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NANCY WORKMAN  
RECORDER, SALT LAKE COUNTY, UTAH  
FIRST AMERICAN TITLE  
BY: ZJM, DEPUTY - WI 7 P.

GLENCOE HOMEOWNERS ASSOCIATION

FIRST AMENDMENT TO DECLARATION OF  
COVENANTS, CONDITIONS AND RESTRICTIONS

THIS FIRST AMENDMENT TO DECLARATION OF COVENANTS,  
CONDITIONS AND RESTRICTIONS ("First Amendment"), is made this 2nd day of  
May, 2000, by GLENCOE, 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 June 7, 1999 and recorded among the Salt Lake County Recorder's Office in Book 8288, page 7770 et seq., pursuant to which the Declarant subjected all that property described in the Declaration (the "Property") and Declarant formed an association known as, "Glencoe Homeowners Association" ("Association"); and

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

WHEREAS, Declarant, is the owner of that certain property described in Exhibit "A" attached hereto and incorporated herein, and that property is within the area described in Exhibit "B" attached to the Declaration, and Declarant wishes to add that property described in Exhibit "A" 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 "A" 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;

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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 "A" attached hereto, is more particularly described in Exhibit "B" attached hereto and made a part hereof. References to streets and other Common Areas described in Exhibit "B" 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.

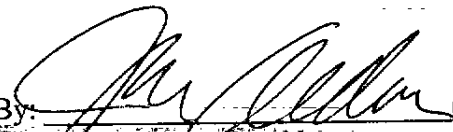
In all other respects, the Declaration, as amended, remains unchanged.

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

WITNESS/ATTEST:

GLENCOE L.L.C.

By: HAMLET HOMES CORPORATION,  
Member

By:  (SEAL)  
John Aldots, President

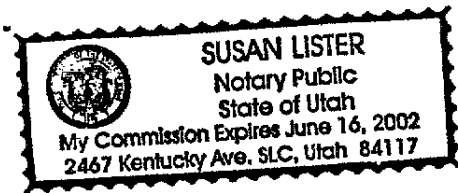
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STATE OF UTAH, CITY/COUNTY OF SALT LAKE, TO WIT:

I HEREBY CERTIFY that on this 2<sup>nd</sup> day of May, 2000, 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 Glencoe, 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.

Susan Lister  
Notary Public



My Commission Expires: June 16, 2002

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**EXHIBIT "A"**

**DESCRIPTION OF LOTS  
TO BE SUBMITTED TO THE HOMEOWNERS ASSOCIATION**

BEING KNOWN AND DESIGNATED as Lots 201 through and including 250,  
all as shown on the Plat entitled, "Glencoe, Phase 2, which Plat are recorded among the  
Recorder's Office of Salt Lake County.

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**EXHIBIT "B"**

**DESCRIPTION OF COMMON AREAS  
TO BE SUBMITTED TO THE HOMEOWNERS ASSOCIATION**

All that area shown as "Common Area Open Space" on the Plats entitled,  
"Glencoe, Phase 2, which Plat is recorded among the Recorder's Office of Salt Lake  
County.

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Glencoe L.L.C.  
470 East 3900 South, #200  
Salt Lake City, Utah 84107

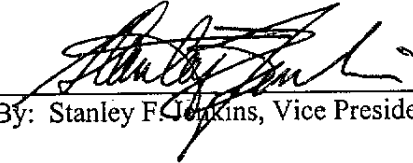
**JOINDER AND CONSENT OF LENDER AND TRUSTEE**

FIRST SECURITY BANK OF UTAH, N.A. as holder of that certain Promissory Note (as amended from time to time, the "Note"), and FIRST AMERICAN TITLE COMPANY, Trustee under that certain Deed of Trust from Glencoe, L.L.C., recorded among the Salt Lake County Recorder's Office (the "Deed of Trust"), execute this Joinder and Consent of Lender and Trustee for the sole purpose of expressing consent to the First Amendment to Declaration of Covenants, Conditions and Restrictions for Glencoe Homeowners Association, to which this Joinder is attached and made a part of, and of binding and subjecting their interest in the Property (as defined in the Deed of Trust and known as Glencoe, all units), to the terms and conditions of such Declaration.

WITNESS OR ATTEST:

FIRST SECURITY BANK OF UTAH, N.A.

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 (SEAL)  
By: Stanley F. Jenkins, Vice President

TRUSTEE:  
FIRST AMERICAN TITLE COMPANY  
OF UTAH

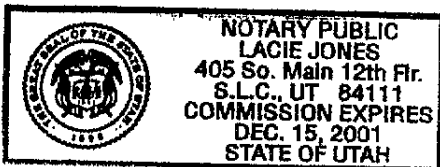
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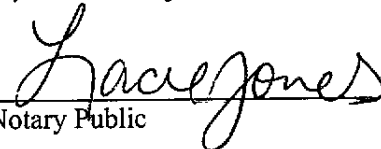
 (SEAL)  
By: Blake Heiner, Vice President

STATE OF UTAH  
COUNTY OF SALT LAKE

I HEREBY CERTIFY, that on this 3rd day of May, 2000, before me, the subscriber, a Notary Public in and for the State of Utah and Salt Lake County aforesaid, personally appeared Stanley F. Jenkins, known to me or satisfactorily proven to be the person whose name is subscribed to the foregoing instrument, who acknowledged himself to be the Vice President of FIRST SECURITY BANK OF UTAH, N.A., a national banking organization, 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 set my hand and Notarial Seal, the day and year first above written.



  
Notary Public


My commission expires: December 15, 2001

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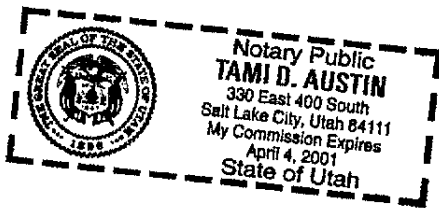
STATE OF UTAH  
COUNTY OF SALT LAKE

I HEREBY CERTIFY, that on this 2nd day of May, 2000, before me, the subscriber, a Notary Public in and for the State of Utah and Salt Lake County aforesaid, personally appeared BLAKE T. HELNER, known to me or satisfactorily proven to be the person whose name is subscribed to the foregoing instrument, who acknowledged himself to be the Vice President of FIRST AMERICAN TITLE COMPANY OF UTAH, 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 set my hand and Notarial Seal, the day and year first above written.

  
Notary Public

My commission expires: 04-04-01



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