

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

RETURNED
AUG 13 2004

E 2010212 B 3602 P 1009
RICHARD T. MAUGHAN, DAVIS CNTY RECORDER
2004 AUG 13 3:06 PM FEE 233.00 DEP MEC
REC'D FOR 'U.S. TITLE'

DECLARATION OF EXPANSION #1
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, and re-recorded on May 13, 2004 as Instrument No. 1986340 in Book 3539, Page 768 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.]

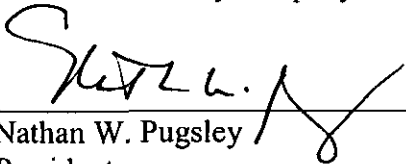
IN WITNESS WHEREOF, Declarant has executed this Annexation Amendment #1 as of this

12 day of Aug., 2004.

DECLARANT:

PORTOLA DEVELOPMENT UTAH, LC.

a Utah limited liability company

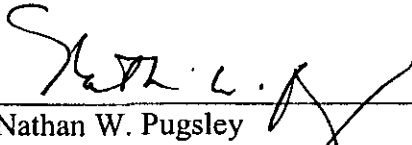
By: 
Nathan W. Pugsley

Its: President

FOXBORO ESTATES, LLC; FOXBORO 50's, LLC;

FOXBORO VILLIAGES, LLC,

All Utah limited liability companies

By: 
Nathan W. Pugsley

Their: Manager

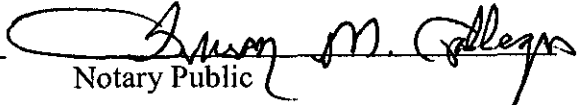
**ACCOMMODATION
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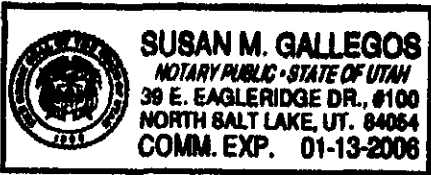
STATE OF UTAH

County of Davis.

On the 12 day of Aug., 2004, 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

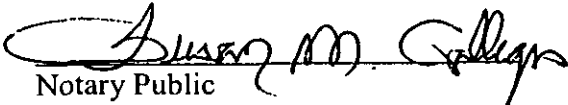


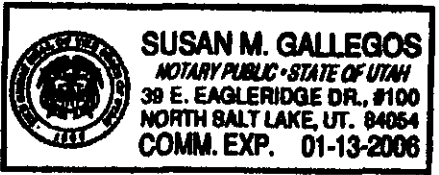
STATE OF UTAH

County of Davis.

On the 12 day of Aug., 2004, 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



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**EXHIBIT A
ANNEXED PROPERTY**

The Annexed Property is as follows:

Lots Six Hundred One (601) through Six Hundred Forty Two (642), inclusive, of Foxboro Plat "6", recorded in the official records of the Davis County, Utah, Recorder's Office, as Instrument Number 1974861, Book 3509, Page 710, on April 1, 2004.
Tax I.D. Numbers – 01-319-0601 through 01-319-0642 inclusive

Lots Eight Hundred One (801) through Eight Hundred Fifty (850), inclusive, of Foxboro Plat "8", recorded in the official records of the Davis County, Utah, Recorder's Office, as Instrument Number 1979308, Book 3520, Page 1254, on April 16, 2004.
Tax I.D. Numbers – 01-320-0801 through 01-320-0850 inclusive

Lots Nine Hundred One (901) through Nine Hundred Thirty-two (932), inclusive, of Foxboro Plat "9", recorded in the official records of the Davis County, Utah, Recorder's Office, as Instrument Number 1981146, Book 3525, Page 642, on April 23, 2004.
Tax I.D. Numbers – 01-322-0901 through 01-322-0932 inclusive

Lots Ten Hundred One (1001) through Ten Hundred Sixty (1060), inclusive, of Foxboro Plat "10", recorded in the official records of the Davis County, Utah, Recorder's Office, as Instrument Number 2005437, Book 3589, Page 326, on July 27, 2004.
Tax I.D. Numbers – 01-330-1001 through 01-330-1060 inclusive

Lots Eleven Hundred One (1101) through Eleven Hundred Thirty-Two (1132), inclusive, of Foxboro Plat "11", recorded in the official records of the Davis County, Utah, Recorder's Office, as Instrument Number 2005438, Book 3589, Page 327, on July 27, 2004.
Tax I.D. Numbers – 01-331-1101 through 01-331-1132 inclusive

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