"Return When Recorded to: BABCOCK BOSTWICK SCOTT **CRAWLEY & PRICE** c/o Conrad H. Johansen 57 W. South Temple, 8th Floor Salt Lake City, Utah 84101

OUTH JORDAN UT 84095

[Parcel No. 21-30-103-003]

AMENDMENT NO. NINETEEN TO AMENDED AND RESTATED DECLARATION AND DECLARATION OF ANNEXATION FOR **BRITTANY CONDOMINIUMS**

THIS AMENDMENT TO THE AMENDED AND RESTATED DECLARATION of Covenants Conditions and Restrictions for Brittany Condominiums is made pursuant to the Utah Condominium Act, Utah Code Ann. §57-8-13.6, and executed this ___ 2001, AND AMENDS THE AMENDED AND RESTATED DECLARATION FOR BRITTANY CONDOMINIUMS ("Declaration"), an expandable condominium Project, recorded June 5, 2000, as Entry No. 7653288, in Book 8366, at Pages 1625 through 1677, of the records of the Salt Lake County Recorder.

AMENDMENT

This is a Declaration of Annexation prepared pursuant to Article III of the Declaration which created an expandable residential condominium Project consisting of twelve (12) Units and additional property available for the expansion of a maximum number of two-hundred and seventy (270) additional Units for a total number of two-hundred and eighty-two (282) Units. The Declaration has subsequently been amended by the following Amendments:

Amendment	Primary R	Recording	Secondary	Recording
No.	Date	Entry No.	Date	Entry No.
1	09/19/00	7721503	N/A	N/A
2	09/19/00	7721504	10/03/00	7731539
3	09/19/00	7721505	10/03/00	7731540
4	09/19/00	7721506	10/03/00	
5	09/19/00	7721507		
6	09/19/00	7721508	10/03/00	7731543
7	09/19/00	7721509	10/03/00	
8	09/19/00	7721510	10/03/00	
9	09/19/00	7721512	10/03/00	7731546

10	09/19/00	7721514	10/03/00	7731547
11	09/19/00	7721516	10/03/00	7731548
12	09/19/00	7721518	10/03/00	7731549
13	09/19/00	7721520	10/03/00	7731550
14	09/19/00	7721522	10/03/00	7731551
15			N/A	N/A
16			N/A	N/A
17			N/A	N/A
18			N/A	N/A

Each of the forgoing Amendments 1 through 18 were filed with the entry numbers as indicated in the records of the Salt Lake County Recorder; to include an additional two-hundred and nineteen (219) Units for a total of two-hundred and thirty-one (231) Units with additional property available for the expansion of a maximum number of fifty-one (51) additional Units for a total number of two-hundred and eighty-two (282) Units.

From the Property identified in the Declaration at Exhibit E, Declarant hereby annexes the parcels of Property described in Exhibit A attached hereto as a part hereof and known as Phase 19 ("Phase 19 Property"), and declares its intention that the Phase 19 Property shall be subject to the Declaration, and any amendments thereto.

Declarant hereby adds to the existing Project a total of twelve (12) additional Units pursuant to the Declaration and any Amendments thereto. The maximum number of Units within the existing Project will be two-hundred and forty-three (243) with thirty-nine (39) Units being reserved in the expandable area.

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

- 1. <u>Phase 19 Expansion</u>: Declarant hereby submits the Phase 19 Property more particularly described at Exhibit A to the provisions of the Utah Condominium Ownership Act. Declarant is the sole owner of the Phase 19 Property and said Property shall be known as the Brittany Condominiums, Phase 19, and shall be subject to the provisions of the Declaration and Amendments thereto. The maximum number of Units to be contained within the Phase 19 Property improvements shall be twelve (12), the proposed configuration of which is described in the Plat Map attached hereto at Exhibit B.
- 2. <u>Improvements</u>: The improvements to be built on the Phase 19 Property shall be architecturally compatible with the existing Units and shall be of similar quality. However, the Declarant makes no assurances that any Units constructed on any additional properties annexed hereto by the Declarant will be without variance with the Units depicted in the plat.

1K8527P60404

- 3. <u>Allocated Interests</u>: As specified in Article III of the Declaration, the undivided interest of each Unit Owner to all Common Area following the expansion created herein is 1/243rd. Likewise, pursuant to paragraph 4 of Article IV of the Declaration the par value of each ownership interest shall be 1/243rd as shown in the Table attached hereto as Exhibit C.
- 4. <u>Additional Land</u>: With the annexation of the Phase 19 Property, the remaining land available for expansion, being more particularly described at Exhibit D, consists of the original expandable land less the Phase 2 Property, the Phase 3 Property, the Phase 4 Property, the Phase 5 Property, the Phase 6 Property, the Phase 7 Property, the Phase 8 Property, the Phase 9 Property, the Phase 10 Property, the Phase 11 Property, the Phase 12 Property, the Phase 13 Property, the Phase 14 Property, the Phase 15 Property, the Phase 16 Property, the Phase 17 Property, the Phase 18 Property, and the Phase 19 Property.

Any required approvals have been given. This Amendment to Declaration for Brittany Condominiums, shall take effect upon recording in the office of the County Recorder of Salt Lake County, Utah by McARTHUR HOMES AT BRITTANY, LC.

IN WITNESS WHEREOF, the undersigned being the Declarant, has caused this instrument to be executed and its seal be affixed hereto on the day and year first above written.

McARTHUR HOMES AT BRITTANY, LC a Utah Limited Liability Company

By: McARTHUR HOMES, INC. a Utah Corporation, it's Manager

Donald R. McARTHUR, President

STEW D.

COUNTY OF SALT LAKE }

Denald-R. McArthur, who being by me duly sworn, did say that he is the President of McArthur Homes, Inc., which is the Manager of McArthur Homes at Brittany, LC, and that said instrument was acknowledged on behalf of said McArthur Homes at Brittany, LC, by authority, and said Benald-R. McArthur duly acknowledged to me that he is the President of and executed the same on behalf of McArthur Homes, Inc. the Manager of McArthur Homes at Brittany, LC.

NOTARY PUBLIC

My Commission Expires:

Residing at:



NOTARY PUBLIC
Rashelle E. Paimer
2001 South State St.
Salt Lake City, Utah 84190-1050
My Commission Expires
February 5, 2003
STATE OF UTAH

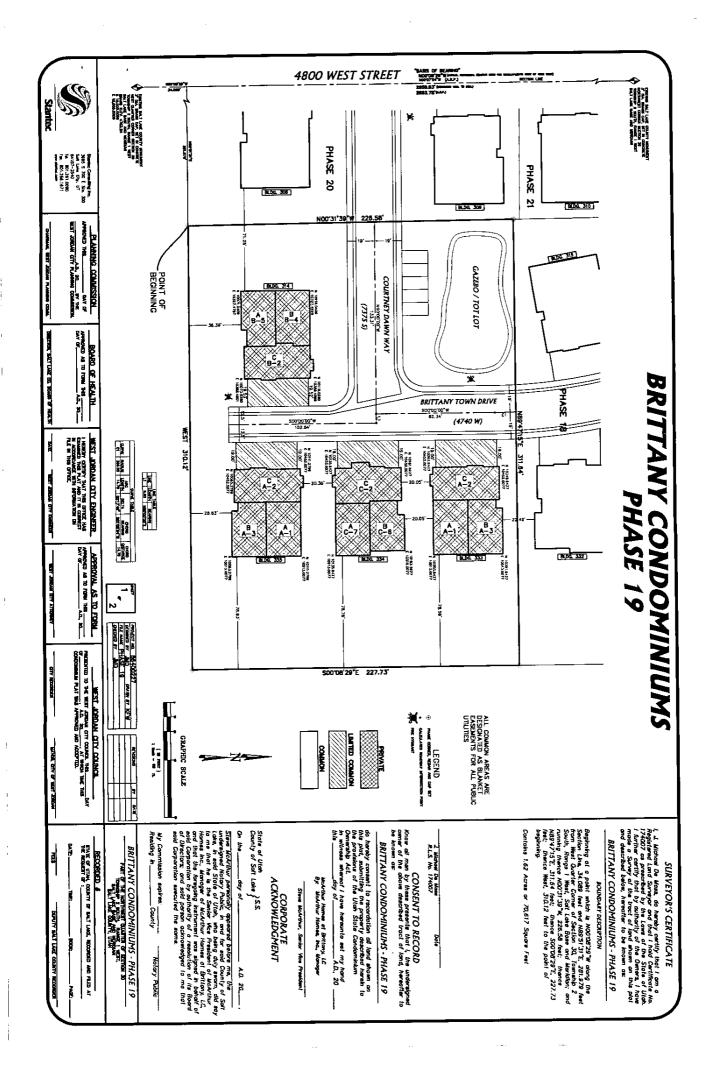
EXHIBIT A

REAL PROPERTY DESCRIPTION OF BRITTANY CONDOMINIUMS PHASE 19

PROPERTY DESCRIPTION:

Beginning at a point which is N00°08'29"W along the Section Line, 34.089 feet and N89°51'31"E, 281.979 feet from West Quarter Corner of Section 30, Township 2 South, Range 1 West, Salt Lake Base and Meridian; and running thence N00°31'39"W, 226.58 feet; thence N89°47'15"E, 311.64 feet; thence S00°08'29"E, 227.73 feet; thence West, 310.12 feet to the point of beginning. Contains 1.62 Acres or 70,617 Square Feet

EXHIBIT B BRITTANY CONDOMINIUMS PHASE 19 MAP



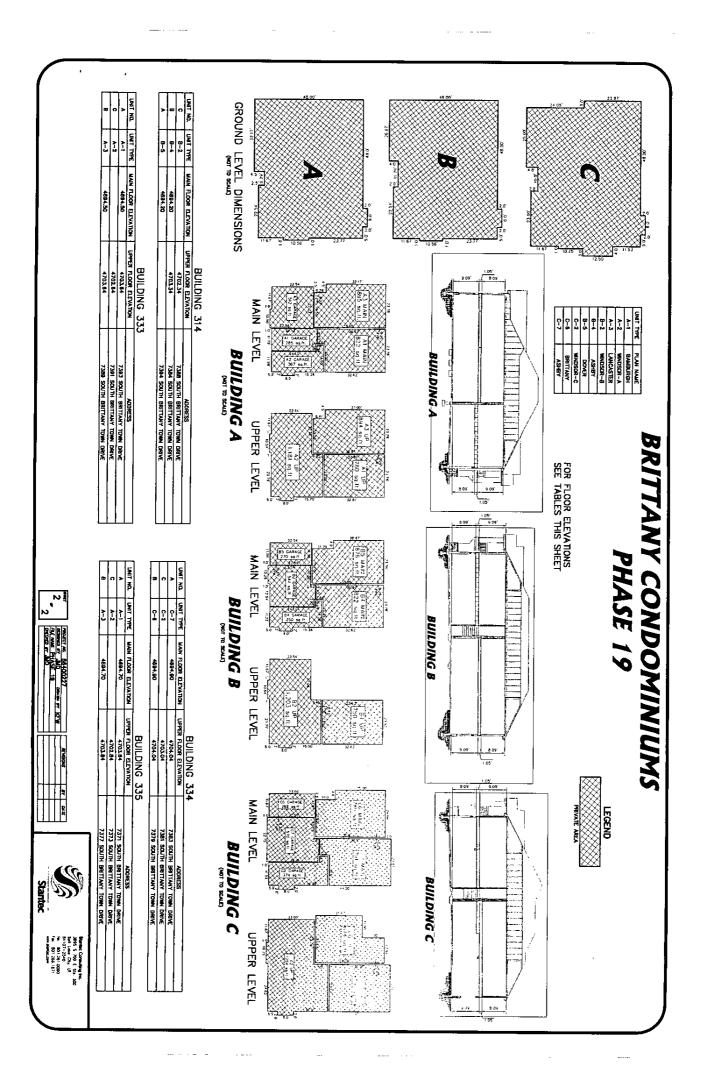


EXHIBIT C OWNERSHIP INTEREST TABLE

Phase	Bldg No.	Unit Type	Unit Par Value Percent of Undivided Interest in Common Area
1	1-1	B-2	1/243rd or .4115%
1		B-4	1/243rd or .4115%
1	-	B-5	1/243rd or .4115%
1	1-2	B-2	1/243rd or .4115%
1		B-4	1/243rd or .4115%
1		B-5	1/243rd or .4115%
1	1-13	B-2	1/243rd or .4115%
1		B-4	1/243rd or .4115%
1		B-5	1/243rd or .4115%
1	1-14	A-1	1/243rd or .4115%
1		A-2	1/243rd or .4115%
1		A-3	1/243rd or .4115%
2	1-3	B-2	1/243rd or .4115%
2		B-4	1/243rd or .4115%
2		B-5	1/243rd or .4115%
2	1-4	A-1	1/243rd or .4115%
2		A-2	1/243rd or .4115%
2		A-3	1/243rd or .4115%
2	1-5	B-2	1/243rd or .4115%
2		B-4	1/243rd or .4115%
2		B-5	1/243rd or .4115%
2	1-10	A-1	1/243rd or .4115%
2		A-2	1/243rd or .4115%
2		A-3	1/243rd or .4115%
2	1-11	B-2	1/243rd or .4115%
2		B-4	1/243rd or .4115%
2		B-5	1/243rd or .4115%
2	1-12	B-2	1/243rd or .4115%

Phase	Bldg No.	Unit Type	Unit Par Value Percent of Undivided Interest in Common Area
2		B-4	1/243rd or .4115%
2		B-5	1/243rd or .4115%
3	1-6	B-2	1/243rd or .4115%
3		B-4	1/243rd or .4115%
3		B-5	1/243rd or .4115%
3	1-7	A-1	1/243rd or .4115%
3		A-2	1/243rd or .4115%
3		A-3	1/243rd or .4115%
3	1-8	B-2	1/243rd or .4115%
3		B-4	1/243rd or .4115%
3		B-5	1/243rd or .4115%
3	1-9	B-2	1/243rd or .4115%
3		B-4	1/243rd or .4115%
3		B-5	1/243rd or .4115%
4	Tot Lot		No Additional Units
5	1-20	B-2	1/243rd or .4115%
5		B-4	1/243rd or .4115%
5		B-5	1/243rd or .4115%
5	1-21	B-2	1/243rd or .4115%
5		B-4	1/243rd or .4115%
5		B-5	1/243rd or .4115%
5	1-22	A-1	1/243rd or .4115%
5		A-2	1/243rd or .4115%
5		A-3	1/243rd or .4115%
5	1-23	B-2	1/243rd or .4115%
5		B-4	1/243rd or .4115%
5		B-5	1/243rd or .4115%
6	1-17	B-2	1/243rd or .4115%

Phase	Bldg No.	Unit Type	Unit Par Value Percent of Undivided Interest in Common Area
6		B-4	1/243rd or .4115%
6		B-5	1/243rd or .4115%
6	1-18	A-1	1/243rd or .4115%
6		A-2	1/243rd or .4115%
6		A-3	1/243rd or .4115%
6	1-19	B-2	1/243rd or .4115%
6		B-4	1/243rd or .4115%
6		B-5	1/243rd or .4115%
6	1-24	A-1	1/243rd or .4115%
6		A-2	1/243rd or .4115%
6		A-3	1/243rd or .4115%
6	1-25	B-2	1/243rd or .4115%
6		B-4	1/243rd or .4115%
6		B-5	1/243rd or .4115%
6	1-26	A-1	1/243rd or .4115%
6		A-2	1/243rd or .4115%
6		A-3	1/243rd or .4115%
7	1-15	A-1	1/243rd or .4115%
7		A-2	1/243rd or .4115%
7		A-3	1/243rd or .4115%
7	1-16	B-2	1/243rd or .4115%
7		B-4	1/243rd or .4115%
7		B-5	1/243rd or .4115%
7	1-27	B-2	1/243rd or .4115%
7		B-4	1/243rd or .4115%
7		B-5	1/243rd or .4115%
7	1-28	A-1	1/243rd or .4115%
7		A-2	1/243rd or .4115%
7		A-3	1/243rd or .4115%
7	1-29	B-2	1/243rd or .4115%

		T	
Phase	Bldg No.	Unit Type	Unit Par Value Percent of Undivided Interest in Common Area
7		B-4	1/243rd or .4115%
7		B-5	1/243rd or .4115%
8	Club House		No Additional Units
9	201	B-2	1/243rd or .4115%
9		B-4	1/243rd or .4115%
9		B-5	1/243rd or .4115%
9	202	B-2	1/243rd or .4115%
9		B-4	1/243rd or .4115%
9		B-5	1/243rd or .4115%
9	203	A-I	1/243rd or .4115%
9		A-2	1/243rd or .4115%
9		A-3	1/243rd or .4115%
9	204	B-2	1/243rd or .4115%
9		B-4	1/243rd or .4115%
9		B-5	1/243rd or .4115%
9	205	A-1	1/243rd or .4115%
9		A-2	1/243rd or .4115%
9		A-3	1/243rd or .4115%
10	206	A-1	1/243rd or .4115%
10		A-2	1/243rd or .4115%
10		A-3	1/243rd or .4115%
10	207	B-2	1/243rd or .4115%
10		B-4	1/243rd or .4115%
10		B-5	1/243rd or .4115%
10	208	B-2	1/243rd or .4115%
10		B-4	1/243rd or .4115%
10		B-5	1/243rd or .4115%
10	218	A-1	1/243rd or .4115%
10		A-2	1/243rd or .4115%
10		A-3	1/243rd or .4115%

Phase	Bldg No.	Unit Type	Unit Par Value Percent of Undivided Interest in Common Area
10	219	A-1	1/243rd or .4115%
10		A-2	1/243rd or .4115%
10		A-3	1/243rd or .4115%
11	209	A-1	1/243rd or .4115%
11		A-2	1/243rd or .4115%
11		A-3	1/243rd or .4115%
11	210	B-2	1/243rd or .4115%
11		B-4	1/243rd or .4115%
11		B-5	1/243rd or .4115%
11	211	B-2	1/243rd or .4115%
11		B-4	1/243rd or .4115%
11		B-5	1/243rd or .4115%
11	216	B-2	1/243rd or .4115%
11		B-4	1/243rd or .4115%
11		B-5	1/243rd or .4115%
11	217	A-1	1/243rd or .4115%
11		A-2	1/243rd or .4115%
11		A-3	1/243rd or .4115%
12	212	A-1	1/243rd or .4115%
12		A-2	1/243rd or .4115%
12		A-3	1/243rd or .4115%
12	213	A-1	1/243rd or .4115%
12		A-2	1/243rd or .4115%
12		A-3	1/243rd or .4115%
12	214	B-2	1/243rd or .4115%
12		B-4	1/243rd or .4115%
12		B-5	1/243rd or .4115%
12	215	A-1	1/243rd or .4115%
12		A-2	1/243rd or .4115%
12		A-3	1/243rd or .4115%

Phase	Bldg No.	Unit Type	Unit Par Value Percent of Undivided Interest in Common Area
13	220	B-2	1/243rd or .4115%
13		B-4	1/243rd or .4115%
13		B-5	1/243rd or .4115%
13	221	A-1	1/243rd or .4115%
13		A-2	1/243rd or .4115%
13		A-3	1/243rd or .4115%
13	228	A-1	1/243rd or .4115%
13	•	A-2	1/243rd or .4115%
13		A-3	1/243rd or .4115%
13	229	A-1	1/243rd or .4115%
13		A-2	1/243rd or .4115%
13		A-3	1/243rd or .4115%
13	230	A-1	1/243rd or .4115%
13		A-2	1/243rd or .4115%
13		A-3	1/243rd or .4115%
14	222	A-1	1/243rd or .4115%
14		A-2	1/243rd or .4115%
14		A-3	1/243rd or .4115%
14	223	A-1	1/243rd or .4115%
14		A-2	1/243rd or .4115%
14		A-3	1/243rd or .4115%
14	224	B-2	1/243rd or .4115%
14		B-4	1/243rd or .4115%
14		B-5	1/243rd or .4115%
14	225	B-2	1/243rd or .4115%
14		B-4	1/243rd or .4115%
14		B-5	1/243rd or .4115%
14	226	A-1	1/243rd or .4115%
14		A-2	1/243rd or .4115%
14		A-3	1/243rd or .4115%

hase	Bldg No.	Unit Type	Unit Par Value Percent of Undivided Interest in Common Area
14	227	B-2	1/243rd or .4115%
14		B-4	1/243rd or .4115%
14		B-5	1/243rd or .4115%
15	321	A-1	1/243rd or .4115%
15	· · ·	A-2	1/243rd or .4115%
15		A-3	1/243rd or .4115%
15	322	A-1	1/243rd or .4115%
15	-	A-2	1/243rd or .4115%
15		A-3	1/243rd or .4115%
15	323	C-7	1/243rd or .4115%
15		C-2	1/243rd or .4115%
15	ļ	C-6	1/243rd or .4115%
15	324	A-1	1/243rd or .4115%
15		A-2	1/243rd or .4115%
15		A-3	1/243rd or .4115%
15	325	B-2	1/243rd or .4115%
15		B-4	1/243rd or .4115%
15		B-5	1/243rd or .4115%
16	319	A-1	1/243rd or .4115%
16		A-2	1/243rd or .4115%
16		A-3	1/243rd or .4115%
16	320	C-7	1/243rd or .4115%
16		C-2	1/243rd or .4115%
16		C-6	1/243rd or .4115%
16	326	A-1	1/243rd or .4115%
16		A-2	1/243rd or .4115%
16		A-3	1/243rd or .4115%
16	327	B-2	1/243rd or .4115%
16		B-4	1/243rd or .4115%
16		B-5	1/243rd or .4115%

Phase	Bldg No.	Unit Type	Unit Par Value Percent of Undivided Interest in Common Area
16	328	A-1	1/243rd or .4115%
16		A-2	1/243rd or .4115%
16		A-3	1/243rd or .4115%
17	317	C-7	1/243rd or .4115%
17		C-2	1/243rd or .4115%
17	-	C-6	1/243rd or .4115%
17	318	B-2	1/243rd or .4115%
17		B-4	1/243rd or .4115%
17		B-5	1/243rd or .4115%
17	329	A-1	1/243rd or .4115%
17		A-2	1/243rd or .4115%
17		A-3	1/243rd or .4115%
17	330	B-2	1/243rd or .4115%
17		B-4	1/243rd or .4115%
17		B-5	1/243rd or .4115%
18	315	A-1	1/243rd or .4115%
18		A-2	1/243rd or .4115%
18		A-3	1/243rd or .4115%
18	316	B-2	1/243rd or .4115%
18		B-4	1/243rd or .4115%
18		B-5	1/243rd or .4115%
18	331	A-1	1/243rd or .4115%
18		A-2	1/243rd or .4115%
18		A-3	1/243rd or .4115%
18	332	C-7	1/243rd or .4115%
18		C-2	1/243rd or .4115%
18		C-6	1/243rd or .4115%
19	314	B-2	1/243rd or .4115%
19		B-4	1/243rd or .4115%
19		B-5	1/243rd or .4115%

Phase	Bldg No.	Unit Type	Unit Par Value Percent of Undivided Interest in Common Area
19	333	A-1	1/243rd or .4115%
19		A-2	1/243rd or .4115%
19		A-3	1/243rd or .4115%
19	334	C-7	1/243rd or .4115%
19		C-2	1/243rd or .4115%
19		C-6	1/243rd or .4115%

Phase	Bldg No.	Unit Type	Unit Par Value Percent of Undivided Interest in Common Area
19	335	A-1	1/243rd or .4115%
19		A-2	1/243rd or .4115%
19		A-3	1/243rd or .4115%

EXHIBIT D

BRITTANY CONDOMINIUMS - EXPANDABLE AREA

PROPERTY DESCRIPTION:

BEGINNING AT THE WEST QUARTER CORNER OF SECTION 30, TOWNSHIP 2 SOUTH, RANGE 1 WEST, SALT LAKE BASE AND MERIDIAN; THENCE N.00°08'29"W. 2,319.69 FEET ALONG THE WEST LINE OF SAID SECTION 30; THENCE S.89°57'09"E. 592.10 FEET; THENCE S.00°08'29"E. 2,319.65 FEET TO A POINT ON THE QUARTER-SECTION LINE; THENCE NORTH 89°57'23"W. 592.10 FEET ALONG SAID QUARTER-SECTION LINE TO THE POINT OF BEGINNING.

LESS THE PARCELS OF PROPERTY IDENTIFIED AT EXHIBIT "A" OF THE DECLARATION, AT EXHIBIT "A" TO EACH OF THE AMENDMENTS TWO THROUGH EIGHTEEN, AND AT EXHIBIT "A" HERETO.