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After recording, please return to:

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PARSONS & CROWTHER
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4638447
17 JUNE 88 11:11 AM
KATIE L. DIXON
RECORDER, SALT LAKE COUNTY, UTAH
WESTERN STATES TITLE
REC BY: JEDD BOGENSCHUTZ, DEPUTY

4638447

FIRST SUPPLEMENT TO
DECLARATION OF COVENANTS, CONDITIONS
AND RESTRICTIONS ESTABLISHING A PLAN
OF CONDOMINIUM OWNERSHIP
FOR MILLCREEK CONDOMINIUMS

[Phase 2 of an Expandable Condominium Project]

This supplement is made and executed this 15th day of June, 1988, by McKellar Development of La Jolla, a California corporation dba Clear Creek Development (hereinafter referred to as "Declarant").

R E C I T A L S

A. On or about May 24, 1985, Declarant created the Millcreek Condominiums (hereinafter the "Project") by filing for record in the office of the Recorder of Salt Lake County, Utah an instrument entitled Declaration of Covenants, Conditions and Restrictions Establishing a Plan of Condominium Ownership for Millcreek Condominiums as Entry No. 4090275 in Book 5657 at Page 803 (the "Declaration") and the related Record of Survey Map recorded as Entry No. 4090276 in Book 85-5 of Plats. The Project as described in the Declaration includes the following-described real property located in Salt Lake County, State of Utah. See Exhibit "A" attached hereto and incorporated herein by this reference.

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B. As more fully set forth in Article 16 of the Declaration, Declarant reserves the unilateral right (i.e., without the consent of the Management Committee of the Project, any Unit Owner or any other person or entity) to expand the Project by the addition of all or any part of the Additional Land to the Project in accordance with said Article. Concurrently with recordation of this Supplement, there is being recorded in the office of Recorder of Salt Lake County, Utah an instrument styled "Record of Survey Map of Millcreek Condominiums Phase 2" (hereinafter the "Phase 2 Map") which, together with this Supplement, adds to the Project the following-described real property (hereinafter the "Added Parcel") located in Salt Lake County, State of Utah. See Exhibit "C" attached hereto and incorporated herein by this reference.

NOW, THEREFORE, in accordance with the procedure set forth in Article 16 of the Declaration for expansion of the Project and in conjunction with the addition to the project of the Added Parcel, Declarant hereby makes the following declarations and provides the following information:

1. Identification of Documents. Data sufficient to identify the Declaration and the Record of Survey Map for the Millcreek Condominiums is set forth in Recitals "A" and "B" above.

2. Legal Description. The legal description for the portion of the Additional Land being added to the Project (referred to herein as the "Added Parcel") is set forth in Recital "C" above and Exhibit "C" attached hereto.

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3. Description of Added Parcel Improvements. The significant improvements located on the Added Parcel include Buildings A through F containing Units 101 through 142 inclusive, swimming pool and pool building, asphalt roadways, concrete driveways, patios and porches. The location and configuration of such improvements are depicted on the Phase 2 Map. The Phase 2 Map also shows the location, number of stories and dimensions of the Units located on the Added Parcel. Each of the buildings located on the Added Parcel is composed of materials of substantially similar quality to the buildings described in the Declaration, but such buildings differ in floor plans of the Units.

4. Limited Common Areas. The limited common areas and facilities which are contained within the added parcel consist of all of the following which are labeled as such on the Phase 2 Map:

a) All patios, porches, balconies, decks, private yard areas and storage shed, if any, attached or adjacent to a unit; and

b) The parking stall designated for the use of an individual unit on the Phase 2 Map, if any. The exclusive use of each such limited common area or facility is reserved to the unit which it adjoins, with which it is associated, or as designated on the Phase 2 Map.

5. Status of Title and Reservations. The Added Parcel is submitted to the provisions of the Act and added to the Project, together with the appurtenances and subject to the restrictions,

reservations and other matters set forth on Exhibit "D" attached hereto and incorporated herein by this reference. The Added Parcel is further submitted subject to all easements currently of record, including, but not limited to, the easement for canal purposes and related maintenance obligations granted to the Big Cottonwood Lower Canal Company (the "Cottonwood Easement") pursuant to an Agreement dated March 19, 1987 and recorded March 25, 1987 and the easement across the Added Parcel for storm drainage.

6. Maintenance of Common Area and Added Parcel. Upon the addition of the Added Parcel to the Project, the Association shall operate, maintain and otherwise manage or provide for the operation, maintenance and management of the common areas contained therein pursuant to Section 3.17 of the Declaration and other provisions thereof. In amplification and not by way of limitation thereof, the Association shall provide for necessary maintenance and cleaning of any storm water drainage or catch basin within the Project and shall provide for the cleaning and maintenance of the pipeline contained in the Cottonwood Easement described above. The expenses of performing such cleaning and maintenance obligations shall be common expenses as described in the Declaration.

7. Amended Exhibit "B". Exhibit "B" attached hereto and incorporated herein by this reference furnishes the information with respect to the Units in the Project from and after the addition of the Added Parcel to the Project as was originally contained in the Declaration. The undivided ownership interests

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in the common areas and facilities set forth on said Exhibit "B" have been computed and derived as described in Section 17.13 of the Declaration. From and after the effective date of this supplement, Exhibit "B" attached hereto shall automatically become effective for all purposes and shall completely supersede such terms of the Declaration.

8. Definitions. All capitalized terms used herein but not specifically defined are given the meaning ascribed to them in the Declaration.

EXECUTED the day and year first above written.

DECLARANT:

McKELLAR DEVELOPMENT OF LA JOLLA,
a California corporation, dba
CLEAR CREEK DEVELOPMENT

BY [Signature] VICE PRESIDENT

STATE OF California)
COUNTY OF San Diego) SS.

On the 15th day of June, 1988, personally appeared before me Scott W. Parker who acknowledged to me that he is the Vice President of McKellar Development of La Jolla and that he executed the foregoing instrument on behalf of said corporation.

My Commission Expires:

June 28, 1989

[Signature]
NOTARY PUBLIC
Residing at: San Diego
California

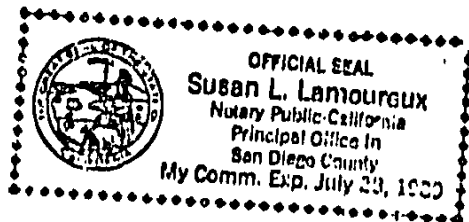


EXHIBIT "A"

TO FIRST SUPPLEMENT MILLCREEK CONDOMINIUMS

PHASE 1 PROPERTY DESCRIPTION

A parcel of land located in the northwest one-quarter (1/4) of Section 33, Township 1 South, Range 1 East, Salt Lake Base and Meridian, being more particularly described as follows:

Beginning at a point South 2363.71 feet, West 1670.20 feet and North 30°00'00" East 313.38 feet from the North one-quarter (1/4) corner of Section 33, Township 1 South, Range 1 East, Salt Lake Base and Meridian; thence North 60°00'00" West 83.55 feet; thence South 30°00'00" West 6.00 feet; thence North 60°00'00" West 12.00 feet; thence North 30°00'00" East 6.00 feet; thence North 60°00'00" West 33.72 feet; thence West 114.55 feet; thence South 88.00 feet; thence West 111.50 feet; thence North 76.50 feet; thence East 15.00 feet; thence North 14.00 feet; thence East 12.00 feet; thence North 24.00 feet; thence West 8.00 feet; thence North 18.00 feet; thence West 19.00 feet; thence North 19.00 feet; thence North 89°50'0" West 83.11 feet; thence South 181.96 feet; thence West 124.00 feet; thence North 244.36 feet; thence South 89°50'00" East 867.32 feet to the Westerly right of way line of Highland Drive; thence along said Westerly right of way line, South 24°47'27" East 115.55 feet; thence leaving said Westerly right of way line West 257.99 feet; thence South 30°00'00" West 225.34 feet to the point of beginning in Salt Lake County Utah.

Contains 4.05 acres more or less.

PHASE 1A PROPERTY DESCRIPTION

A parcel of land located in the Northwest 1/4 of Section 33, Township 1 South, Range 1 East, Salt Lake Base & Meridian, said parcel being more particularly described as follows:

Beginning at a point on the South line of Millcreek (Phase 1) said point lying 2115.68 feet South and 1851.51 feet West from the North 1/4 corner of said Section 33; thence West 83.11 feet; thence North, 118.30 feet; thence East 83.11 feet; thence South 118.30 feet to the point of beginning containing approximately 0.225 acres.

Together with the following described parcel:

Beginning at a point on the West line of Millcreek (Phase 1) said point lying 2115.68 feet South and 1851.51 feet West and 7.65

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feet North from the North 1/4 corner of said Section 33; thence North 56.00 feet; thence East 19.00 feet; thence South 18.00 feet; thence East 8.00 feet; thence South 24.00 feet; thence West 12.00 feet; thence South 14.00 feet; thence West 15.00 feet to the point of beginning containing approximately 1200 square feet.

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EXHIBIT "B"
 TO
 FIRST SUPPLEMENT
 MILLCREEK CONDOMINIUMS
 [An Expandable Condominium Project]

<u>Unit Number, Address</u>	<u>Bldg. No.</u>	<u>Ownership Percentage</u>
1. 1489 E. Vineyard Ct., #1	1	.9433962
2. 1489 E. Vineyard Ct., #2	1	.9433962
3. 1489 E. Vineyard Ct., #3	1	.9433962
4. 1491 E. Vineyard Ct., #1	1	.9433962
5. 1491 E. Vineyard Ct., #2	1	.9433962
6. 1491 E. Vineyard Ct., #3	1	.9433962
7. 1493 E. Vineyard Ct., #1	1	.9433962
8. 1493 E. Vineyard Ct., #2	1	.9433962
9. 1493 E. Vineyard Ct., #3	1	.9433962
10. 1495 E. Vineyard Ct., #1	1	.9433962
11. 1495 E. Vineyard Ct., #2	1	.9433962
12. 1495 E. Vineyard Ct., #3	1	.9433962
13. 1488 E. Foxboro Dr., #1	2	.9433962
14. 1488 E. Foxboro Dr., #2	2	.9433962
15. 1490 E. Foxboro Dr., #1	2	.9433962
16. 1490 E. Foxboro Dr., #2	2	.9433962
17. 1492 E. Foxboro Dr., #1	2	.9433962
18. 1492 E. Foxboro Dr., #2	2	.9433962
19. 1494 E. Foxboro Dr., #1	2	.9433962
20. 1494 E. Foxboro Dr., #2	2	.9433962
21. 1496 E. Foxboro Dr., #1	2	.9433962
22. 1496 E. Foxboro Dr., #2	2	.9433962
23. 1498 E. Foxboro Dr., #1	2	.9433962
24. 1498 E. Foxboro Dr., #2	2	.9433962
25. 1472 E. Foxboro Dr., #1	3	.9433962
26. 1472 E. Foxboro Dr., #2	3	.9433962
27. 1474 E. Foxboro Dr., #1	3	.9433962
28. 1474 E. Foxboro Dr., #2	3	.9433962
29. 1476 E. Foxboro Dr., #1	3	.9433962
30. 1476 E. Foxboro Dr., #2	3	.9433962
31. 1478 E. Foxboro Dr., #1	3	.9433962
32. 1478 E. Foxboro Dr., #2	3	.9433962
33. 1480 E. Foxboro Dr., #1	3	.9433962
34. 1480 E. Foxboro Dr., #2	3	.9433962
35. 1482 E. Foxboro Dr., #1	3	.9433962
36. 1482 E. Foxboro Dr., #2	3	.9433962
37. 1484 E. Foxboro Dr., #1	3	.9433962
38. 1484 E. Foxboro Dr., #2	3	.9433962
39. 1486 E. Foxboro Dr., #1	3	.9433962
40. 1486 E. Foxboro Dr., #2	3	.9433962
41. 1460 E. Foxboro Dr., #1	4	.9433962
42. 1460 E. Foxboro Dr., #2	4	.9433962

43.	1462	E. Foxboro Dr., #1	4	.9433962
44.	1462	E. Foxboro Dr., #2	4	.9433962
45.	1464	E. Foxboro Dr., #1	4	.9433962
46.	1464	E. Foxboro Dr., #2	4	.9433962
47.	1466	E. Foxboro Dr., #1	4	.9433962
48.	1466	E. Foxboro Dr., #2	4	.9433962
49.	1468	E. Foxboro Dr., #1	4	.9433962
50.	1468	E. Foxboro Dr., #2	4	.9433962
51.	1470	E. Foxboro Dr., #1	4	.9433962
52.	1470	E. Foxboro Dr., #2	4	.9433962
53.	1448	E. Foxboro Dr., #1	5	.9433962
54.	1448	E. Foxboro Dr., #2	5	.9433962
55.	1450	E. Foxboro Dr., #1	5	.9433962
56.	1450	E. Foxboro Dr., #2	5	.9433962
57.	1452	E. Foxboro Dr., #1	5	.9433962
58.	1452	E. Foxboro Dr., #2	5	.9433962
59.	1454	E. Foxboro Dr., #1	5	.9433962
60.	1454	E. Foxboro Dr., #2	5	.9433962
61.	1456	E. Foxboro Dr., #1	5	.9433962
62.	1456	E. Foxboro Dr., #2	5	.9433962
63.	1458	E. Foxboro Dr., #1	5	.9433962
64.	1458	E. Foxboro Dr., #2	5	.9433962

Phase II

101.	3707	S. Pantera Lane	A	.9433962
102.	3698	S. Pantera Lane	A	.9433962
103.	3702	S. Pantera Lane	A	.9433962
104.	3704	S. Pantera Lane	A	.9433962
105.	3708	S. Pantera Lane	A	.9433962
106.	3696	S. Pantera Lane	A	.9433962
107.	3706	S. Pantera Lane	A	.9433962
108.	1321	E. Pantera Lane	B	.9433962
109.	1329	E. Pantera Lane	B	.9433962
110.	1325	E. Pantera Lane	B	.9433962
111.	1327	E. Pantera Lane	B	.9433962
112.	1319	E. Pantera Lane	B	.9433962
113.	1331	E. Pantera Lane	B	.9433962
114.	1327	E. Pantera Lane	B	.9433962
115.	1349	E. Pantera Lane	C	.9433962
116.	1341	E. Pantera Lane	C	.9433962
117.	1343	E. Pantera Lane	C	.9433962
118.	1345	E. Pantera Lane	C	.9433962
119.	1351	E. Pantera Lane	C	.9433962
120.	1339	E. Pantera Lane	C	.9433962
121.	1347	E. Pantera Lane	C	.9433962
122.	1330	E. Integra Court	D	.9433962
123.	1322	E. Integra Court	D	.9433962
124.	1324	E. Integra Court	D	.9433962
125.	1326	E. Integra Court	D	.9433962
126.	1332	E. Integra Court	D	.9433962
127.	1318	E. Integra Court	D	.9433962
128.	1328	E. Integra Court	D	.9433962

129.	3677 S. Solitaire Dr.	E	.9433962
130.	3687 S. Solitaire Dr.	E	.9433962
131.	3683 S. Solitaire Dr.	E	.9433962
132.	3679 S. Solitaire Dr.	E	.9433962
133.	3675 S. Solitaire Dr.	E	.9433962
134.	3689 S. Solitaire Dr.	E	.9433962
135.	3681 S. Solitaire Dr.	E	.9433962
136.	1364 E. Revelle Way	F	.9433962
137.	1372 E. Revelle Way	F	.9433962
138.	1370 E. Revelle Way	F	.9433962
139.	1368 E. Revelle Way	F	.9433962
140.	1362 E. Revelle Way	F	.9433962
141.	1374 E. Revelle Way	F	.9433962
142.	1366 E. Revelle Way	F	.9433962

TOTAL:

100.000000

EXHIBIT "C"

TO FIRST SUPPLEMENT MILLCREEK CONDOMINIUMS

DESCRIPTION OF ADDED PARCEL

A parcel of land located in the Northwest one-quarter of Section 33, Township 1 South, Range 1 East, Salt Lake Base and Meridian, more particularly described as follows:

BEGINNING at a point that 2231.96 feet South and 2417.51 feet West from the North quarter corner of Section 33, Township 1 South, Range 1 East, Salt Lake Base and Meridian; thence West 476.26 feet, to the East right-of-way line of 1300 East, said right-of-way line being 40.00 feet East of and parallel to the center line of 1300 East street; thence North $00^{\circ}18'43''$ East 247.98 feet along said right-of-way line to the Southwest corner of Millcreek Village Condominiums as recorded in the office of the Salt Lake County Recorder; thence North $89^{\circ}48'00''$ East 317.90 feet along the South line of said Millcreek Village Condominiums to the Southeast corner of said condominiums, and to the centerline of the Big Cottonwood Lower Canal; thence North $36^{\circ}12'30''$ West 30.36 feet, along the centerline of said canal and the Easterly boundary line of said Millcreek Village Condominium; thence North $72^{\circ}28'00''$ East 142.85 feet; thence South $17^{\circ}32'00''$ East 22.00 feet; to a point on a 15.00 foot radius curve (bearing to the center of curve bears South $17^{\circ}32'00''$ East) thence 23.42 feet along the arc of said curve (chord bearing bears South $27^{\circ}43'58''$ West); thence South $17^{\circ}00'00''$ East 44.48 feet; to a point on 15.00 foot radius curve (bearing to the center of curve bears North $73^{\circ}00'00''$ East) thence 17.80 feet along the arc of said curve (chord bearing bears South $51^{\circ}00'00''$ East); thence North $05^{\circ}00'00''$ East 18.00 feet; thence South $85^{\circ}00'00''$ East 27.00 feet; thence South $05^{\circ}00'00''$ West 18.00 feet; thence South $85^{\circ}00'00''$ East 78.52 feet; thence East 13.52 feet; thence South 99.35 feet; thence North $85^{\circ}00'00''$ West 101.40 feet; thence South $30^{\circ}00'00''$ West 66.75 feet; thence South $60^{\circ}00'00''$ East 60.57 feet; thence South $30^{\circ}00'00''$ West 41.64 feet to the point of beginning. Contains area of 133593.336 sq. ft. or 3.06688 acres. Basis of bearing is the centerline of 1300 East from the 3900 South monument to the 3300 South monument, which is North $00^{\circ}18'43''$ East.