations side, improvements include new flat screen TVs, unit re-carpeting is 60% done with another 20% coming up this fall. Future projects include getting a high definition TV signal, upgrading the unit finishes, including sleeper sofas, chairs, Ipod compatible alarm clocks, lamps with electrical outlets on the desktop, new bedding and duvet covers. Window coverings are also on the list in order to comply with the AAA Four Diamond standards.

The upcoming winter season is pacing above last year in spite of the economic downturn, specifically because of strong group business. The first week of Christmas is soft, but the week between Christmas and New Year's looks strong. The employment situation is very tight, relying on J-1 visa students and H2B visa workers. These visas are very limited because of immigration reforms, creating a big problem for the Grand.

A recommendation was made from the floor that cell phone repeaters be installed within the building to improve reception and therefore guest service.

Adjournment

At 4:21 there was a motion from the floor to adjourn and it was seconded. Motion passed.

**EXHIBIT B
TO SIXTH AMENDMENT
PERCENTAGE OWNERSHIP INTEREST**

EXHIBIT B

Attached to and forming a part of the Sixth Amendment to
Declarations of Condominium and Plan of Quarter Share Ownership
of the Steamboat Grand Resort Hotel Condominium

PERCENT OWNERSHIP INTEREST (COMMON ELEMENTS)

<u>Unit Number</u>	<u>DTH Doors to Hallways/ Room Numbers</u>	<u>Unit Type</u>	<u>Percentage Ownership Interest</u>	<u>Quarter Share Estate Percentage Ownership Interest</u>	<u>Unit Budget Vote</u>	<u>Quarter Share Estate Vote</u>
Residential Units						
201	201/202	2W6	0.51148%	0.12787%	0.51148%	0.12787%
204	203/204/205	3WK	0.57938%	0.14485%	0.57938%	0.14485%
207	206/207/208	3WHC1	0.51073%	0.12768%	0.51073%	0.12768%
210	209/210	2W9	0.42903%	0.10726%	0.42903%	0.10726%
212	211/212	2W5	0.39918%	0.09980%	0.39918%	0.09980%
213	213/214	W2HC1	0.39918%	0.09980%	0.39918%	0.09980%
216	216	Suite 9	0.69690%	0.17423%	0.69690%	0.17423%
217	215/217/218	3W	0.51073%	0.12768%	0.51073%	0.12768%
220	219/220	2WK1	0.49171%	0.12293%	0.49171%	0.12293%
221	221	1B5	0.14512%	0.03628%	0.14512%	0.03628%
222	222	1A7	0.15557%	0.03889%	0.15557%	0.03889%
223	223	1DHC1	0.29062%	0.07266%	0.29062%	0.07266%
224	224/225	2W4	0.36523%	0.09131%	0.36523%	0.09131%
227	226/227	2W8	0.42119%	0.10530%	0.42119%	0.10530%
228	228/229	WDA	0.44395%	0.11099%	0.44395%	0.11099%
231	231	1A7	0.14998%	0.03750%	0.14998%	0.03750%
232	232	1DHC1	0.29062%	0.07266%	0.29062%	0.07266%
233	230/233/234	3W	0.51073%	0.12768%	0.51073%	0.12768%
236	235/236/239	3W2	0.53163%	0.13291%	0.53163%	0.13291%
237	237	1DHC1	0.29062%	0.07266%	0.29062%	0.07266%
238	238	1A3	0.14587%	0.03647%	0.14587%	0.03647%
240	240	1B10	0.14587%	0.03647%	0.14587%	0.03647%
241	241	1A	0.14998%	0.03750%	0.14998%	0.03750%
242	242/244	2W11	0.35031%	0.08758%	0.35031%	0.08758%
243	243	1DHC1	0.29062%	0.07266%	0.29062%	0.07266%
246	245/246/249	3W8	0.54618%	0.13655%	0.54618%	0.13655%
247	247/248	2DA	0.44395%	0.11099%	0.44395%	0.11099%
251	251/253	2L5	0.29920%	0.07480%	0.29920%	0.07480%
252	250/252	2W3	0.35740%	0.08935%	0.35740%	0.08935%
254	254	1DA	0.40627%	0.10157%	0.40627%	0.10157%
255	255/258	2W14	0.43911%	0.10978%	0.43911%	0.10978%
256	256/257	2L	0.29734%	0.07434%	0.29734%	0.07434%
301	301	Suite 5	0.47753%	0.11938%	0.47753%	0.11938%
302	302	Suite 2	0.51483%	0.12871%	0.51483%	0.12871%
304	303/304/305	3WK1	0.59430%	0.14858%	0.59430%	0.14858%
307	307/309	2L	0.29734%	0.07434%	0.29734%	0.07434%
308	306/308/310	3W5	0.51596%	0.12899%	0.51596%	0.12899%

EXHIBIT B

Attached to and forming a part of the Sixth Amendment to
Declarations of Condominium and Plan of Quarter Share Ownership
of the Steamboat Grand Resort Hotel Condominium

PERCENT OWNERSHIP INTEREST (COMMON ELEMENTS)

<u>Unit Number</u>	<u>DTH</u> <u>Doors to Hallways/ Room Numbers</u>	<u>Unit Type</u>	<u>Percentage</u> <u>Ownership</u> <u>Interest</u>	<u>Quarter</u> <u>Share Estate</u>	<u>Unit Budget</u> <u>Vote</u>	<u>Quarter</u> <u>Share Estate</u> <u>Vote</u>
				<u>Percentage</u> <u>Ownership</u> <u>Interest</u>		<u>Percentage</u> <u>Ownership</u> <u>Interest</u>
313	312/313	2L7	0.28205%	0.07051%	0.28205%	0.07051%
314	311/314	2W15	0.43127%	0.10782%	0.43127%	0.10782%
315	315	1B11	0.14625%	0.03656%	0.14625%	0.03656%
317	317	1W+	0.36561%	0.09140%	0.36561%	0.09140%
318	316/318/319	3W3	0.52677%	0.13169%	0.52677%	0.13169%
321	320/321/323	3W3	0.52677%	0.13169%	0.52677%	0.13169%
322	322	1W+	0.36561%	0.09140%	0.36561%	0.09140%
326	325/326	2LHC2	0.29734%	0.07434%	0.29734%	0.07434%
327	324/327/328	3W	0.51073%	0.12768%	0.51073%	0.12768%
330	329/330	2WK	0.48611%	0.12153%	0.48611%	0.12153%
332	332	1A5	0.14625%	0.03656%	0.14625%	0.03656%
333	333	1D	0.29062%	0.07266%	0.29062%	0.07266%
334	331/334/335	3W	0.51073%	0.12768%	0.51073%	0.12768%
337	336/337	2W15	0.43127%	0.10782%	0.43127%	0.10782%
338	338	1D	0.29062%	0.07266%	0.29062%	0.07266%
339	339	1AHC1	0.14998%	0.03750%	0.14998%	0.03750%
342	341/342	2DA	0.44395%	0.11099%	0.44395%	0.11099%
343	340/343/344	3W	0.51073%	0.12768%	0.51073%	0.12768%
346	345/346/349	3W2	0.53163%	0.13291%	0.53163%	0.13291%
347	347/348	2DA9	0.44395%	0.11099%	0.44395%	0.11099%
350	350	1A	0.14998%	0.03750%	0.14998%	0.03750%
351	351	1B12	0.14401%	0.03600%	0.14401%	0.03600%
352	352/354	2W	0.35666%	0.08917%	0.35666%	0.08917%
353	353	1D	0.29062%	0.07266%	0.29062%	0.07266%
356	355/356/359	3W	0.51073%	0.12768%	0.51073%	0.12768%
357	357	1D	0.29062%	0.07266%	0.29062%	0.07266%
358	358	1A	0.14998%	0.03750%	0.14998%	0.03750%
361	361/362	2L5	0.29920%	0.07480%	0.29920%	0.07480%
363	360/363/364	3W	0.51073%	0.12768%	0.51073%	0.12768%
365	365	1DA	0.40627%	0.10157%	0.40627%	0.10157%
366	366/368	2L	0.29734%	0.07434%	0.29734%	0.07434%
367	367/369	2W14	0.43911%	0.10978%	0.43911%	0.10978%
401	401	Suite 6	0.47753%	0.11938%	0.47753%	0.11938%
402	402	Suite	0.52156%	0.13039%	0.52156%	0.13039%
404	403/404/405	3WK2	0.60064%	0.15016%	0.60064%	0.15016%
407	407/409	2L	0.29734%	0.07434%	0.29734%	0.07434%
408	406/408/410	3W4	0.52342%	0.13086%	0.52342%	0.13086%
413	412/413	2L6	0.28764%	0.07191%	0.28764%	0.07191%

EXHIBIT B

Attached to and forming a part of the Sixth Amendment to
Declarations of Condominium and Plan of Quarter Share Ownership
of the Steamboat Grand Resort Hotel Condominium

PERCENT OWNERSHIP INTEREST (COMMON ELEMENTS)

Unit Number	DTH Doors to Hallways/ Room Numbers	Unit Type	Percentage	Quarter Share Estate	Unit Budget	Quarter
			Ownership Interest	Percentage Interest		Share Estate Vote
414	411/414	2W13	0.44880%	0.11220%	0.44880%	0.11220%
415	415	1B2	0.14625%	0.03656%	0.14625%	0.03656%
418	416/418/420	3W7	0.56931%	0.14233%	0.56931%	0.14233%
419	417/419	2DA7	0.50291%	0.12573%	0.50291%	0.12573%
422	421/422/425	3W7	0.56931%	0.14233%	0.56931%	0.14233%
423	423/424	2DA7	0.50291%	0.12573%	0.50291%	0.12573%
428	427/428	2L2	0.29734%	0.07434%	0.29734%	0.07434%
429	426/429/430	3W	0.51073%	0.12768%	0.51073%	0.12768%
432	431/432	2WK3	0.48126%	0.12032%	0.48126%	0.12032%
433	433	1B7	0.14737%	0.03684%	0.14737%	0.03684%
434	434	1AHC2	0.14625%	0.03656%	0.14625%	0.03656%
435	435/437	2W	0.35666%	0.08917%	0.35666%	0.08917%
436	436	1D	0.29062%	0.07266%	0.29062%	0.07266%
439	438/439	2W15	0.43127%	0.10782%	0.43127%	0.10782%
440	440	1D	0.29062%	0.07266%	0.29062%	0.07266%
441	441	1A	0.14998%	0.03750%	0.14998%	0.03750%
444	442/444/446	3W	0.51073%	0.12768%	0.51073%	0.12768%
445	443/445	2DA	0.44395%	0.11099%	0.44395%	0.11099%
448	447/448/451	3W6	0.53424%	0.13356%	0.53424%	0.13356%
449	449/450	2DA6	0.44843%	0.11211%	0.44843%	0.11211%
452	452	1B1	0.14699%	0.03675%	0.14699%	0.03675%
453	453	1A1	0.15258%	0.03815%	0.15258%	0.03815%
454	454	1D	0.29062%	0.07266%	0.29062%	0.07266%
455	455/456	2W	0.35666%	0.08917%	0.35666%	0.08917%
458	457/458/461	3W5	0.51596%	0.12899%	0.51596%	0.12899%
459	459/460	2DA3	0.44843%	0.11211%	0.44843%	0.11211%
463	463/464	2L5	0.29920%	0.07480%	0.29920%	0.07480%
465	462/465/466	3W5	0.51596%	0.12899%	0.51596%	0.12899%
467	467	1DA	0.40627%	0.10157%	0.40627%	0.10157%
468	468/471	2W+	0.44395%	0.11099%	0.44395%	0.11099%
469	469/470	2LHC1	0.29920%	0.07480%	0.29920%	0.07480%
501	501	Suite 6	0.47753%	0.11938%	0.47753%	0.11938%
502	502	1W1 Loft	0.75584%	0.18896%	0.75584%	0.18896%
503	503/504	2WK Loft	0.80620%	0.20155%	0.80620%	0.20155%
506	505/506	2W3 Loft	0.99721%	0.24930%	0.99721%	0.24930%
507	507/508	2L	0.29734%	0.07434%	0.29734%	0.07434%
511	509/511	2W1 Loft	0.67041%	0.16760%	0.67041%	0.16760%
512	510/512	2L6	0.28764%	0.07191%	0.28764%	0.07191%

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PERCENT OWNERSHIP INTEREST (COMMON ELEMENTS)

<u>Unit Number</u>	<u>DTH Doors to Hallways/ Room Numbers</u>	<u>Unit Type</u>	<u>Percentage</u>		<u>Unit Budget Vote</u>	<u>Quarter Share Estate Vote</u>
			<u>Ownership Interest</u>	<u>Ownership Interest</u>		
513	513	1B9	0.14625%	0.03656%	0.14625%	0.03656%
516	514/516/518	3W1+	0.57565%	0.14391%	0.57565%	0.14391%
517	515/517	2DA5	0.50327%	0.12582%	0.50327%	0.12582%
520	519/520/523	3W1+	0.57565%	0.14391%	0.57565%	0.14391%
521	521/522	2DA5	0.50327%	0.12582%	0.50327%	0.12582%
526	525/526	2L4	0.30107%	0.07527%	0.30107%	0.07527%
527	524/527/528	3W5	0.51596%	0.12899%	0.51596%	0.12899%
530	529/530	2WK2	0.48649%	0.12162%	0.48649%	0.12162%
531	531	1B6	0.15221%	0.03805%	0.15221%	0.03805%
533	532/533	2DA4	0.44470%	0.11118%	0.44470%	0.11118%
534	534/535	2W4	0.36523%	0.09131%	0.36523%	0.09131%
537	536/537	2W16	0.44395%	0.11099%	0.44395%	0.11099%
538	538	1D	0.29062%	0.07266%	0.29062%	0.07266%
539	539	1A1	0.15258%	0.03815%	0.15258%	0.03815%
542	541/542	2DA3	0.44843%	0.11211%	0.44843%	0.11211%
543	540/543/544	3W5	0.51596%	0.12899%	0.51596%	0.12899%
546	545/546/549	3W9	0.54618%	0.13655%	0.54618%	0.13655%
547	547	1D1	0.29697%	0.07424%	0.29697%	0.07424%
548	548	1A2	0.14550%	0.03638%	0.14550%	0.03638%
550	550	1BHC1	0.14550%	0.03638%	0.14550%	0.03638%
552	551/552	2DA2	0.45477%	0.11369%	0.45477%	0.11369%
553	553/554	2W1	0.36412%	0.09103%	0.36412%	0.09103%
556	555/556/559	3W4	0.52342%	0.13086%	0.52342%	0.13086%
557	557	1D1	0.29697%	0.07424%	0.29697%	0.07424%
558	558	1A1	0.15258%	0.03815%	0.15258%	0.03815%
561	561/562	2L3	0.30592%	0.07648%	0.30592%	0.07648%
563	560/563/564	3W4	0.52342%	0.13086%	0.52342%	0.13086%
565	565	1DA1	0.41299%	0.10325%	0.41299%	0.10325%
566	566/569	2W12	0.45366%	0.11342%	0.45366%	0.11342%
567	567/568	2L	0.29734%	0.07434%	0.29734%	0.07434%
601	601	1B3	0.14625%	0.03656%	0.14625%	0.03656%
604	602/604/606	3W10	0.64690%	0.16173%	0.64690%	0.16173%
605	603/605	2DA8	0.50887%	0.12722%	0.50887%	0.12722%
608	607/608/611	3W1+	0.57565%	0.14391%	0.57565%	0.14391%
609	609	1D+	0.35068%	0.08767%	0.35068%	0.08767%
610	610	1A6	0.15258%	0.03815%	0.15258%	0.03815%
614	613/614	2L4	0.30107%	0.07527%	0.30107%	0.07527%
615	612/615/616	3W4	0.52342%	0.13086%	0.52342%	0.13086%

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PERCENT OWNERSHIP INTEREST (COMMON ELEMENTS)

Unit Number	DTH Doors to Hallways/ Room Numbers	Unit Type	Percentage Ownership Interest	Quarter	Unit Budget	Quarter
				Share Estate Percentage Ownership Interest		Share Estate Percentage Ownership Vote
618	617/618	2WK4	0.49507%	0.12377%	0.49507%	0.12377%
620	620	1A4	0.14848%	0.03712%	0.14848%	0.03712%
621	621	1D1	0.29697%	0.07424%	0.29697%	0.07424%
622	619/622/623	3W4	0.52342%	0.13086%	0.52342%	0.13086%
625	624/625	2W7	0.44620%	0.11155%	0.44620%	0.11155%
626	626/627	2DA2	0.45477%	0.11369%	0.45477%	0.11369%
629	629	1A1	0.15258%	0.03815%	0.15258%	0.03815%
630	628/630/632	3W4	0.52342%	0.13086%	0.52342%	0.13086%
631	631	1D1	0.29697%	0.07424%	0.29697%	0.07424%
634	633/634	2W1	0.36412%	0.09103%	0.36412%	0.09103%
635	635	1D1	0.29697%	0.07424%	0.29697%	0.07424%
636	636	1A1	0.15258%	0.03815%	0.15258%	0.03815%
637	637	1B8	0.14625%	0.03656%	0.14625%	0.03656%
640	638/640/642	Loft 2W2	0.75920%	0.18980%	0.75920%	0.18980%
641	639/641	2DA10	0.45477%	0.11369%	0.45477%	0.11369%
643	643	1D1	0.29697%	0.07424%	0.29697%	0.07424%
644	644/645	Loft 2W4	0.95842%	0.23961%	0.95842%	0.23961%
646	646	1A1	0.15258%	0.03815%	0.15258%	0.03815%
648	648/649	2L3	0.30592%	0.07648%	0.30592%	0.07648%
650	647/650	2W Loft	0.74242%	0.18561%	0.74242%	0.18561%
651	651	1DA1	0.41299%	0.10325%	0.41299%	0.10325%
652	652	1D	0.29062%	0.07266%	0.29062%	0.07266%
653	653	Suite 1	0.44470%	0.11118%	0.44470%	0.11118%
701	701-PH8	Suite 8	1.36394%	0.34099%	1.36394%	0.34099%
702	702-PH1	PH Loft 1	1.38111%	0.34528%	1.38111%	0.34528%
703	703-PH7	Suite 7	0.83158%	0.20790%	0.83158%	0.20790%
704	704-PH2	PH Loft 2	1.46804%	0.36701%	1.46804%	0.36701%
705	705-PH3	PH Loft 3	1.43745%	0.35936%	1.43745%	0.35936%
706	706-PH4	PH Loft 4	0.88456%	0.22114%	0.88456%	0.22114%
707	707-PH6	PH6	1.06922%	0.26731%	1.06922%	0.26731%
708	708-PH5	PH5	0.95991%	0.23998%	0.95991%	0.23998%
Commercial Units						
C-1A			0.43107%		0.43107%	
C-1B			0.16722%		0.16722%	
C-2			0.24468%		0.24468%	
C-3			0.27758%		0.27758%	
C-4			0.31635%		0.31635%	

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PERCENT OWNERSHIP INTEREST (COMMON ELEMENTS)

<u>Unit Number</u>	<u>DTH</u> <u>Doors to Hallways/</u> <u>Room Numbers</u>	<u>Unit Type</u>	<u>Percentage</u> <u>Ownership</u> <u>Interest</u>	<u>Quarter</u> <u>Share Estate</u> <u>Percentage</u> <u>Ownership</u> <u>Interest</u>	<u>Unit Budget</u> <u>Vote</u>	<u>Quarter</u> <u>Share Estate</u> <u>Vote</u>
C-5			0.37501%		0.37501%	
C-6			0.25118%		0.25118%	
C-7A			0.45227%		0.45227%	
C-7B			0.42309%		0.42309%	
C-8A			0.33775%		0.33775%	
C-8B			0.57931%		0.57931%	
C-9			0.61209%		0.61209%	
C-10			0.40794%		0.40794%	
C-11			1.03868%		1.03868%	
C-12			1.07323%		1.07323%	
C-13			0.63888%		0.63888%	
C-14			0.47408%		0.47408%	
C-15			2.44957%		2.44957%	
C-16			0.09739%		0.09739%	
C-17			0.87814%		0.87814%	
C-18			0.16624%		0.16624%	
C-19			3.03098%		3.03098%	
C-20			3.40473%		3.40473%	
C-21			4.23010%		4.23010%	
			100.00000%		100.00000%	

**EXHIBIT C
TO SIXTH AMENDMENT
PERCENTAGE OF COMMON EXPENSE LIABILITY**

EXHIBIT C

Attached to and forming a part of the Sixth Amendment to
Declarations of Condominium and Plan of Quarter Share Ownership
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PERCENT OF COMMON EXPENSE LIABILITY

<u>Unit Number</u>	<u>DTH</u> <u>Doors to Hallways/</u> <u>Room Numbers</u>	<u>Unit Type</u>	<u>Common</u> <u>Facilities</u> <u>Budget</u>	<u>Residential</u> <u>Unit Budget</u>	<u>Quarter</u> <u>Share Unit</u> <u>Budget</u>
Residential Units					
201	201/202	2W6	0.51148%	0.65876%	0.16469%
204	203/204/205	3WK	0.57938%	0.74622%	0.18655%
207	206/207/208	3WHC1	0.51073%	0.65780%	0.16445%
210	209/210	2W9	0.42903%	0.55257%	0.13814%
212	211/212	2W5	0.39918%	0.51413%	0.12853%
213	213/214	W2HC1	0.39918%	0.51413%	0.12853%
216	216	Suite 9	0.69690%	0.89757%	0.22439%
217	215/217/218	3W	0.51073%	0.65780%	0.16445%
220	219/220	2WK1	0.49171%	0.63330%	0.15833%
221	221	1B5	0.14512%	0.18691%	0.04673%
222	222	1A7	0.15557%	0.20037%	0.05009%
223	223	1DHC1	0.29062%	0.37431%	0.09358%
224	224/225	2W4	0.36523%	0.47041%	0.11760%
227	226/227	2W8	0.42119%	0.54248%	0.13562%
228	228/229	WDA	0.44395%	0.57179%	0.14295%
231	231	1A7	0.14998%	0.19316%	0.04829%
232	232	1DHC1	0.29062%	0.37431%	0.09358%
233	230/233/234	3W	0.51073%	0.65780%	0.16445%
236	235/236/239	3W2	0.53163%	0.68471%	0.17118%
237	237	1DHC1	0.29062%	0.37431%	0.09358%
238	238	1A3	0.14587%	0.18788%	0.04697%
240	240	1B10	0.14587%	0.18788%	0.04697%
241	241	1A	0.14998%	0.19316%	0.04829%
242	242/244	2W11	0.35031%	0.45119%	0.11280%
243	243	1DHC1	0.29062%	0.37431%	0.09358%
246	245/246/249	3W8	0.54618%	0.70345%	0.17586%
247	247/248	2DA	0.44395%	0.57179%	0.14295%
251	251/253	2L5	0.29920%	0.38536%	0.09634%
252	250/252	2W3	0.35740%	0.46032%	0.11508%
254	254	1DA	0.40627%	0.52326%	0.13082%
255	255/258	2W14	0.43911%	0.56555%	0.14139%
256	256/257	2L	0.29734%	0.38296%	0.09574%
301	301	Suite 5	0.47753%	0.61504%	0.15376%
302	302	Suite 2	0.51483%	0.66309%	0.16577%
304	303/304/305	3WK1	0.59430%	0.76544%	0.19136%
307	307/309	2L	0.29734%	0.38296%	0.09574%
308	306/308/310	3W5	0.51596%	0.66453%	0.16613%
313	312/313	2L7	0.28205%	0.36326%	0.09082%
314	311/314	2W15	0.43127%	0.55546%	0.13887%

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PERCENT OF COMMON EXPENSE LIABILITY

<u>Unit Number</u>	<u>DTH</u> <u>Doors to Hallways/ Room Numbers</u>	<u>Unit Type</u>	<u>Common</u> <u>Facilities</u> <u>Budget</u>	<u>Residential</u> <u>Unit Budget</u>	<u>Quarter</u> <u>Share Unit</u> <u>Budget</u>
315	315	1B11	0.14625%	0.18836%	0.04709%
317	317	1W+	0.36561%	0.47089%	0.11771%
318	316/318/319	3W3	0.52677%	0.67846%	0.16962%
321	320/321/323	3W3	0.52677%	0.67846%	0.16962%
322	322	1W+	0.36561%	0.47089%	0.11771%
326	325/326	2LHC2	0.29734%	0.38296%	0.09574%
327	324/327/328	3W	0.51073%	0.65780%	0.16445%
330	329/330	2WK	0.48611%	0.62609%	0.15652%
332	332	1A5	0.14625%	0.18836%	0.04709%
333	333	1D	0.29062%	0.37431%	0.09358%
334	331/334/335	3W	0.51073%	0.65780%	0.16445%
337	336/337	2W15	0.43127%	0.55546%	0.13887%
338	338	1D	0.29062%	0.37431%	0.09358%
339	339	1AHC1	0.14998%	0.19316%	0.04829%
342	341/342	2DA	0.44395%	0.57179%	0.14295%
343	340/343/344	3W	0.51073%	0.65780%	0.16445%
346	345/346/349	3W2	0.53163%	0.68471%	0.17118%
347	347/348	2DA9	0.44395%	0.57179%	0.14295%
350	350	1A	0.14998%	0.19316%	0.04829%
351	351	1B12	0.14401%	0.18547%	0.04637%
352	352/354	2W	0.35666%	0.45936%	0.11484%
353	353	1D	0.29062%	0.37431%	0.09358%
356	355/356/359	3W	0.51073%	0.65780%	0.16445%
357	357	1D	0.29062%	0.37431%	0.09358%
358	358	1A	0.14998%	0.19316%	0.04829%
361	361/362	2L5	0.29920%	0.38536%	0.09634%
363	360/363/364	3W	0.51073%	0.65780%	0.16445%
365	365	1DA	0.40627%	0.52326%	0.13082%
366	366/368	2L	0.29734%	0.38296%	0.09574%
367	367/369	2W14	0.43911%	0.56555%	0.14139%
401	401	Suite 6	0.47753%	0.61504%	0.15376%
402	402	Suite	0.52156%	0.67174%	0.16794%
404	403/404/405	3WK2	0.60064%	0.77360%	0.19340%
407	407/409	2L	0.29734%	0.38296%	0.09574%
408	406/408/410	3W4	0.52342%	0.67414%	0.16854%
413	412/413	2L6	0.28764%	0.37047%	0.09262%
414	411/414	2W13	0.44880%	0.57804%	0.14451%
415	415	1B2	0.14625%	0.18836%	0.04709%
418	416/418/420	3W7	0.56931%	0.73324%	0.18331%
419	417/419	2DA7	0.50291%	0.64771%	0.16193%

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PERCENT OF COMMON EXPENSE LIABILITY

<u>Unit Number</u>	<u>DTH</u> <u>Doors to Hallways/ Room Numbers</u>	<u>Unit Type</u>	<u>Common</u> <u>Facilities</u> <u>Budget</u>	<u>Residential</u> <u>Unit Budget</u>	<u>Quarter</u> <u>Share Unit</u> <u>Budget</u>
422	421/422/425	3W7	0.56931%	0.73324%	0.18331%
423	423/424	2DA7	0.50291%	0.64771%	0.16193%
428	427/428	2L2	0.29734%	0.38296%	0.09574%
429	426/429/430	3W	0.51073%	0.65780%	0.16445%
432	431/432	2WK3	0.48126%	0.61984%	0.15496%
433	433	1B7	0.14737%	0.18980%	0.04745%
434	434	1AHC2	0.14625%	0.18836%	0.04709%
435	435/437	2W	0.35666%	0.45936%	0.11484%
436	436	1D	0.29062%	0.37431%	0.09358%
439	438/439	2W15	0.43127%	0.55546%	0.13887%
440	440	1D	0.29062%	0.37431%	0.09358%
441	441	1A	0.14998%	0.19316%	0.04829%
444	442/444/446	3W	0.51073%	0.65780%	0.16445%
445	443/445	2DA	0.44395%	0.57179%	0.14295%
448	447/448/451	3W6	0.53424%	0.68807%	0.17202%
449	449/450	2DA6	0.44843%	0.57756%	0.14439%
452	452	1B1	0.14699%	0.18932%	0.04733%
453	453	1A1	0.15258%	0.19652%	0.04913%
454	454	1D	0.29062%	0.37431%	0.09358%
455	455/456	2W	0.35666%	0.45936%	0.11484%
458	457/458/461	3W5	0.51596%	0.66453%	0.16613%
459	459/460	2DA3	0.44843%	0.57756%	0.14439%
463	463/464	2L5	0.29920%	0.38536%	0.09634%
465	462/465/466	3W5	0.51596%	0.66453%	0.16613%
467	467	1DA	0.40627%	0.52326%	0.13082%
468	468/471	2W+	0.44395%	0.57179%	0.14295%
469	469/470	2LHC1	0.29920%	0.38536%	0.09634%
501	501	Suite 6	0.47753%	0.61504%	0.15376%
502	502	1W1 Loft	0.75584%	0.97349%	0.24337%
503	503/504	2WK Loft	0.80620%	1.03836%	0.25959%
506	505/506	2W3 Loft	0.99721%	1.28437%	0.32109%
507	507/508	2L	0.29734%	0.38296%	0.09574%
511	509/511	2W1 Loft	0.67041%	0.86346%	0.21587%
512	510/512	2L6	0.28764%	0.37047%	0.09262%
513	513	1B9	0.14625%	0.18836%	0.04709%
516	514/516/518	3W1+	0.57565%	0.74141%	0.18534%
517	515/517	2DA5	0.50327%	0.64819%	0.16205%
520	519/520/523	3W1+	0.57565%	0.74141%	0.18534%
521	521/522	2DA5	0.50327%	0.64819%	0.16205%
526	525/526	2L4	0.30107%	0.38776%	0.09694%

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631	631	1D1	0.29697%	0.38248%	0.09562%
634	633/634	2W1	0.36412%	0.46897%	0.11724%
635	635	1D1	0.29697%	0.38248%	0.09562%
636	636	1A1	0.15258%	0.19652%	0.04913%
637	637	1B8	0.14625%	0.18836%	0.04709%
640	638/640/642	Loft 2W2	0.75920%	0.97782%	0.24446%
641	639/641	2DA10	0.45477%	0.58573%	0.14642%
643	643	1D1	0.29697%	0.38248%	0.09562%
644	644/645	Loft 2W4	0.95842%	1.23440%	0.30860%
646	646	1A1	0.15258%	0.19652%	0.04913%
648	648/649	2L3	0.30592%	0.39401%	0.09849%
650	647/650	2W Loft	0.74242%	0.95619%	0.23905%
651	651	1DA1	0.41299%	0.53191%	0.13298%
652	652	1D	0.29062%	0.37431%	0.09358%
653	653	Suite 1	0.44470%	0.57276%	0.14319%
701	701-PH8	Suite 8	1.36394%	1.75670%	0.43918%
702	702-PH1	PH Loft 1	1.38111%	1.77881%	0.44470%
703	703-PH7	Suite 7	0.83158%	1.07103%	0.26776%
704	704-PH2	PH Loft 2	1.46804%	1.89076%	0.47269%
705	705-PH3	PH Loft 3	1.43745%	1.85136%	0.46284%
706	706-PH4	PH Loft 4	0.88456%	1.13926%	0.28482%
707	707-PH6	PH6	1.06922%	1.37711%	0.34428%
708	708-PH5	PH5	0.95991%	1.23632%	0.30908%
Commercial Units					
C-1A			0.43107%		
C-1B			0.16722%		
C-2			0.24468%		
C-3			0.27758%		
C-4			0.31635%		
C-5			0.37501%		
C-6			0.25118%		
C-7A			0.45227%		
C-7B			0.42309%		
C-8A			0.33775%		
C-8B			0.57931%		
C-9			0.61209%		
C-10			0.40794%		
C-11			1.03868%		
C-12			1.07323%		

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C-13			0.63888%		
C-14			0.47408%		
C-15			2.44957%		
C-16			0.09739%		
C-17			0.87814%		
C-18			0.16624%		
C-19			3.03098%		
C-20			3.40473%		
C-21			4.23010%		
			100.00000%	100.00000%	25.00000%

**EXHIBIT D
TO SIXTH AMENDMENT**

DECLARATION, ARTICLE 6, SECTION 6.3

Section 6.3. Sales Offices. The Declarant reserves the right to use any Unit owned or leased by the Declarant as models, management offices, sales offices for this and other projects or customer services offices; and the Declarant reserves the rights to locate the same from time to time within comparable Units. The Declarant further reserves the right to maintain on the property such current advertising signs and practices, including use of those areas of common elements near and around the Declarant's Units, within the property's elevators, and as may be mutually agreed upon by the Declarant and HOA.