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FIRST AMENDMENT OF
QUAIL RUN CONDOMINIUM TRUST

Reference is made to the Trust of Quail Run Condominium which Trust dated January 22, 1987, was recorded with Middlesex South District Registry of Deeds in Book 17820, Page 266; and

WHEREAS, Arthur A. Klipfel, III of Cambridge, Massachusetts and Gwendolen N. Róná of Cambridge, Massachusetts are Trustees of said Quail Run Condominium Trust; and

WHEREAS, it is provided in Article IX of said Trust that said Trustees reserved the right and power to make, execute and record Special Amendments to the Quail Run Condominium Trust in order that said Trust terms comply with the requirements of the Federal National Mortgage Association and after public or quasi-public entities; and

WHEREAS, the Trust as originally recorded contained no provisions requiring fidelity insurance coverage and a clerical error, which the Trustees wish to correct;

NOW, THEREFORE, said Trust is hereby amended as follows:

1. Article VI, Section 7, Subsection A shall add the following language after the last sentence of said Trust subsection as originally recorded:

"The Trustees shall obtain and maintain fidelity coverage against dishonest acts on the part of Trustees, managers, employees, or volunteers responsible for handling the Trust funds. All such policies shall provide that adjustment of loss shall be made by the Trustees, and if FNMA or FHLMC holds any interest in one or more mortgages on limits, all such policies shall be in such amounts and contain such terms as may be required from time to time by whichever of FHLMC or FNMA (or both) holds such interest."

2. Article III, Section 6 is deleted.

MARGINAL REFERENCE REQUESTED

BOOK 17820 PAGE 222

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3. Article X, Subsection K shall delete the first sentence of the last paragraph thereof as originally recorded and replace same with the following language:

"Any first mortgage holder that does not deliver or post to the Trustees a negative response within thirty (30) days of a written request by the Trustees for approval of any addition or amendment of a nonmaterial nature (as same is defined by FNMA) pursuant to this paragraph shall be deemed to have consented to the addition or change set forth in such request."

In all other respects the Trust remains unchanged.

EXECUTED as a sealed instrument this 15th day of November 1989, by all Trustees of Quail Run Condominium Trust.

QUAIL RUN CONDOMINIUM TRUST

By: Arthur A. Klipfel, III
Arthur A. Klipfel, III, Trustee

By: Gwendolen N. Rónó
Gwendolen N. Rónó, Trustee

COMMONWEALTH OF MASSACHUSETTS

MIDDLESEX, ss.

November 15, 1989

Then personally appeared the above-named Arthur A. Klipfel, III and Gwendolen N. Rónó, as Trustees of Quail Run Condominium Trust and acknowledged the foregoing instrument to be their free act and deed, before me,

Karen Cacka
Notary Public
My commission expires: 8/22/91