

STONELEIGH HEIGHTS NEIGHBORHOOD ASSOCIATION, INC.

**THIRD AMENDMENT TO DECLARATION OF
COVENANTS, CONDITIONS AND RESTRICTIONS**

THIS THIRD AMENDMENT TO DECLARATION OF COVENANTS, CONDITIONS AND RESTRICTIONS ("Second Amendment), is made this 31 day of July, 2008, by STONELEIGH HEIGHTS, L.L.C., a Utah limited liability company ("Declarant").

WITNESSETH:

WHEREAS, Hamlet made, executed and caused to be recorded, as Declarant, that certain Declaration of Covenants, Conditions and Restrictions dated October 4, 2004 and recorded among the Salt Lake County Recorder's Office in Book 9045, page 18-47 et seq., pursuant to which the Declarant subjected all that property described in the Declaration (the "Property") and Declarant formed an association known as, "Stoneleigh Heights Neighborhood Association, Inc." ("Association"); and

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

WHEREAS, Declarant, is the owner of that certain property described in Exhibit "D" attached hereto and incorporated herein, and Declarant wishes to add that property described in Exhibit "D" 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 "D" 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.

ENT 86079:2008 PG 1 of 4
RANDALL A. COVINGTON
UTAH COUNTY RECORDER
2008 Jul 31 4:35 pm FEE 67.00 BY TO
RECORDED FOR US TITLE UTAH
ELECTRONICALLY RECORDED

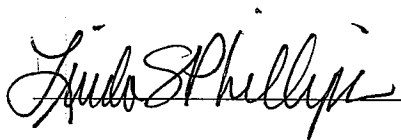
2. The Common Area to be owned by the Association at the time of the conveyance of the first lot contained within the Property described in Exhibit "D" attached hereto and made a part hereof. References to streets and other Common Areas described in Exhibit "D" are for reference only, and the streets and Common Areas are intended for use by the Owners for access, ingress, egress, recreation and other related activities. The designated areas are not dedicated hereby for use by the general public, but are dedicated for the common use and enjoyment of the Owners as more fully set forth in the Declaration herein.

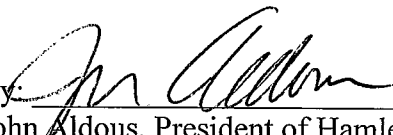
In all other respects, the Declaration, as amended, remains unchanged.

WITNESS the hand and seal of Stoneleigh Heights L.L.C. on the day herein above first written.

WITNESS/ATTEST:

DECLARANT:
STONELEIGH HEIGHTS, L.L.C.

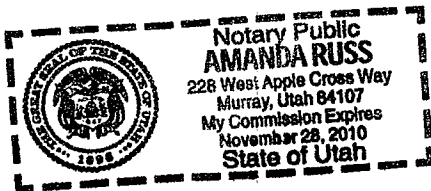


By:  (SEAL)
John Aldous, President of Hamlet Homes
Managing Member of Stoneleigh Heights LLC

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

I HEREBY CERTIFY that on this 14 day of July, 2008, 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 Stoneleigh Heights, 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.





Notary Public

My Commission Expires: Nov. 28, 2010

EXHIBIT "D"

All of that real property situated and lying in Utah County, Utah and more fully described as follows:

PHASE 3A:

LOTS: Lots numbered 120 through and including 156, all as shown on the plat entitled 'STONELEIGH HEIGHTS AT SUNCREST PHASE No. 3A (A PLANNED UNIT DEVELOPMENT)' recorded or intended to be recorded among the Land Records of Utah County, Utah, on 9/19/2007, Entry #2007-137305, Book 66, Pg. 234, Utah County Tax ID No. 11-002-0036

COMMON AREAS: The areas depicted as "COMMON AND/OR OPEN AREAS" as shown on plat entitled "STONELEIGH HEIGHTS AT SUNCREST PHASE NO. 3A (A PLANNED UNIT DEVELOPMENT)" recorded or intended to be recorded among the Land Records of Utah County, Utah.

PHASE 3B:

LOTS: Lots numbered 157 through and including 170, all as shown on the plat entitled 'STONELEIGH HEIGHTS AT SUNCREST PHASE No. 3B (A PLANNED UNIT DEVELOPMENT)' recorded or intended to be recorded among the Land Records of Utah County, Utah, on 1/11/2008, Entry #2008-4327, Book #66, Page #246. Utah County Tax ID No. 11-002-0036

COMMON AREAS: The areas depicted as "COMMON AND/OR OPEN AREAS" as shown on plat entitled "STONELEIGH HEIGHTS AT SUNCREST PHASE NO. 3B (A PLANNED UNIT DEVELOPMENT)" recorded or intended to be recorded among the Land Records of Utah County, Utah

JOINDER AND CONSENT

American Securities Company and Wells Fargo Bank, NA, are, respectively, the Trustee and the Beneficiary under that certain Deed of Trust dated September 24, 2007 and recorded as Entry No. 147790 of the Official Records of Utah County, Utah hereby join in the foregoing Declaration of Covenants, Conditions and Restrictions for the express purpose of subordinating all of their respective right, title and interest under such Deed of Trust in and to the real property described in Exhibit A such to the operation and effect of such Declaration.

Nothing in the foregoing provisions of this Consent and Agreement of Trustee and Beneficiary shall be deemed in any way to create between the person named in such Declaration as "the Declarant" and any of the undersigned any relationship of partnership or joint venture, or to impose upon any of the undersigned any liability, duty or obligation whatsoever.

IN WITNESS WHEREOF, the Trustee and Beneficiary have executed and sealed this Consent and Agreement of Trustee and beneficiary or caused it to be executed and sealed on its behalf by its duly authorized representatives, this ___ day of _____ 2008.

WITNESS OR ATTEST:

[Handwritten signature]

TRUSTEE:

[Handwritten signature] (SEAL)

WITNESS OR ATTEST:

[Handwritten signature]

BENEFICIARY:

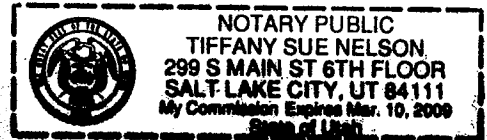
[Handwritten signature] (SEAL)

STATE OF UTAH
COUNTY OF SALT LAKE

I HEREBY CERTIFY, that on this 2nd day of July, 2008, before me, the subscriber, a Notary Public in and for the State of Utah and Salt Lake County aforesaid, personally appeared Michael Burge, known to me or satisfactorily proven to be the person whose name is subscribed to the foregoing instrument, who acknowledged himself to be the TRP of Wells Fargo 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 sent my hand and Notarial Seal, the day and year first above written.

[Handwritten signature]
Notary Public
My commission expires: 3-10-09



STATE OF UTAH
COUNTY OF SALT LAKE

I HEREBY CERTIFY, that on this 2nd day of July, 2008, before me, the subscriber, a Notary Public in and for the State of Utah and Salt Lake County aforesaid, personally appeared Ben Bess, known to me or satisfactorily proven to be the person whose name is subscribed to the foregoing instrument, who acknowledged himself to be the TRP of Wells Fargo 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 sent my hand and Notarial Seal, the day and year first above written.

[Handwritten signature]
Notary Public
My commission expires: 3-10-09

