

After Recording Return To:

McArthur Homes, Inc.
9962 South Redwood Road
South Jordan, Utah 84095

**AMENDMENT TO THE DECLARATION
OF
COVENANTS, CONDITIONS & RESTRICTIONS
FOR
LONE TREE "D" AT CIRCLE 5 RANCH**

This Amendment to the Declaration of Covenants, Conditions and Restrictions for Lone Tree "D" at Circle 5 Ranch ("Declaration") is made on the date indicated below by McArthur Homes-07, LC, a Utah limited liability corporation (hereinafter "Declarant").

RECITALS

A. Certain real property in Utah County, Utah, known as Lone Tree "D" at Circle 5 Ranch was subjected to certain covenants, conditions, and restrictions pursuant to a "Declaration of Covenants, Conditions and Restrictions for Lone Tree "D" at Circle 5 Ranch," recorded on April 12, 2007, as Document Entry No. 53648:2007, records of Utah County, Utah;

B. This Amendment shall be binding against the property described in the Declaration and any annexation or supplement thereto;

C. This Amendment is intended to allow for siding on part of the homes within the Lone Tree "D" at Circle 5 Ranch property.

D. Pursuant to Article XIII, Section 13.03B of the Declaration, notice and hearing was given and held and Declarant did not receive written objections to the Amendment from the Owners of 75% or more of said Lots within 25 days after said hearing, and this Amendment is therefore effective upon recording in the records of the Utah County Recorder.

NOW, THEREFORE, the Declarant hereby amends Article III, Sections 3.03, 3.05, 3.06 of the Declaration to read as follows:

SECTION 3.03 Architecture - Elevation Articulation Ratio (EAR). The Elevation Articulation Ratio is intended to establish a measure of acceptable architectural material and massing for an elevation. This ratio shall be established for all elevations of a dwelling as well as averaged in order to meet the minimum requirements. For lots 407 - 455 the EAR shall meet the criteria of Design Guidelines as recorded by the County Recorder in Utah County, Utah for

“First Time Move-up Neighborhood,” found on page 38, paragraph 6.4.2.3.1 of the Design Guidelines, (except that the exterior elevations shall consist of stucco or siding with brick/rock accents totaling approximately 15% of the front exterior surface area of the home). All homes will be subject to the architectural requirements found in Exhibit C.

SECTION 3.05 Floor Space. For lots 407 - 455 the minimum size of each single story, bi-level or tri-level dwelling unit shall meet the criteria of Design Guidelines as recorded by the County Recorder in Utah County, Utah for “First Time Move-up Neighborhood” as found on page 38, paragraph 6.4.2.3.1.A of the Design Guidelines.

SECTION 3.06 Exterior Materials. All exterior surfaces of any building shall be of materials and of colors approved by the Design Review Committee and as specified in Article 1.15 of this Declaration, in accordance with Section VI: Architecture Guidelines found on pages 29-41 of the Design Guidelines and in accordance with Section 3.03 above. Colors of exterior materials shall be in accordance with the Design Review Committee’s approved color palette. White and off-white colors are prohibited, including (but not limited to) trim, shutters, railing, porch columns, doors, and garage doors.

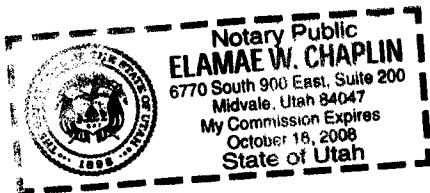
IN WITNESS WHEREOF, McArthur Homes-07, LC, has executed this Amendment to the Declaration as of the 8 day of OCTOBER, 2008, in accordance with Article XIII, Section 13.03 of the Declaration.

MCARTHUR HOMES-07, LC
By: McArthur Homes, Inc.
Its: Manager

DM
By: David McArthur
Its: Co-President

STATE OF UTAH)
 :SS
County of Salt Lake)

The foregoing instrument was acknowledged before me this 8 day of October, 2008 by David McArthur, who duly acknowledged to me that said instrument was signed and sealed as their voluntary act and deed.



Elamae W. Chaplin
Notary Public for Utah

Exhibit A

Legal Description

EXHIBIT A**LONE TREE "D" AT CIRCLE 5 RANCH
PROPERTY DESCRIPTION**

Beginning at a point that is South 02°27'43" West 1873.17 feet along Section line and West 441.63 feet from the Northeast Corner of Section 25, Township 5 South, Range 2 West, Salt Lake Base and Meridian; thence South 40°26'00" West 36.57 feet; thence South 13°26'50" West 78.30 feet; thence South 62°23'40" West 148.13 feet to the point of a curve of a non tangent curve to the left, of which the radius point lies South 62°23'40" West, a radial distance of 79.00 feet; thence Northwesterly along the arc through a central angle of 28°55'01", a distance of 39.87 feet (chord bears North 42°03'51" West 39.45 feet) to a point of reverse curve to the right having a radius of 11.00 feet and a central angle of 60°00'00"; thence Northwesterly along the arc 11.52 feet (chord bears North 26°31'22" West 11.00 feet); thence North 86°31'22" West 68.00 feet to the point of curve of a non tangent curve to the right, of which the radius point lies North 86°31'22" West, a radial distance of 11.00 feet; thence Southwesterly along the arc, through a central angle of 60°00'00", a distance of 11.52 feet (chord bears South 33°28'38" West 11.00 feet) to a point of reverse curve to the left having a radius of 79.00 feet and a central angle of 12°55'39"; thence Southwesterly along the arc 17.82 feet (chord bears South 57°00'49" West 17.79 feet) to a point of reverse curve to the right having a radius of 11.00 feet and a central angle of 56°57'17"; thence Westerly along the arc 10.93 feet (chord bears South 79°01'37" West 10.49 feet) to a point of reverse curve to the left having a radius of 734.00 feet and a central angle of 05°57'37"; thence Westerly along the arc 76.36 feet (chord bears North 75°28'33" West 76.32 feet); thence North 11°32'39" East 74.63 feet to the point of curve of a non tangent curve to the left, of which the radius point lies South 88°30'59" West, a radial distance of 373.00 feet; thence Northerly along the arc; through a central angle of 19°13'47" a distance of 125.19 feet (chord bears North 11°05'55" West 124.60 feet) to a point of reverse curve to the right having a radius of 627.00 feet and a central angle of 19°00'31"; thence Northerly along the arc 208.02 feet (chord bears North 11°12'33" West 207.06 feet); thence North 88°21'02" West 414.07 feet; thence South 01°38'58" West 20.00 feet; thence North 88°21'02" West, as distance of 145.00; thence North 01°38'58" East, a distance of 550.00 feet; thence South 88°21'02" East, a distance of 130.00 feet; thence South 57°23'13" East, a distance of 58.31 feet; thence South 88°21'02" East, a distance of 343.80 feet; thence South 73°54'03" East, a distance of 63.26 feet; thence South 64°53'00" East, a distance of 62.71 feet; thence South 54°03'30" East, a distance of 59.91 feet; thence South 43°28'50" East, a distance of 59.91 feet; thence South 32°54'11" East a distance of 59.91 feet; thence South 22°19'31" East, a distance of 59.91 feet; thence South 13°55'24" East, a distance of 120.18 feet; thence South 01°46'19" West, a distance of 110.28 feet; thence South 28°06'49" West, a distance of 43.56 feet; thence South 43°07'25" West, a distance of 47.60 feet; thence South 35°14'12" East, a distance of 100.00 feet; thence South 57°35'40" East, a distance of 53.00 feet; thence South 40°23'07" East, a distance of 170.06 feet to the point of beginning.

Serial Nos. 58:048:0037 and 58:048:0049