

AMENDMENT TO CONDOMINIUM INSTRUMENTS
CONVERTING CONVERTIBLE LAND
FOR 1700 KALORAMA LOFTS, A CONDOMINIUM

THIS AMENDMENT (this "Amendment") is made as of December 9, 2004, by 1700 Kalorama Condominium LLC, a District of Columbia limited liability company ("Declarant").

R E C I T A L S:

R-1. The Declarant executed that certain Declaration of Condominium (the "Declaration") establishing 1700 Kalorama Lofts, a Condominium ("the Condominium") on September 21, 2004, in the District of Columbia and caused such document to be recorded among the land records of the Office of the Recorder of Deeds of the District of Columbia on September 27, 2004 as Instrument Number 2004132618. In addition, the Declarant executed the Plat and Plans (as those terms are defined in the Declaration) and caused such documents to be recorded on November 10, 2004, in the Office of the Surveyor of the District of Columbia in Condominium Book 51 at Page 18;

R-2. Pursuant to Section 42-1902.17 of Chapter 19 of Title 42 of the District of Columbia Code (the "Condominium Act"), Section 8.1 of the Declaration permits the Declarant unilaterally to convert all or any portion of the convertible land into condominium units and limited common elements at any time and from time to time until the fifth anniversary of the recordation of the Declaration; and

R-3. The Declarant has complied with the provisions of Section 8.1 of the Declaration and section 42-1902.17 of the Condominium Act and wishes to amend the Declaration to convert the convertible land into condominium units and limited common elements as hereinafter provided.

A M E N D M E N T:

Pursuant to and in compliance with Article 8 of the Declaration and Section 42-1902.17 of the Condominium Act, the Declarant hereby amends the Declaration as follows:

1. The convertible land described on Exhibit 1 attached hereto, being the convertible land described on Exhibit A-2 to the Declaration, is hereby converted into the condominium units and limited common elements appurtenant thereto listed on Exhibit 2 attached hereto and not heretofore created. Exhibit 3 attached hereto contains the identifying numbers, par values and Common Element Interests of all the condominium units in the Condominium after conversion of all of the convertible land. Any portions of the convertible land not hereby or heretofore converted into condominium units and limited common elements shall remain common elements and no additional condominium units or limited common elements may be created thereon.

2. Pursuant to subsection 42-1902.12(b) of the Condominium Act, the Common Element Interests in the Condominium are hereby reallocated to each unit in accordance with Exhibit

2 attached hereto, and pursuant to subsection 42-1903.01 of the Condominium Act, liability for common expenses and votes in the Unit Owners Association are similarly reallocated in proportion to the Common Element Interest allocated to each condominium unit hereby.

3. Additional certification pursuant to Section 42-1902.14 of the Condominium Act is attached as part of Exhibit 4 and is being recorded in the Office of the Surveyor and are hereby incorporated as part of the Plats and Plans of the Condominium.

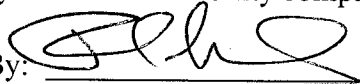
4. EXCEPT as modified by this Amendment, all of the terms and provisions of the condominium instruments are hereby expressly ratified and confirmed, shall remain in full force and effect and shall apply to the condominium units and limited common elements created hereby.

[signature page follows]

IN WITNESS WHEREOF, 1700 Kalorama Condominium LLC, a District of Columbia limited liability company, has caused this Amendment to be signed in its name by RWN Development Group, LLC, its Manager, by RWN Development Group, LLC's manager, Richard W. Naing, and hereby constitutes and appoints Richard W. Naing as its attorney-in-fact to acknowledge and deliver this Amendment as its act and deed.

1700 Kalorama Condominium LLC, a District of Columbia limited liability company

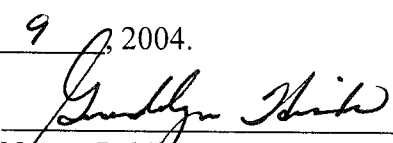
By: RWN Development Group, LLC, a Maryland limited liability company

By: 
Richard W. Naing, Manager

DISTRICT OF COLUMBIA, SS:

I, the undersigned Notary Public, in and for the jurisdiction aforesaid, hereby certifies that Richard W. Naing, Manager, who is named as attorney-in-fact for RWN Group Development, LLC., Manager, for 1700 Kalorama Condominium, LLC, the Declarant in the foregoing and annexed Amendment dated Dec. 9, 2004, personally appeared before me in such jurisdiction, being personally well known to me as the person named as attorney-in-fact in the Amendment for 1700 Kalorama Condominium LLC, and by virtue of the power and authority vested in him by the Declarant acknowledged the Amendment to be the act and deed of 1700 Kalorama Condominium, LLC and delivered the same as such.

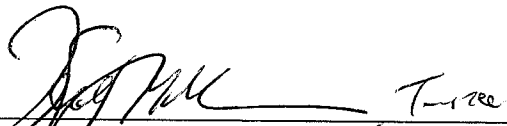
Subscribed and sworn to before me on December 9, 2004.

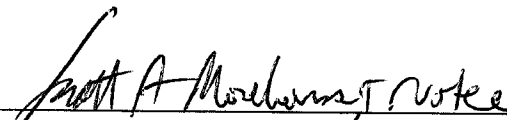

Notary Public [SEAL]

My commission expires: Gwendolyn Hinds
Notary Public, District of Columbia
My Commission Expires 3-14-2007

Consent and Subordination of Lien

The undersigned hereby consents to this Amendment (defined below) for the purposes of, and as required by, Section 1.10 of the Deed of Trust (defined below). The foregoing consent relates solely to the requirements of Section 1.10 of the Deed of Trust, and by this consent Fremont Investment & Loan assumes no responsibility or liability for any of the terms or provisions of this Amendment. The undersigned hereby approves the execution and recordation of this Amendment to Condominium Instruments Converting Convertible Land for 1700 Kalorama Lofts, a Condominium, by the Declarant on this 22 day of November, 2004 (the "Amendment"), and the undersigned agrees and acknowledges that the Deed of Trust and Fixture Filing made by 1700 Kalorama Condominium LLC for the benefit of Fremont Investment & Loan, dated as of October 10, 2002, recorded on October 16, 2002 as Instrument No. 119730 among the land records of the District of Columbia (the "Deed of Trust") is subordinate to this Amendment.

By:  Trustee
Keith J. Willner, Trustee for the benefit
of Fremont Investment & Loan

By:  Trustee
Scott A. Morehouse, Trustee for the benefit
of Fremont Investment & Loan

DISTRICT OF COLUMBIA, SS:

I, the undersigned Notary Public, in and for the jurisdiction aforesaid, hereby certifies that on this 22 day of NOVEMBER, 2004, Keith J. Willner, whose name is signed to the foregoing Amendment to Condominium Instruments Converting Convertible Land for 1700 Kalorama Lofts, a Condominium, appeared before me and personally acknowledged the same in the jurisdiction aforesaid.

Given under my hand and seal this 22 day of NOVEMBER, 2004.

Paul H. Cole [SEAL]
Notary Public

My commission expires: 11/14/07

DISTRICT OF COLUMBIA, SS:

I, the undersigned Notary Public, in and for the jurisdiction aforesaid, hereby certifies that on this 22 day of NOVEMBER, 2004, Scott A. Morehouse, whose name is signed to the foregoing Amendment to Condominium Instruments Converting Convertible Land for 1700 Kalorama Lofts, a Condominium, appeared before me and personally acknowledged the same in the jurisdiction aforesaid.

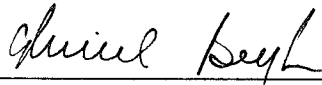
Given under my hand and seal this 22 day of NOVEMBER, 2004.

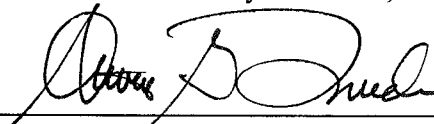
Paul H. Cole [SEAL]
Notary Public

My commission expires: 11/14/07

Consent and Subordination of Lien

The undersigned hereby consents to this Amendment (defined below) for the purposes of, and as required by, Section 5.2 of the Deed of Trust (defined below). The foregoing consent relates solely to the requirements of Section 5.2 of the Deed of Trust, and by this consent Bresler Family Investors, L.L.C. assumes no responsibility or liability for any of the terms or provisions of this Amendment. The undersigned hereby approves the execution and recordation of this Amendment to Condominium Instruments Converting Convertible Land for 1700 Kalorama Lofts, a Condominium, by the Declarant on this 30 day of November, 2004 (the "Amendment"), and the undersigned agrees and acknowledges that the Deed of Trust and Security Agreement made by 1700 Kalorama Condominium LLC for the benefit of Bresler Family Investors, L.L.C., dated as of October 15, 2002, recorded on October 16, 2002 as Instrument No. 119732 among the land records of the District of Columbia (the "Deed of Trust") is subordinate to this Amendment.

By: 
C. Richard Beyda, Trustee for the benefit
of Bresler Family Investors, L.L.C.

By: 
Steven G. Friedman, Trustee for the benefit
of Bresler Family Investors, L.L.C.

DISTRICT OF COLUMBIA, SS:

I, the undersigned Notary Public, in and for the jurisdiction aforesaid, hereby certifies that on this 30 day of November, 2004, C. Richard Beyda, whose name is signed to the foregoing Amendment to Condominium Instruments Converting Convertible Land for 1700 Kalorama Lofts, a Condominium, appeared before me and personally acknowledged the same in the jurisdiction aforesaid.

Given under my hand and seal this 30 day of November, 2004.

Mary E. Vogt
Notary Public, District of Columbia
My Commission Expires 09-14-2005

Mary E. Vogt [SEAL]
Notary Public

My commission expires: _____

DISTRICT OF COLUMBIA, SS:

I, the undersigned Notary Public, in and for the jurisdiction aforesaid, hereby certifies that on this 30 day of November, 2004, Steven G. Friedman, whose name is signed to the foregoing Amendment to Condominium Instruments Converting Convertible Land for 1700 Kalorama Lofts, a Condominium, appeared before me and personally acknowledged the same in the jurisdiction aforesaid.

Given under my hand and seal this 30 day of November, 2004.

Mary E. Vogt
Notary Public, District of Columbia
My Commission Expires 09-14-2005

Mary E. Vogt [SEAL]
Notary Public

My commission expires: _____

Exhibit 1 to the Amendment

**CONVERTIBLE LAND BEING CONVERTED INTO
CONDOMINIUM UNITS AND LIMITED COMMON ELEMENTS**

Being all of Lot 81 in Square 2567 as per plat recorded in the Office of the Surveyor of the District of Columbia in Subdivision Book 179 at page 36 and being more particularly described as follows:

Beginning for the same at a point located at the intersection of the southerly line of Kalorama Road, N.W. and the westerly line of 17th Street, N.W., thence running with said westerly line of 17th Street, N.W.;

1. South 02°33'40" East – 181.90 feet to a point, thence departing 17th Street, N.W.;
2. South 52°59'20" West – 150.00 feet to a point on the easterly line of a Public Alley, thence with said easterly line of the Public Alley;
3. North 37°00'40" West – 67.86 feet to a point, thence departing said Public Alley;
4. North 52°59'20" East – 100.00 feet to a point, thence;
5. North 37°00'40" West – 82.14 feet to a point on the said southerly line of Kalorama Road, N.W., thence with said southerly line of Kalorama Road, N.W.;
6. North 52°59'20" East – 152.90 feet to the place of beginning containing 22,003.50 square feet of land.

The above described land extending vertically from the top of the parapet wall of the existing building located on said land at an elevation of 184.26 feet, more or less, above mean sea level as referenced to the District of Columbia Department of Public Works vertical datum, and extending to the heavens.

Exhibit 2 to the Amendment

The following condominium units and limited common elements appurtenant thereto shown on the Plats and Plans are hereby being created on the convertible land:

1700 Kalorama Lofts Phase II Common Element Interest Table

Unit #	Par Values	Common Element Interest Per Unit	Residential Only Common Element Interest	Commercial Only Common Element Interest	Parking Only Common Element Interest
Third Floor - Residential					
301	1.74	1.74%	2.51%	0.00%	0.00%
302	2.11	2.11%	3.04%	0.00%	0.00%
303	1.65	1.65%	2.38%	0.00%	0.00%
304	2.26	2.26%	3.25%	0.00%	0.00%
305	1.63	1.63%	2.35%	0.00%	0.00%
306	1.54	1.54%	2.22%	0.00%	0.00%
307	1.57	1.57%	2.27%	0.00%	0.00%
308	2.13	2.13%	3.08%	0.00%	0.00%
309	2.17	2.17%	3.14%	0.00%	0.00%
310	2.14	2.14%	3.08%	0.00%	0.00%
311	1.98	1.98%	2.86%	0.00%	0.00%
312	1.99	1.99%	2.87%	0.00%	0.00%
Sub Total		22.91%	33.05%	0.00%	0.00%

Fourth Floor - Residential					
401	1.99	1.99%	2.87%	0.00%	0.00%
402	2.25	2.25%	3.25%	0.00%	0.00%
403	1.88	1.88%	2.71%	0.00%	0.00%
404	2.50	2.50%	3.60%	0.00%	0.00%
405	1.90	1.90%	2.74%	0.00%	0.00%
406	1.76	1.76%	2.54%	0.00%	0.00%
407	1.79	1.79%	2.59%	0.00%	0.00%
408	2.52	2.52%	3.64%	0.00%	0.00%
409	2.37	2.37%	3.42%	0.00%	0.00%
410	2.60	2.60%	3.75%	0.00%	0.00%
411	1.98	1.98%	2.86%	0.00%	0.00%
412	1.99	1.99%	2.87%	0.00%	0.00%
Sub Total		25.53%	36.84%	0.00%	0.00%

Fifth Floor - Residential					
501	2.42	2.42%	3.49%	0.00%	0.00%
502	2.37	2.37%	3.42%	0.00%	0.00%
Sub Total		4.79%	6.91%	0.00%	0.00%

Exhibit 3 to the Amendment

The following are the condominium units, par values and their Common Element Interests for entire Condominium.

Unit #	Par Values	Common Element Interest Per Unit	Residential Only Common Element Interest	Commercial Only Common Element Interest	Parking Only Common Element Interest
First Floor - Commercial					
101	16.25	16.25%	0.00%	81.12%	0.00%
102	3.78	3.78%	0.00%	18.88%	0.00%
Sub Total		20.03%	0.00%	100.00%	0.00%
Second Floor - Residential					
201	1.74	1.74%	2.51%	0.00%	0.00%
202	2.11	2.11%	3.04%	0.00%	0.00%
203	1.65	1.65%	2.38%	0.00%	0.00%
204	2.26	2.26%	3.25%	0.00%	0.00%
205	1.63	1.63%	2.35%	0.00%	0.00%
206	1.54	1.54%	2.22%	0.00%	0.00%
207	1.57	1.57%	2.27%	0.00%	0.00%
208	1.18	1.18%	1.71%	0.00%	0.00%
209	1.18	1.18%	1.71%	0.00%	0.00%
210	1.22	1.22%	1.76%	0.00%	0.00%
Sub Total		16.08%	23.20%	0.00%	0.00%
Third Floor - Residential					
301	1.74	1.74%	2.51%	0.00%	0.00%
302	2.11	2.11%	3.04%	0.00%	0.00%
303	1.65	1.65%	2.38%	0.00%	0.00%
304	2.26	2.26%	3.25%	0.00%	0.00%
305	1.63	1.63%	2.35%	0.00%	0.00%
306	1.54	1.54%	2.22%	0.00%	0.00%
307	1.57	1.57%	2.27%	0.00%	0.00%
308	2.13	2.13%	3.08%	0.00%	0.00%
309	2.17	2.17%	3.14%	0.00%	0.00%
310	2.14	2.14%	3.08%	0.00%	0.00%
311	1.98	1.98%	2.86%	0.00%	0.00%
312	1.99	1.99%	2.87%	0.00%	0.00%
Sub Total		22.91%	33.05%	0.00%	0.00%

Fourth Floor - Residential					
401	1.99	1.99%	2.87%	0.00%	0.00%
402	2.25	2.25%	3.25%	0.00%	0.00%
403	1.88	1.88%	2.71%	0.00%	0.00%
404	2.50	2.50%	3.60%	0.00%	0.00%
405	1.90	1.90%	2.74%	0.00%	0.00%
406	1.76	1.76%	2.54%	0.00%	0.00%
407	1.79	1.79%	2.59%	0.00%	0.00%
408	2.52	2.52%	3.64%	0.00%	0.00%
409	2.37	2.37%	3.42%	0.00%	0.00%
410	2.60	2.60%	3.75%	0.00%	0.00%
411	1.98	1.98%	2.86%	0.00%	0.00%
412	1.99	1.99%	2.87%	0.00%	0.00%
Sub Total		25.53%	36.84%	0.00%	0.00%
Fifth Floor - Residential					
501	2.42	2.42%	3.49%	0.00%	0.00%
502	2.37	2.37%	3.42%	0.00%	0.00%
Sub Total		4.79%	6.91%	0.00%	0.00%
First Floor - Parking					
P101	0.26	0.26%	0.00%	0.00%	2.50%
P102	0.22	0.22%	0.00%	0.00%	2.20%
P103	0.26	0.26%	0.00%	0.00%	2.50%
P104	0.23	0.23%	0.00%	0.00%	2.20%
P105	0.22	0.22%	0.00%	0.00%	2.10%
P106	0.25	0.25%	0.00%	0.00%	2.10%
P107	0.26	0.26%	0.00%	0.00%	2.50%
P108	0.23	0.23%	0.00%	0.00%	2.20%
P109	0.26	0.26%	0.00%	0.00%	2.50%
P110	0.26	0.26%	0.00%	0.00%	2.50%
P111	0.19	0.19%	0.00%	0.00%	2.50%
P112	0.22	0.22%	0.00%	0.00%	2.50%
P113	0.24	0.24%	0.00%	0.00%	3.00%
P114	0.35	0.35%	0.00%	0.00%	3.00%
P115	0.35	0.35%	0.00%	0.00%	3.30%
P116	0.32	0.32%	0.00%	0.00%	3.00%
P117	0.35	0.35%	0.00%	0.00%	3.30%
P118	0.32	0.32%	0.00%	0.00%	3.00%
P119	0.35	0.35%	0.00%	0.00%	3.30%
P120	0.35	0.35%	0.00%	0.00%	3.30%

Second Floor - Parking					
P201	0.40	0.40%	0.00%	0.00%	2.50%
P202	0.40	0.40%	0.00%	0.00%	2.50%
P203	0.26	0.26%	0.00%	0.00%	2.50%
P204	0.26	0.26%	0.00%	0.00%	2.50%
P205	0.26	0.26%	0.00%	0.00%	2.50%
P206	0.19	0.19%	0.00%	0.00%	2.50%
P207	0.19	0.19%	0.00%	0.00%	1.80%
P208	0.19	0.19%	0.00%	0.00%	1.80%
P209	0.19	0.19%	0.00%	0.00%	1.80%
P210	0.22	0.22%	0.00%	0.00%	1.80%
P211	0.19	0.19%	0.00%	0.00%	2.50%
P212	0.32	0.32%	0.00%	0.00%	3.40%
P213	0.36	0.36%	0.00%	0.00%	3.40%
P214	0.36	0.36%	0.00%	0.00%	3.40%
P215	0.36	0.36%	0.00%	0.00%	3.40%
P216	0.34	0.34%	0.00%	0.00%	3.20%
P217	0.34	0.34%	0.00%	0.00%	2.50%
P218	0.34	0.34%	0.00%	0.00%	2.50%
Sub Total		10.66%	0.00%	0.00%	100.00%

Totals		100.00%	100.00%	100.00%	100.00%
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Exhibit 4 to the Amendment

CERTIFICATION OF PLANS

I, Raymond A. Norris, a duly registered engineer, do hereby certify that the 'First Amended Plans of Condominium Subdivision, Square 2567, Lot 81, 1700 Kalorama Lofts, a Condominium' to be recorded among the Land Records of the Office of the Surveyor of the District of Columbia are accurate (within normal tolerances) and comply with section 42-1902.14(b), a District of Columbia Condominium Act and that the units shown thereon and described on this Exhibit 1 to the Amendment are substantially completed.

Date: December 10, 2004.

 [SEAL]



Doc# 2004169908 Fees:\$103.50
12/14/2004 12:34PM Pages 13
Filed & Recorded in Official Records of
WASH DC RECORDER OF DEEDS LARRY TODD

RECORDING	\$	97.00
SURCHARGE	\$	6.50

11/20/2003

11/20/2003

Tom Terabein
Legal Asst:

→ Arent Fox P.C.C.C
1050 Connecticut Ave NW
Washington, DC 20036