

When Recorded, Return to:

Jon V. Harper, Esq.
Anderson & Karrenberg
50 West Broadway Suite 700
Salt Lake City, UT 84101

Entry No.	546633
REQUEST OF	HIGH COUNTRY TALE
FEE	ALAN SPRIGGS, SUMMIT CO. RECORDER
\$ 53.00	By <i>A. Bowen</i>
RECORDED	8-16-99 at 11:08 P.M.

**FIRST AMENDMENT TO DECLARATION OF COVENANTS,
CONDITIONS, AND RESTRICTIONS FOR THE
RED HAWK WILDLIFE PRESERVE**

THIS FIRST AMENDMENT TO DECLARATION OF COVENANTS,
CONDITIONS AND RESTRICTIONS is made and effective this 10TH day of August,
1999, by Redhawk Development, L.L.C., a Utah limited liability company, also known
as Red Hawk Development, L.L.C. ("Declarant").

RECITALS:

A. Declarant executed that certain Declaration of Covenants, Conditions,
and Restrictions dated May 20, 1997, and recorded on May 21, 1997, as Entry No.
00479290 in Book 01048, Pages 00216-00263 of the Official Records of Summit
County (the "CC&R's"), which burden that certain real property referred to as the Red
Hawk Wildlife Preserve (the "Preserve") and more particularly described in Exhibit
"A" to the CC&R's, which is attached hereto as Exhibit "A" and incorporated herein
by this reference (the "Preserve Property").

B. A portion of the Preserve Property is being sold to DMB Park City
Holdings, L.L.C., with the expectation that such property will be included with other

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property in a real estate project being developed by such purchaser. That portion is more particularly described in Exhibit "B" to this Amendment (the "DMB Property").

C. Declarant desires to exclude the DMB Property from the covenants, burdens and encumbrance of the CC&R's by amending the description of the Preserve Property contained in Exhibit "A" to the CC&R's to exclude the DMB Property therefrom.

D. Declarant, pursuant to Section 13.2 of the CC&R's, has the sole and absolute right to amend the CC&R's inasmuch as Owners have not yet built homes on 75% of the Lots within the Preserve, and this amendment to exclude the DMB Property from the CC&R's will not adversely affect marketability of title to, or materially diminish the value of, any Lot.

AMENDMENT:

1. Declarant hereby amends Exhibit "A" to the CC&R's to exclude the DMB Property from the real property described therein. From and after the recording of this Amendment, the DMB Property shall be released from, and shall no longer be subject to any of the terms, covenants, restrictions, easements or other provisions of the CC&R's. The DMB Property, and its Owner, is also released from any and all liability for assessments or other obligations which may have accrued under the CC&R's against the DMB Property.

IN WITNESS WHEREOF, Declarant has executed this First Amendment to Covenants, Conditions and Restrictions as of the day and year first above written.

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REDHAWK DEVELOPMENT, L.L.C.

By: _____

C. Michael Nielsen, Manager of
Nielsen Redhawk, L.L.C., Manager of
Redhawk Management, L.L.C.,
Manager of Redhawk Development, L.L.C.

THE RIDGE AT RED HAWK JOINDER

The Ridge at Red Hawk, L.L.C., a Utah limited liability company, as successor of record to Redhawk Development, L.L.C., in the ownership of a portion of the Preserve Property, hereby joins in the foregoing recitals and amendment as the same affects its property within the Preserve Property.

THE RIDGE AT RED HAWK, L.L.C.

By: _____

C. Michael Nielsen, Manager

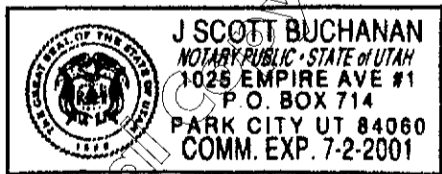
ACKNOWLEDGMENTS

STATE OF UTAH)

) ss.

COUNTY OF SUMMIT

The foregoing instrument was acknowledged before me this 10TH day of August, 1999, by C. Michael Nielsen, Manager of Nielsen Redhawk, L.L.C., Manager of Redhawk Management, L.L.C., Manager of Redhawk Development, L.L.C.

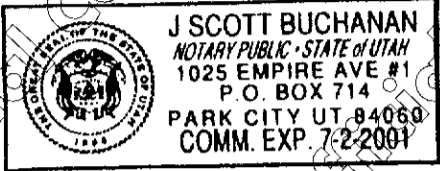


J Scott Buchanan
Notary Public

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STATE OF UTAH)
) ss:
COUNTY OF Summit)

The foregoing instrument was acknowledged before me this 10TH day of August, 1999, by C. Michael Nielsen, Manager of The Ridge at Red Hawk, L.L.C.



J Scott Buchanan
Notary Public

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EXHIBIT "A"

RED HAWK WILDLIFE PRESERVE PROJECT LEGAL DESCRIPTION

Summary

Parcel 1: 272 acre (approx.) parcel in Section 5, T1S, R4E, SLB&M.
Parcel 2: 638 acre (approx.) parcel in Section 8, T1S, R4E, SLB&M.
Parcel 3: 31 acre (approx) parcel in Section 9, T1S, R4E, SLB&M.
Parcel 4: 0 acres (Rights of Way and Easements through Parcels 1-3.)
Parcel 5: 108 acre parcel (approx.) owned by Milton O. Bitner Co. in Sections 4 & 5, T1S, R4E, SLB&M
Parcel 6: 603 acre (approx.) parcel in Section 6, T1S, R4E, SLB&M
Parcel 7: 658 acre (approx.) parcel in Section 7, T1S, R4E, SLB&M

The parcels described herein total approximately 2300 acres.

PARCEL 1:

All of Section 5, Township 1 South, Range 4 East, Salt Lake Base and Meridian, EXCEPTING THEREFROM the following 5 tracts:

EXCEPTION 1:

BEGINNING at a point East 981 feet from the Northwest corner of Section 5, Township 1 South, Range 4 East; thence East 326 feet along the Section line; thence South 1000 feet; thence West 326 feet; thence North 1000 feet to BEGINNING.

TOGETHER WITH an adequate right of way at least 50 feet in width over Grantor's property and subject to right of way over existing roadways.

EXCEPTION 2:

BEGINNING at a point East 1307 feet from the Northwest corner of Section 5, Township 1 South, Range 4 East; thence East along the Section line 870 feet; Thence South 1000 feet; Thence West 870 feet; thence North 1000 feet to BEGINNING.

TOGETHER WITH an adequate right of way at least 50 feet in width over Grantor's property and subject to right of way over existing roadways.

EXCEPTION 3:

BEGINNING; at a point 2177 feet East from the Northwest corner of Section 5, Township 1 South, Range 4 East, Salt Lake Base and Meridian; thence East along the Section line 423 feet; thence South 1029 feet; thence West 423 feet; thence North 1029 feet to the point of BEGINNING.

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EXCEPTION 4:

BEGINNING at the Southeast corner of Section 5, Township 1 South, Range 4 East, Salt Lake Base and Meridian; and running thence South 89°45'34" West 2652.05 feet more or less along the South line of said Section to the South quarter corner of said Section 5; thence North 00°2'50" West 2696.26 feet along the quarter Section line to the center of said Section 5; thence North 89°39'30" East 2654.72 feet more or less to the East quarter corner of said Section 5; thence East 330.01 feet to an existing fence line; thence South 00°00'06" West 2702.20 feet along said fence line to an existing iron pipe, in a fence corner; thence North 89°47'07" West 330.35 feet along an existing fence line to the point of BEGINNING.

TOGETHER WITH a right of way 100 feet in width for ingress and egress, said right of way being 50 feet on each side of the following described center line:

BEGINNING at a point which is East 290.40 feet from the Southwest corner of Section 9, Township 1 South Range 4 East, Salt Lake Base and Meridian; and running thence North 10°24'43" East 80.35 feet; thence North 00°15'50" West 1344.26 feet; thence North 08°17'52" West 324.59 feet; thence North 24°06'15" West 116.17 feet; thence North 61°51'53" West 912.86 feet; thence North 58°43'03" West 276.53 feet; thence North 34°25'07" West 302.84 feet; thence North 17°09'09" West 490.38 feet; thence North 32°31'12" West 218.58 feet; thence North 18°30'43" West 722.90 feet; thence North 04°59'44" West 196.12 feet; thence North 20°15'51" East 284.87 feet; thence North 04°57'03" West 395.75 feet; thence North 11°16'06" East 112.41 feet; thence North 51°17'55" East 345.44 feet; thence North 09°10'52" West 184.10 feet; thence North 08°23'56" East 32.74 feet to the Southerly line of Section 5, Township 1 South, Range 4 East, Salt Lake Base and Meridian.

EXCEPTION 5:

BEGINNING at the Northeast corner of Section 5, Township 1 South, Range 4 East, Salt Lake Base and Meridian; and running thence South 89°57'17" East 329.76 feet to an old existing fence line; thence South 00°00'06" West 2105.14 feet along said fence line; thence West 330.01 feet; thence South 89°39'30" West 1817.02 feet; thence North 00°00'32" East 2116.71 feet to the Northerly line of said section; thence South 89°59'06" East 1816.98 feet to the point of BEGINNING.

PARCEL 2:

All of Section 8, Township 1 South, Range 4 East, Salt Lake Base and Meridian, EXCEPTING THEREFROM those portions lying within the East one-half of the East half of the Northeast quarter of the Northeast quarter of said Section and Silver Creek Estates Unit "C" Subdivision recorded September 18, 1963 as Entry No. 97485 in the office of the Summit County Recorder.

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PARCEL 3:

The South 240 rods of the West 20 rods of Section 9, Township 1 South, Range 4 East, Salt Lake Base and Meridian. EXCEPTING THEREFROM any portion lying within Silver Creek Estates, Unit C (described above).

EXCEPTING from Parcels 2 & 3 those portions of the following described tract lying within said parcels:

Beginning at a point which is South 1241.49 feet and East 330.00 feet from the Northeast corner of Section 8, Township 1 South, Range 4 East, Salt Lake Base and Meridian (said point being on an existing fence corner and a 2" pipe) and running thence South 00°02'02" East 1320.00 feet along an old existing fence line; thence North 81°11'19" West 1463.43 feet to the Easterly edge of a dirt road; thence North 17°09'09" West 70.80 feet along said road; thence North 32°30'27" West 218.77 feet along said road; thence North 18°30'43" West 650.38 feet along said road; thence North 82°46'31" East 1804.65 feet to the point of Beginning.

Together with a right of way 22 feet in width for ingress and egress, said right of way being 11 feet on each side of the following described center line:

Beginning at a point which is South 1433.19 feet and West 2200.34 feet from the Southeast corner of Section 17, Township 1 South Range 4 East, Salt Lake Base and Meridian (said point being on the center line of an existing dirt road and the Northerly line of a County Road); and running thence North 12°37'36" West 90.16 feet; thence North 16°44'02" West 204.35 feet; thence North 02°00'32" East 59.86 feet; thence North 49°08'45" East 510.31 feet; thence North 79°39'38" East 258.66 feet; thence North 32°48'09" East 174.02 feet; thence North 11°01'47" West 379.08 feet, more or less, to the Southerly line of Section 17; thence North 00°22'58" West 176.11 feet; thence North 03°50'31" East 1700.84 feet; thence North 27°13'53" East 1568.28 feet; thence North 50°09'35" East 1041.33 feet; thence North 29°34'05" East 317.20 feet; thence North 06°08'20" East 687.26 feet; thence North 11°44'41" East 399.59 feet, more or less to the point of beginning of the right of way set forth next below.

Together with a right of way 22 feet in width for ingress and egress, said right of way being 11 feet on each side of the following described center line:

BEGINNING at a point which is East 290.40 feet from the Southwest corner of Section 9, Township 1 South, Range 4 East, Salt Lake Base and Meridian; and running thence North 10°24'43" East 80.35 feet; thence North 00°15'50" West 1344.26 feet; thence North 08°17'52" West 324.59 feet; thence North 24°06'15" West 116.17 feet; thence North 61°51'53" West 912.86 feet; thence North 58°43'03" West 276.53 feet; thence North 34°25'07" West 302.84 feet; thence North 17°09'09" West 490.38 feet;

thence North 32°31'12" West 218.58 feet; thence North 18°30'43" West 722.90 feet;
thence North 04°59'44" West 196.12 feet; thence North 20°15'51" East 284.87 feet;
thence North 04°57'03" West 395.75 feet; thence North 11°16'06" East 112.41 feet;
thence North 51°17'55" East 345.44 feet; thence North 09°10'52" West 184.10 feet;
thence North 08°23'56" East 32.74 feet to the Southerly line of Section 5, Township 1 South,
Range 4 East, Salt Lake Base and Meridian.

PARCEL 4:

The above described subject: Parcels 1 thru 3 are together with and subject to the following described rights of way and easements:

RIGHT OF WAY NO. 1

A right of way 100 feet in width for ingress and egress, said right of way being 50 feet on each side of the following described center line:

Beginning at a point which is South 1433.19 feet and West 2200.34 feet from the Southeast corner of Section 17, Township 1 South Range 4 East, Salt Lake Base and Meridian (said point being on the center line of an existing dirt road and the Northerly line of a County Road); and running thence North 12°37'36" West 90.16 feet; thence North 16°44'02" West 204.35 feet; thence North 02°00'32" East 59.86 feet; thence North 49°08'45" East 510.31 feet; thence North 79°39'38" East 258.66 feet; thence North 32°48'09" East 174.02 feet; thence North 11°01'47" West 579.08 feet, more or less, to the Southerly line of Section 17; thence North 00°22'58" West 176.11 feet; thence North 03°50'31" East 1700.84 feet; thence North 27°13'53" East 1568.28 feet; thence North 50°09'35" East 1041.33 feet; thence North 29°34'05" East 317.20 feet; thence North 06°08'20" East 687.26 feet; thence North 11°44'41" East 399.59 feet, more or less to the point of beginning of the right of way set forth next below.

RIGHT OF WAY NO. 2

A right of way 100 feet in width for ingress and egress, said right of way being 50 feet on each side of the following described center line:

BEGINNING at a point which is East 290.40 feet from the Southwest corner of Section 9, Township 1 South, Range 4 East, Salt Lake Base and Meridian; and running
thence North 10°24'43" East 80.35 feet; thence North 00°15'50" West 1344.26 feet;
thence North 08°17'52" West 324.59 feet; thence North 24°06'15" West 116.17 feet;
thence North 61°51'53" West 912.86 feet; thence North 58°43'03" West 276.53 feet;
thence North 34°25'07" West 302.84 feet; thence North 17°09'09" West 490.38 feet;
thence North 32°31'12" West 218.58 feet; thence North 18°30'43" West 722.90 feet;

thence North 04°59'44" West 196.12 feet; thence North 20°15'51" East 284.87 feet;
thence North 04°57'03" West 395.75 feet; thence North 01°16'06" East 112.41 feet;
thence North 51°17'55" East 345.44 feet; thence North 09°10'52" West 184.10 feet;
thence North 08°23'56" East 32.74 feet to the Southerly line of Section 5, Township 1
South, Range 4 East, Salt Lake Base and Meridian.

RIGHT OF WAY NO. 3

Easement and right of way for an existing dirt road over, along and across the following described centerline as follows:

BEGINNING at a point which is South 89°45'34" West 1176.53 feet from the Southeast corner of Section 5, Township 1 South, Range 4 East, Salt Lake Base and Meridian; and running thence North 08°23'56" East 84.08 feet; thence North 58°44'30" East 137.13 feet; thence North 85°03'11" East 235.29 feet; thence North 46°02'01" East 160.26 feet; thence North 63°23'39" East 165.68 feet; thence North 29°18'53" East 151.62 feet; thence North 67°55'51" East 79.45 feet; thence South 74°56'05" East 185.32 feet; thence North 81°39'34" East 70.26 feet; thence North 34°50'04" East 136.37 feet; thence North 54°53'29" East 174.64 feet; thence North 38°59'35" East 160.40 feet; thence North 22°34'56" East 89.74 feet; thence North 01°38'34" East 85.45 feet; thence North 04°06'23" West 208.81 feet; thence North 09°43'41" West 381.17 feet; thence North 23°57'06" West 83.02 feet; thence North 30°21'34" West 670.40 feet; thence North 06°47'06" West 53.74 feet; thence North 04°12'57" East 92.05 feet; thence North 32°02'28" West 24.43 feet; thence North 52°10'06" West 502.71 feet to a point on the North line of the Southeast quarter of said Section, which is West 656.44 feet from the East quarter corner of said Section 5.

RIGHT OF WAY NO. 4

Easement and Right of Way for an existing dirt road over, along and across the following described centerline as follows:

BEGINNING at a point which is South 2109.33 feet and West 656.44 feet from the Northeast corner of Section 5, Township 1 South, Range 4 East, Salt Lake Base and Meridian; and running thence North 52°10'06" West 324.78 feet; thence North 15°29'16" West 205.75 feet; thence North 13°52'39" West 72.25 feet; thence North 26°48'51" West 184.15 feet; thence North 12°04'08" West 181.58 feet to a point which is South 1300.00 feet from the Northerly line of said Section.

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PARCEL 5:

BEGINNING at the Southeast corner of Section 5, Township 1 South, Range 4 East, Salt Lake Base and Meridian; and running thence South 89°45'34" West 2652.05 feet more or less along the

South line of said Section to the South quarter corner of said Section 5; thence North 00°2'50" West 2696.26 feet along the quarter Section line to the center of said Section 5; thence North 89°39'30" East 2654.72 feet more or less to the East quarter corner of said Section 5; thence East 330.01 feet to an existing fence line; thence South 00°00'06" West 2702.20 feet along said fence line to an existing iron pipe, in a fence corner; thence North 89°47'07" West 330.35 feet along an existing fence line to the point of BEGINNING.

TOGETHER WITH a right of way 100 feet in width for ingress and egress, said right of way being 50 feet on each side of the following described center line:

BEGINNING at a point which is East 290.40 feet from the Southwest corner of Section 9, Township 1 South Range 4 East, Salt Lake Base and Meridian, and running
thence North 10°24'43" East 80.35 feet; thence North 00°15'50" West 1344.26 feet;
thence North 08°17'52" West 324.59 feet; thence North 24°06'15" West 116.17 feet;
thence North 61°51'53" West 912.86 feet; thence North 58°43'03" West 276.53 feet;
thence North 34°25'07" West 302.84 feet; thence North 17°09'09" West 490.38 feet;
thence North 32°31'12" West 218.58 feet; thence North 18°30'43" West 722.90 feet;
thence North 04°59'44" West 196.12 feet; thence North 20°15'51" East 284.87 feet;
thence North 04°57'03" West 395.75 feet; thence North 11°16'06" East 112.41 feet;
thence North 51°17'55" East 345.44 feet; thence North 09°10'52" West 184.10 feet;
thence North 08°23'56" East 32.74 feet to the Southerly line of Section 5, Township 1 South, Range 4 East, Salt Lake Base and Meridian.

PARCEL 6:

All of Section 6, Township 1 South, Range 4 East, Salt Lake Base and Meridian.

PARCEL 7:

All of Section 7, Township 1 South, Range 4 East, Salt Lake Base and Meridian

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EXHIBIT "B"

Parcel "A":

Lot 361, RED HAWK RANCH, Plat "C", according to the official plat thereof recorded October 22, 1998 as Entry No. 520594 of the official records in the office of the Summit County Recorder.

Parcel "B":

Beginning at the South quarter corner of Section 8, Township 1 South Range 4 East, Salt Lake Base and Meridian (Basis of bearing being South 89°59'39" West from the South quarter corner to the Southwest corner of said Section 8); thence South 89°59'39" West 1802.62 feet; thence North 00°12'57" West 381.34 feet; thence North 68°39'16" East 1025.51 feet; thence North 78°43'39" East 355.05 feet; thence North 15°45'18" East 113.29 feet; thence North 89°49'52" East 1554.47 feet; thence South 00°12'57" East 962.00 feet; thence North 88°54'35" West 1288.39 feet to the point of beginning.

Parcel "C":

Beginning at the Southwest corner of Section 8, Township 1 South Range 4 East, Salt Lake Base and Meridian, (Basis of Bearing being North 89°59'39" East between the Southwest corner and the South quarter corner of said Section 8, both being found stone monuments); and running thence North 00°11'38" West along the West line of said Section, 208.94 feet; thence North 49°07'45" West 141.26 feet; thence North 42°49'05" West 171.61 feet; thence North 27°47'35" West 193.09 feet; thence North 24°14'03" West 351.64 feet; thence North 08°13'02" West 184.48 feet; thence North 20°58'44" West 157.35 feet; thence North 16°58'49" West 217.57 feet; thence North 06°52'42" West 127.80 feet; thence North 89°47'03" East 3184.17 feet; thence South 15°45'18" West 801.16 feet; thence South 78°43'39" West 355.05 feet; thence South 68°39'16" West 1025.51 feet; thence South 00°12'57" East 381.34 feet, more or less, to a point on the South line of said Section 8; thence South 89°59'39" West along said Section line 1044.61 feet, more or less, to the point of beginning.

Parcel "D":

Beginning at the Southeast corner of Section 7, Township 1 South Range 4 East, Salt Lake Base and Meridian (Basis of Bearing being North 00°11'38" West 2663.55 feet between said Southeast corner and the East quarter corner of said Section 7) and running thence South 89°18'06" West along the section line 1344.60 feet to the Southeast corner of The Ridge at Red Hawk, a Subdivision recorded on May 28, 1997 at the Summit County, Utah, Recorder's Office as Entry No. 479638; thence North 00°12'25" West 1640.00 feet along the East line of said Subdivision (Plat bearing = North 00°00'58" East); thence North 89°47'35" East 725.16 feet; thence South 06°52'42" East 171.14 feet; thence South 16°58'49" East 217.57 feet; thence South 20°58'44" East 157.35 feet; thence South 08°13'02" East 184.48 feet; thence South 24°14'03" East 351.64 feet; thence South 27°47'35" East 193.09 feet; thence South 42°49'05" East 171.61 feet; thence South 49°07'45" East 141.26 feet to the East line of said Section 7; thence South 00°11'38" East along said East line 208.94 feet to the point of beginning.