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Fieldstone Homes
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**SECOND AMENDMENT
TO
DECLARATION OF COVENANTS, CONDITIONS
AND RESTRICTIONS
FOR
COPPER VALLEY PLANNED UNIT DEVELOPMENT**

THIS SECOND AMENDMENT TO THE DECLARATION OF COVENANTS, CONDITIONS AND RESTRICTIONS FOR COPPER VALLEY PLANNED UNIT DEVELOPMENT (this "Second Amendment") is made and executed as of this 4th day of November, 2008, by Fieldstone Homes Utah, L.L.C., a Utah limited liability company ("Declarant").

RECITALS

A. On July 5, 2007, Declarant filed of record in the Salt Lake County Recorder's Office that certain Declaration of Covenants, Conditions and Restrictions for Copper Valley Planned Unit Development, which was recorded as Entry No. 10153792, in Book 9487 at Pages 3698-3713 (the "Declaration").

B. The Declaration was amended by that certain Amendment to Declaration dated September 5, 2008, filed in the Salt Lake County Recorder's Office on September 25, 2008, as Entry No. 10527857 (the "First Amendment").

C. Declarant desires to amend the Declaration to modify the provisions relating to Service Yards and Fencing, as set forth below.

D. Capitalized terms that are not otherwise defined in this Second Amendment shall have the same meanings given to them in the Declaration.

AMENDMENT

1. Incorporation of Recitals. The foregoing Recitals are hereby incorporated by reference and made a part of this Second Amendment.

2. Service Yards. Section 2.8 of the Declaration is hereby amended by deleting the second sentence thereof, leaving only the first sentence of Section 2.8 in effect.

3. Fencing. Section 7.3 of the Declaration is hereby amended by deleting the third sentence and replacing it with the following language: "**No front yard fencing is allowed.**" The purpose of this amendment is to prohibit front-yard fencing, but allow Owners, if they so choose, to install side-yard fencing in order to completely fence in their backyard areas.

4. Authority to Amend. Pursuant to Section 10.5 of the Declaration, Declarant owns more than 75% of the Lots in the Project and has the requisite power and authority to make and record this Second Amendment.

5. Ratification. The Declaration, as amended by the First Amendment and by this Second Amendment, is hereby ratified, affirmed and confirmed in all respects, and shall remain in full force and effect.

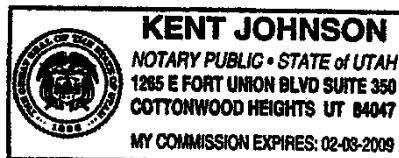
DATED this 4th day of November 2008.

Fieldstone Homes Utah, L.L.C., a Utah limited liability company

By: Samuel A. Down
Its: Assistant Secretary

STATE OF UTAH)
:ss
COUNTY OF SALT LAKE)

The foregoing instrument was signed, acknowledged and verified before me this 4th day of November 2008, by Samuel A. Down, as authorized agent/manager of Fieldstone Homes Utah, L.L.C.



~~NOTARY PUBLIC~~

SEAL:

EXHIBIT "A"
(Legal Description)

LOTS 5 THROUGH 51 OF COPPER VALLEY P.U.D. SUBDIVISION, according to the official records thereof as record in the salt lake county records offices.

tax ID Attached

RXLP COPPER VALLEY PUD

BLK, LOT-QUAR

B FLG	BLK/BLDG	IND FLG	LOT/QUAR	PARCEL NUMBER	OBsolete?
L			1	14-30-479-055-0000	NO
L			2	14-30-479-058-0000	NO
L			3	14-30-482-020-0000	NO
L			4	14-30-479-057-0000	NO
L			5	14-30-482-018-0000	NO
L			6	14-30-482-017-0000	NO
L			7	14-30-482-016-0000	NO
L			8	14-30-482-015-0000	NO
L			9	14-30-482-014-0000	NO
L			ST	14-30-480-013-0000	NO
L			10	14-30-482-013-0000	NO
L			11	14-30-482-011-0000	NO
L			12	14-30-482-010-0000	NO
L			13	14-30-482-009-0000	NO
L			14	14-30-482-008-0000	NO
L			15	14-30-482-007-0000	NO
L			16	14-30-488-005-0000	NO
L			17	14-30-488-004-0000	NO
L			18	14-30-488-003-0000	NO

PF1=VTDI PF5=RXKP PF7=RXAB LIST PF12=PREV ENTER=NEXT CURSOR DOWN AND ENTER=RXPN
PF4=RETURN TO RXEN PF10=LAST RECORDS

RXLP COPPER VALLEY PUD

BLK/BLDG	IND FLG	LOT/QUAR	BLK, LOT-QUAR	PARCEL NUMBER	OBSOLETE?
		L	18	14-30-488-003-0000	NO
		L	19	14-30-488-002-0000	NO
		L	20	14-30-488-001-0000	NO
		L	21	14-30-488-010-0000	NO
		L	22	14-30-488-009-0000	NO
		L	23	14-30-488-008-0000	NO
		L	24	14-30-488-007-0000	NO
		L	25	14-30-488-006-0000	NO
		L	26	14-30-489-005-0000	NO
		L	27	14-30-489-004-0000	NO
		L	28	14-30-489-003-0000	NO
		L	29	14-30-489-002-0000	NO
		L	30	14-30-489-001-0000	NO
		L	31	14-30-489-010-0000	NO
		L	32	14-30-489-009-0000	NO
		L	33	14-30-489-008-0000	NO
		L	34	14-30-489-007-0000	NO
		L	35	14-30-489-006-0000	NO
		L	36	14-30-479-056-0000	NO

PF1=VTDI PF5=RXKP PF7=RXAB LIST PF12=PREV ENTER=NEXT CURSOR DOWN AND ENTER=RXPN
PF4=RETURN TO RXEN PF10=LAST RECORDS

RXLP COPPER VALLEY PUD

BLK, LOT-QUAR

B FLG	BLK/BLDG	IND FLG	LOT/QUAR	PARCEL NUMBER	OBsolete?
			L 36	14-30-479-056-0000	NO
			L 37	14-30-479-054-0000	NO
			L 38	14-30-479-051-0000	NO
			L 39	14-30-479-052-0000	NO
			L 40	14-30-479-050-0000	NO
			L 41	14-30-479-049-0000	NO
			L 42	14-30-479-048-0000	NO
			L 43	14-30-479-047-0000	NO
			L 44	14-30-479-046-0000	NO
			L 45	14-30-479-045-0000	NO
			L 46	14-30-479-044-0000	NO
			L 47	14-30-479-042-0000	NO
			L 48	14-30-479-041-0000	NO
			L 49	14-30-479-040-0000	NO
			L 50	14-30-482-005-0000	NO
			L 51	14-30-482-006-0000	NO
L			AREA A 14-30-482-012-0000		NO
L			AREA B 14-30-479-053-0000		NO
L			AREA C 14-30-480-012-0000		NO

PF1=VTDI PF5=RXKP PF7=RXAB LIST PF12=PREV ENTER=NEXT CURSOR DOWN AND ENTER=RXPN
PF4=RETURN TO RXEN PF10=LAST RECORDS