

When Recorded Mail To:

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 Book - 9039 Pg - 4670-4679
 GARY W. OTT
 RECORDER, SALT LAKE COUNTY, UTAH
 D R HORTON
 11075 S STATE ST STE 30
 SANDY UT 84070
 BY: SEM, DEPUTY - WI 10 P.

**AMENDMENT NO. 1 TO
 THE DECLARATION OF COVENANTS, CONDITIONS, RESTRICTIONS AND
 EASEMENTS OF STONEGATE TOWNHOMES**

THIS AMENDMENT NO.1 TO THE DECLARATION OF COVENANTS, CONDITIONS, RESTRICTIONS AND EASEMENTS OF STONEGATE TOWNHOMES (this "Amendment No. 1") is made and executed this 13TH day of September, 2004 by D. R. HORTON, INC., a Delaware corporation (hereinafter referred to as "Declarant").

RECITALS

A. On April 6, 2004, Declarant caused to be recorded in the Office of the Recorder of Salt Lake County, Utah the Amended Plat for Stonegate Townhomes, as Entry No. 9025207 in Book 2004P at Page 81.

B. In connection with the development of Stonegate Townhomes, Declarant executed that certain Declaration of Covenants, Conditions, Restrictions and Easements of Stonegate Townhomes dated April 5, 2004 (the "Initial Declaration"). The Initial Declaration was recorded in the Office of the Recorder of Salt Lake County, Utah on April 6, 2004 as Entry No. 9025208 in Book 8969 at Pages 2825-2886. The Initial Declaration pertains to and affects the Phase 1 portion of the Property described on Exhibit "A" attached to the Initial Declaration and also described on Exhibit "A" attached to this Amendment No. 1.

C. In Section 7 of the Initial Declaration, Declarant reserved the option to expand the Project (the "Option to Expand"). The real property subject to the Option to Expand is described in Section 7.1.1 of the Initial Declaration. Such real property is described and referred to in the Initial Declaration as the "Additional Land." Declarant now desires to expand the Project to include the Additional Land referred to in Section 7.1.1 of the Initial Declaration, the legal description of which is set forth as the Phase 2 portion of the Property on Exhibit "A" attached to this Amendment No. 1.

D. Simultaneously with the recording of this Amendment. No. 1 in the Office of the Recorder of Salt Lake County, Utah, Declarant shall record the Stonegate Townhomes Phase 2 Plat.

NOW THEREFORE, Declarant hereby declares and provides as follows:

1. Initial Declaration Incorporated by Reference. The Initial Declaration, in its entirety is hereby incorporated by reference and made a part of this Amendment. No. 1 as though it were set forth herein in its entirety. The Initial Declaration, as supplemented and amended by this Amendment. No. 1, shall herein collectively be referred to as "this Declaration."

2. Definitions. All the terms which are defined in Section 2 of the Initial Declaration and in other sections of the Initial Declaration shall continue to have the same meaning when used in this Declaration, except with respect to the following terms, which are hereby amended and restated to have the following meanings:

(a) 2.16 "Declaration" shall mean the Initial Declaration, as supplemented and amended by this Amendment No. 1, and all amendments, modifications and supplements hereto.

(b) 2.33 "Plat" shall mean the Stonegate Townhomes Amended Plat recorded in the Office of the Recorder of Salt Lake County, Utah on April 6, 2004 as Entry No. 9025207 in Book 2004P at page 81, which Stonegate Townhomes Amended Plat constitutes a vacation and replat of the Stonegate Townhomes Plat that was recorded in the Office of the Recorder of Salt Lake County, Utah on July 31, 2003 as Entry No. 8753639 in Book 2003P at Page 218, and also the Stonegate Townhomes Phase 2 Plat recorded in the Office of the Recorder of Salt Lake County, Utah. A reduced copy of the Plat is attached hereto as Exhibit "C."

(c) 2.30 "Property" shall mean that certain real property situated in the County of Salt Lake, State of Utah, more particularly described in Exhibit "A" attached hereto and incorporated herein by this Reference, on which the Lots and other improvements are located.

3. Amendment of Section 3. Section 3 of the Initial Declaration is hereby amended and restated in its entirety to read as follows:

3. DESCRIPTION OF THE PROPERTY AND THE IMPROVEMENTS

3.1 The Property on which the Lots, Dwellings, Buildings and Common Areas are located is situated in Salt Lake County, Utah and is more particularly described on Exhibit "A" attached to Amendment No. 1 and incorporated herein by this reference.

3.2 The Project shall consist of eighty-seven (87) Lots on which shall be constructed fifteen (15) Buildings containing eighty-seven (87) Dwellings. The Buildings shall be principally constructed of: concrete footings and foundations; steel and concrete frame below ground; wood frame above ground; cultured stone and stucco exteriors; sheetrock interiors; asphalt shingle roofs; and such other materials as allowed by current building codes. The Buildings shall be supplied with telephone, cable television, electricity, natural gas, water and sewer service.

The Project also includes Common Areas described herein, which Common Areas shall include an outdoor play area for children, the landscaped areas and parking areas in the locations identified on the Plat.

4. Amendment of Section 20. Section 20 of the Initial Declaration is hereby amended by adding at the end of Section 20 a new Section 20.5 that reads in its entirety as follows:

20.5 All Common Assessments assessed by the Association to an Owner shall be payable in the full amount as specified by the Association to the Owner, and no offsets by any Owner against the specified Common Assessments and other amounts payable to the Association by such Owner shall be permitted for any reason, including without limitation (a) a delay in the delivery of or connection to any of the services covered by the Common Assessments or any interruption from time to time in the delivery of any such services; (b) a claim by an Owner that the Association, the Management Committee or Declarant is not properly exercising its duties and powers as provided in this Declaration; (c) a claim made by an Owner that the Common Assessments payable with respect to any period of time exceed the Common Expenses; or (d) a claim by an Owner that such Owner has made or elects to make no use of the Common Areas, the Areas of Common Responsibility or any of the services covered by the Common Assessments. No Owner shall be exempt from liability for Common Assessments by reason of such Owner's waiver of the use or enjoyment of any portion of the Project or any services covered by the Common Assessments or by reason of such Owner's abandonment of such Owner's Lot.

5. General Declaration. Declarant hereby declares that the Property, as described on Exhibit "A" to this Amendment No. 1, is and shall be held, conveyed, hypothecated, encumbered, leased, occupied, built upon and otherwise used, improved or transferred, in whole or in part, subject to this Declaration, as amended or modified from time to time. This Declaration, as amended or modified from time to time, is declared and agreed to be in furtherance of a general plan for the subdivision, development, improvement and sale of the Property and is established for the purpose of enhancing the value, desirability and attractiveness of the Project and every part thereof. This Declaration, as amended and modified from time to time, shall run with the Property and shall be binding upon and inure to the benefit of Declarant, the Association, all Owners and their successors in interest.

6. Except as expressly provided in this Amendment. No. 1, all other terms and conditions of the Initial Declaration are unmodified and remain in full force and effect.

**EXHIBIT A
TO
AMENDMENT NO. 1 TO THE
DECLARATION OF COVENANTS, CONDITIONS, RESTRICTIONS AND
EASEMENTS OF STONEGATE TOWNHOMES**

Legal Description of the Property

That certain real property located in Salt lake County, State of Utah, more particularly described as follows:

STONEGATE TOWNHOMES AMENDED PHASE 1

BEGINNING AT A POINT WHICH IS NORTH 0°02'16" WEST, 858.00 FEET ALONG THE SECTION LINE AND SOUTH 89°57'44" WEST, 40.00 FEET FROM THE EAST QUARTER CORNER OF SECTION 3, TOWNSHIP 3 SOUTH, RANGE 1 WEST, SALT LAKE BASE AND MERIDIAN; AND RUNNING THENCE SOUTH 89°57'44" WEST, 428.60 FEET; THENCE SOUTH 0°02'16" EAST, 133.33 FEET; THENCE SOUTH 89°53'19" WEST, 215.62 FEET; THENCE SOUTH 89°53'19" WEST, 640.02 FEET; THENCE NORTH 0°02'16" WEST, 265.37 FEET TO THE SOUTHERLY LINE OF TWIN OAKS II SUBDIVISION PHASES 1 AND 2; THENCE ALONG SAID SOUTHERLY LINE NORTH 89°53'05" EAST, 1086.66 FEET; THENCE SOUTH, 82.41 FEET; THENCE NORTH 89°57'44" EAST, 182.64 FEET; THENCE 23.56 FEET ALONG THE ARC OF A 15.00 FOOT RADIUS CURVE TO THE LEFT (CHORD BEARS NORTH 44°57'44" EAST, 21.21 FEET) TO THE SECTION LINE; THENCE SOUTH 0°02'16" EAST, 65.00 FEET ALONG THE SECTION LINE TO THE POINT OF BEGINNING.

CONTAINS: 6.1426 ACRES

And also

THE ADDITIONAL LAND ADDED TO THE PROJECT AS
STONEGATE TOWNHOMES PHASE 2

BEGINNING AT A POINT ON THE SOUTH LINE OF TWIN OAKS II SUBDIVISION PHASES I AND II, RECORDED IN THE SALT LAKE COUNTY RECORDER'S OFFICE UNDER ENTRY NO. 3510947 IN BOOK 80-12, PAGE 193, SAID POINT BEING MORE PARTICULARLY DESCRIBED AS BEING NORTH 0°02'16" WEST, 990.73 FEET AND SOUTH 89°53'05" WEST, 40.00 FEET FROM THE EAST QUARTER CORNER OF SECTION 3, TOWNSHIP 3 SOUTH, RANGE 1 WEST, SALT LAKE BASE AND MERIDIAN; AND RUNNING THENCE SOUTH 0°02'16" EAST, 67.68 FEET TO A POINT ON THE BOUNDARY OF STONEGATE TOWNHOMES AMENDED; THENCE ALONG SAID BOUNDARY THE FOLLOWING THREE COURSES: 23.56 FEET ALONG THE ARC OF A 15.00 FOOT

RADIUS CURVE TO THE RIGHT (CHORD BEARS SOUTH 44°57'44" WEST, 21.21 FEET); THENCE SOUTH 89°57'44" WEST, 182.64 FEET; THENCE NORTH 82.41 FEET TO THE SOUTH LINE OF SAID TWIN OAKS II SUBDIVISION PHASES I AND II; THENCE NORTH 89°53'05" EAST, 197.59 FEET ALONG SAID SUBDIVISION TO THE POINT OF BEGINNING.

CONTAINS 0.3734 ACRES.

**EXHIBIT B
TO
AMENDMENT NO. 1 TO THE
DECLARATION OF COVENANTS, CONDITIONS, RESTRICTIONS AND
EASEMENTS OF STONEGATE TOWNHOMES**

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**EXHIBIT C
TO
AMENDMENT NO. 1 TO THE
DECLARATION OF COVENANTS CONDITIONS, RESTRICTIONS AND
EASEMENTS OF STONEGATE TOWNHOMES**

(Reduced Copy of Plat)

THE REDUCED COPIES OF THE SUBDIVISION PLAT FOR STONEGATE TOWNHOMES AMENDED AND THE SUBDIVISION PLAT FOR STONEGATE TOWNHOMES PHASE 2 ATTACHED AS EXHIBIT C ARE INCLUDED HEREIN ONLY FOR THE CONVENIENCE OF THE READER OF THIS DECLARATION. ALL REFERENCES TO THE "PLAT" CONTAINED IN THE DECLARATION ARE REFERENCES TO THE FULL SIZED SUBDIVISION PLATS RECORDED IN THE OFFICE OF THE RECORDER OF SALT LAKE COUNTY, UTAH, AND NOT TO THESE REDUCED COPIES.

