

When recorded return to:
Dick Steele
W.L. Homes, dba Watt Homes - Utah
Division
3653 W 1987 S
SLC, Ut. 84104

7054218
08/12/98 12:15 PM 125.00
NANCY WORKMAN
RECORDER, SALT LAKE COUNTY, UTAH
FIRST AMERICAN TITLE
REC BY: V ASHBY DEPUTY - WI

7054218

**FIRST AMENDMENT
TO THE
DECLARATION
OF
COVENANTS, CONDITIONS, RESTRICTIONS AND EASEMENTS
FOR
THE ESTATES AT ROSE CREEK**

August 7, 1998

NOTE: Capitalized terms utilized throughout this instrument shall be defined to have the same meaning as in the Declaration.

WHEREAS, that certain Declaration of Covenants, Conditions, Restrictions and Easements for the Estates at Rose Creek, dated August 28, 1997 (the "Declaration"), has been executed by Watt Residential Partners, a California Partnership, d.b.a. Watt Homes, Utah Division (the "Grantor"), and duly recorded by Grantor in the office of the Salt Lake County Recorder, State of Utah, on August 29, 1997, as Entry No. 6727909, in Book 7746, at Page 2241 of Records;

AND, WHEREAS, the real property more particularly described in the Declaration (the "Property") is subject to the covenants, conditions, restrictions, easements, reservations, limitations and equitable servitudes as set forth therein, to: (i) insure the enhancement and preservation of property values, (ii) provide for the proper design, development, improvement and use of the Property by the Grantor and all other persons or entities who may subsequently acquire an interest in the Property consistent with a general master plan approach, and (iii) create a residential development of high quality;

AND, WHEREAS, the Section 11.01 of the Declaration expressly provides that:

Additional property may be annexed and brought within the provisions of this Declaration by the Grantor, at any time, without the approval of any Owner or the Association. To annex additional property, the Grantor shall record an amendment to this Declaration which shall describe the additional property to be annexed, and the Grantor may supplement this Declaration with additional or different Covenants and Restrictions applicable to the

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annexed property, as the Grantor may deem appropriate, and the Grantor may delete or modify such covenants as are contained herein which the Grantor deems inappropriate for the annexed property. Upon such annexation, the Owners of the Lots within the annexed property shall become members of the Association with the same rights, privileges and obligations as all other members. The amendment of this Declaration as authorized by this Section, to annex additional property, shall be controlled by the provisions of this Section and shall be expressly excluded from the requirements of Section 12.02 of this Declaration. Notwithstanding the foregoing, it is anticipated that each annexed parcel shall be developed and platted as a separate and distinct subdivision and the annexation thereof shall not, by virtue of such annexation, be considered an alteration, amendment or change to the plat for any prior subdivision comprising the Property governed by the provisions of this Declaration.

AND, WHEREAS, W.L. Homes, L.L.C., a Delaware Limited Liability Company, d.b.a. Watt Homes, Utah Division, as the legal successor-in-interest to Watt Residential Partners, a California General Partnership, d.b.a. Watt Homes, Utah Division, at this time desires to annex and bring additional property owned by W.L. Homes, L.L.C. (the "Annexation Property"), within the provisions of the Declaration, which Annexation Property is situated immediately adjacent to the Property in Salt Lake County, State of Utah, and is more particularly described as follows:

Beginning at a point that is N 89°43'46" W 1626.329 feet along the North line of the Northeast Quarter of Section 2, Township 4 South Range 2 West, Salt Lake Base and Meridian, said point also being the Northwest Corner of "THE ESTATES AT ROSE CREEK PLAT 1" as recorded in SL Co. Records Office and running thence S 00°16'14" W 251.425 feet; thence S 89°43'46" E 10.511 feet; thence S 00°16'14" W 130.000 feet; thence S 89°43'46" E 44.593 feet; thence S 00°16'14" W 132.889 feet; thence S 07°38'33" E 50.000 feet to a point on a 225.000' radius curve to the right; (center bears S 07°38'32" E through a delta of 07°54'47") thence along the arc of said curve 31.074 to a point of tangency; thence S 89°43'46" E 17.037 feet; thence S 00°16'14" W 125.000 feet; thence S 11°37'54" E 298.432 feet; thence S 74°06'17" W 79.286 feet; thence S 19°18'28" E 150.000 feet to a point on a 516.000' radius curve to the left; (center bears S 19°18'28" E through a delta of 07°24'40") thence along the arc of said curve 66.744 feet to a point of tangency; thence S 26°43'09" E

190.821 feet; thence S 55°30'07" W 32.583 feet; thence S 42°54'52" E 157.054 feet to a point on a 266.000' radius curve to the left; (center bears S 42°54'52" E through a delta of 13°38'16") thence along the arc of said curve 63.314 feet to a point of tangency; thence S 37°44'27" E 364.645 feet to a point on a 661.000' radius curve to the right; (center bears N 22°50'17" W through a delta of 15°00'29") thence along the arc of said curve 173.142 feet to a point of tangency; thence S 07°49'47" E 78.000 feet; thence S 36°16'07" E 225.000 feet to a point on a 271.000' radius curve to the left; (center bears S 36°16'07" E through a delta of 22°23'12") thence along the arc of said curve 105.886 feet to a point of tangency; thence S 59°27'30" E 264.124 feet; thence S 00°15'59" W 294.165 feet; thence S 89°25'31" E 466.234 feet; thence N 00°34'29" E 225.135 feet to a point on a 621.000' radius curve to the left; (center bears N 02°53'14" E through a delta of 02°36'42") thence along the arc of said curve 28.307 feet to a point of tangency; thence S 89°43'28" E 19.840 feet; thence N 00°15'59" E 425.646 feet; thence S 89°44'01" E 205.871 feet; thence departing from said line common with "THE ESTATES AT ROSE CREEK PLAT 1" and running thence S 00°16'38" W 745.820 feet; thence N 89°25'31" W 1653.655 feet; thence N 00°34'21" E 180.291 feet; thence N 05°04'06" E 50.154 feet; thence N 00°18'28" E 540.462 feet; thence N 03°46'13" E 78.122 feet; thence NORTH 579.053 feet; thence N 34°29'26" W 76.511 feet; thence N 05°29'12" E 135.326 feet; thence N 06°05'56" E 289.804 feet; thence N 02°13'44" W 73.502 feet; thence N 03°38'16" E 243.234 feet; thence N 00°16'14" E 476.356 feet; thence S 89°43'46" E 343.897 feet along the center line of 13400 South Street also being the North line of the NE Quarter of Section 2 to

the POINT OF BEGINNING. ~~Parcel contains 42.017 acres.~~ Less and excepting ground lying within the dedicated streets of The Estates at Rose Creek Plat 2; and less and excepting Lots B, C, E and M, The Estates at Rose Creek, Plat 2.

AND, WHEREAS, the Annexation Property is being developed and platted as a separate and distinct subdivision.

NOW, THEREFORE, pursuant to and in conformance with the provisions of Section 11.01 of the Declaration, the Grantor hereby amends the Declaration and declares that:

1. The Annexation Property, and each lot, tract or parcel thereof, is and shall be held, sold, conveyed, encumbered, hypothecated, leased, used, occupied and improved subject to and in conformance with all of the covenants, conditions, restrictions, easements, reservations, limitations and equitable servitudes ("Covenants and Restrictions") set forth in the Declaration,

the terms and provisions of which are incorporated herein by this reference as though fully set forth herein.

2. There shall be no additional or different Covenants and Restrictions imposed by this Amendment which are applicable to the Annexation Property, nor shall any of the Covenants and Restrictions set forth in the Declaration be deleted or modified with respect to the Annexation Property.

3. The Owners of Lots within the Annexation Property shall become members of the Association with the same rights, privileges and obligations as all other Members.

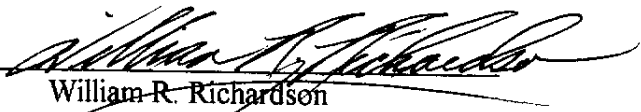
4. The annexation of the Annexation Property hereto shall not, by virtue of such annexation, be considered an alteration, amendment or change to the plat for the Property.

5. This amendment to the Declaration is made pursuant to an in conformance with the provisions of Section 11.01 of the Declaration and is expressly excluded from the requirements of Section 12.02 of the Declaration. Except for the amendment provided herein with respect to the annexation of the Annexation Property, the Declaration remains in full force and effect and otherwise operates and is enforceable in accordance with its terms.

IN WITNESS WHEREOF the Grantor has executed this First Amendment to the Declaration of Covenants, Conditions, Restrictions and Easements for The Estates at Rose Creek as of the date first above written.

GRANTOR:

W.L. HOMES, a Delaware Limited
Liability Company, d.b.a., Watt Homes,
Utah Division, as successor-in-interest to Watt
Watt Residential Partners, a California
General Partnership, d.b.a. Watt Homes,
Utah Division

By: 
William R. Richardson
Division President

ACKNOWLEDGMENT

STATE OF UTAH)
) ss.
County of Salt Lake)

On the 10 day of AUGUST, 1998, personally appeared before me WILLIAM R. RICHARDSON, known to me, or proved to me on the basis of satisfactory evidence, to be the person who executed the within instrument on behalf of the limited liability company therein named, and who acknowledged to me that the company executed it.



Denice Skidmore
NOTARY PUBLIC