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FIRST AMENDMENT TO DECLARATION OF CONDOMINIUM
OF WESLEY MEWS CONDOMINIUM

This Amendment is made as of this fifteenth day of December, 1997, by WESLEY MEWS LIMITED PARTNERSHIP, a Pennsylvania limited partnership (the "Declarant").

W I T N E S S E T H:

A. Pursuant to a certain Declaration executed by Declarant and recorded in the Office of the Recorder of Deeds in and for Cumberland County, Pennsylvania, in Miscellaneous Book 554, Page 902 (the "Declaration"), Declarant submitted to the provisions of the Pennsylvania Uniform Condominium Act, 68 Pa. C.S. §3101 et seq. (the "Act") certain real estate described in Exhibit "A" to the Declaration and created a flexible condominium known as "Wesley Mews Condominium" (the "Condominium").

B. Pursuant to Article XIX of the Declaration, Declarant reserved an option to convert into Units, Limited Common Elements or any combination thereof all or any portions of the "Convertible Real Estate" described in Exhibit "D" to the Declaration, at any time and from time to time until the seventh anniversary of the recordation of the Declaration.

C. Declarant now desires to convert the portion of the Convertible Real Estate which is described in Exhibit A hereto and which is referred to herein as the "Converted Real Estate" into Units and Limited Common Elements as hereinafter provided,

thus increasing the total number of Units in the Condominium from six (6) to twelve (12).

D. All capitalized terms used herein which are not defined herein shall have the meanings specified in Section 1.3 of the Declaration.

NOW, THEREFORE, pursuant to and in compliance with the Declaration and the Act, Declarant hereby amends the Declaration as follows:

1. The Converted Real Estate, as described on Exhibit A hereto, being a portion of the Convertible Real Estate described in Exhibit "D" to the Declaration, is hereby converted into the Units and Limited Common Elements appurtenant thereto as shown on the First Amended Declaration Plats and Plans attached as Exhibit B hereto and made a part hereof.

2. Pursuant to Section 3211 of the Act, Declarant hereby assigns an identifying number to each Unit hereby formed in the Converted Real Estate and reallocates the Common Element interests, votes in the Association and Common Expense liabilities as shown on Exhibit C, attached hereto and made a part hereof.

3. Except as modified by this Amendment, all of the terms and provisions of the Condominium Documents are hereby expressly ratified and confirmed, shall remain in full force and effect and

shall apply to the Units and Limited Common Elements hereby created.

IN WITNESS WHEREOF, the Declarant has caused this Amendment to be executed as of the day and year first above written.

DECLARANT:
WESLEY MEWS LIMITED PARTNERSHIP, a
Pennsylvania limited partnership

ATTEST:

By ELG, Inc., General Partner

By _____

By 
Edwin L. Glasgow
President

[CORPORATE SEAL]

EXHIBIT A

LEGAL DESCRIPTION OF THE CONVERTED REAL ESTATE

ALL OF the following described parcel of land being known as Phase 2 of Wesley Mews Condominium (the "Condominium"), located in Lower Allen Township, Cumberland County, Pennsylvania, more completely described as follows:

BEGINNING at a point, said point being approximately 314 feet southwest of the centerline intersection of Wesley Drive (LR 21069) with Cobblestone Drive; thence partially along the lands now or formerly of David O. Watkins and partially along Convertible/Withdrawable Real Estate of the Condominium, South 45 degrees 19 minutes 30 seconds West a distance of 119.50 feet to a point; thence continuing along Convertible/Withdrawable Real Estate of the Condominium, North 44 degrees 40 minutes 30 seconds West a distance of 286.40 feet to a point; thence along lands now or formerly of Flainder L. Scott and David B. and Tracy L. Morgan, North 45 degrees 14 minutes 00 seconds East a distance of 31.94 feet to a point; thence continuing along the lands now or formerly of David and Tracy Morgan and the lands now or formerly of Perry E. Bussom, North 46 degrees 13 minutes 30 seconds East a distance of 87.58 feet to a point; thence along Convertible/Withdrawable Real Estate of the Condominium, South 44 degrees 40 minutes 30 seconds East a distance of 285.07 feet to a point, the point of BEGINNING.

BEING Phase 2 and CONTAINING 34,172.481 square feet or 0.781 acres, more or less.

EXHIBIT B

FIRST AMENDED DECLARATION PLATS AND PLANS

The First Amended Declaration Plats and Plans for Wesley Mews Condominium, dated December 15, 1997 and December 12, 1997, consisting of a total of three (3) pages, are being recorded simultaneously herewith with the Cumberland County Recorder of Deeds and are hereby incorporated herein by reference and made an integral part hereof.

EXHIBIT C

PERCENTAGE INTEREST IN COMMON ELEMENTS,
 SHARE OF COMMON EXPENSES
 AND VOTES, APPURTENANT TO UNITS

Unit Identifying Number	Percentage Interest %	Number of Votes
Building Containing Units 5201 to 5211 (odd) Inclusive		
Unit 5201	8.33	8.33
Unit 5203	8.33	8.33
Unit 5205	8.33	8.33
Unit 5207	8.33	8.33
Unit 5209	8.33	8.33
Unit 5211	8.33	8.33
Building Containing Units 5212 to 5222 (even) Inclusive		
Unit 5212	8.33	8.33
Unit 5214	8.33	8.33
Unit 5216	8.33	8.33
Unit 5218	8.33	8.33
Unit 5220	8.33	8.33
Unit 5222	8.33	8.33
TOTAL (12 Units)	99.96	99.96