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Book - 9161 Pg - 8358-8369
Gary W. Ott
Recorder, Salt Lake County, UT
US TITLE OF UTAH
BY: eCASH, DEPUTY - EF 12 P.

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7/14/2005 10:33:00 AM \$406.00
Book - 9159 Pg - 953-964
Gary W. Ott
Recorder, Salt Lake County, UT
US TITLE OF UTAH
BY: eCASH, DEPUTY - EF 12 P.~~

JULY 11, 2005

**DECLARATION OF INCLUSION OF PHASE 2 AND 3 OF THE
HAMILTON FARMS DEVELOPMENT AND PHASE 4 MASCARO IN
HAMILTON FARMS DEVELOPMENT WITHIN THE DECLARATION
OF COVENANTS, CONDITIONS, AND RESTRICTIONS FOR
HAMILTON FARMS DEVELOPMENT, SALT LAKE COUNTY, UTAH**

**** THIS DOCUMENT IS BEING RE-RECORDED TO CORRECT THE LEGAL DESCRIPTION ****

This Declaration of Inclusion is made this 11 day of July, 2005, by Fieldstone Homes Utah, L.L.C., a Utah Limited Liability Company formerly known as Fieldstone Partners, L.L.C., ("Fieldstone") also referred to herein as "Declarant".

RECITALS

A. Fieldstone is or was the owner of the following described real property located in Salt Lake County, Utah, and known as Hamilton Farms Development, Phase 2 (the "Phase 2 Property"):

See the attached Exhibit "A"

B. Fieldstone is or was the owner of the following described real property located in Salt Lake County, Utah, and known as Hamilton Farms Development, Phase 3 (the "Phase 3 Property"):

See the attached Exhibit "B"

C. Fieldstone is or was the owner of the following described real property located in Salt Lake County, Utah, and known as Hamilton Farms Development, Phase 4 Mascaro (the "Phase 4 Property"):

See the attached Exhibit "C"

D. The Declarant previously caused to be recorded in the Office of the County Recorder for Salt Lake County on January 23, 2003, at Entry No. 8503874, Book No. 8725 and Page Nos. 3951 - 3996, that certain Declaration of Covenants, Conditions and Restrictions for Hamilton Farms Development Salt Lake County, Utah, with respect to Phase 1 of the Hamilton Farms Development located in Salt Lake County, Utah (the "CC&R's").

E. Pursuant to the terms of the CC&R's, the Declarant is permitted to subject Additional Property which is part of the Hamilton Farms Development, including the Phase 2 Property, Phase 3 Property and Phase 4 Property to the terms of the CC&R's.

F. Fieldstone is now prepared to develop or has developed the additional properties and wishes to subject the Phase 2 Property, Phase 3 Property and Phase 4 Property to the CC&R's by this Declaration of Inclusion. To the extent that any of the additional properties have been developed and transferred to subsequent owners, each of the subsequent owners have been provided with a copy of the CC&R's and have further acknowledged in writing that their respective properties would be subject to the CC&R's.

G. All capitalized terms herein shall have the same meaning as those set forth in the CC&R's unless otherwise stated herein.

DECLARATION

Declarant hereby declares that all of the Lots within the Phase 2 Property, Phase 3 Property and Phase 4 Property shall be held, sold, conveyed, encumbered, leased, used, occupied and approved subject to the protective covenants, conditions, restrictions and equitable servitude set forth in the CC&R's, all of which are created for the mutual benefit of the Owners. It is the intention of the Declarant in imposing these covenants, conditions, and restrictions to protect and enhance the property values and aesthetic values of the Lots by eliminating inconsistent uses or improvements, all for the mutual protection and benefit of the Owners. The covenants, conditions and restrictions set forth in the CC&R's are intended to,

and shall in all cases run with the title of the land, and be binding upon the successors, assigns, heirs, lien holders, and any other person holding any interests in the Lots, and shall inure to the benefit of all other Lots in the subdivision to be located on the each of the Phase 2 Property, Phase 3 Property and/or Phase 4 Property. The covenants, conditions and restrictions set forth in the CC&R's shall be binding upon the Declarant as well as any of its successors in interest and title, and may be enforced by the Declarant or by any Owner.

Notwithstanding the foregoing, no provision of this Declaration shall prevent the Declarant from doing any of the following, which shall be deemed to be among Declarant's reserved rights, in addition to such rights as may be described elsewhere in the CC&R's: (1) installation and completion of the Subdivision Improvements; (2) use of any Lot owned by the Declarant as a model home, or for the placement of temporary construction or sales office; (3) installation of maintenance of signs incidental to sales or construction, which are in compliance with applicable City ordinances; (4) assignment of Declarant's rights under this Declaration in whole or in part, to one or more persons intending to construct homes within the Subdivision; (5) retention of Declarant's rights with respect to subsequent phases of the Subdivision; (6) construction of any improvements, including homes, by Declarant as approved by the City; (7) access over any lot for the installation of improvements; and (8) erection of permanent or temporary signs for use during the selling and marketing of the project.

COVENANTS, CONDITIONS AND RESTRICTIONS

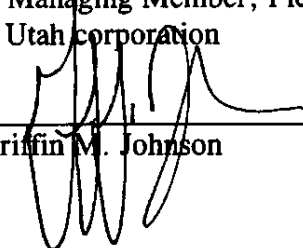
1. **Incorporation of CC&R's.** Declarant hereby incorporates the covenants conditions and restrictions set forth in the CC&R's as if repeated and fully set forth herein.

2. Identification of Property. The Phase 2 Property, Phase 3 Property and Phase 4 Property is identified in the CC&R's as a portion of the "Additional Property" and it is the intent of the Declarant to subject the Phase 2 Property, Phase 3 Property and Phase 4 Property to all of the rights, obligations, covenants, conditions and restrictions set forth in the CC&R's as if the Phase 2 Property, Phase 3 Property and Phase 4 Property were originally subject to the CC&R's at the time of its recording.

Executed on the date stated above.

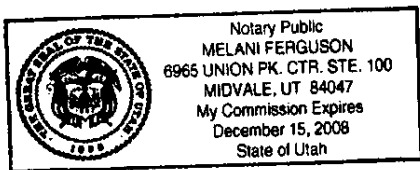
FIELDSTONE HOMES UTAH, L.L.C., A
UTAH LIMITED LIABILITY COMPANY

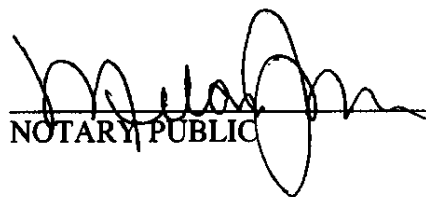
By: Its Managing Member, Fieldstone Homes,
Inc., a Utah corporation

By: 
Griffin M. Johnson

STATE OF UTAH)
 : ss.
COUNTY OF SALT LAKE)

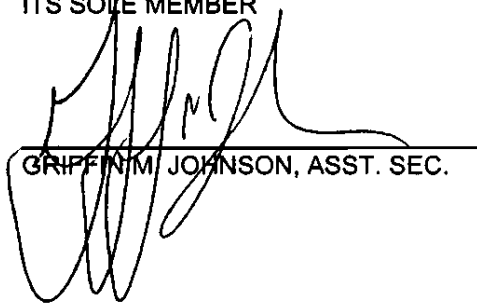
The foregoing instrument was acknowledged before me Griffin Johnson, Manager of Fieldstone Homes, Inc., a Utah corporation and managing member of Fieldstone Homes Utah, L.L.C.




NOTARY PUBLIC

In Witness Whereof, Owner has re-executed the Declaration of Inclusion correcting the error made in the legal description.

FIELDSTONE HOMES UTAH, L.L.C.
BY: FIELDSTONE COMMUNITIES,
INC., A CALIFORNIA CORPORATION,
ITS SOLE MEMBER



GRIFFIN M. JOHNSON, ASST. SEC.

STATE OF UTAH)
) ss.
COUNTY OF SALT LAKE)

On the 18th day of July, 2005, personally appeared before me Griffin M. Johnson, who being by me duly sworn, did say that he is the ASSISTANT. SECRETARY OF FIELDSTONE COMMUNITIES, INC., a California Corporation, the sole member of FIELDSTONE HOMES UTAH, L.L.C. and that the foregoing instrument was signed in behalf of said corporation by authority of a resolution of its Board of Directors, and the said GRIFFIN M. JOHNSON acknowledged to me that said corporation executed the same.



Notary Public

My Commission Expires: 9-18-07
Residing at: Midvale, UT

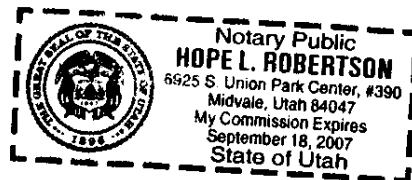


EXHIBIT "A"

Lots 201 thru 204 and 206 thru 351, HAMILTON FARMS PLANNED UNIT DEVELOPMENT PHASE 2, according to the official plat thereof on file and of record in the County Recorder's Office.

201	32-03-276-010
202	32-03-276-008
203	32-03-276-007
204	32-03-276-006
206	32-03-276-005
207	32-03-255-005
208	32-03-255-004
209	32-03-255-002
210	32-03-255-001
211	32-03-256-001
212	32-03-256-007
213	32-03-256-008
214	32-03-256-009
215	32-03-256-010
216	32-03-256-011
217	32-03-256-012
218	32-03-256-013
219	32-03-256-006
220	32-03-256-005
221	32-03-256-004
222	32-03-256-003
223	32-03-256-002
224	32-03-254-005
225	32-03-254-006
226	32-03-254-007
227	32-03-254-008
228	32-03-254-009
229	32-03-254-010
230	32-03-254-011
231	32-03-254-004
232	32-03-254-003
233	32-03-254-002
234	32-03-254-001
235	32-03-253-005
236	32-03-253-006
237	32-03-253-007
238	32-03-253-004
239	32-03-253-003
240	32-03-253-002
241	32-03-253-001
242	32-03-252-004
243	32-03-252-005
244	32-03-252-006
245	32-03-252-003
246	32-03-252-002
247	32-03-252-001
248	32-03-251-001
249	32-03-251-002
250	32-03-251-003
251	32-03-251-004
252	32-03-401-001
253	32-03-401-002
254	32-03-401-003
255	32-03-402-003
256	32-03-402-002
257	32-03-402-001
258	32-03-402-008
259	32-03-402-009
260	32-03-402-010

261 32-03-402-011
262 32-03-403-007
263 32-03-403-001
264 32-03-403-002
265 32-03-403-003
266 32-03-403-004
267 32-03-403-005
268 32-03-403-006
269 32-03-404-001
270 32-03-404-002
271 32-03-404-003
272 32-03-404-004
273 32-03-404-005
274 32-03-404-006
275 32-03-404-007
276 32-03-403-010
277 32-03-403-009
278 32-03-403-008
279 32-03-404-013
280 32-03-404-012
281 32-03-404-011
282 32-03-404-010
283 32-03-404-009
284 32-03-404-008
285 32-03-401-050
286 32-03-401-051
287 32-03-401-052
288 32-03-401-053
289 32-03-401-054
290 32-03-401-055
291 32-03-401-056
292 32-03-401-057
293 32-03-401-048
294 32-03-401-040
295 32-03-401-039
296 32-03-401-038
297 32-03-401-037
298 32-03-401-036
299 32-03-401-035
300 32-03-401-034
301 32-03-401-033
302 32-03-401-032
303 32-03-401-021
304 32-03-401-022
305 32-03-401-023
306 32-03-401-024
307 32-03-401-025
308 32-03-401-026
309 32-03-401-027
310 32-03-401-028
311 32-03-401-029
312 32-03-401-030
313 32-03-401-019
314 32-03-401-018
315 32-03-401-017
316 32-03-401-016
317 32-03-401-015
318 32-03-401-014
319 32-03-401-013
320 32-03-401-012
321 32-03-401-011
322 32-03-401-010
323 32-03-401-009

324	32-03-401-008
325	32-03-401-007
326	32-03-401-006
327	32-03-401-005
328	32-03-401-004
329	32-03-402-004
330	32-03-402-005
331	32-03-402-006
332	32-03-402-007
333	32-03-402-019
334	32-03-402-020
335	32-03-402-021
336	32-03-402-022
337	32-03-402-018
338	32-03-402-017
339	32-03-402-016
340	32-03-402-015
341	32-03-402-012
342	32-03-402-013
343	32-03-402-014
344	32-03-401-049
345	32-03-401-041
346	32-03-401-042
347	32-03-401-043
348	32-03-401-044
349	32-03-401-045
350	32-03-401-046
351	32-03-401-047

Exhibit B

LOTS 401 thru 501, HAMILTON FARMS P.U.D. PHASE 3, according to the official plat thereof, on file and of record in the County Recorder's Office.

401	32-03-255-014
402	32-03-255-013
403	32-03-255-012
404	32-03-255-011
405	32-03-255-010
406	32-03-255-006
407	32-03-254-012
408	32-03-254-013
409	32-03-254-014
410	32-03-254-015
411	32-03-254-016
412	32-03-254-017
413	32-03-254-024
414	32-03-254-023
415	32-03-254-022
416	32-03-254-021
417	32-03-254-020
418	32-03-254-019
419	32-03-254-018
420	32-03-253-012
421	32-03-253-011
422	32-03-253-010
423	32-03-253-009
424	32-03-253-008
425	32-03-253-013
426	32-03-253-014
427	32-03-253-015
428	32-03-253-016
429	32-03-251-012
430	32-03-251-011
431	32-03-251-010
432	32-03-251-009

433 32-03-251-008
 434 32-03-251-007
 435 32-03-251-006
 436 32-03-251-005
 437 32-03-257-008
 438 32-03-257-009
 439 32-03-257-010
 440 32-03-257-011
 441 32-03-257-012
 442 32-03-257-007
 443 32-03-257-006
 444 32-03-257-005
 445 32-03-257-004
 446 32-03-257-003
 447 32-03-257-002
 448 32-03-257-001
 449 32-03-201-008
 450 32-03-201-009
 451 32-03-201-010
 452 32-03-201-011
 453 32-03-201-012
 454 32-03-201-013
 455 32-03-258-001
 474 32-03-202-002
 475 32-03-201-004
 476 32-03-201-003
 477 32-03-201-002
 478 32-03-201-001
 479 32-03-201-005
 480 32-03-201-006
 481 32-03-201-007
 482 32-03-201-014
 483 32-03-201-015
 484 32-03-201-016
 485 32-03-201-017
 486 32-03-201-018
 487 32-03-201-019
 488 32-03-203-008
 489 32-03-203-007
 490 32-03-203-006
 491 32-03-203-005
 492 32-03-203-004
 493 32-03-203-003
 494 32-03-203-002
 495 32-03-203-001
 496 32-03-203-013
 497 32-03-203-012
 498 32-03-203-011
 499 32-03-203-010
 500 32-03-202-004
 501 32-03-202-005

EXHIBIT C

Lots 123 thru 126 and 134 thru 135 and 143 thru 146 and 155 thru 156 and 164 thru 192, HAMILTON FARMS PHASE 4A, A Planned Unit Development, according to the official plat thereof on file and of record in the County Recorder's Office.

123 32-03-177-001
 124 32-03-177-002
 125 32-03-177-003
 126 32-03-176-002
 134 32-03-176-001
 135 32-03-177-004
 143 32-03-376-002
 144 32-03-376-003

145	32-03-376-004
146	32-03-376-007
155	32-03-377-004
156	32-03-377-008
164	32-03-378-001
165	32-03-378-002
166	32-03-378-003
167	32-03-378-004
168	32-03-378-005
169	32-03-378-006
170	32-03-378-007
170	32-03-378-007
171	32-03-378-014
172	32-03-378-013
173	32-03-378-012
174	32-03-378-011
175	32-03-378-010
176	32-03-378-009
177	32-03-378-008
178	32-03-379-001
179	32-03-379-002
180	32-03-379-003
181	32-03-379-004
182	32-03-379-019
183	32-03-379-018
184	32-03-379-017
185	32-03-379-016
186	32-03-379-015
187	32-03-379-014
188	32-03-379-013
188	32-03-379-013
189	32-03-379-012
190	32-03-379-011
191	32-03-379-010
192	32-03-379-009

~~PERMIT~~

Lots 142, 147 thru 154, 157 thru 163, 193 and 219, HAMILTON FARMS PHASE 4B, A Planned Unit Development, according to the official plat thereof on file and of record in the County Recorder's Office.

142	32-03-376-001
147	32-03-376-006
148	32-03-376-005
149	32-03-352-005
150	32-03-352-006
151	32-03-352-007
152	32-03-377-001
153	32-03-377-002
154	32-03-377-003
157	32-03-377-007
158	32-03-377-006
159	32-03-377-005
160	32-03-352-004
161	32-03-352-003
162	32-03-352-002
163	32-03-352-001
193	32-03-379-008
194	32-03-379-007
195	32-03-379-006
196	32-03-379-005
197	32-03-351-023
198	32-03-351-022
199	32-03-351-021

200 32-03-351-020
201 32-03-351-019
202 32-03-351-018
203 32-03-351-017
204 32-03-351-016
205 32-03-351-015
206 32-03-351-009
207 32-03-351-010
208 32-03-351-011
209 32-03-351-012
210 32-03-351-013
211 32-03-351-014
212 32-03-351-008
213 32-03-351-007
214 32-03-351-006
215 32-03-351-005
216 32-03-351-004
217 32-03-351-003
218 32-03-351-002
219 32-03-351-001

Lots 100 thru 122 and 127 thru 134 , HAMILTON FARMS PHASE 4C, a Planned Unit Development, according to the official plat thereof on file and of record in the salt Lake County Recorder's Office.

100 32-03-178-018
101 32-03-178-017
102 32-03-178-016
103 32-03-178-015
104 32-03-178-014
105 32-03-178-013
106 32-03-178-012
107 32-03-178-011
108 32-03-178-010
109 32-03-178-001
110 32-03-178-002
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117 32-03-178-006
118 32-03-177-005
118 32-03-177-005
119 32-03-177-006
120 32-03-177-007
121 32-03-177-008
122 32-03-177-009
127 32-03-176-010
128 32-03-176-009
129 32-03-176-008
130 32-03-176-007
131 32-03-176-006
132 32-03-176-005
133 32-03-176-004
134 32-03-176-003