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 Gary W. Ott
 Recorder, Salt Lake County, UT
 US TITLE PARK CITY
 BY: eCASH, DEPUTY - EF 6 P.

WHEN RECORDED MAIL TO

HAMLET HOMES INC
 308 EAST 4500 SOUTH
 SUITE 200
 SALT LAKE CITY UTAH 84107

SECOND AMENDMENT TO THE DECLARATION OF CONDOMINIUM FOR BIRKHILL
 (a Utah Expandable Condominium Project)

THIS SECOND AMENDMENT TO THE DECLARATION OF CONDOMINIUM for BIRKHILL ("Second Amendment") is made this 10 day of June, 2009, by Fireclay at Birkhill, LLC, a Utah limited liability company (the "Declarant").

WITNESSETH:

WHEREAS, Fireclay at Birkhill, made, executed and caused to be recorded, as Declarant, that certain:

(a) Declaration of Condominium for Birkhill (a Utah Expandable Condominium Project) recorded among the Salt Lake County Recorder's Office, Entry 10523182, Book 9643, Pages 7965 - 8058 on September 18, 2008, pursuant to which the Declarant formed an association known as "Birkhill Condominium Association, Inc." ("Association"), and

(b) First Amendment to the Declaration of Condominium for Birkhill (a Utah Expandable Condominium Project) recorded among the Salt Lake County Recorder's Office, Entry 10603095, Book 9676, Pages 4603-4615 on January 22, 2009.

WHEREAS, pursuant to Article XVI of the Declaration, Declarant reserved the right to add to the Property additional Buildings with Units and Common Areas and Facilities in the Project within that area described in Exhibit "B" attached to said Declaration and the right to shift the percentages of the Common Areas and Facilities in accordance with any amendment to the Declaration; and

WHEREAS, Declarant, is the owner of that certain property described in Exhibit "A-1" attached hereto and incorporated herein, and that property is within the area described in Exhibit "B" attached to said Declaration and Declarant wishes to add the Building with Units and Common Areas and Facilities described in Exhibit "A-1" attached hereto to the Property subjected to said Declaration.

NOW, THEREFORE, the Declarant hereby declares that the Declaration be amended as follows:

1. Subject to the Declaration, the Building with Units and Common Areas and Facilities described in Exhibit "A-1" attached hereto are to be included in the Project, 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.

2. The undivided interest in the Common Areas and Facilities appurtenant to each Unit and the proportionate share of the Common Areas and Facilities appurtenant to each Unit, as expanded, shall be as set forth on Exhibit "B" attached hereto.

3. In all other respects, the Declaration remains unchanged.

WITNESS the hand of Fireclay at Birkhill, LLC, on the day herein above first written:

WITNESS/ATTEST:

FIRECLAY AT BIRKHILL, LLC
By: Hamlet Homes Corporation, Member

By: *John Aldous* (SEAL)
John Aldous, President

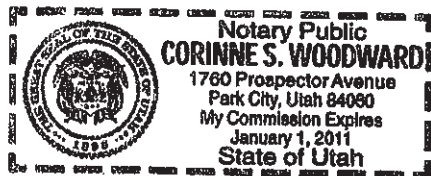
STATE OF UTAH, CITY/COUNTY OF SALT LAKE, TO WIT:

I HEREBY CERTIFY that on this 12 day of June 2009, 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 Fireclay at Birkhill, LLC, 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.

Corinne S. Woodward
Notary Public

My Commission Expires: 1/1/11



CONSENT AND AGREEMENT OF TRUSTEES AND BENEFICIARY

U S TITLE OF UTAH, Trustee, and WELLS FARGO BANK, N.A., Beneficiary, under that certain Deed of Trust dated May 23, 2007 and recorded in the office of the Recorder of Salt Lake County, Utah in Book 9475, pages 8410 et seq., the Deed of Trustee dated January 29, 2008, and recorded in the office of the Recorder of Salt Lake County, Utah, in Book 9565, pages 7677 et seq. and that certain Security Agreement recorded in the office of the Recorder of Salt Lake County, Utah, in Book 9565, pages 7572 et seq., as the same may be supplemented from time to time (the "Deed of Trust"), hereby join in the foregoing Declaration 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 the Declaration to the operation and effect thereto.

Nothing in the foregoing provisions of this Consent and Agreement of Trustees 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, each of the said Trustees and Beneficiary has executed and sealed this Consent and Agreement of Trustees and Beneficiary or caused it to be executed and sealed on its behalf by its duly authorized representatives, this 10 day of June, 2009.

WITNESS/ATTEST:

U S TITLE OF UTAH

Larry S Burt (SEAL)

ATTEST:

Beverly Scott

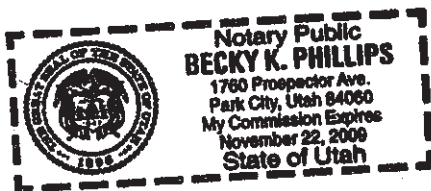
BENEFICIARY:
WELLS FARGO BANK, N.A.

By: Brian S Moe (SEAL)
Brian S. Moe, RM

STATE OF UTAH: COUNTY OF SALT LAKE: TO WIT:

I HEREBY CERTIFY, that on this 15 day of June, 2009, before me, the subscriber, a Notary Public of the state aforesaid, personally appeared Larry S. Denton, who acknowledged himself to be the President of U S TITLE OF UTAH, Trustee, and that he/she, being authorized to do so, executed this Consent and Agreement of Trustees and Beneficiary for the purposes contained therein by signing the on behalf of the Corporation, in my presence.

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



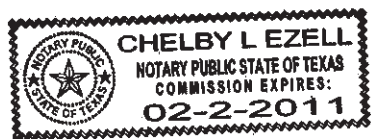
[Signature]
Notary Public

My commission expires on 11-22-09

STATE OF UTAH: COUNTY OF SALT LAKE: TO WIT:

I HEREBY CERTIFY, that on this 10 day of June, 2009, before me, the subscriber, a Notary Public of the state aforesaid, personally appeared Brian Moe, who acknowledged himself to be the Relationship Manager of WELLS FARGO BANK, N.A., Beneficiary, and that he/she, being authorized to do so, executed this Consent and Agreement of Trustees and Beneficiary for the purposes contained therein by signing the on behalf of the Corporation, in my presence.

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



[Signature]
Notary Public

My commission expires on 2/2/2011

EXHIBIT "A-1"
Legal Description of the Land Being Added to the Property

All of Phase B-2 of BIRKHILL PHASE 1 – AMENDED LOT B, recorded September 18, 2008 as Entry No. 10523180 in the Office of the Salt Lake County Recorder (below).

EXHIBIT "B"

Percentage Ownership of Common Areas and Facilities and Map of the Project

Phase 1-B1		
Unit #	Square Footage	% Ownership
#101	1586	3.436%
#106	1327	2.875%
#107	1581	3.425%
#108	2125	4.6.4%
#201	1,061	3.2%
#202	1127	3.2%
#203	978	3.2%
#204	978	3.2%
#205	978	3.2%
#213	978	3.2%
#301	1061	3.2%
#302	1127	3.2%
#303	978	3.2%
#314	978	3.2%
#401	1061	3.2%
#402	1127	3.2%
#403	978	3.2%
#414	978	3.2%

Phase 1 - B2		
Unit #	Square Footage	% Ownership
#102	2611	5.66%
#206	978	3.2%
#211	978	3.2%
#212	978	3.2%
#304	978	3.2%
#305	978	3.2%
#312	978	3.2%
#313	978	3.2%
#404	978	3.2%
#405	978	3.2%
#412	978	3.2%
#413	978	3.2%