

Return Recorded Copy to:
Hamlet Homes Corp.
470 East 3900 South, Suite 200
Salt Lake City, UT 84107

NEWCASTLE GREENE TOWNHOMES PUD HOME OWNER'S ASSOCIATION, INC.

FIRST AMENDMENT TO DECLARATION OF
COVENANTS, CONDITIONS AND RESTRICTIONS

THIS FIRST AMENDMENT TO DECLARATION OF COVENANTS, CONDITIONS AND RESTRICTIONS ("First Amendment"), is made this 7th day of April 1998, by Newcastle Greene, L.L.C., a Utah limited liability company ("Declarant").

E 1397540 B 2276 P 116
JAMES ASHAUER, DAVIS CNTY RECORDER
1998 APR 16 10:06 AM FEE 99.00 DEP MEC
REC'D FOR FIRST AMERICAN TITLE CO OF UTA

W I T N E S S E T H:

WHEREAS, Declarant made, executed and caused to be recorded that certain Amended and Restated Declaration of Covenants, Conditions and Restrictions dated July 11, 1997, which was recorded among the Salt Lake County Recorder's Office in Book 2153, page 1023 et seq., on July 18, 1997 (the "Original Declaration"), pursuant to which Declarant subjected all that property described in the Declaration (the "Property") and Declarant formed an association known as, "Newcastle Greene Townhomes PUD Home Owner's Association, Inc." ("Association"); and

WHEREAS, pursuant to Article 3.2 of the Original Declaration, Declarant reserved the right to add to the Property additional land within that area described in Exhibit "B" attached to the Original Declaration; and

WHEREAS, Declarant is the owner of that certain property described in Exhibit "A" attached hereto and incorporated herein, and that property is within the area described in Exhibit "B" attached to the Original Declaration, and Declarant wishes to add that property described in Exhibit "A" attached hereto to the Property subjected to the Declaration.

NOW, THEREFORE, the Declarant hereby declares that the Declaration shall be amended as follows:

1. All that property described in Exhibit "A" attached hereto is annexed to the Property subject to the Declaration, and shall be held, sold and conveyed subject to the easements, declarations, covenants and conditions set forth in the Declaration, which are for the purpose of protecting the value and desirability, and enhancing the attractiveness of the Property, and which shall run with the Property and shall be binding upon all parties having any right, title or interest in the Property or any part thereof, their heirs, personal representatives, successors and assigns, and shall inure to the benefit of each owner of the Property or any part thereof and their respective heirs, personal representatives, successors and assigns, and the Association.

2. The Common Area to be owned by the Association at the time of the conveyance of the first lot contained within the Property described in

New Castle Greene Townhomes PUD Phase 1
Lots 12 to 36 incl 12-285-0012 to 0036
New Castle Greene Townhomes PUD Phase 2
Lots 201 to 245 - Common Area 12-314-0201 to 0246

DAVIS

Exhibit "A" attached hereto, is more particularly described in Exhibit "B" attached hereto and made a part hereof. References to streets and other Common Areas described in Exhibit "B" are for reference only, and the streets and Common Areas are intended for use by the Owners for access, ingress, egress, recreation and other related activities. The designated areas are not dedicated hereby for use by the general public, but are dedicated for the common use and enjoyment of the Owners as more fully set forth in the Declaration herein.

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3. In all other respects, the Original Declaration remains unchanged.

WITNESS the hand and seal of Newcastle Greene, L.L.C., on the day herein above first written.

WITNESS/ATTEST:

NEWCASTLE GREENE, L.L.C.
By: HAMLET HOMES CORPORATION,
its Managing Member

[Handwritten signature]

By: *[Handwritten signature]* (SEAL)
John Aldous, President

STATE OF UTAH, CITY/COUNTY OF Salt Lake TO WIT:

I HEREBY CERTIFY that on this 7 day of April, 1998 before, me, the subscriber, a Notary Public of the State of Utah, personally appeared John Aldous, known to me or suitably proven, who acknowledged himself to be President of Hamlet Homes Corporation, Managing Member of Newcastle Greene, L.L.C., the entity named in the foregoing instrument, and who, being authorized to do so, in my presence, signed and sealed the same and acknowledged the same to be the act and deed of such entity.

AS WITNESS my hand and seal.

[Handwritten signature]
Notary Public

My Commission Expires: 8/3/01

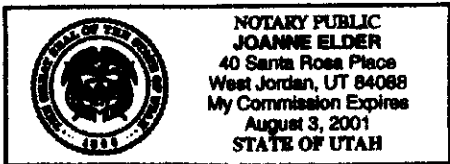


EXHIBIT A

**DESCRIPTION OF LOTS
TO BE SUBMITTED TO THE HOMEOWNERS ASSOCIATION**

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The following 70 Lots are subjected to this First Amended Declaration:

Being known and designated as Lots 12 through and including 36, all as shown on the Plat entitled, "Newcastle Greene Townhomes PUD, Phase 1", which Plat is recorded among the Recorder's Office of Davis County, in Plat Book 2143, No. 1157; and Lots 201 through and including 245 (formerly known as Lots 55 through 99, respectively), all as shown on the Plat entitled, "Newcastle Greene Townhomes PUD, Phase 2", which Plat is intended to be recorded among the Recorder's Office of Davis County.

EXHIBIT B

**DESCRIPTION OF COMMON AREA
TO BE SUBMITTED TO THE HOMEOWNERS ASSOCIATION**

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All that area shown as “Common Area”, “Open Space” or similar designation, on the Plat entitled, “Newcastle Treen Townhomes PUD, Phase 1”, which Plat is recorded among the Recorder’s Office of Davis County, in Plat Book 2143, No. 1157; and on the Plat entitled, “Newcastle Greene Townhomes PUD, Phase 2”, which Plat is intended to be recorded among the Recorder’s Office of Davis County.

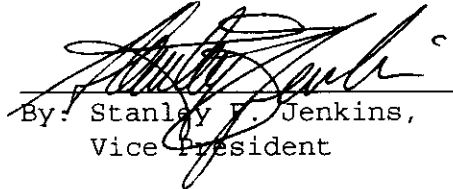
JOINDER AND CONSENT OF LENDER AND TRUSTEE

E 1397540 B 2276 P 120

FIRST SECURITY BANK OF UTAH, N.A., as holder of that certain Promissory Note, as amended from time to time (the "Note"), and FIRST AMERICAN TITLE COMPANY, Trustee under that certain Deed of Trust from NEWCASTLE GREENE, L.L.C., recorded among the ~~Salt Lake~~ ^{Davis} County Recorder's Office (the "Deed of Trust"), executes this Joinder and Consent of Lender and Trustee for the sole purpose of expressing consent to the First Amendment to Declaration of Covenants, Conditions and Restrictions for Newcastle Greene Townhomes PUD Home Owner's Association, Inc. (the "First Amendment"), to which this Joinder is attached and made a part of, and of binding and subjecting their interest in the Property (as defined in the Deed of Trust) to the terms and conditions of the First Amendment.

WITNESS OR ATTEST:

FIRST SECURITY BANK OF UTAH, N.A.

 (SEAL)
By: Stanley F. Jenkins,
Vice President

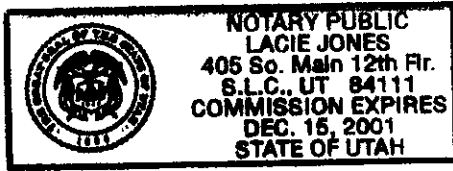
TRUSTEE:
FIRST AMERICAN TITLE COMPANY OF
UTAH

 (SEAL)
By: Blake Heiner, Vice President

STATE OF UTAH
COUNTY OF SALT LAKE

I HEREBY CERTIFY, that on this 7th day of April, 1998, before me, the subscriber, a Notary Public in and for the State of Utah and Salt Lake County, personally appeared Stanley F. Jenkins, known to me or satisfactorily proven to be the person whose name is subscribed to the foregoing instrument, who acknowledged himself to be the Vice President of FIRST SECURITY BANK OF UTAH, N.A., a national banking organization, that he has been duly authorized to execute, and has executed, the foregoing instrument on behalf of the said entity for the purposes therein set forth, and that the same is its act and deed.

IN WITNESS WHEREOF, I have set my hand and Notarial Seal, the day and year first above written.

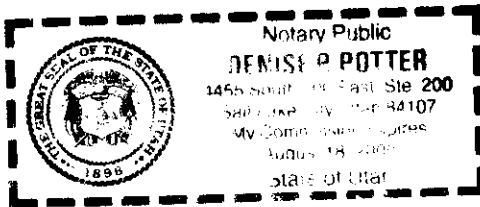


E 1397540 B 2276 P 121
Lacie Jones
Notary Public
My commission expires: 12-15-2001

STATE OF UTAH
COUNTY OF SALT LAKE

I HEREBY CERTIFY, that on this 7th day of April, 1999, before me, the subscriber, a Notary Public in and for the State of Utah and Salt Lake County, personally appeared Blake Heiner, duly sworn, Vice President of FIRST AMERICAN TITLE COMPANY OF UTAH, a Utah corporation, Trustee, and that the within and foregoing instrument was signed on behalf of the said corporation by authority of a resolution of its Board of Directors, for the purposes set forth therein, and that the same is its act and deed.

IN WITNESS WHEREOF, I have set my hand and Notarial Seal, the day and year first above written.



Denise P. Potter
Notary Public
My commission expires: 8-18-00