

When Recorded Return To:
Brian Buttars
Richmond American Homes
849 WEST LEVOY DRIVE SUITE 100
SALT LAKE CITY, UTAH, 84123

ENT 21899:2005 PG 1 of 2
RANDALL A. COVINGTON
UTAH COUNTY RECORDER
2005 Mar 02 2:13 pm FEE 33.00 BY SDM
RECORDED FOR RICHMOND AMERICAN HOMES

SECOND AMENDMENT
TO THE
AMENDED AND RESTATED
DECLARATION OF COVENANTS, CONDITIONS AND RESTRICTIONS
for
APPLE GROVE
A Planned Unit Development

THIS AMENDMENT (the "Amendment") is made this 17 day of February, 2005, by Richmond American Homes of Utah, Inc., a Colorado corporation (the "Richmond"), the successor in interest to Sundance Homes, LLC (as successor to Sundance Homes, LLC who was the successor to Apple Grove, L.L.C, Richmond shall hereinafter be deemed the "Declarant"), in its capacity as the present owner and developer of the unsold lots in Apple Grove, a Planned Unit Development ("Apple Grove") located in Pleasant Grove, Utah.

RECITALS

A. To control the development of Apple Grove, Declarant filed with the Utah County Recorder a declaration of covenants, conditions and restrictions ("Initial Covenants"). The Initial Covenants were first recorded on July 3, 2002 as Entry No. 75301:2002. The Amended and Restated Covenants were recorded on August 8, 2003 as Entry No. 126201:2003 ("Amended Covenants"). The First Amendment to the Amended Covenants was recorded March 4, 2004 as Entry No. 24725 ("First Amendment").

B. Sundance Homes, LLC recently assigned all of its rights, as Declarant in Apple Grove, to Richmond American Homes as evidenced by, *inter alia*, a Warranty Deed recorded December 8, 2004 as Entry No. 137854.

C. In accordance with Section 14.04 of the Amended Covenants, Declarant desires to give notice that it is now the Declarant in Apple Grove.

NOW THEREFORE, in accordance with its acquisition of the unsold lots from Sundance and in accordance with Section 14.04 of the Amended Covenants, Declarant hereby submits the following amendment to the Amended Covenants and subjects this property to the Amended Covenants:

1. Declarant. On or about December 8, 2004, Richmond American Homes became the Declarant of Apple Grove pursuant to the terms of Section 14.04 of the Amended Covenants. All or any portion of the rights of Declarant under the Amended Covenants or in any way relating to Apple Grove are now vested in Richmond American Homes.

2. Property Affected by this Amendment. The following real property located in Utah County, State of Utah is affected by this Amendment:

All Lots in APPLE GROVE PHASES 1 Amended, 2, 3, 4, 5, and 6, a Planned Unit Development.

Tax Parcel Nos. 34-351-1 thru 22; 34-369-23 thru 55; 34-400-56 thru 79; 34-380-80-
thru 109; 34-381-110 thru 121; 34-399-122 thru 150.

Except for this Amendment, there are no other changes to the Amended Covenants. All provisions of the Amended Covenants are in full force and valid and binding upon the parties, their heirs, personal representatives, successors and assigns.

IN WITNESS WHEREOF, the undersigned have executed this Declaration the day and year first above written.

RICHMOND AMERICAN HOMES OF UTAH, INC.
a Colorado corporation

By: [Signature]
Its DIVISIONS PRESIDENT

STATE OF UTAH)
) ss.
COUNTY OF UTAH)

The foregoing instrument was acknowledged before me this 17 day of FEBRUARY, 2005, by JOHN STUBBS, the DIVISION PRESIDENT of Richmond American Homes of Utah, Inc., a Colorado corporation.

My Commission Expires:

[Signature]

Notary Public
Residing at: _____

