

**DEEPWOODS CONDOMINIUM
AMENDMENT OF MASTER DEED
TO ADD PHASE II**

This AMENDMENT of the MASTER DEED of the DEEPWOODS CONDOMINIUM, A CONDOMINIUM, dated May 14, 1999, recorded with the Hampshire County Registry of Deeds in Book 5687, Page 111, Witnesseth, That:

WHEREAS, David J. McCutcheon did by said Master Deed, as the Declarant thereof, create the Deepwoods Condominium, a Condominium, situated in Northampton, Hampshire County, Massachusetts; and

WHEREAS, it is provided in Article 8 of said Master Deed that said Declarant reserves and shall have the right, without the consent of any Unit Owner or Mortgagee, upon the completion of construction of a certain building or buildings as therein specified on the land described in Article 2 of said Master Deed, and shown as Phase II on the Site Plan of Deepwoods Condominium filed with said Master Deed, to amend said Master Deed so as to include in said Condominium, as Phase II thereof, the Building containing Units C and D, the units contained therein and the improvements thereon and shown as Phase II on the Site Plan of Deepwoods Condominium filed with said Hampshire County Registry of Deeds at Plan Book 185, Page 72; and it is provided in said Article 8 of said Master Deed that, from and after the inclusion of said Phase II in said Condominium, the percentage of undivided interests in the common areas and facilities of the Condominium of units in Phase I and Phase II shall be changed; and

WHEREAS, the construction of such building on said land has now been completed, and the Declarant desires so to include said Phase II in said Deepwoods Condominium:

NOW, THEREFORE, I, David J. McCutcheon, being the Declarant as aforesaid, by duly executing and registering this Amendment of Master Deed, do hereby submit the Building, the units C and D contained therein and the improvements thereon as Phase II of Deepwoods Condominium, and do hereby state that I propose to create, and do hereby create Phase II of the Deepwoods Condominium and do hereby include said Phase II of the Deepwoods Condominium, to be governed by and subject to the provisions of said Chapter 183A, Massachusetts General Laws, as amended. Said Phase II shall be subject to and shall have the benefit of the provisions of said Master Deed and the by-laws of the Deepwoods Condominium Association.

I. Description of Buildings in Phase II

Phase II of the Condominium consists of one (1) Building containing two (2) residential units. The Building of Phase II consists of one story plus an attached garage and basement crawl space. The materials of which said Building is principally constructed are as set forth in Article 3 of the Master Deed with respect to the Phase I building.

II. Description of Units and Their Boundaries in Phase II

The designation of each unit in Phase II of the Condominium and a statement of its location, approximate area, number of rooms, immediate common area to which it has access, and other descriptive specifications thereof are shown on Exhibit B attached hereto and made a part hereof by reference.

The units in Phase II of the Condominium are of the same residence type and each of the units contain and include the following:

Kitchen / dining area combination, living room and two bedrooms, two baths, closet area and basement crawl space. In addition, each unit has an attached garage.

The boundaries of the units in Phase II with respect to the floors, ceilings, walls, doors and windows are the same as are stated in Article 4 of the Master Deed with respect to the units in Phase I of the Condominium.

III. Common Areas and Facilities

The common areas and facilities of the Condominium, including Phase I and Phase II, comprise and consist of (a) the land described in Article 2 of the Master Deed, together with the benefit of and subject to the rights and easements referred to in said Master Deed, and all parts of the Buildings, other than the units themselves, in Phase I and Phase II and the improvements thereon and (b) all of the same elements, features and facilities of the buildings and grounds, which are described, defined, and referred to in Article 5 of said Master Deed as common areas and facilities. As provided in said Article 5 of the Master Deed, said common areas and facilities shall be subject to the provisions of the by-laws of the Deepwoods Condominium dated May 14, 1999, recorded with the Hampshire County Registry of Deeds at Book 5687, Page 126, and to all rules and regulations promulgated pursuant thereto with respect to the use and maintenance thereof.

IV. Floor Plans of Units

Simultaneously with the registering hereof, there has been registered a set of the floor plans of the Building in Phase II, showing the layout, location, unit numbers, and dimensions, of the units in Phase II, stating the designation of the Building, and bearing the verified statement of a registered land surveyor certifying that said plans fully and accurately depict the layout, location, unit numbers, and dimensions of the units in Phase II, as built.

V. Percentage Interests in Common Areas and Facilities

Upon the registering of this Amendment to the Master Deed creating Phase II of the Condominium, the units in Phase I and Phase II of the Condominium shall be entitled to an undivided interest in the common areas and facilities of the Condominium in the percentages herein specified as set forth in Exhibit B attached hereto and made a part hereof by reference. The determination of the percentage interests of the respective units in the common areas and facilities

have been made upon the basis of the approximate relation that the fair value of each town home unit bears to the aggregate fair value of all the town home units in Phase I and Phase II.

VI. Use of Buildings and Units; Reserved Right to Add Future Phases

The provisions set forth and incorporated in the Master Deed with respect to Use of Buildings and Units (Article 7) and with respect to Declarant's Reserved Right to Add Future Phases (Article 8) shall also apply to the units of said Phase II as well as Phase I.

VII. Amendments to Master Deed

The Master Deed may be further amended in accordance with the provisions of Article 9 of said Master Deed.

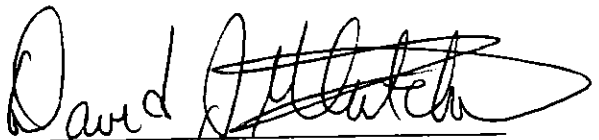
VIII. Organization of Unit Owners

The Condominium will be managed and regulated by the Deepwoods Condominium Association as set forth in Article 10 of said Master Deed.

IX. Master Deed Incorporated by Reference

Each of the units and the common areas and facilities in Phase II shall be subject to the terms and provisions of the Master Deed and by-laws of the Deepwoods Condominium Association, as they may be amended from time to time, and any and all rules and regulations promulgated pursuant thereto. Except as herein expressly amended, all terms and provisions of said Master Deed of Deepwoods Condominium shall remain in full force and effect and shall be applicable to and shall govern all units, and the owners thereof, and all common areas and facilities in Phase II as well as in Phase I of the Deepwoods Condominium and the provisions of said Master Deed, except as the context thereof clearly restricts portions of said Master Deed to Phase I, are hereby incorporated by reference into this Amendment and shall apply to Phase II and the unties and common areas and facilities included in said Phase II, as well as Phase I, as if they had been completely set forth herein.

IN WITNESS WHEREOF, David J. McCutcheon, the Declarant, has executed this Amendment to the Master Deed of Deepwoods Condominium this 7th day of July, 1999.

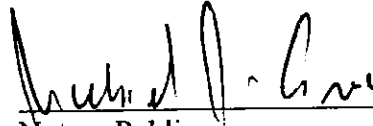

David J. McCutcheon

COMMONWEALTH OF MASSACHUSETTS

HAMPSHIRE, SS

JULY 7, 1999

Then personally appeared the above-named David J. McCutcheon and acknowledged the foregoing instrument to be his free act and deed, before me.


Notary Public

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MICHAEL J. CAREY
Notary Public
My Commission Expires Nov. 30, 2001



**DEEPWOODS CONDOMINIUM
EXHIBIT B
(amended)**

(PHASE II)

UNIT	# OF ROOMS	APPROX. AREA IN SQ. FT.	% INTEREST
A			
B			
C	5	Unit: 1034 / Garage: 359	25.3156 %
D	5	Unit: 1034 / Garage: 359	23.9869 %
E	6	Unit: 1827 / Garage: 292	24.6577 %
F	6	Unit: 1827 / Garage: 292	26.0398 %
G			
H			

1. The number of rooms stated include a kitchen / dining area combination, living room, and two bedrooms. In addition to the number of rooms stated, each Unit contains closet space and two baths. Units E and F have an additional room in the basement, i.e., walk-out basement.
2. Units E and F have walk-out basements. Units C and D have basement crawl spaces.
3. The square foot area set forth for each Unit represents the interior area and is exclusive of exterior patio for all Units and the basement crawl space / storage area in Units C and D..
4. The immediate common area to which each Unit has access is the common grounds and landscaped area from both the front and the rear of the Unit.

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ATTEST: HAMPSHIRE, Marianne L. Donohue, REGISTER
MARIANNE L. DONOHUE