

When Recorded, Mail To:

Autumn Development & Construction
3760 Highland Dr.
Salt Lake City, Utah

4650

UTAH TITLE
CORPORATION
1200
EVELYN PROGRAM

Jan 29 4 18 PM '86

KATHY CAMPBELL
RECORDER
SALT LAKE COUNTY,
UTAH

4195347

SECOND AMENDMENT TO
DECLARATION OF COVENANTS, CONDITIONS, AND RESTRICTIONS
OF

HIGHLAND COVE CONDOMINIUM

Phase No. 1

THIS AMENDMENT is made and executed this 28th day of
January, 1986, by CONSOLIDATED-AUTUMN GROUP, a Utah general
partnership ("Declarant").

Recitals

WHEREAS, Declarant caused to be prepared and filed a
Declaration of Covenants, Conditions, and Restrictions of
Highland Cove Condominium, Phase I (herein referred to as the
"Declaration"). The Declaration was executed November 17, 1981
and was recorded March 30, 1982, Entry No. 3661596, Book 5356,
Page 741.

WHEREAS, under paragraph 25(a) of the Declaration, so
long as more than five Units of the entire Project (as defined in
the Declaration) remain unsold, Declarant is vested with the
right to unilaterally amend the Declaration and the Map, subject
to certain limitations set forth in said paragraph 25.

WHEREAS, more than five Units of the Project remain
unsold as of the date of this Second Amendment, and none of the
other limitations set forth in said paragraph 25 of the
Declaration are currently applicable so as to limit Declarant's
right to unilaterally amend the Declaration.

WHEREAS, Declarant has previously amended the
Declaration in an Amendment dated September 18, 1985, and
recorded October 10, 1985 as Entry No. 4149291, Book 5699, Pages
421-426;

WHEREAS, the legal description of the Property subject
to the Declaration, as amended, is set forth in Exhibit "A"
attached hereto and incorporated herein by reference, and the
legal description of the Additional Land is set forth in Exhibit
"B" attached hereto and incorporated herein by reference.

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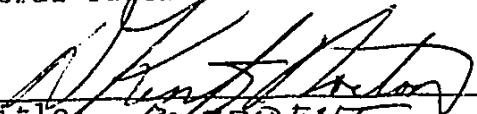
WHEREAS, Declarant desires to terminate its option to expand the Project, in accordance with paragraph 23(a) of the Declaration.

NOW, THEREFORE, the Declaration is hereby amended and Declarant, acting pursuant to paragraph 23(a) of the Declaration, hereby terminates its right or option to expand the Project or to submit any portion of the Additional Land to the Act. All capitalized terms herein shall have the meanings assigned to them in the Declaration.

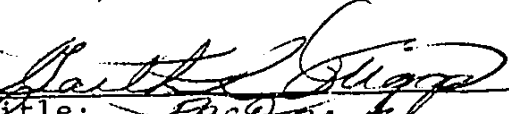
IN WITNESS WHEREOF, the undersigned, being the Declarant, has executed this Amendment on the day and year first above written.

CONSOLIDATED-AUTUMN GROUP, a Utah general partnership

By Consolidated Capital Corporation, a Utah corporation, General Partner

By 
Title: PRESIDENT

By Autumn Development Construction, Inc., a Utah corporation, General Partner

By 
Title: PRESIDENT

STATE OF UTAH)
COUNTY OF SALT LAKE) : ss.

On the 28th day of January, 1986, personally appeared before me D. KENT NORTON, who being by me duly sworn, did say that he is the President of Consolidated Capital Corporation, and that the foregoing instrument was signed on behalf of said corporation by authority of a resolution of its Board of Directors, and said President acknowledged

to me that said corporation executed the same as a General Partner for and in behalf of Consolidated-Autumn Group.

Charlene G. Aldridge
Notary Public
Residing at: Salt Lake City, Utah

My Commission Expires:
October 20, 1989

STATE OF UTAH)
: ss.
COUNTY OF SALT LAKE)

On the 28th day of January, 1986, personally appeared before me GARTH E. BRIGGS, who being by me duly sworn, did say that he is the President of Autumn Development Construction, Inc., and that the foregoing instrument was signed on behalf of said corporation by authority of a resolution of its Board of Directors, and said GARTH E. BRIGGS acknowledged to me that said corporation executed the same as a General Partner for and in behalf of Consolidated-Autumn Group.

Charlene G. Aldridge
Notary Public
Residing at: Salt Lake City, Utah

My Commission Expires:
October 20, 1989

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EXHIBIT "A"

TO

SECOND AMENDMENT TO

DECLARATION OF COVENANTS, CONDITIONS AND RESTRICTIONS

OF

HIGHLAND COVE CONDOMINIUM

Phase No. 1

DESCRIPTION OF THE TRACT

The following described tract of real property situate in the County of Salt Lake, State of Utah, to-wit:

BEGINNING at a point which is South 2373.94 feet and West 1417.79 feet from the North Quarter Corner of Section 33, Township 1 South, Range 1 East, Salt Lake Base and Meridian, said point also lies the following four (4) courses and distances from a Salt Lake County Monument at the intersection of Highland Drive and Siggard Avenue: South 24°48'32" East 105.08 feet, South 65°11'28" West 40.00 feet, West 498.58 feet and South 33.74 feet; and running thence West 25.12 feet; thence South 45°00'00" West 110.36 feet; thence South 45°00'00" East 131.64 feet; thence South 10°00'00" West 70.00 feet; thence South 51°59'34" West 33.15 feet; thence North 83°29'39" West 75.66 feet; thence South 6°30'21" West 10.27 feet; thence North 83°29'39" West 56.25 feet; thence North 15°03'19" East 67.29 feet; thence North 4°58'46" West 19.00 feet; thence North 74°56'41" West 79.00 feet; thence South 15°03'19" West 100.50 feet; thence North 63°56'31" West 149.53 feet; thence South 28°02'38" West 81.67 feet; thence North 54°31'05" West 220.09 feet; thence West 57.53 feet; thence North 42°45'00" West 57.92 feet; thence North 123.47 feet; thence East 715.93 feet; thence South 39.00 feet to the point of BEGINNING.

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EXHIBIT "B"
SECOND AMENDMENT TO
DECLARATION OF COVENANTS, CONDITIONS AND RESTRICIONS
OF
HIGHLAND COVE CONDOMINIUM
Phase No. 1

DESCRIPTION OF ADDITIONAL LAND:

BEGINNING at a point which lies 2,614.00 feet South and 1439.90 feet West from the North Quarter corner of Section 33, Township 1 South, Range 1 East, Salt Lake Base and Meridian, said point also being the following eight (8) courses from a Salt Lake County Monument at the intersection of Highland Drive and Siggard Avenue: South 24°48'32" East 105.08 feet, South 65°11'28" West 40.00 feet, West 498.58 feet, South 33.74 feet, West 25.12 feet, South 45° West 110.36 feet, South 45° East 131.64 feet; South 10° West 70.00 feet, and running thence South 10° West 171.17 feet; thence South 13°15' West 8.91 feet; thence North 76°45' West 351.09 feet; thence North 66° West 161.70 feet; thence North 42°45' West 196.18 feet; thence East 57.53 feet; thence South 54°31'08" East 220.09 feet; thence North 28°02'38" East 81.67 feet; thence South 63°56'31" East 149.53 feet; thence North 15°03'19" East 100.50 feet; thence South 74°56'41" East 79.00 feet; thence South 4°58'46" East 19.00 feet; thence South 15°03'19" West 67.29 feet; thence South 83°29'39" East 56.25 feet; thence North 6°30'21" East 10.27 feet; thence South 83°29'39" East 75.66 feet; thence North 51°59'34" East 33.15 feet to the point of BEGINNING.

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