

When Recorded, Return to:
Portola Development Utah, LC.
Attn: Nathan W. Pugsley
39 East Eagleridge Drive, Suite 100
North Salt Lake, UT 84054

E 2099142 B 3855 P 901-905
RICHARD T. MAUGHAN
DAVIS COUNTY, UTAH RECORDER
08/23/2005 03:34 PM
FEE \$243.00 Pgs: 5
DEP RTT REC'D FOR US TITLE COMPANY
OF UTAH

see last page for
tax id #'s

DECLARATION OF EXPANSION #2
FOXBORO

REFERENCE IS MADE to that certain Declaration of Covenants, Conditions and Restrictions and Reservation of Easements for FOXBORO, recorded on October 3, 2003 as Instrument No. 1920361 in Book 3393, Page 480, recorded in the Official Records, Davis County Recorder, Davis County, Utah (the "Declaration").

Pursuant to Article VII, paragraph 7.1 of the Declaration, Declarant reserved the right to further annex additional real property to be subject to the Declaration, and to further such complementary additions and modifications of the covenants, conditions, and restrictions contained in the Declaration as may be necessary to hereby further annexes, to the real property currently covered by the Declaration, that real property described on Exhibit A, attached hereto ("Annexed Property").

Upon the recordation of this Declaration of Annexation, the covenants, conditions and restrictions and reservation of easements contained in the Declaration shall apply to the Annexed Property in the same manner as if the Annexed Property originally had been covered in the Declaration and constituted a portion of the Original Property. Upon said recordation, the rights, privileges, duties and liabilities of the parties to the Declaration with regard to the Annexed Property shall be the same as with regard to the Original Property, and the rights, obligations, privileges, duties and liabilities of the Owners and occupants of Lots within the Annexed

Property shall be the same as those of the Owners and occupants of Lots within the Original Property.

The Identifying Number of each Lot in the Annexed Property is the lot number as shown on the Plat.

Upon the recordation of this Declaration of Annexation, the Annexed Property shall become, and shall thereafter be, subject to the provisions of the Declaration, including, without limitation, the obligations regarding architectural review.

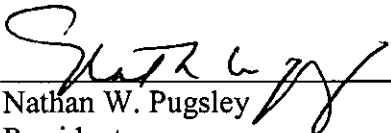
Capitalized terms herein not otherwise defined shall have the meanings set forth in the Declaration.

[Remainder of page intentionally left blank. Signatures to follow.]

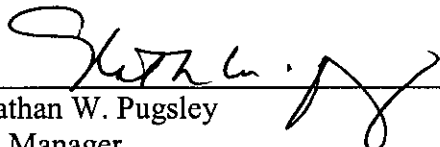
IN WITNESS WHEREOF, Declarant has executed this Annexation Amendment #2 as of this
22 day of Aug, 2005.

DECLARANT:

PORTOLA DEVELOPMENT UTAH, LC.
a Utah limited liability company

By: 
Nathan W. Pugsley
Its: President

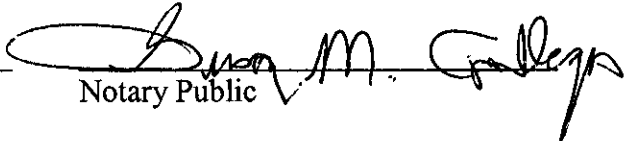
FOXBORO ESTATES, LLC; FOXBORO 50's, LLC;
FOXBORO VILLIAGES, LLC,
All Utah limited liability companies

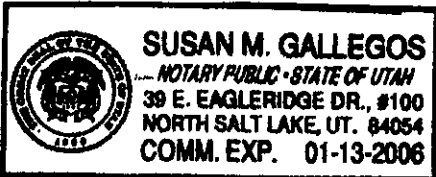
By: 
Nathan W. Pugsley
Their: Manager

STATE OF UTAH

County of Davis.

On the 22 day of Aug, 2005, personally appeared before me Nathan W. Pugsley who being by me duly sworn did say that he, Nathan W. Pugsley is the President of said Woodside Homes Corporation, a Utah corporation, the Manager of Portola Development Utah, LC, a Utah limited liability company.

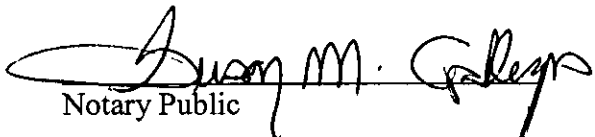
My commission expires: 01/13/06 
Notary Public

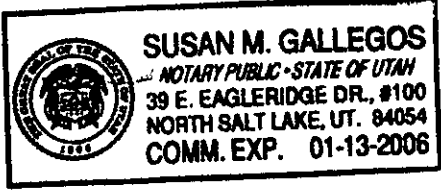


STATE OF UTAH

County of Davis.

On the 22 day of Aug, 2005, personally appeared before me Nathan W. Pugsley who being by me duly sworn did say that he, Nathan W. Pugsley is the Manager of Foxboro Estates, LLC; Foxboro 50's, LLC; and Foxboro Villages, LLC, that executed this instrument.

My commission expires: 01/13/06 
Notary Public



**EXHIBIT A
ANNEXED PROPERTY**

The Annexed Property is as follows:

*01-346+
lots*
Lots One Hundred Eight A (108A) through One Hundred Thirteen A (113A), inclusive, of Foxboro Plat "1A 2nd Amended", recorded in the official records of the Davis County, Utah, Recorder's Office, as Instrument Number 2057765, Book 3743, Page 770, on March 10, 2005.

*01-337+
lots*
Lots Twelve Hundred One (1201) through Twelve Hundred Forty-Six (1246), inclusive, of Foxboro Plat "12", recorded in the official records of the Davis County, Utah, Recorder's Office, as Instrument Number 2047124, Book 3711, Page 523, on January 24, 2005.

*01-348+
lots*
Lots Thirteen Hundred One (1301) through Thirteen Hundred Thirty-Two (1332), inclusive, of **Foxboro Plat "13",** recorded in the official records of the Davis County, Utah, Recorder's Office, as Instrument Number 2058415, Book 3744, Page 487, on March 14, 2005.

*01-347+
lots*
Lots Fourteen Hundred One (1401) through Fourteen Hundred Thirty-Two (1432), inclusive, of **Foxboro Plat "14",** recorded in the official records of the Davis County, Utah, Recorder's Office, as Instrument Number 2058396, Book 3744, Page 355, on March 14, 2005.

*01-350+
lots*
Lots Fifteen Hundred One (1501) through Fifteen Hundred Fifty (1550), inclusive, of Foxboro Plat "15", recorded in the official records of the Davis County, Utah, Recorder's Office, as Instrument Number 2074338, Book 3790, Page 1717, on May 18, 2005.

*01-354+
lots*
Lots Sixteen Hundred One (1601) through Sixteen Hundred Twenty-Nine (1629), inclusive, of Foxboro Plat "16", recorded in the official records of the Davis County, Utah, Recorder's Office, as Instrument Number 2079651, Book 3805, Page 377, on June 9, 2005.

*01-355+
lots*
Lots Seventeen Hundred One (1701) through Seventeen Hundred Thirty-Two (1732), inclusive, of **Foxboro Plat "17",** recorded in the official records of the Davis County, Utah, Recorder's Office, as Instrument Number 2080081, Book 3806, Page 920, on June 10, 2005.