

When recorded mail to:
Leucadia Financial Corporation
529 East South Temple St.
Salt Lake City, Utah 84102

E 145518 B 0615 P 0228
Date 27-MAR-2000 2:56pm
Fee: 72.00 Check
CALLEEN B. PESHELL, Recorder
Filed By JPT
For LEUCADIA FINANCIAL CORP
TOOELE COUNTY CORPORATION

**FIRST AMENDMENT
TO
DECLARATION OF
COVENANTS, CONDITIONS AND RESTRICTIONS
FOR
RESIDENTIAL GATEWAY NEIGHBORHOOD 2-A,
BEING A PORTION OF THE GATEWAY NEIGHBORHOOD PUD,
STANSBURY PARK,
TOOELE COUNTY, UTAH**

RECITALS:

A. LEUCADIA FINANCIAL CORPORATION ("Developer"), as the owner of that certain property in Tooele County, State of Utah, known as the Gateway Neighborhood Planned Unit Development (the "Gateway PUD"), which includes commercial, greenbelt, and recreation areas, as well as a residential area designated and known as the "Residential Gateway Neighborhood 2-A," executed a certain Declaration of Covenants, Conditions and Restrictions for Residential Gateway Neighborhood 2-A (the "Declaration"), which was recorded on August 10, 1999, as Entry No. 135610 in Book 0582 at Page 0577 of the Official Records of Tooele County, Utah. The Declaration covers the Residential Gateway Neighborhood 2-A (the "Property"), which is more particularly described on Exhibit A hereto. The Property will be developed in three phases (each a "Phase") to be known respectively as "Residential Gateway Neighborhood 2-A, Phase 1," "Residential Gateway Neighborhood 2-A, Phase 2," and "Residential Gateway Neighborhood 2-A, Phase 3." Each Phase will be subdivided into residential Lots (each a "Lot") and other lands as shown on the official subdivision plat (each a "Plat") to be recorded with respect to such Phase. The official subdivision plat for Residential Gateway Neighborhood 2-A, Phase 1 (the "Phase 1 Plat") was recorded on August 10, 1999, as Entry No. 135609 in the Official Records of Tooele County, Utah. The Phase 1 Plat covers a portion of the Property more particularly described as follows:

All of the Residential Gateway Neighborhood 2-A, Phase 1 subdivision, according to the official plat thereof on file with the Tooele County Recorder.

B. Declarant has sold and conveyed Lots 1 through 33 in the Residential Gateway Neighborhood 2-A, Phase 1, to FIELDSTONE PARTNERS, LLC, a Utah limited liability company ("Fieldstone").

C. Declarant and Fieldstone desire and intend to amend Article I, Section 3C of the Declaration as provided below.

NOW, THEREFORE, Developer and Fieldstone, being the owners of the Property, hereby declare that all of the Property is and shall be held, conveyed,

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hypothecated or encumbered, leased, rented, used, occupied, and improved subject to the Declaration, as amended hereby. Developer and Fieldstone further declare that Article I, Section 3C of the Declaration is deleted in its entirety and the following substituted therefor:

ARTICLE I - GENERAL RESTRICTIONS


3. IMPROVEMENTS.

C. MINIMUM SIZE OF DWELLING: The total square footage of living area on the first level above ground and located within the area of the foundation for any dwelling constructed on a Lot, exclusive of porches, balconies, patios, and the garage, shall be not less than 1,200 square feet, or, in the case of a two-story dwelling, not less than 750 square feet; provided, however, that with the prior approval of the Architectural Control Committee, the minimum size of the dwelling on not to exceed twenty percent (20%) of the Lots in any Phase shall be 1,150 square feet. No dwelling on any Lot shall have more than two stories. The minimum total square footage of any garage construct on a Lot shall be 400 square feet.

The Declaration, as amended hereby, shall continue in full force and effect according to the terms and conditions thereof.

IN WITNESS WHEREOF, Developer and Fieldstone have executed this document this 23rd day of March, 2000.

LEUCADIA FINANCIAL CORPORATION

By: 
Lawrence W. Pinnock, Vice President

FIELDSTONE PARTNERS, LLC
By: FIELDSTONE HOMES, INC.,
Managing Member

By: 
Michael Stewart, Regional Manager

STATE OF UTAH)
)ss
County of Salt Lake)

On the 14 day of March, 2000, personally appeared before me Lawrence W. Pinnock, the Vice President of LEUCADIA FINANCIAL CORPORATION, a Utah corporation, who being by my duly sworn did say that he executed the foregoing instrument for and on behalf of said corporation by authority of a resolution of its board of directors for the uses and purposes set forth therein.



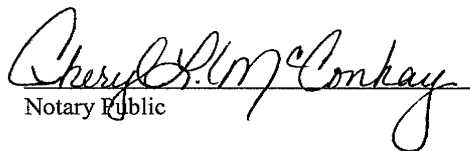

Notary Public

My Commission Expires:

01/15/2001

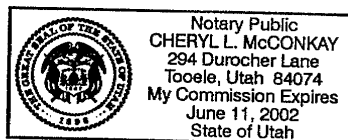
STATE OF UTAH)
)ss
County of Tooele)

On the 23^d day of March, 2000, personally appeared before me Michael Stewart, the Regional Manager of FIELDSTONE HOMES, INC., a corporation, the Managing Member of FIELDSTONE PARTNERS, LLC, a Utah limited liability company, who being by my duly sworn did say that he executed the foregoing instrument for and on behalf of said corporation by authority of a resolution of its board of directors for the uses and purposes set forth therein.


Notary Public

My Commission Expires:

6/11/02



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EXHIBIT A

**RESIDENTIAL GATEWAY NEIGHBORHOOD 2-A,
BEING A PORTION OF THE GATEWAY NEIGHBORHOOD PUD,
STANSBURY PARK,
TOOELE COUNTY, UTAH**

Beginning at a point on the south right-of-way line of State Highway 40-50, said point lying South 00°07'45" East 338.81 feet along the West section line of Section 15, and East 156.27 feet from the northwest corner of Section 15, Township 2 South, Range 4 West, Salt Lake Base & Meridian and traversing; thence
North 51°25'52" East 382.49 feet along said right-of-way to the point of curvature of a 880.00 foot radius curve to the right; thence
Northeasterly 512.48 feet along the arc of said curve and right-of-way through a central angle of 33°22'00"; thence
North 84°47'52" East 22.56 feet along said right-of-way; thence leaving said right-of-way
South 05°12'08" East 966.91 feet to the point of curvature of a 470.00 foot radius curve to the left; thence
Southeasterly 273.71 feet along the arc of said curve through a central angle of 33°22'00"; thence
South 38°34'08" East 14.09 feet to the point of curvature of a 660.00 foot radius curve to the right; thence
Southeasterly 289.73 feet along the arc of said curve through a central angle of 25°09'07"; thence
South 62°04'52" East 60.00 feet; thence
South 27°55'08" West 207.17 feet to the point of curvature of a 370.00 foot radius curve to the left; thence
Southwesterly 210.16 feet along the arc of said curve through a central angle of 32°32'41"; thence
South 04°37'32" East 288.03 feet to a point on the north boundary of the Stansbury Park 30.00 foot wide greenbelt along Stansbury Parkway; thence traversing along said boundary the following seven (7) courses:
South 84°51'48" West 113.33 feet to the point of curvature of a 806.04 foot radius curve to the right; thence Northwesterly 711.24 feet along the arc of said curve through a central angle of 50°33'27"; thence
North 44°34'46" West 214.73 feet; thence
North 44°45'55" West 303.79 feet; thence
North 44°20'48" West 124.46 feet to the point of curvature of a 227.74 foot radius curve to the right; thence
Northwesterly 177.52 feet along the arc of said curve through a central angle of 44°39'39"; thence
North 00°18'50" East 251.94 feet to a point on the arc of a 160.00 foot radius non-tangent curve to the left (Bearing to Radius = North 00°20'16" West); thence leaving said greenbelt
Northeasterly 106.76 feet along the arc of said curve through a central angle of 38°13'52"; thence
North 51°25'52" East 487.07 feet; thence
North 38°34'08" West 410.00 feet to the point of beginning.

Contains 1,843.477 sf. or 42.32 acres more or less.

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