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NANCY WORKMAN  
RECORDER, SALT LAKE COUNTY, UTAH  
W L HOMES  
C/O WILLIAM R RICHARDSON  
3653 W 1987 S BLDG 7  
SLC UT  
BY: ZJM, DEPUTY - WI 8 P.

**WHEN RECORDED, PLEASE MAIL TO:**

W.L. Homes, dba John Laing Homes, Utah Division  
c/o William R. Richardson  
3653 West 1987 South  
Building 7  
Salt Lake City, Utah 84104

**THIRD AMENDMENT  
TO THE  
DECLARATION  
OF  
COVENANTS, CONDITIONS, RESTRICTIONS AND EASEMENTS  
FOR  
THE ESTATES AT ROSE CREEK**

**Dated October 4, 2000**

NOTE: Capitalized terms utilized throughout this instrument shall be defined to have the same meaning as in the Declaration.

A. That certain Declaration of Covenants, Conditions, Restrictions and Easements for the Estates at Rose Creek, dated August 28, 1997 (the "Original Declaration"), has been executed by Watt Residential Partners, a California Partnership, d.b.a. Watt Homes, Utah Division (the "Grantor"), and duly recorded in the office of the Salt Lake County Recorder, State of Utah, on August 29, 1997, as Entry No. 6727909, in Book 7746, at Page 2241 of Records.

B. In order to annex and bring additional property within the provisions of the Original Declaration, the Original Declaration has been amended pursuant to that certain First Amendment to the Declaration of Covenants, Conditions, Restrictions and Easements for The Estates at Rose Creek, dated August 7, 1998, duly recorded in the office of the Salt Lake County Recorder, State of Utah, on August 12, 1998, as Entry No. 7054218, in Book 8062, at Page 2101 of Records (the "First Amendment"), and that certain Second Amendment to the Declaration of Covenants, Conditions, Restrictions and Easements for The Estates at Rose Creek, dated August July 1, 1999, duly recorded in the office of the Salt Lake County Recorder, State of Utah, on July 8, 1999, as Entry No. 7407092, in Book 8292, at Page 6477 of Records (the "Second Amendment").

C. The real property more particularly described in the Original Declaration, as amended by the First Amendment and the Second Amendment (the "Property"), is subject to the

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covenants, conditions, restrictions, easements, reservations, limitations and equitable servitudes as set forth therein, to: (i) insure the enhancement and preservation of property values, (ii) provide for the proper design, development, improvement and use of the Property by the Grantor and its successors-in-interest, and all other persons or entities who may subsequently acquire an interest in the Property consistent with a general master plan approach, and (iii) create a residential development of high quality;

D. Section 11.01 of the Original Declaration expressly provides that:

Additional property may be annexed and brought within the provisions of this Declaration by the Grantor, at any time, without the approval of any Owner or the Association. To annex additional property, the Grantor shall record an amendment to this Declaration which shall describe the additional property to be annexed, and the Grantor may supplement this Declaration with additional or different Covenants and Restrictions applicable to the annexed property, as the Grantor may deem appropriate, and the Grantor may delete or modify such covenants as are contained herein which the Grantor deems inappropriate for the annexed property. Upon such annexation, the Owners of the Lots within the annexed property shall become members of the Association with the same rights, privileges and obligations as all other members. The amendment of this Declaration as authorized by this Section, to annex additional property, shall be controlled by the provisions of this Section and shall be expressly excluded from the requirements of Section 12.02 of this Declaration. Notwithstanding the foregoing, it is anticipated that each annexed parcel shall be developed and platted as a separate and distinct subdivision and the annexation thereof shall not, by virtue of such annexation, be considered an alteration, amendment or change to the plat for any prior subdivision comprising the Property governed by the provisions of this Declaration.

E. W.L. Homes, LLC., a Delaware Limited Liability Company, d.b.a. John Laing Homes (formerly Watt Homes) -Utah Division, as the legal successor-in-interest to the Grantor, at this time desires to annex and bring additional property owned by it as hereinafter described (the "Annexation Property"), within the provisions of the Original Declaration, and to subject the Annexation Property to the covenants, conditions, restrictions, easements, reservations, limitations, and equitable servitudes set forth in the Original Declaration.

F. The Annexation Property, situated immediately adjacent to the Property in Salt Lake County, State of Utah, is being developed and platted as separate and distinct subdivisions and is more particularly described as follows:

**THE ESTATES AT ROSE CREEK PLAT 5-A**

BEGINNING AT A POINT THAT IS SOUTH 1241.075 FEET AND EAST 318.968 FEET FROM THE NORTH 1/4 CORNER OF SECTION 2, TOWNSHIP 4 SOUTH, RANGE 2 WEST, SALT LAKE BASE AND MERIDIAN, AND RUNNING THENCE ALONG A SOUTHERLY BOUNDARY OF THE ESTATES AT ROSE CREEK PLAT 3 SUBDIVISION, RECORDED AS ENTRY NUMBER 7381773 IN BOOK 99-6P AT PAGE 157, THENCE ALONG SAID SOUTHERLY BOUNDARY THE FOLLOWING TWO COURSES; S 89°23'04" E 201.444 FEET; THENCE S 75°06'56" E 149.670 FEET; THENCE ALONG A WESTERLY BOUNDARY OF THE ESTATES AT ROSE CREEK PLAT 2 SUBDIVISION, RECORDED AS ENTRY NUMBER 7040202 IN BOOK 98-7P AT PAGE 200, THENCE ALONG SAID WESTERLY BOUNDARY THE FOLLOWING FIVE COURSES TO THE QUARTER SECTION LINE; SOUTH 579.053 FEET; THENCE S 03°46'13" W 78.122 FEET; THENCE S 00°18'28" W 540.462 FEET; THENCE S 05°04'06" W 50.154 FEET; THENCE S 00°34'21" W 180.296 FEET; THENCE ALONG THE QUARTER SECTION LINE OF SECTION 2, N 89°25'31" W 666.481 FEET TO THE CENTER OF SAID SECTION 2, TOWNSHIP 4 SOUTH, RANGE 2 WEST, SALT LAKE BASE AND MERIDIAN; AND RUNNING THENCE N 89°25'50" W 39.000 FEET; THENCE N 00°19'56" E 29.884 FEET; THENCE N 89°25'40" W 187.631 FEET; THENCE N 50°28'16" E 231.983 FEET TO A POINT ON A 461.000 FOOT RADIUS NON-TANGENT CURVE TO THE LEFT; THENCE ALONG ARC OF SAID CURVE 46.235 FEET THROUGH A CENTRAL ANGLE OF 5°44'47" (CHORD BEARS N 14°13'46" W 46.216 FEET); THENCE N 72°53'51 E 78.000 FEET TO A POINT ON A 25.000 FOOT RADIUS NON-TANGENT CURVE TO THE LEFT; THENCE ALONG ARC OF SAID CURVE 31.558 FEET THROUGH A CENTRAL ANGLE OF 72°19'31" (CHORD BEARS S 53°15'55" E 29.504 FEET); THENCE S 89°25'40" E 65.838 FEET TO A POINT ON A 15.000 FOOT RADIUS

CURVE TO THE LEFT; THENCE ALONG ARC OF SAID CURVE 23.562 FEET THROUGH A CENTRAL ANGLE OF 90°00'00" (CHORD BEARS N 45°34'20" E 21.213 FEET); THENCE S 89°25'40" E 50.000 FEET TO A POINT ON A 15.000 FOOT RADIUS NON-TANGENT CURVE TO THE LEFT; THENCE ALONG ARC OF SAID CURVE 23.562 FEET THROUGH A CENTRAL ANGLE OF 90°00'00" (CHORD BEARS S 44°25'40" E 21.213 FEET); THENCE S 89°25'40" E 135.019 FEET; THENCE N 00°36'56" E 531.911 FEET; THENCE N 07°45'09" W 78.000 FEET TO A POINT ON A 889.000 FOOT RADIUS NON-TANGENT CURVE TO THE RIGHT; THENCE ALONG ARC OF SAID CURVE 38.790 FEET THROUGH A CENTRAL ANGLE OF 2°30'00" (CHORD BEARS N 83°29'51" E 38.785 FEET); THENCE N 00°36'56" E 445.741 FEET; THENCE N 89°23'04" W 25.922 FEET; THENCE N 00°36'56" E 175.006 FEET TO THE POINT OF BEGINNING. PARCEL CONTAINS 34 LOTS AND 13.73 acres.

**THE ESTATES AT ROSE CREEK PLAT 5-B**

BEGINNING AT A POINT ON THE SOUTHERLY BOUNDARY LINE OF THE ESTATES AT ROSE CREEK PLAT 3 SUBDIVISION, RECORDED AS ENTRY NUMBER 7381773 IN BOOK 99-6P AT PAGE 157 IN THE SALT LAKE COUNTY RECORDER'S OFFICE; SAID POINT ALSO BEING EAST 318.968 FEET AND SOUTH 1241.075 FEET FROM THE NORTH QUARTER CORNER OF SECTION 2, TOWNSHIP 4 SOUTH, RANGE 2 WEST, SALT LAKE BASE AND MERIDIAN; RUNNING THENCE S 00°36'56" W 175.006 FEET; THENCE S 89°23'04" E 25.922 FEET; THENCE S 00°36'56" W 445.741 FEET TO A POINT ON A 889.000 FOOT RADIUS CURVE TO THE LEFT; BEARING TO THE RADIUS POINT BEARS S 05°15'09" E WITH A TURNED ANGLE OF 02°30'00"; THENCE ALONG THE ARC OF SAID CURVE 38.789 FEET; THENCE S 07°45'09" E 78.000 FEET; THENCE S 00°36'56" W 531.911 FEET; THENCE N 89°25'40" W 135.019 FEET TO A POINT ON A 15.000 FOOT RADIUS CURVE TO THE RIGHT; BEARING TO THE RADIUS POINT BEARS N.00°34'20"E WITH TURNED ANGLE OF 90°00'00"; THENCE ALONG THE ARC SAID CURVE 23.562 FEET; THENCE N 89°25'40" W 50.000 FEET TO A POINT ON A 15.000 FOOT RADIUS

CURVE TO THE RIGHT; BEARING TO THE RADIUS POINT BEARS N 89°25'40" W WITH A TURNED ANGLE OF 90°00'00"; THENCE ALONG THE ARC OF SAID CURVE 23.562 FEET; THENCE N 89°25'40" W 65.838 FEET TO POINT ON A 25.000 FOOT RADIUS CURVE TO THE RIGHT; BEARING TO THE RADIUS POINT BEARS N 00°34'20" E WITH A TURNED ANGLE OF 72°19'31"; THENCE ALONG THE ARC OF SAID CURVE 31.558 FEET; THENCE S 72°53'51" W 78.000 FEET TO A POINT ON A 461.000 FOOT RADIUS CURVE TO THE LEFT; BEARING TO THE RADIUS POINT BEARS S 72°53'51" W WITH A TURNED ANGLE OF 31°54'24"; THENCE ALONG THE ARC OF SAID CURVE 256.721 FEET; THENCE N 49°00'34" W 20.492 FEET TO A POINT ON A 25.000 FOOT RADIUS CURVE TO THE LEFT; BEARING TO THE RADIUS POINT BEARS S 40°59'26" W WITH A TURNED ANGLE OF 83°32'41"; THENCE ALONG THE ARC OF SAID CURVE 36.453 FEET; THENCE S 47°26'45" W 11.314 FEET; THENCE N 42°33'15" W 50.000 FEET TO A POINT ON A 25.000 FOOT RADIUS CURVE TO THE LEFT; BEARING TO THE RADIUS POINT BEARS N 42°33'15" W WITH A TURNED ANGLE OF 96°27'19"; THENCE ALONG THE ARC OF SAID CURVE 42.086 FEET; THENCE N 49°00'34" W 235.815 FEET TO A POINT ON A 25.000 FOOT RADIUS CURVE TO THE LEFT; BEARING TO THE RADIUS POINT BEARS S 40°59'26" W THROUGH A TURNED ANGLE OF 90°00'00"; THENCE ALONG THE ARC OF SAID CURVE 39.270 FEET; THENCE N 49°00'34" W 50.000 FEET TO A POINT ON A 25.000 FOOT RADIUS CURVE TO THE LEFT; BEARING TO THE RADIUS POINT BEARS N 49°00'34" W WITH A TURNED ANGLE OF 90°00'00"; THENCE ALONG THE ARC OF SAID CURVE 39.270 FEET; THENCE N 49°00'34" W 80.979 FEET TO A POINT ON A 764.000 FOOT RADIUS CURVE TO THE RIGHT; BEARING TO THE RADIUS POINT BEARS N 40°59'26" E WITH A TURNED ANGLE OF 19°01'44"; THENCE ALONG THE ARC OF SAID CURVE 253.737 FEET TO A POINT ON A 25.000 FOOT RADIUS CURVE TO THE LEFT; BEARING TO THE RADIUS POINT BEARS S 60°01'10" W WITH A TURNED ANGLE OF 86°39'28"; THENCE ALONG THE ARC OF SAID CURVE 37.812 FEET; THENCE N 26°38'17" W 42.000 FEET TO A POINT ON A 25.000 FOOT RADIUS CURVE TO THE

LEFT; BEARING TO THE RADIUS POINT BEARS N 26°38'17" W WITH A TURNED ANGLE OF 86°39'28"; THENCE ALONG THE ARC OF SAID CURVE 37.812 FEET TO A POINT ON A 764.000 FOOT RADIUS CURVE TO THE RIGHT; BEARING TO THE RADIUS POINT BEARS N 66°42'15" E WITH A TURNED ANGLE OF 48°38'28"; THENCE ALONG THE ARC OF SAID CURVE 648.595 FEET TO A POINT ON SAID SOUTHERLY BOUNDARY LINE OF THE ESTATES OF ROSE CREEK PLAT 3; THENCE ALONG SAID LINE S 64°39'16" E 78.000 FEET TO POINT ON A 686.000 FOOT RADIUS CURVE TO THE RIGHT; BEARING TO THE RADIUS POINT BEARS S 64°39'16" E WITH A TURNED ANGLE OF 04°06'50"; THENCE ALONG THE ARC OF SAID CURVE 49.256 FEET TO A POINT ON A 25.000 FOOT RADIUS CURVE TO THE LEFT; BEARING TO THE RADIUS POINT BEARS S 60°32'27" E WITH A TURNED ANGLE OF 94°20'17"; THENCE ALONG THE ARC OF SAID CURVE 41.163 FEET; THENCE S 25°07'16" W 50.000 FEET TO A POINT ON A 25.000 FOOT RADIUS CURVE TO THE LEFT; BEARING TO THE RADIUS POINT BEARS S 25°07'16" W WITH A TURNED ANGLE OF 94°20'17"; THENCE ALONG THE ARC OF SAID CURVE 41.163 FEET TO A POINT ON A 686.000 FOOT RADIUS CURVE TO THE LEFT; BEARING TO THE RADIUS POINT BEARS S 69°13'02" E WITH A TURNED ANGLE OF 58°40'55"; THENCE ALONG THE ARC OF SAID CURVE 702.595 FEET TO A POINT ON A 25.000 FOOT RADIUS CURVE TO THE LEFT; BEARING TO THE RADIUS POINT BEARS N 52°06'04" E WITH A TURNED ANGLE OF 107°07'55"; THENCE ALONG THE ARC OF SAID CURVE 46.745 FEET; THENCE S 55°01'52" E 50.000 FEET; THENCE S 34°58'08" W 22.509 FEET TO A POINT ON A 25.000 FOOT RADIUS CURVE TO THE LEFT; BEARING TO THE RADIUS POINT BEARS S 55°01'52" E WITH A TURNED ANGLE OF 81°45'42"; THENCE ALONG THE ARC OF SAID CURVE 35.675 FEET TO A POINT ON A 686.000 FOOT RADIUS CURVE TO THE LEFT; BEARING TO THE RADIUS POINT BEARS N 43°12'26" E WITH A TURNED ANGLE OF 02°13'00"; THENCE ALONG THE ARC OF SAID CURVE 26.539 FEET; THENCE S 49°00'34" E 77.679 FEET; THENCE N 34°58'08" E 472.669 FEET; THENCE N 00°36'56" E 125.552 FEET; THENCE N 09°51'33" E 50.287 FEET; THENCE N 05°38'05" E 130.312 FEET TO A POINT ON SOUTHERLY

BOUNDARY LINE OF THE ESTATES OF ROSE CREEK  
PHASE 3; THENCE CONTINUING ALONG SAID SOUTH  
LINE S 79°53'42" E 136.424 FEET; THENCE S 89°23'04" E  
400.042 FEET TO THE POINT OF BEGINNING.  
PARCEL CONTAINS 19.95 acres or 38 LOTS.

NOW, THEREFORE, pursuant to and in conformance with the provisions of Section 11.01 of the Original Declaration, W.L. Homes, LLC., a Delaware Limited Liability Company, d.b.a. John Laing Homes (formerly Watt Homes) -Utah Division, as the legal successor-in-interest to the Grantor, hereby amends the Original Declaration and declares that:

1. The Annexation Property as described above, and each lot, tract or parcel thereof, is and shall be held, sold, conveyed, encumbered, hypothecated, leased, used, occupied and improved subject to and in conformance with all of the covenants, conditions, restrictions, easements, reservations, limitations and equitable servitudes ("Covenants and Restrictions") set forth in the Original Declaration, the terms and provisions of which are incorporated herein by this reference as though fully set forth herein.

2. There shall be no additional or different Covenants and Restrictions imposed by this Amendment which are applicable to the Annexation Property, nor shall any of the Covenants and Restrictions set forth in the Original Declaration be deleted or modified with respect to the Annexation Property.

3. The Owners of Lots within the Annexation Property shall become members of the Association with the same rights, privileges and obligations as all other Members.

4. The annexation of the Annexation Property hereto shall not, by virtue of such annexation, be considered an alteration, amendment or change to the plats for the Property.

5. This amendment to the Original Declaration is made pursuant to an in conformance with the provisions of Section 11.01 of the Original Declaration and is expressly excluded from the requirements of Section 12.02 of the Original Declaration. Except for the amendment provided herein with respect to the annexation of the Annexation Property, the Original Declaration remains in full force and effect and otherwise operates and is enforceable in accordance with its terms.

