

KELVINGROVE LLC
470 EAST 3900 SOUTH, #200
SALT LAKE CITY, UTAH 84107

KELVIN GROVE HOMEOWNERS ASSOCIATION
SECOND AMENDMENT TO DECLARATION OF
COVENANTS, CONDITIONS AND RESTRICTIONS

THIS SECOND AMENDMENT TO DECLARATION OF COVENANTS,
CONDITIONS AND RESTRICTIONS ("First Amendment), is made this _____ day of
_____, 2001, by KELVIN GROVE, L.L.C., a Utah limited liability company
("Declarant").

WITNESSETH:

ENT 64845:2001 PG 1 of 7
RANDALL A. COVINGTON
UTAH COUNTY RECORDER
2001 Jul 02 4:06 pm FEE 76.00 BY SS
RECORDED FOR FIRST AMERICAN TITLE CO

WHEREAS, Kelvin Grove L.L.C. made, executed and caused to be recorded, as
Declarant, that certain Declaration of Covenants, Conditions and Restrictions dated April
6, 2000 and recorded among the Utah County Recorder's Office, Entry #27205:2000,
page 1 of 22, pursuant to which the Declarant subjected all that property described in the
Declaration (the "Property") and Declarant formed an association known as, "Kelvin
Grove Homeowners Association" ("Association"); and

WHEREAS, pursuant to Article 3.2 of the Declaration, Declarant reserved the
right to add to the Property additional land within that area described in Exhibit "B"
attached to the Declaration; and

WHEREAS, Declarant, is the owner of that certain property described in Exhibit
"A" attached hereto and incorporated herein, and that property is within the area
described in Exhibit "B" attached to the Declaration, and Declarant wishes to add that
property described in Exhibit "A" attached hereto to the Property subjected to the
Declaration.

NOW THEREFORE, the Declarant hereby declares that the Declaration of
Covenants, Conditions and Restrictions be amended as follows:

1. All that property described in Exhibit "A" attached hereto is annexed to
the Property subject to the Declaration, and shall be held, sold and conveyed
subject to the easements, declarations, covenants and conditions set forth in the
Declaration, which are for the purpose of protecting the value and desirability,
and enhancing the attractiveness of the Property, and which shall run with the
Property and shall be binding upon all parties having any right, title or interest in
the Property or any part thereof, their heirs, personal representatives, successors
and assigns, and shall inure to the benefit of each owner of the Property or any
part thereof and their respective heirs, personal representatives, successors and
assigns, and the Association.

In all other respects, the Declaration, as amended, remains unchanged.

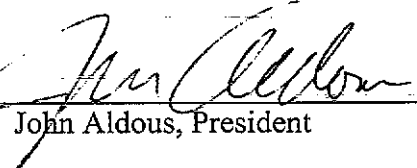
WITNESS the hand and seal of Kelvin Grove L.L.C. on the day herein above first written.

WITNESS/ATTEST:

KELVIN GROVE L.L.C.

By: HAMLET HOMES CORPORATION,
Member

By:

 (SEAL)

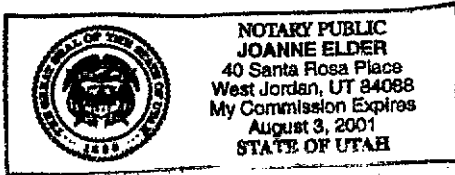
John Aldous, President

STATE OF UTAH, CITY/COUNTY OF SALT LAKE, TO WIT:

I HEREBY CERTIFY that on this 11 day of June, 2001, before me, the subscriber, a Notary Public of the State of Utah, personally appeared John Aldous, known to me or suitably proven, who acknowledged himself to be President of Hamlet Homes Corporation, Member of Kelvin Grove, L.L.C., the entity named in the foregoing instrument, and who, being authorized to do so, in my presence, signed and sealed the same and acknowledged the same to be the act and deed of such entity.

AS WITNESS my hand and seal.

Joanne Elder
Notary Public



My Commission Expires: 8-3-01

EXHIBIT "A"

**DESCRIPTION OF LOTS
TO BE SUBMITTED TO THE HOMEOWNERS ASSOCIATION**

BEING KNOWN AND DESIGNATED as Lots 201 through and including 255,
all as shown on the Plat entitled, "Kelvin Grove, Phase 2, which Plat are recorded among
the Recorder's Office of Utah County.

EXHIBIT "B"

**DESCRIPTION OF COMMON AREAS
TO BE SUBMITTED TO THE HOMEOWNERS ASSOCIATION**

All that area shown as "Common Area Open Space" on the Plats entitled,
"Kelvin Grove, Phase 2, which Plat is recorded among the Recorder's Office of Utah
County (please note there are no common areas).

Kelvin Grove L.L.C.
470 East 3900 South, #200
Salt Lake City, Utah 84107

JOINDER AND CONSENT OF LENDER AND TRUSTEE

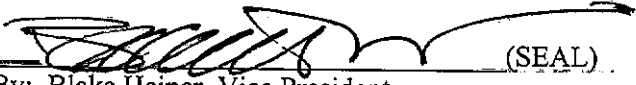
WELLS FARGO BANK NORTHWEST, N.A. as holder of that certain Promissory Note (as amended from time to time, the "Note"), and FIRST AMERICAN TITLE COMPANY, Trustee under that certain Deed of Trust from KELVIN GROVE, L.L.C., recorded among the Utah County Recorder's Office (the "Deed of Trust"), execute this Joinder and Consent of Lender and Trustee for the sole purpose of expressing consent to the Second Amendment to Declaration of Covenants, Conditions and Restrictions for Kelvin Grove Homeowners Association, to which this Joinder is attached and made a part of, and of binding and subjecting their interest in the Property (as defined in the Deed of Trust and known as Kelvin Grove, all units), to the terms and conditions of such Declaration.

WITNESS OR ATTEST:

WELLS FARGO BANK NORTHWEST, N.A.

 (SEAL)
By: Stanley F. Jenkins, Vice President

TRUSTEE:
FIRST AMERICAN TITLE COMPANY,
OF UTAH

 (SEAL)
By: Blake Heiner, Vice President

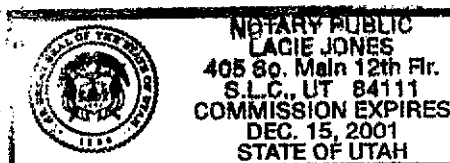
STATE OF UTAH
COUNTY OF SALT LAKE

I HEREBY CERTIFY, that on this 15th day of June, 2001, before me, the subscriber, a Notary Public in and for the State of Utah and Salt Lake County aforesaid, personally appeared Stanley F. Jenkins, known to me or satisfactorily proven to be the person whose name is subscribed to the foregoing instrument, who acknowledged himself to be the Vice President of WELLS FARGO BANK NORTHWEST, N.A., a national banking organization, that he has been duly authorized to execute, and has executed, the foregoing instrument on behalf of the said entity for the purposes therein set forth, and that the same is its act and deed.

IN WITNESS WHEREOF, I have set my hand and Notarial Seal, the day and year first above written.


Notary Public

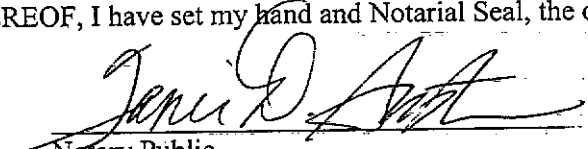
My commission expires: Dec 15, 2001



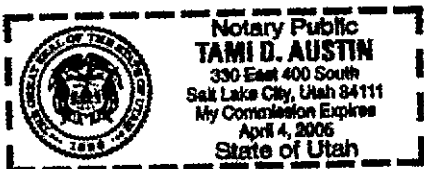
STATE OF UTAH
COUNTY OF SALT LAKE

I HEREBY CERTIFY, that on this 28th day of June, 2001, before me, the subscriber, a Notary Public in and for the State of Utah and Salt Lake County aforesaid, personally appeared Blake Heiner, known to me or satisfactorily proven to be the person whose name is subscribed to the foregoing instrument, who acknowledged himself to be the Vice President of FIRST AMERICAN TITLE COMPANY OF UTAH, a Utah corporation, Trustee, that he has been duly authorized to execute, and has executed, the foregoing instrument on behalf of the said entity for the purposes therein set forth, and that the same is its act and deed.

IN WITNESS WHEREOF, I have set my hand and Notarial Seal, the day and year first above written.



Notary Public



My commission expires: 09.04.05