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L-330 STATE OF HAWAII
OFFICE OF ASSISTANT REGISTRAR
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/s/ CARL T. WATANABE
ASSISTANT REGISTRAR

LAND COURT SYSTEM

REGULAR SYSTEM

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 BENDET, FIDELL, SAKAI & LEE
841 Bishop Street, Suite 1500
Honolulu, Hawaii 96813
Telephone No. 524-0544

This document
contains 34 pages

TITLE OF DOCUMENT:

FIRST AMENDMENT OF RESTATED
DECLARATION OF CONDOMINIUM
PROPERTY REGIME OF THE VILLA ON
EATON SQUARE

PARTIES TO DOCUMENT:

ESQ, Inc., a Hawaii corporation
Bill Mills Eaton Square, Inc., a Hawaii corporation
Jay Harold Shidler, II, husband of Walette Amoy
Shidler
James C. Reynolds, Trustee of the James C.
Reynolds Revocable Living Trust dated May 25,
1982
V-5 Corp., a Hawaii corporation
AW, Inc., a Hawaii corporation

TAX MAP KEY:

(1) 2-6-13-14

**FIRST AMENDMENT OF RESTATED
DECLARATION OF CONDOMINIUM PROPERTY REGIME
OF THE VILLA ON EATON SQUARE**

WHEREAS, a Declaration of Horizontal Property Regime dated August 17, 1971 for "The Villa on Eaton Square" condominium project (the "project") was executed by Magoon Estate, Limited, a Hawaii corporation, the then fee owner of all of the property described in said Declaration (the "property"), Magoon Development Corporation, a Hawaii corporation, the then lessee of the property, and Rainalter Development Company, Inc., a Hawaii corporation, and the Magoon Land Corporation, a Hawaii corporation, doing business as Magoon-Rainalter, a joint venture, as developer of said condominium project, which Declaration was filed in the Office of the Assistant Registrar of the Land Court of the State of Hawaii as Document No. 549326 (the "Declaration"), together with Condominium Map No. 117 (the "Condominium Map"), and noted on the Transfer Certificates of Title set forth in Exhibit "A" attached hereto and made a part hereof.

WHEREAS, the Declaration was amended by First Amendment of Declaration of Horizontal Property Regime dated October 25, 1973, filed in said Office as Document No. 655530, together with an amendment to the Condominium Map; and further amended by Second Amendment of Declaration of Horizontal Property Regime dated December 31, 1973, filed in said Office as Document No. 662649, together with an amendment to the Condominium Map; and further amended by Third Amendment of Declaration of Horizontal Property Regime dated as of November 11, 1975, filed in said Office as Document No. 822599, together with an amendment to the Condominium Map (the "Third Amendment"); and further amended by instruments dated October 4, 1979 and January 2, 1980, filed in said Office as Document Nos. 969920 and 991826, respectively; and further amended by instrument dated May 15, 1985, filed in said Office as Document No. 1306919, together with an amendment to the Condominium Map; and further amended by Sixth Amendment of Declaration of Horizontal Property Regime dated September 10, 1987, filed in said Office as Document No. 1512550, together with an amendment to the Condominium Map (the "Sixth Amendment").

WHEREAS, the Declaration was restated in its entirety by Restated Declaration of Condominium Property Regime of the Villa on Eaton Square dated July 25, 1990, filed in said Office as Document No. 1756757 (the "Restated Declaration"); said Restated Declaration, however, failed to incorporate the amendments previously made by the Sixth Amendment.

WHEREAS, ESQ, Inc., a Hawaii corporation; Bill Mills Eaton Square, Inc., a Hawaii corporation; Jay Harold Shidler, II, husband of Walette Amoy Shidler; and James C. Reynolds, Trustee of the James C. Reynolds Revocable Living Trust dated May 25, 1982, a short form of which is dated September 12, 1995 and filed in said Office as Document No. 2260624 (collectively, the "Commercial Owners"), each as to an undivided 25% interest, as Tenants in Common, are the owners of the fee simple interests in the following commercial units:

- (a) six (6) commercial units located on the ground floor of the main building, namely units 103, 105, 107, 109, 111 and 115;
- (b) twenty-four (24) Additional Units, as defined in the Restated Declaration, created pursuant to the Third Amendment; and
- (c) one (1) Additional Unit identified as Unit V5, created pursuant to the Sixth Amendment ("Unit V5").

WHEREAS, Unit V5 is subject to, among other things:

- (a) that certain Master Lease dated January 7, 1970, by and between Magoon Estate, Limited, a Hawaii corporation, as lessor, and Magoon Development Corporation, a Hawaii corporation, as lessee, filed in said Office as Document No. 497699, as amended, which said Master Lease was, by mesne assignments, assigned to V-5 Corp., a Hawaii corporation, by Assignment of Lease dated September 5, 1995, filed in said Office as Document No. 2260681;
- (b) that certain Apartment Lease dated September 10, 1987, by and between Villa Parking Associates, a joint venture registered as a Hawaii general partnership, as lessor, and Title Guaranty Escrow Services, Inc., a Hawaii corporation, as lessee, filed in said Office as Document No. 1512554, which said Apartment Lease was assigned to The Advertising Works, Incorporated, a Hawaii corporation (now known as AW, Inc.), by Assignment of Lease dated November 24, 1987, filed in said Office as Document No. 1512555; and
- (c) that certain Purchase Money Mortgage, Security Agreement and Financing Statement dated November 24, 1987, by and between The Advertising Works, Incorporated, a Hawaii corporation (now known as AW, Inc.), as mortgagor, and Title Guaranty Escrow Services, Inc., a Hawaii corporation, as mortgagee, filed in said Office as Document No. 1512558.

WHEREAS, the Commercial Owners, each as to an undivided 25% interest, as Tenants in Common, by mesne assignments, hold a portion of the development rights to the project pursuant to Assignment of Development Rights dated September 5, 1995, filed in said Office as Document No. 2260625, said development rights encompassing, among other things, that area marked on the Condominium Map, as amended, and described in the Restated

Declaration as "Future Development", including but not limited to the creation of Additional Units within the "Future Development" area.

WHEREAS, the Commercial Owners, each as to an undivided 25% interest, as Tenants in Common, by mesne assignments, hold certain voting and related rights pertaining to the project pursuant to Assignment of Voting and Related Rights dated September 5, 1995, recorded in the Bureau of Conveyances as Document No. 95-119081, said voting and related rights encompassing, among other things, any and all rights of the "Fee Owner" (as defined in the Restated Declaration) and the "Lessor" (as defined in the Restated Declaration) to approve the creation and construction, alteration or modification of Additional Units within the "Future Development" area, including the plans and specifications therefor, and any amendment to the Declaration or the Condominium Map necessary or advisable in connection therewith.

WHEREAS, paragraph 12 of the Restated Declaration empowers the Commercial Owners (as holders of the development rights to the Additional Units in the "Future Development" area, and as owners of all commercial units to which the "Future Development" area is appurtenant as a limited common element pursuant to subparagraph (i) of paragraph 6 of the Restated Declaration, and as holders of certain voting and related rights of the Fee Owner and the Lessor relating to the Additional Units as described above), to amend the Restated Declaration and Condominium Map further in connection with the Additional Units and the "Future Development" area without requiring the consent or joinder of the Association of Apartment Owners or any other person or group.

WHEREAS, subparagraph (d) of paragraph 12 of the Restated Declaration empowers the owners of any Additional Units which are adjacent to each other to relocate and otherwise alter the partitions between their respective units without the prior approval of the Association of Apartment Owners or any other person or group; provided that the legal boundary of any such unit shall not be changed without an amendment of the Restated Declaration and the Condominium Map as provided in subparagraph (b) of paragraph 12 of the Restated Declaration.

WHEREAS, the Commercial Owners wish to (a) create certain Additional Units in the "Future Development" area, (b) relocate and alter the partitions between certain existing Additional Units that are adjacent to each other, and (c) join with V-5 Corp. and AW, Inc. in amending the Restated Declaration with respect to Unit V5 to incorporate the provisions of the previously overlooked Sixth Amendment, with certain modifications as set forth herein.

NOW, THEREFORE, (a) the parties hereto are filing an amendment to the Condominium Map, designated "Amendment No. 5", to show the new boundaries of the Additional Units within the "Future Development" area in the Office of the Assistant Registrar of the Land Court of the State of Hawaii simultaneously with the filing of this amendment, and (b) the Restated Declaration is hereby amended as follows:

1. Condominium Map and Architect's Certificate. The Restated Declaration is hereby amended by the filing of Amendment No. 5 to the Condominium Map together with the Certificate of Architect, executed and sworn by the architect, both of which are being filed with the Assistant Registrar of the Land Court of the State of Hawaii concurrently herewith.

2. Establishment of Additional Units. Twenty-seven (27) commercial units are hereby established as Additional Units within the area marked on the Condominium Map as "Future Development". The boundaries of each unit are delineated on Amendment No. 5 to the Condominium Map, filed concurrently herewith. The gross and net floor areas of each Additional Unit and its appurtenant percentage of undivided interest in the common elements is as set forth in Exhibit "B" attached hereto and made a part hereof. Each lanai or open area cross-hatched on the amendment to the Condominium Map filed herewith and shown as adjacent to an Additional Unit shall be deemed to be for all purposes included within and part of the unit to which it is adjacent. Each Additional Unit is a commercial unit, and may be used for any purposes which from time to time are permitted by law.

3. Unit V5. Notwithstanding anything herein to the contrary, the following shall apply to the Additional Unit identified as Unit V5: Unit V5, consists of commercial office space, the interior partitioning of which may be altered from time to time pursuant to Paragraph 11(d) of the Restated Declaration; is located on the Vista (third) level of the four-story building in the project; and has immediate access through the Vista level corridor to the stairway leading to the parking garage which leads to the project grounds. The specific location of Unit V5 is indicated on the Condominium Map, as amended. The building in which Unit V5 is located is constructed principally of reinforced concrete, steel, glass, aluminum and allied building materials. Unit V5 is a commercial unit and, subject to any restrictions contained in any lease of the same as amended from time to time, may be used for any purposes which from time to time are permitted by law. Although the Sixth Amendment of the Declaration and Amendment 4 to the Condominium Map had previously indicated that a rectangular space containing an area of 130 square feet adjacent to Unit V5 was a limited common element appurtenant to Unit V5, said area has subsequently been enclosed and is hereby made a part of Unit V5 as shown on Amendment 5 to the Condominium Map.

4. Common Interest Appurtenant to Commercial Units. In accordance with subparagraphs (b) and (c) of paragraph 12 of the Restated Declaration, the common interest appurtenant to each commercial unit in existence prior to the execution and filing of this First Amendment of Restated Declaration (other than the Additional Units) is hereby changed to the common interest set forth opposite each apartment number in Exhibit "C" attached hereto and made a part hereof.

5. Limited Common Elements.

(a) Paragraph 6(d) of the Restated Declaration is hereby amended by amending the last sentence thereof to read as follows:

Notwithstanding anything in this subparagraph (d) to the contrary, all costs of maintaining, repairing, or replacing any structural or load bearing walls included in or appurtenant to any Additional Unit or located in the area designated as "Future Development" on the Condominium Map, as amended, and the exterior walls of all buildings located in the area so designated as "Future Development" shall be the responsibility of all such Additional Units (which do not include the 6

commercial units located on the ground floor of the main building, namely 103, 105, 107, 109, 111 and 115), in proportion to their common interests, and all costs of maintaining, repairing or replacing any other walls included in or appurtenant to any such Additional Unit shall be the responsibility of the owner of such Additional Unit.

(b) Paragraph 6 of the Restated Declaration is hereby further amended by deleting subparagraph (i) therefrom and substituting therefor the following:

(i) The corridor on the Vista (third) level of the four-story building in the project is a limited common element appurtenant to all of the Additional Units, including Unit V5, subject to the right of the owner of the majority of the units to which the Future Development area is appurtenant, as hereinafter provided, to use, modify, alter, or relocate such limited common element so long as access to the grounds and Unit V5 are provided to the owner of Unit V5. All other area designated on the Condominium Map, as amended, as "Future Development" which is not included in any Additional Units, but which includes all common areas, planters, elevators, utility rooms, machine rooms, walkways, stairways, mechanical rooms, structural portions of all buildings in which the Additional Units are located and all other structures are limited common elements appurtenant only to the 32 commercial units consisting of the 6 commercial units located on the ground floor of the main building (namely 103, 105, 107, 109, 111 and 115) and all of the Additional Units other than Unit V5 described in Amendment No. 5 to the Condominium Map; subject, however, to the right of the owners of the majority of the total common interests appurtenant to all units to which the Future Development area is appurtenant as a limited common element to modify, alter, or relocate such limited common elements. Notwithstanding the foregoing, however, any such use, modification, alteration or relocation that would (A) affect the structural integrity of any unit, or (B) materially affect the mechanical, electrical, cooling or other system servicing the unit through or from such limited common elements, (C) materially interfere with the visibility of the storefront of any commercial unit from the pedestrian areas in and around the Project, or (D) materially interfere with access to any unit, shall not be made without the consent of the owner of any commercial unit so affected, which consent shall not be unreasonably withheld or delayed. Any alteration, modification or relocation of such limited common elements shall be set forth in an amendment to the Declaration and the Condominium Map consistent with the procedures set forth in paragraph 12 hereof, provided that instead of requiring the approval or signature of all persons or entities who are owners of those commercial units to which the "Future Development" area is appurtenant as a limited common element, approvals and signatures shall be required only from the owners of the majority of the total common interests appurtenant to all units to which the Future Development area is appurtenant as a limited common element and from the owner of any unit affected in the manner described in the preceding sentence.

In all other respects the Restated Declaration and Condominium Map are unchanged and shall remain in full force and effect.

This instrument may be executed in counterparts, each of which shall be deemed an original, and such counterparts shall together constitute one and the same instrument, binding all of the parties hereto, notwithstanding that all of the parties are not signatory to the same counterparts. For all purposes, including, without limitation, recordation, filing and delivery of this instrument, duplicate unexecuted and unacknowledged pages of the counterparts may be discarded and the remaining pages assembled as one document.

[SIGNATURE PAGES FOLLOW]

IN WITNESS WHEREOF, the parties hereto have executed this First Amendment of Restated Declaration of Condominium Property Regime of The Villa on Eaton Square as of the 14th day of MARCH, 2000.

ESQ, INC.

By: 

Print Name: Thomas T. Enomoto

Its: President

JAY HAROLD SHIDLER, II

JAMES C. REYNOLDS, Trustee as aforesaid

BILL MILLS EATON SQUARE, INC.

By: 

Print Name: Bill Mills

Its: President

V-5 CORP.

By: 

Print Name: Bill Mills

Its: Vice President


IN WITNESS WHEREOF, the parties hereto have executed this First Amendment of Restated Declaration of Condominium Property Regime of The Villa on Eaton Square as of the 14th day of MARCH, 2000.

ESQ, INC.

By: _____

Print Name: _____

Its: _____



JAY HAROLD SHIDLER, II



JAMES C. REYNOLDS, Trustee as aforesaid

BILL MILLS EATON SQUARE, INC.

By: _____

Print Name: _____

Its: _____


V-5 CORP.

By: _____

Print Name: _____

Its: _____

AW, INC.

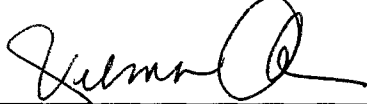
By:  _____

Print Name: Darrel Kloninger

Its: President

STATE OF HAWAII)
) SS
CITY AND COUNTY OF HONOLULU)

On this 7th day of March, 2000, before me personally appeared Thomas Kumano to me personally known, who, being by me duly sworn, did say that he is the President of ESQ, INC., a Hawaii corporation, and that said instrument was signed in behalf of said corporation by authority of its Board of Directors, and the said Thomas Kumano acknowledged said instrument to be the free act and deed of said corporation.



Notary Public, State of Hawaii

VELMA OKUMA

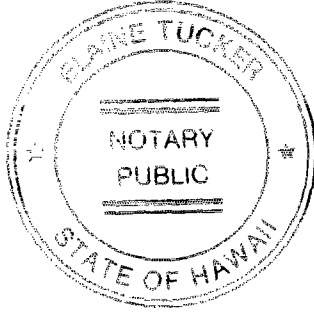
Name of Notary Public (Printed or Typed)

LS

My commission expires: 4-24-2001

STATE OF HAWAII)
) SS
CITY AND COUNTY OF HONOLULU)

On this 10th day of MARCH, 2000, before me personally appeared JAY HAROLD SHIDLER, II, to me known to be the person described in and who executed the foregoing instrument, and acknowledged that he executed the same as his free act and deed.



Elaine Tucker
Notary Public, State of Hawaii

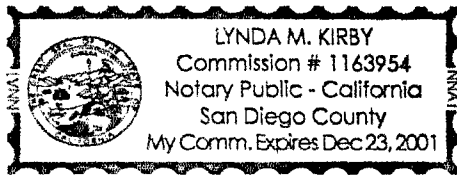
ELAINE TUCKER
Name of Notary Public (Printed or Typed)

My commission expires: 11/29/00

STATE OF ~~HAWAII~~ California)
) SS.
CITY AND COUNTY OF ~~HONOLULU~~)
 San Diego

On this 8th day of March 2000, before me personally appeared JAMES C. REYNOLDS, trustee under the James C. Reynolds Revocable Living Trust dated May 25, 1982, to me known to be the person described in and who executed the foregoing instrument as trustee aforesaid, and acknowledged that he executed the same as his free act and deed as trustee aforesaid.

Lynda M. Kirby
Notary Public, State of ~~Hawaii~~ California

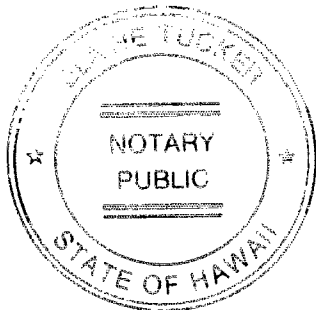


Lynda M. Kirby
Name of Notary Public (Printed or Typed)

My commission expires: 12/23/01

STATE OF HAWAII)
) SS
CITY AND COUNTY OF HONOLULU)

On this 2nd day of MARCH, 2000, before me personally appeared BILL MILLS, to me personally known, who, being by me duly sworn, did say that HE is the PRESIDENT of BILL MILLS EATON SQUARE, INC., a Hawaii corporation, and that said instrument was signed in behalf of said corporation by authority of its Board of Directors, and the said PRESIDENT acknowledged said instrument to be the free act and deed of said corporation.



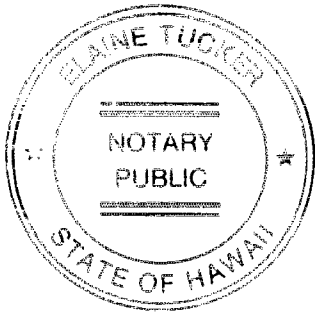
Elaine Tucker
Notary Public, State of Hawaii

ELAINE TUCKER
Name of Notary Public (Printed or Typed)

My commission expires: 11/29/00

STATE OF HAWAII)
) SS
CITY AND COUNTY OF HONOLULU)

On this 2nd day of MARCH, 2000, before me personally appeared BILL MILLS, to me personally known, who, being by me duly sworn, did say that HE is the VICE PRESIDENT of V-5 CORP., a Hawaii corporation, and that said instrument was signed in behalf of said corporation by authority of its Board of Directors, and the said VICE PRESIDENT acknowledged said instrument to be the free act and deed of said corporation.



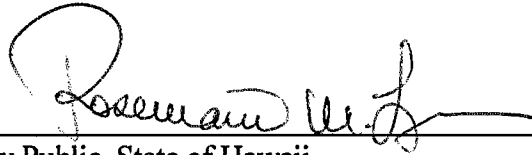
Elaine Tucker
Notary Public, State of Hawaii

ELAINE TUCKER
Name of Notary Public (Printed or Typed)

My commission expires: 11/29/00

STATE OF HAWAII)
) SS
CITY AND COUNTY OF HONOLULU)

On this 6th day of March, 2000, before me personally appeared Darrel Kloninger, to me personally known, who, being by me duly sworn, did say that he is the President of AW, INC., a Hawaii corporation, and that said instrument was signed in behalf of said corporation by authority of its Board of Directors, and the said he acknowledged said instrument to be the free act and deed of said corporation.



Notary Public, State of Hawaii

Rosemarie M. Lum

Name of Notary Public (Printed or Typed)

My commission expires: 11/28/2001

CONSENT

GE Capital Hawaii, Inc., a Hawaii corporation, the current holder of the mortgagee's interest under (a) Mortgage, Security Agreement and Financing Statement dated July 5, 1995, made by ESQ, Inc., a Hawaii corporation; Bill Mills Eaton Square, Inc., a Hawaii corporation; Jay Harold Shidler, II, husband of Walette Amoy Shidler; and James C. Reynolds, Trustee of the James C. Reynolds Revocable Living Trust dated May 25, 1982, a short form of which is dated September 12, 1995 and filed in said Office as Document No. 2260624, as Mortgagor, and filed in said Office as Document No. 2260689 and noted on TCT Nos. 462,419; 462,420; 462,421; and 462,423 through and including 462,450; and (b) Mortgage, Security Agreement and Financing Statement dated January 22, 1996, made by ESQ, Inc., a Hawaii corporation; Shidler Equities L.P., a Hawaii limited partnership; 1833 Kalakaua Avenue - Bill Mills Development Company, Inc., a Hawaii corporation; James Clark Reynolds, single; Bill Mills Eaton Square, Inc., a Hawaii corporation; Jay Harold Shidler, II, husband of Walette Amoy Shidler; and James C. Reynolds, Trustee of the James C. Reynolds Revocable Living Trust dated May 25, 1982, a short form of which is dated September 12, 1995 and filed in said Office as Document No. 2260624, as Mortgagor, and filed in said Office as Document No. 2287906, as amended by instrument dated January 22, 1996 and filed in said Office as Document No. 2287908, and noted on TCT Nos. 462,419; 462,420; 462,421; and 462,423 through and including 462,450; does hereby consent to the foregoing First Amendment of Restated Declaration of Condominium Property Regime of The Villa on Eaton Square.

Dated: March 8, 2000.

GE CAPITAL HAWAII, INC.

By: Dean H

Print Name: DEAN HIRABAYASHI

Its: VICE PRESIDENT

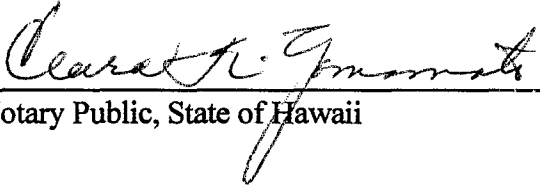
By: Earl S. Wakamura

Print Name: EARL S. WAKAMURA

Its: VICE PRESIDENT

STATE OF HAWAII)
) SS
CITY AND COUNTY OF HONOLULU)

On this ___ day of MAR 8 2000, 2000, before me personally appeared DEAN HIRABAYASHI and EARL S. WAKAMURA, to me personally known, who, being by me duly sworn, did say that they are the VICE PRESIDENT and VICE PRESIDENT, respectively, of GE CAPITAL HAWAII, INC., a Hawaii corporation, and that said instrument was signed in behalf of said corporation by authority of its Board of Directors, and the said officers acknowledged said instrument to be the free act and deed of said corporation.



Notary Public, State of Hawaii

CLARA K. YAMAMOTO

Name of Notary Public (Printed or Typed)

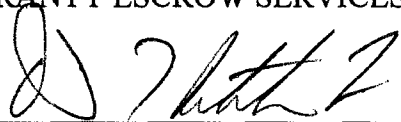
My commission expires: 08/01/2003

CONSENT

Title Guaranty Escrow Services, Inc., a Hawaii corporation, the mortgagee under Purchase Money Mortgage, Security Agreement and Financing Statement dated November 24, 1987, made by The Advertising Works, Incorporated, a Hawaii corporation, as mortgagor, and filed in the Office of the Assistant Registrar of the Land Court of the State of Hawaii as Document No. 1512558 and noted on TCT No. 462,447, does hereby consent to the foregoing First Amendment of Restated Declaration of Condominium Property Regime of The Villa on Eaton Square.

Dated: MAR 08 2000, 2000.

TITLE GUARANTY ESCROW SERVICES, INC.

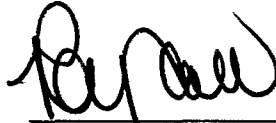
By: 

Print Name: DAVID T. PIETSCH, JR.

Its: PRESIDENT

STATE OF HAWAII)
) SS
CITY AND COUNTY OF HONOLULU)

On this ___ day of MAR 8, 2000, before me personally appeared DAVID T. PIETSCH, JR., to me personally known, who, being by me duly sworn, did say that he is the PRESIDENT of TITLE GUARANTY ESCROW SERVICES, INC., a Hawaii corporation, and that said instrument was signed in behalf of said corporation by authority of its Board of Directors, and the said President acknowledged said instrument to be the free act and deed of said corporation.



Notary Public, State of Hawaii


Roy J. Tatsuno

Name of Notary Public (Printed or Typed)

My commission expires: NOV 2 2001

CERTIFICATE OF ARCHITECT

The undersigned, an architect licensed in the State of Hawaii, being duly sworn, hereby certifies that, to the best of his knowledge and information, based on a review of copies of Condominium Map No. 117 of the Villa on Eaton Square condominium project, as amended, and also based upon a physical inspection of the Additional Units of said project, Amendment No. 5 of said Condominium Map No. 117 filed herewith fully and accurately depicts the layout, location, apartment numbers and dimensions of said Additional Units.



LOUIS K. FUNG
Licensed Professional Architect
License No. 7778

Subscribed and sworn to before me
this 14th day of MARCH, 2000.



Notary Public, State of Hawaii

STACEY R.M. CHUN

My commission expires: 2/17/2002

(3)

EXHIBIT "A"

Apartment No.	Transfer Certificate of Title No.
	91931
	140525
	316231
	382436
103	462419
105	462420
107	462421
109	462423
111	462424
115	462425
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211	396737
215	383661
303	383662
305	431242
307	383663
309	383664
311	383665
315	383666
401	383667
403	383668
405	383669
407	383670
409	383671
411	383672
415	383673
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503	522085
505	522086
507	522087
509	522088
511	522089
515	522090
601	383681
602	348582
603	290869
604	311678
605	442266
606	383683
607	501100
608	431217
612	523027
614	441896

EXHIBIT "A"

Page 2

Apartment No.	Transfer Certificate of Title No.
615	526926
701	457198
702	389249
703	485463
704	383685
705	383686
706	383687
707	358412
708	472244
709	309858
710	290871
712	292096
715	339999
801	499921
804	481108
805	511979
806	493494
808	374419
809	291880
810	431219
811	341719
812	511100
814	291881
815	532666
901	510160
903	497418
904	479949
905	383691
906	398998
907	383693
908	431220
909	383694
910	529711
911	326043
911	326044
912	427213
914	402158
915	504125
1001	383697
1002	525001
1003	290875
1004	541052
1005	463051
1006	438253
1007	440627

EXHIBIT "A"

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Apartment No.	Transfer Certificate of Title No.
1008	300689
1008	338370
1009	385245
1010	526950
1011	535485
1012	531457
1014	383700
1015	422351
1101	523026
1103	385510
1104	396739
1105	383701
1106	511549
1107	498033
1108	384867
1109	382487
1110	504037
1111	322940
1114	470074
1115	547343
1202	433270
1204	386471
1205	541580
1206	431221
1207	452573
1208	291887
1209	500501
1210	290883
1211	455150
1212	396740
1214	522461
1215	329354
1401	460698
1402	460653
1403	408079
1404	426698
1405	290885
1406	295105
1407	535046
1408	480823
1410	383709
1411	541119
1412	396742
1414	396743
1415	535072

EXHIBIT "A"

Page 4

Apartment No.	Transfer Certificate of Title No.
1501	541183
1502	294234
1503	363718
1504	470569
1505	545850
1506	290890
1507	431222
1509	396744
1510	497698
1511	507694
1514	396745
1515	383711
1601	545771
1602	290892
1603	465199
1604	290893
1605	316270
1606	431704
1607	322943
1608	490621
1609	431224
1611	456796
1612	453873
1614	407285
1615	548161
1701	528997
1703	383714
1704	313857
1706	290896
1708	383715
1709	483552
1711	383716
1712	290897
1715	383717
1801	383718
1802	290898
1803	309867
1804	383719
1806	396747
1807	451345
1808	452004
1809	497383
1810	396748
1811	543807
1812	396749

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Apartment No.	Transfer Certificate of Title No.
1814	500703
1815	460552
1901	383724
1903	498345
1904	340287
1905	511874
1906	371670
1907	383725
1908	383726
1909	545110
1912	549919
1914	534603
1915	431226
2001	290901
2002	379030
2003	431227
2004	544387
2005	426113
2006	383727
2007	383728
2008	315416
2009	512303
2010	489717
2011	383729
2012	295584
2015	431882
2101	496542
2102	383730
2103	486717
2104	431230
2105	466386
2107	479749
2109	362344
2110	388603
2111	504577
2112	431364
2115	396752
2201	410371
2202	383733
2203	383734
2204	471710
2206	448846
2207	458082
2208	540155
2209	392185

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Apartment No.	Transfer Certificate of Title No.
2209	392186
2210	519281
2211	322949
2212	544320
2215	535831
2301	383737
2303	503244
2304	508022
2305	502741
2306	540675
2307	396754
2309	478093
2308	549920
2310	431231
2311	531831
2312	452851
2314	451011
2401	477512
2402	431233
2403	396755
2404	482482
2405	383741
2405	409259
2406	314701
2407	396756
2408	361392
2410	527316
2411	400393
2412	290905
2414	396757
2415	507263
2501	523074
2502	431234
2503	540779
2504	421656
2507	549921
2509	464923
2510	309861
2511	383742
2512	290906
2514	291890
2515	506097
2601	383744
2602	396758
2603	518865

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Apartment No.	Transfer Certificate of Title No.
2604	507717
2606	462204
2607	500300
2608	507606
2610	549922
2611	480905
2612	383747
2701	417890
2702	483644
2703	306369
2704	322953
2706	497428
2707	402651
2708	322954
2709	383748
2712	382212
2714	440391
2715	508248
2801	426700
2802	496143
2803	396761
2804	290911
2805	292099
2806	415566
2807	398452
2809	495888
2810	383751
2811	396763
2812	292100
2814	536982
2815	501553
2901	508265
2902	411981
2903	470764
2904	535573
2906	533256
2907	331953
2909	531563
2910	386369
2911	394159
2912	383754
2914	527991
2915	303640
3002	463449
3004	513806

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Apartment No.	Transfer Certificate of Title No.
3006	532199
3007	473608
3009	489049
3010	431238
3011	479387
3014	499472
3101	454036
3102	539926
3103	322956
3104	505831
3105	448575
3106	457771
3107	383757
3109	410570
3110	407944
3112	470073
3114	383759
3115	397035
3201	491680
3202	383760
3203	392072
3204	383761
3206	519224
3207	383763
3208	403207
3208	403208
3209	404818
3210	384006
3211	441898
3214	383418
3215	472772
3301	383765
3302	538347
3303	369064
3304	469581
3305	549923
3306	487593
3307	510963
3309	396844
3310	431240
3312	461271
3314	391733
3401	487481
3402	475272
3403	535190

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Apartment No.	Transfer Certificate of Title No.
3404	290921
3405	301056
3407	309856
3408	366637
3410	396766
3411	455720
3412	383769
3414	383770
3415	536022
3503	532183
3504	457772
3505	467587
3506	502920
3507	497415
3509	483230
3510	498346
3511	454934
3512	290924
3514	479124
3515	396767
3601	523806
3602	506225
3603	456801
3604	464922
3605	383775
3606	456802
3607	396768
3608	408746
3609	493532
3610	383776
3611	309873
3612	549924
3614	549925
3615	440308
3701	383778
3702	493884
3703	316272
3704	293685
3705	383779
3707	293066
3708	293065
EATON SQ	140525
EATON SQ	384133
H-1	462426
H-3	462427

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Apartment No.	Transfer Certificate of Title No.
H-4	462428
H-5	462429
H-6	462430
H-7	462431
H-8	462432
P-1	462433
P-3	462434
P-4	462435
P-5	462436
P-6	462437
P-7	462438
P-7A	462439
P-8	462440
P-10	462441
P-11	462442
PH	292826
PH &C	533095
PH-1	462448
PH-2	462450
PH-IA	462449
V-1	462443
V-2	462444
V-3	462445
V-4	462446
V-5	462447

Amended March 23, 2000

EXHIBIT "B"

ADDITIONAL UNITS

The Additional Units are located on four levels, namely, the Hobron Level, the Plaza Level, the Vista Level and the Penthouse Level, all as described on Amendment No. 5 to the Condominium Map which is being filed in the Office of the Assistant Registrar of the Land Court of the State of Hawaii concurrently herewith, and incorporated by reference herein.

All units except H1, P1 and P10 are located in a single, four-story building. Units H1 and P1 are located in a separate two-story building. Unit P10 is located above, and as an addition to, the existing electrical vault adjacent to the existing tower. Each Additional Unit is designated by a capital letter, indicating the level on which the unit is located. Units designated by "H" are located on the ground floor, with immediate access to the ground floor walkways and common areas. Those with "P", "V" and "PH" are located on the second, third and fourth floor levels, each with immediate access to a walkway, stairway, plaza, or other common area. The specific location of each unit within its respective building is indicated on the Condominium Map. All buildings are constructed principally of reinforced concrete, steel, glass, aluminum and allied building materials.

The chart on the following page lists the apartment number of each Additional Unit established by this amendment (and the former unit number or portion thereof of such Additional Unit, if applicable), together with the "gross" floor area (including lanai or other open area, if any, included within the units), "net" floor area (excluding said lanai or open area) and undivided percentage interest ownership in the common elements ("common interest").

Current Unit Number	Former Unit Number (or portion thereof)	Gross Floor Area	Net Floor Area	Percentage of Common Interests
HOBRON LEVEL				
H1	H1	1583	1583	0.6059
H2	H3	1178	1178	0.4509
H3	H4	1329	1329	0.5087
H4	H5, H6, H7, H8	9460	9460	3.6208
H5	N/A	882	882	0.3376
H6	N/A	323	323	0.1236
H7	N/A	736	736	0.2817
PLAZA LEVEL				
P1	P1	1332	1180	0.5098
P2	P3, P4	2595	2595	0.9932
P3	P5, P6, P7	4573	4573	1.7503
P4	P7	750	750	0.2871
P5	P7A	1210	1210	0.4631
P6	P7A	513	513	0.1963
P7	P7A	561	561	0.2147
P8	P8	1258	1258	0.4815
P9	P10	1366	1366	0.5228
P10	P11	980	470	0.3751
VISTA LEVEL				
V1	V4	1823	1823	0.6977
V2	V3	1843	1843	0.7054
V3	V2	1432	1432	0.5481
V4	V1	2425	2425	0.9282
V5	V5	1322	1322	0.5060
V6	N/A	500	500	0.1914
PENTHOUSE LEVEL				
PH1	PH1	3490	3184	1.3358
PH2	PH1A	2346	2346	0.8979
PH3	PH2	620	620	0.2373
PH4	PH2	2581	2581	0.9879
EXHIBIT "B" TOTALS				
		49011	48043	18.7588

EXHIBIT "C"

**COMMON INTERESTS APPURTENANT TO COMMERCIAL UNITS OTHER
THAN ADDITIONAL UNITS**

The common interests appurtenant to each existing commercial unit, other than the Additional Units, is hereby adjusted in accordance with subparagraphs (b) and (c) of paragraph 12 of the Restated Declaration. The appurtenant common interests shall be as follows:

<u>Unit No.</u>	<u>Percentage of Common Interests</u>
103	0.2331
105	0.0620
107	0.2603
109	0.2741
111	0.2741
115	0.2786
203	0.2668
205	0.0903
207	0.2939
209	0.3077
211	0.3077
215	0.3123
301	0.3341
303	0.2668
305	0.2668
307	0.2939
309	0.3077
311	0.3077
315	0.3123
401	0.2962
403	0.2331
405	0.2331
407	0.2603
409	0.2741
411	0.2741
415	0.2786
501	0.2962
503	0.2331
505	0.2331
507	0.2603
509	0.2741
511	0.2741
515	<u>0.2786</u>
Exhibit "C" Total	8.7492
Exhibit "B" Total	<u>18.7588</u>
Total of Exhibits "B and "C" (Total Commercial Units)	<u>27.5080</u>