

**FIRST AMENDMENT TO AMENDED & RESTATED
MASTER DEED OF
NORTON COUNTRY CLUB TOWNHOUSE CONDOMINIUMS**

WHEREAS, R. J. Kelly Construction Co., Inc., Trustee of N. C. C. C. Realty Trust, under Declaration of Trust dated July 1, 1996 and recorded in the Bristol County Northern District Registry of Deeds at Book 6801, Page 18 executed a Master Deed entitled, "Master Deed of Norton Country Club Townhouse Condominiums dated August 25, 1997 and recorded in the Bristol County Northern District Registry of Deeds at Book 7257, Page 3 18 and;

WHEREAS, R. J. Kelly Construction Co., Inc., Trustee of N. C. C. C. Realty Trust as set forth above, executed a document, "Amended and Restated Master Deed of Norton Country Club Townhouse Condominiums dated 4/14/98 and recorded in the Bristol County Northern District Registry of Deeds at Book 7582, Page 275 to amend the original Master Deed to re-designate Unit and Building numbers, re-designate the Schedule of Beneficial Interest in the Common Areas and Facilities of the Condominium and correct certain typographical errors and;

AND WHEREAS, Exhibits A, B, C and D were inadvertently not recorded with the Amended and Restated Master Deed of Norton Country Club Townhouse Condominiums and;

WHEREAS, said Exhibits need to be recorded to cause said Amended and Restated Master Deed of Norton Country Club Townhouse Condominiums to comply with Massachusetts General Laws, Chapter 183A.

NOW, PURSUANT to the provisions of the paragraph of the amended and restated Master Deed of Norton Country Club Townhouse Condominiums entitled, "Special Amendments", R. J. Kelly Construction Co., Inc., Trustee of N. C. C. C. Realty Trust, hereby amend said Amended and Restated Master Deed of Norton Country Club Townhouse Condominiums recorded at Book 7582, Page 275 by recording the attached Exhibits A through D and incorporating said Exhibits by reference in the Amended and Restated Master Deed of Norton Country Club Townhouse Condominiums recorded at Book 7582, Page 275.

WITNESS my hand and seal, Richard J. Kelly, President and Treasurer of R. J. Kelly Construction Co., Inc., Trustee of N. C. C. C. Realty Trust this 29th day of April, 1998.

R. J. Kelly Construction Co., Inc.
Trustee of N. C. C. C. Realty Trust
BY,


Richard J. Kelly, President and Treasurer

COMMONWEALTH OF MASSACHUSETTS

BRISTOL, SS.

Date: April 29, 1998

Then personally appeared the aforementioned Richard J. Kelly, President and Treasurer of R. J. Kelly Construction Co., Inc., Trustee of N. C. C. C. Realty Trust who made oath that the foregoing instrument is his free act and deed, before me,

Deborah J. Gobeille
NOTARY PUBLIC

Deborah J. Gobeille

My Commission expires:

12/10/04

EXHIBIT A
LEGAL DESCRIPTION

The land in Norton, Bristol County, Massachusetts, on the easterly side of Oak Street, shown as Section II on a plan of land entitled "Plan of Land in Norton, Massachusetts, Prepared for: Norton Golf Course, Inc., Fred C. Bottomley & Allen G. Riley Scale: 1" = 200' Date: Feb. 9, 1987....SMR Surveying & Engineering, Inc. 72 Washington Street, Plainville, MA, recorded with the Bristol County Northern District Registry of Deeds in Plan Book 252, Page 17 and 18, and bounded and described, according to said plan, as follows:

WESTERLY: by Oak Street, as shown on said plan, 334.61 feet;

SOUTHERLY by Lot 3 and Parcel 2, as shown on said plan
686.78 feet;

SOUTHEASTERLY: by Parcel 2, as shown on said plan, 209.67 feet;

EASTERLY: by Parcel 2, as shown on said plan, 696.97
feet;

NORTHEASTERLY: by Parcel 2, as shown on said plan, 141.22
feet;

NORTHWESTERLY: by land now or formerly of Raymond F. Esther
F. Moreau, as shown on said plan, 581.42 feet;

WESTERLY: by land now or formerly of Helen S. Landis and land now or
formerly of Albert R. Thurston and
Mary T. Thurston, as shown on said plan,
606.82 feet; and

NORTHERLY by land of Albert R. Thurston and Mary T.
Thurston, as shown on said plan, 291.07 feet.

Said Section II contains 515,045.758 s.f. of land or 11.824 acres, according to said Plan.

Said Section II is subject to a 50 foot Power Line easement as shown on said Plan.

Said Section II is conveyed subject to and with the benefit of Special Permit recorded in Bristol County Northern District Registry of Deeds, Book 3481, Page 201 to the extent it is in force and applicable and to an Order of Condition issued by the Conservation Commission of the Town of Norton recorded with said Bristol County Deeds, Book 6774, Page 204.

For the Declarant's title, see Deed recorded at Book , Page .

EXHIBIT B

DESCRIPTION OF UNITS

Bldg No.	Unit No.	Type of Unit	# of Rooms	Design of Rooms
1	F	End Right	See Exhibit C	See Exhibit C
1	E	Middle	See Exhibit C	See Exhibit C
1	D	Middle	See Exhibit C	See Exhibit C
1	C	Middle	See Exhibit C	See Exhibit C
1	B	Middle	See Exhibit C	See Exhibit C
1	A	End Left	See Exhibit C	See Exhibit C
2	A	End Left	See Exhibit C	See Exhibit C
2	B	Middle	See Exhibit C	See Exhibit C
2	C	Middle	See Exhibit C	See Exhibit C
2	D	Middle	See Exhibit C	See Exhibit C
2	E	End Right	See Exhibit C	See Exhibit C
3	F	End Right	See Exhibit C	See Exhibit C
3	E	Middle	See Exhibit C	See Exhibit C
3	D	Middle	See Exhibit C	See Exhibit C
3	C	Middle	See Exhibit C	See Exhibit C
3	B	Middle	See Exhibit C	See Exhibit C
3	A	End Left	See Exhibit C	See Exhibit C
4	A	End Left	See Exhibit C	See Exhibit C
4	B	Middle	See Exhibit C	See Exhibit C
4	C	Middle	See Exhibit C	See Exhibit C
4	D	End Right	See Exhibit C	See Exhibit C
6	A	End Left	See Exhibit C	See Exhibit C
6	B	Middle	See Exhibit C	See Exhibit C
6	C	Middle	See Exhibit C	See Exhibit C
6	D	End Right	See Exhibit C	See Exhibit C
5	F	End Right	See Exhibit C	See Exhibit C
5	E	Middle	See Exhibit C	See Exhibit C
5	D	Middle	See Exhibit C	See Exhibit C
5	C	Middle	See Exhibit C	See Exhibit C
5	B	Middle	See Exhibit C	See Exhibit C
5	A	End Left	See Exhibit C	See Exhibit C
7	E	End Left	See Exhibit C	See Exhibit C
7	D	Middle	See Exhibit C	See Exhibit C
7	C	Middle	See Exhibit C	See Exhibit C
7	B	Middle	See Exhibit C	See Exhibit C
7	A	End Right	See Exhibit C	See Exhibit C

EXHIBIT C

DESCRIPTION OF UNITS

- I. End Left Unit = Contains full basement and garage in foundation; 1st floor contains one bedroom, livingroom/dining room, kitchen, one bathroom, one foyer area; 2nd floor contains one den and eaves, one bathroom and lavatory, and a loft area. Bath on mezzanine.
- II. End Right Unit = Contains full basement and garage in foundation; 1st floor contains one bedroom, one combined livingroom/dining area, one bathroom, and one kitchen with foyer area; 2nd floor contains one den, one bathroom and lavatory, and a loft area. Bath on mezzanine.
- III. Middle Unit = Contains full basement and garage in foundation; 1st floor contains combined living room and dining area, kitchen and foyer; 2nd floor contains master bedroom, master bathroom, balcony, walk in closet, and a second bedroom and bathroom. Bath on mezzanine.

EXHIBIT D

SQUARE FOOTAGE AND PERCENTAGE OWNERSHIP
IN COMMON AREAS AND FACILITIES OF
NORTON COUNTRY CLUB TOWNHOUSE CONDOMINIUMS
PHASE I

Bldg #	Unit #	Square Footage	% Interest
3	F	2523	14.9800%
3	E	2952	17.5100%
3	D	2952	17.5100%
3	C	2952	17.5100%
3	B	2952	17.5100%
3	A	2523	14.9800%