

**AFTER RECORDING, RETURN TO:**

Brighton Homes Utah, LLC  
Attn: Patrick Scott  
320 West 500 South, Suite 210  
Bountiful, UT 84010

Tax IDs: 09-400-0401 through 09-400-0410

**DECLARATION OF EXPANSION #2**

Foothills at Cherry Lane Phase 4

REFERENCE IS MADE to that certain Declaration of Covenants, Conditions, Restrictions and Easements for Foothills at Cherry Lane Subdivision, June 28, 2011, as Entry Number 2604989 in Book Number 5304 on pages 680 through 718 in the official records of Davis County, referred to herein as the "Declaration".

Pursuant to Article 11 of the Declaration, Declarant reserves the right to further annex additional real property to be subject to the Declaration, and to further such complementary additions and modifications of the covenants, conditions, and restrictions contained in the Declaration as may be necessary to hereby further annex, to the real property currently covered by the Declaration, that real property described on Exhibit A, attached hereto ("Expansion Property").

Upon the recordation of this Declaration of Expansion, the covenants, conditions and restrictions and reservation of easements contained in the Declaration shall apply to the Expansion Property in the same manner as if the Expansion Property originally had been covered in the Declaration and constituted a portion of the Original Property. Upon said recordation, the rights, privileges, duties and liabilities of the parties to the Declaration with regard to the Expansion Property shall be the same as with regard to the Original Property, and the rights, obligations, privileges, duties and liabilities of the Owners and occupants of Lots within the Expansion Property shall be the same as those of the Owners and occupants of Lots within the Original Property.

The Identifying Number of each Lot in the Expansion Property is the lot number as shown on the Plat.

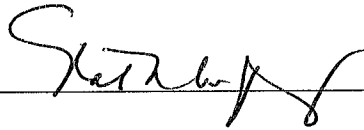
Upon the recordation of this Declaration of Expansion, the Expansion Property shall become, and shall thereafter be, subject to the provisions of the Declaration, including, without limitation, the obligations regarding architectural review.

Capitalized terms herein not otherwise defined shall have the meanings set forth in the Declaration.

*[Signatures to follow.]*

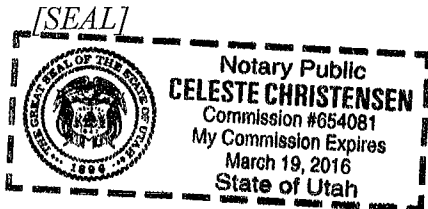
IN WITNESS WHEREOF, Declarant has executed this Declaration of Expansion #2 as of this 31st day of October, 2013.

Brighton Homes Utah, LLC, a Delaware limited liability company,

By   
Nathan W. Pugsley, Manager

STATE OF UTAH            )  
  ) SS:  
COUNTY OF DAVIS        )

On the 31st day of October, 2013, personally appeared before me Nathan W. Pugsley, who, being by me duly sworn, did say that he is the Manager of Brighton Homes Utah, LLC, a Delaware limited liability company, and that the within and foregoing instrument was signed in behalf of the Company by authority of its Operating Agreement, and that the Company executed the same.




  
Notary Public

EXHIBIT A  
EXPANSION PROPERTY

The Expansion Property is as follows:

Lots 401 through 410, inclusive, of Foothills at Cherry Lane Phase 4, Davis County, Utah, according to the Official Plat Thereof, on record with the Davis County Recorder's Office.

Tax ID Numbers: 09-400-0401 through 09-400-0410