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J. LEE WARREN JR.
REGISTER OF DEEDS
CUMBERLAND CO., N.C.

Prepared by and mail to: Jeff Dunham, P.O. Box 87009, Fayetteville, NC 28304
Phase Two Lionshead Condominiums, LLC

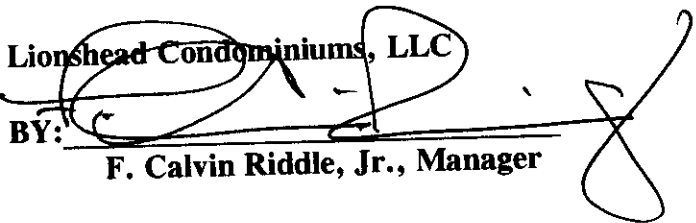
**SUPPLEMENTAL DECLARATION
TO DECLARATION OF
LIONSHEAD CONDOMINIUMS, LLC**

Lionshead Condominiums, LLC, Developer and Declarant, hereby amends the Declaration of Condominiums of Lionshead Condominiums, LLC, recorded in Book 5937, Page 692, Cumberland County Registry, in accordance with Article XXVIII, Section B, amending said Declaration as set out below:

1. Additional land is being added to the Condominium property and shall be known as Phase Two. The legal description is set out on Exhibit "A" attached hereto.
2. The units of Phase Two are set out on Exhibit "B".
3. The percentage of ownership in the common areas of each unit owner of Phase One and Phase Two shall now be an undivided 5% interest as set out on Exhibit "C".
4. All terms and conditions, including all Development rights reserved in the original Declaration are incorporated into and are a part of this Supplemental Declaration.
5. The additional property (Phase Two) is made subject to the Declarations including the original Exhibits "D" and "E".

IN WITNESS WHEREOF, Lionshead Condominiums, LLC, has caused these presents to be executed in its name by its Manager.

This the 21st day of March, 2003.

Lionshead Condominiums, LLC
 BY: 
 F. Calvin Riddle, Jr., Manager

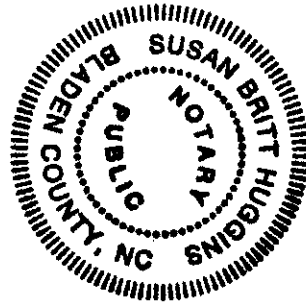
NORTH CAROLINA, Bladen COUNTY

I, Susan Britt Huggins, a Notary Public of said county and state, do hereby certify that F. Calvin Riddle, Jr., Manager of Lionshead Condominiums, LLC, personally appeared before me this day and acknowledged the due execution of the foregoing instrument.

WITNESS my hand and official seal, this the 21st day of March, 2003.

Susan Britt Huggins
Notary Public

My commission expires: 11-18-2004



The foregoing Certificate(s) of Susan Britt Huggins

is/are certified to be correct. This instrument and this certificate are duly registered at the date and time and in the Book and Page shown on the first page hereof.

By J. Lee Warren, Jr. REGISTER OF DEEDS FOR CUMBERLAND COUNTY, Deputy/Assistant - Register of Deeds

EXHIBIT "A"

Lionshead Phase Two Bldg. Two

L E G A L D E S C R I P T I O N

Being part of a tract shown on a plat recorded in book Condo Book 006 page 0039 CCR.

Beginning at an iron pipe being the northwest corner of Phase One Bldg. One of the above said plat.

THENCE North 72 degrees 46 minutes 30 seconds West for a distance of 79.14 feet to an iron pipe.

THENCE North 89 degrees 37 minutes 11 seconds West for a distance of 163.40 feet to a new set iron pipe

THENCE South 00 degrees 40 minutes 51 seconds West for a distance of 192.43 feet to a new set point in the center of Lionshead Road.

THENCE South 67 degrees 09 minutes 15 seconds East for a distance of 201.87 feet to a EIP in the center of said road.

THENCE North 01 degrees 38 minutes 45 seconds East for a distance of 155.21 feet to an iron pipe.

THENCE North 29 degrees 07 minutes 52 seconds East for a distance of 104.32 feet to the point of beginning.

Together with and subject to covenants, easements, and restrictions of record.

Said property contains 1.06 acres more or less.

AS SHOWN ON PLAT ENTITLED "LIONSHEAD CONDO'S PHASE TWO BLDG. TWO, LIONSHEAD TRACT ONE AT KING'S GRANT TRACT ONE PLAT BOOK 104, PAGE 65," SAID PLAT BEING RECORDED IN CONDOMINIUM BOOK 6, PAGE 74, CUMBERLAND COUNTY, NORTH CAROLINA, REGISTRY.

Exhibit "B"

**Numerical Designations for Each Unit in Phase Two
Lionshead Condominiums**

- Unit 1**
- Unit 2**
- Unit 3**
- Unit 4**
- Unit 5**
- Unit 6**
- Unit 7**
- Unit 8**
- Unit 9**
- Unit 10**

Exhibit "C"

**Percentage of Undivided Interest in Common Areas and Facilities
Lionshead Condominiums, Phase Two**

<u>Unit Number</u>	<u>Percentage Interest</u>
1	5.0
2	5.0
3	5.0
4	5.0
5	5.0
6	5.0
7	5.0
8	5.0
9	5.0
10	5.0