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GARY W. OTT
RECORDER, SALT LAKE COUNTY, UTAH
HOLMES HOMES INC
9345 S 1300 E
SANDY UT 84094
BY: ZJM, DEPUTY - WI 7 P.

WHEN RECORDED, RETURN TO:

Patrick H. Holmes
HOLMES HOMES, INC.
9345 South 1300 East
Sandy, Utah 84094

PARCEL I.D. #26-36-200-019

**AMENDMENT NO. TWO
FOR EXPANSION OF
ASPEN SPRINGS CONDOMINIUMS**

(An Expandable Condominium Project)

THIS AMENDMENT NO. TWO ("Amendment") to the Declaration of Condominium of Aspen Springs Condominiums, an expandable condominium project (the "Declaration"), is made effective as of the date of the recording hereof in the Salt Lake County Recorder's Office by HOLMES HOMES, INC., a Utah corporation ("Declarant") pursuant to Section 57-8-13.6 of the Utah Condominium Ownership Act and Article 16 of the Declaration.

RECITALS:

A. On May 1, 2001, Declarant filed the Declaration, as Entry No. 7884385, in Book 8452, beginning at page 3667 in the official records of the Salt Lake County Recorder, State of Utah, with the Record of Survey Map (the "Plat").

B. The Plat created an expandable residential condominium project (the "Condominium Project"), consisting of thirteen (13) units, Unit Nos. 1 through 13, inclusive ("Phase One"), and additional land that may be used to expand the Condominium Project with up to 147 additional units ("Additional Land").

C. On July 25, 2001, Declarant filed Amendment No. One to the Declaration as Entry No. 7956320, in Book 8482, beginning at page 381 of the official records of the Salt Lake County Recorder, State of Utah, together with an amendment to the Plat.

D. Amendment No. One and the amended Plat expanded the Condominium Project to add Phase Two consisting of thirteen (13) units, thereby bringing the total number of units in the Condominium Project to twenty-six (26).

E. Declarant is the owner of fee simple title to all of the remaining Additional Land and now desires to add ten (10) more units, Unit Nos. 27 through 36, inclusive ("Phase Three"), to the existing Condominium Project pursuant to the terms of the Declaration.

F. The supplemental Plat for Phase Three will be recorded concurrently with this Amendment by Declarant in the official records of the Salt Lake County Recorder, State of Utah.

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NOW THEREFORE, in pursuance of the foregoing, Declarant declares and certifies as follows:

1. Phase Three Expansion. Declarant hereby submits to the provisions of the Utah Condominium Ownership Act, Utah Code Ann. § 57-8-1 et seq. (the "Act"), the real property situated in Salt Lake County, Utah, as more particularly described on Exhibit "A," attached to and incorporated in this Amendment by reference (the "Phase Three Property"). As of the date of this Amendment, Declarant is the sole owner of the Phase Three Property. The Phase Three Property hereby submitted to the Act shall be known as Aspen Springs Condominiums, Phase Three, and shall be subject to the terms and conditions of the Declaration.

2. Improvements. The improvements to be built on the Phase Three Property shall consist of several multi-unit buildings with a maximum and minimum of ten (10) units, Unit Nos. 27 through 36, inclusive. All improvements constructed on the Phase Three Property shall be consistent in terms of quality of construction and shall be compatible in terms of principal materials used and architectural style with the structures in Phases One and Two. Further, the Units created in Phase Three shall be substantially identical to the Units in Phases One and Two. Each Unit will be provided with one or more parking spaces, which shall be designated as Limited Common Area appurtenant to such Unit.

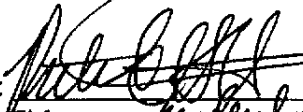
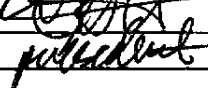
3. Undivided and Allocated Interests. As specified in Article 16 of the Declaration, with the expansion of the Condominium Project to include Phase Two, each Unit Owner in the Condominium Project shall have a maximum 1/36th (or 2.7778%) undivided interest in the Common Area, 1/36th (or 2.7778%) allocated interest in the common expenses of the Condominium Project, and a 1/36th (or 2.7778%) vote for all matters of the Condominium Project's homeowners association.

4. Additional Land. With the annexation of Phase Three into the Condominium Project, the new Additional Land shall consist of the original Additional Land less the Phase Two Property and the Phase Three Property, as more particularly described on Exhibit "B," attached to and incorporated in this Amendment by reference.

IN WITNESS WHEREOF, the undersigned, being the Declarant, has caused this instrument to be executed on this ____ day of September, 2001.


DECLARANT:

HOLMES HOMES, INC., a Utah corporation

By: 
Title: 

STATE OF UTAH)
 : ss.
COUNTY OF SALT LAKE)

The foregoing instrument was acknowledged before me this 18th day of September, 2001, by Patrick H. Holmes, who is the President of HOLMES HOMES, INC., a Utah corporation.



NOTARY PUBLIC
Residing at Salt Lake County, Utah

My Commission Expires:
4-5-05



EXHIBIT "A"

LEGAL DESCRIPTION
PHASE THREE
ASPEN SPRINGS CONDOMINIUMS

The following described real property, located in Salt Lake County, Utah, is the parcel representing Phase Three of the Condominium Project:

Phase 3 - Boundary Description

Beginning at a point which lies South 00°16'17" West 1286.29 feet along the East section line and North 89°43'43" West 164.00 feet from the Northeast corner of Section 36, Township 3 South, Range 2 West, Salt Lake Base & Meridian; and traversing thence South 00°16'17" West 227.20 feet; thence North 89°54'12" West 173.85 feet; thence North 00°05'48" East 104.17 feet; thence North 89°54'12" West 16.91 feet; thence North 00°05'48" East 39.50 feet; thence South 89°54'12" East 73.20 feet to a point on a curve to the left, having a radius of 4.00 feet and a central angle of 89°49'31", thence Northeasterly along the arc of said curve a distance of 6.27 feet, said arc subtended by a chord bearing North 45°11'03" East, a distance of 5.65 feet; thence North 00°16'17" East 79.89 feet; thence South 89°43'43" East 114.00 feet to the point of beginning.

Containing 35,222 sf or 0.81 acres.

EXHIBIT "B"

LEGAL DESCRIPTION
ADDITIONAL LAND AFTER ADDITION OF PHASE THREE
ASPEN SPRINGS CONDOMINIUMS

The following described real property, located in Salt Lake County, is the new Additional Land after the addition of Phase Three:

Additional Land Area A - Boundary Description

Beginning at a point which lies South 00°16'17" West 741.38 feet along the East section line and North 89°43'43" West 164.00 feet from the Northeast corner of Section 36, Township 3 South, Range 2 West, Salt Lake Base & Meridian; and traversing thence South 00°16'17" West 544.91 feet; thence North 89°43'43" West 114.00 feet; thence South 00°16'17" West 79.89 feet to a point on a curve to the right, having a radius of 4.00 feet and a central angle of 89°49'31", thence Southwesterly along the arc of said curve a distance of 6.27 feet, said arc subtended by a chord bearing South 45°11'03" West, a distance of 5.65 feet; thence North 89°54'12" West 73.20 feet; thence North 00°05'48" East 77.58 feet; thence South 89°43'43" East 6.94 feet; thence North 00°16'17" East 171.84 feet; thence North 89°47'00" West 5.35 feet; thence North 00°16'17" East 80.67 feet; thence North 89°43'38" West 57.09 feet to a point on a non-tangent curve to the left, having a radius of 54.00 feet and a central angle of 115°13'30", thence Northwesterly along the arc of said curve a distance of 108.60 feet, said arc subtended by a chord bearing North 52°14'18" West, a distance of 91.20 feet; thence North 00°24'57" East 55.96 feet; thence due West 239.50 feet; thence North 87°24'00" West 58.87 feet; thence South 11°51'53" West 50.00 feet; thence North 78°08'07" West 19.00 feet to a point on a curve to the left, having a radius of 5.00 feet and a central angle of 89°58'58", thence Southwesterly along the arc of said curve a distance of 7.85 feet, said arc subtended by a chord bearing South 56°51'59" West, a distance of 7.07 feet; thence South 11°51'53" West 4.10 feet; thence North 78°08'07" West 31.00 feet; thence South 11°51'53" West 0.40 feet to a point on a curve to the left, having a radius of 375.50 feet and a central angle of 03°10'44", thence Southwesterly along the arc of said curve a distance of 20.83 feet, said arc subtended by a chord bearing South 10°16'31" West, a distance of 20.83 feet, to a point on a reverse curve to the right, having a radius of 25.00 feet and a central angle of 50°02'54", thence Southwesterly along the arc of said curve a distance of 21.84 feet, said arc subtended by a chord bearing South 33°44'05" West, a distance of 21.15 feet; thence North 88°24'32" West 63.98 feet to a point on a curve to the right, having a radius of 21.00 feet and a central angle of 50°09'02", thence Northwesterly along the arc of said curve a distance of 18.38 feet, said arc subtended by a chord bearing North 63°19'57" West, a distance of 17.80 feet, to a point on a non-tangent curve to the right, having a radius of

470.00 feet and a central angle of 6°36'29", thence Northeasterly along the arc of said curve a distance of 54.21 feet, said arc subtended by a chord bearing North 08°33'49" East, a distance of 54.18 feet; thence North 11°51'53" East 222.95 feet; thence South 86°22'53" East 142.64 feet; thence South 89°35'03" East 583.48 feet to the point of beginning.

Containing 235,734 sf or 5.41 acres, more or less.

Additional Land Area B - Boundary Description

Beginning at a point which lies South 00°16'17" West 1505.03 feet along the East section line and North 89°43'43" West 567.82 feet from the Northeast corner of Section 36, Township 3 South, Range 2 West, Salt Lake Base & Meridian; and traversing thence from a point on a curve to the left, having a radius of 21.00 feet and a central angle of 50°09'02", thence Northeasterly along the arc of said curve a distance of 18.38 feet, said arc subtended by a chord bearing North 33°09'50" East, a distance of 17.80 feet; thence North 08°05'14" E 1.41 feet to a point on a reverse curve to the right, having a radius of 122.50 feet and a central angle of 28°50'56", thence Northeasterly along the arc of said curve a distance of 61.68 feet, said arc subtended by a chord bearing North 22°30'40" East, a distance of 61.03 feet, to a point on a non-tangent curve to the left, having a radius of 15.00 feet and a central angle of 71°08'09", thence Northwesterly along the arc of said curve a distance of 18.62 feet, said arc subtended by a chord bearing North 43°48'03" West, a distance of 17.45 feet; thence North 48°58'38" East 46.16 feet to a point on a non-tangent curve to the left, having a radius of 21.00 feet and a central angle of 66°36'12", thence Northeasterly along the arc of said curve a distance of 24.41 feet, said arc subtended by a chord bearing North 62°31'03" East, a distance of 23.06 feet, to a point on a compound curve to the left, having a radius of 230.50 feet and a central angle of 10°16'02", thence Northeasterly along the arc of said curve a distance of 41.31 feet, said arc subtended by a chord bearing North 24°03'47" East, a distance of 41.25 feet, to a point on a compound curve to the left, having a radius of 1.00 feet and a central angle of 92°06'32", thence Northwesterly along the arc of said curve a distance of 1.61 feet, said arc subtended by a chord bearing North 26°59'37" West, a distance of 1.44 feet; thence North 72°49'05" West 18.98 feet to a point on a non-tangent curve to the left, having a radius of 210.50 feet and a central angle of 12°41'47", thence Northeasterly along the arc of said curve a distance of 46.65 feet, said arc subtended by a chord bearing North 12°28'02" East, a distance of 46.55 feet; thence South 82°14'52" East 18.98 feet to a point on a curve to the left, having a radius of 1.00 feet and a central angle of 92°06'32", thence Northeasterly along the arc of said curve a distance of 1.61 feet, said arc subtended by a chord bearing North 51°57'50" East, a distance of 1.44 feet, to a point on a compound curve to the left, having a radius of 230.50 feet and a central angle of 14°24'28", thence Northwesterly along the arc of said curve a distance of 57.96 feet, said arc subtended by a chord bearing North 01°11'59" West, a distance of 57.81 feet, to a point on a compound curve to the left, having a radius of 1.00 feet and a central angle of 92°06'32", thence Northwesterly along the arc of said curve a distance of

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1.61 feet, said arc subtended by a chord bearing North 54°16'40" West, a distance of 1.44 feet; South 79°50'54" West 18.98 feet to a point on a non-tangent curve to the left, having a radius of 210.50 feet and a central angle of 12°41'47", thence Northwesterly along the arc of said curve a distance of 46.65 feet, said arc subtended by a chord bearing North 14°52'00" West, a distance of 46.55 feet; thence North 70°25'06" East 18.98 feet to a point on a curve to the left, having a radius of 1.00 feet and a central angle of 92°06'32", thence Northeasterly along the arc of said curve a distance of 1.61 feet, said arc subtended by a chord bearing North 24°33'41" East, a distance of 1.44 feet, to a point on a compound curve to the left, having a radius of 230.50 feet and a central angle of 74°12'34". Thence Northwesterly along the arc of said curve a distance of 298.54 feet, said arc subtended by a chord bearing North 58°26'06" West, a distance of 278.11 feet, to a point on a compound curve to the left, having a radius of 1.00 feet and a central angle of 90°28'11", thence along the arc of said curve a distance of 1.58 feet, said arc subtended by a chord bearing South 39°00'45" West, a distance of 1.42 feet; thence South 06°06'08" East 18.99 feet; thence South 83°53'52" West 66.00 feet; thence North 06°06'08" West 19.00 feet to a point on a curve to the left, having a radius of 1.00 feet and a central angle of 90°28'11", thence Northwesterly along the arc of said curve a distance of 1.58 feet, said arc subtended by a chord bearing North 51°18'51" West, a distance of 1.42 feet; thence South 83°53'52" West 16.34 feet to a point on a curve to the left, having a radius of 21.00 feet and a central angle of 86°46'16", thence Southwesterly along the arc of said curve a distance of 31.80 feet, said arc subtended by a chord bearing South 40°30'39" West, a distance of 28.85 feet; thence South 77°31'04" West 35.45 feet to a point on a non-tangent curve to the left, having a radius of 25.00 feet and a central angle of 51°46'27", thence Northwesterly along the arc of said curve a distance of 22.59 feet, said arc subtended by a chord bearing North 29°40'04" West, a distance of 21.83 feet; thence North 88°24'32" West 62.68 feet to a point on a curve to the left, having a radius of 21.00 feet and a central angle of 50°09'02", thence Southwesterly along the arc of said curve a distance of 18.38 feet, said arc subtended by a chord bearing South 66°30'53" West, a distance of 17.80 feet, to a point on a non-tangent curve to the left, having a radius of 470.00 feet and a central angle of 76°10'29", thence Southeasterly along the arc of said curve a distance of 624.87 feet, said arc subtended by a chord bearing South 40°09'39" East, a distance of 579.85 feet to the point of beginning.

Containing 152,354 sf or 3.50 acres, more or less.