

10/5/02

8357293

WHEN RECORDED, PLEASE MAIL TO:

RICHMOND AMERICAN HOMES OF UTAH, INC.
c/o M.D.C. Holdings, Inc.
Attention: Rebecca Givens
3600 South Yosemite Street
10th Floor - Legal Department
Denver, Colorado 80237

8357293
09/18/2002 12:05 PM 87.00
Book - 8650 Pg - 3006-3015
GARY W. OTT
RECORDER, SALT LAKE COUNTY, UTAH
RICHMOND AMERICAN HOMES OF UT
3653 W 1987 S
C/O NEIL BLACKBURN
SLC UT 84104
BY: RDJ, DEPUTY - WI 10 P.

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

September 6, 2002

Capitalized terms utilized throughout this instrument shall be defined to have the same meaning as in the Original Declaration, as defined herein.

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 General Partnership, d.b.a. Watt Homes, Utah Division, 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"); that certain Second Amendment to the Declaration of Covenants, Conditions, Restrictions and Easements for The Estates at Rose Creek, dated 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"); that certain Third Amendment to the Declaration of Covenants, Conditions, Restrictions and Easements for The Estates at Rose Creek, dated October 4, 2000, duly recorded in the office of the Salt Lake County Recorder, State of Utah, on November 6, 2000, as Entry No. 7754868, in Book 8399, at Page 5029 of Records (the "Third Amendment"); that certain Fourth Amendment to the Declaration of Covenants, Conditions, Restrictions and Easements for

JK 8650 PG 3006

The Estates at Rose Creek, dated June 26, 2001, duly recorded in the office of the Salt Lake County Recorder, State of Utah, on July 5, 2001, as Entry No. 7940602, in Book 8476, at Page 2867 of Records (the "Fourth Amendment"); and that certain Fifth Amendment to the Declaration of Covenants, Conditions, Restrictions and Easements for The Estates at Rose Creek, dated November 5, 2001, duly recorded in the office of the Salt Lake County Recorder, State of Utah, on December 6, 2001, as Entry No. 8084131, in Book 8537, at Page 9147 of Records (the "Fifth Amendment").

C. The real property more particularly described in the Original Declaration, First Amendment, Second Amendment, Third Amendment, Fourth Amendment, and Fifth Amendment (the "Property") is subject to the 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. Richmond American Homes of Utah, Inc., a Colorado corporation, as the legal successor-in-interest to the Grantor, at this time desires to annex and bring this additional Property owned by it as hereinafter described (the "Annexation Property"), within the provisions of the Original Declaration, as amended, and to subject the Annexation Property to the covenants, conditions, restrictions, easements, reservations, limitations, and equitable servitudes set forth in the Original Declaration, as amended.

F. The Annexation Property situated in Salt Lake County, State of Utah, is being developed and platted as separate and distinct subdivisions and is more particularly described in Exhibit A attached hereto and incorporated herein by reference.

NOW THEREFORE, pursuant to and in conformance with the provisions of Section 11.01 of the Original Declaration, the Grantor hereby amends the Original Declaration, as amended, and declares that:

1. The Annexation Property as described in Recital F above, and each lot, tract or parcel thereof, is hereby annexed to the Original Declaration, 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, as amended, 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, as amended, be deleted or modified with respect to the Annexation Property.

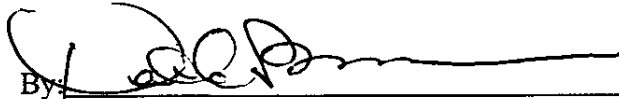
3. The Owners of Lots within the Annexation Property shall become members of the Association with the same rights, privileges and obligations as all other Members.

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

IN WITNESS WHEREOF, the Grantor has executed this Sixth Amendment to the Declaration of Covenants, Conditions, Restrictions and Easements for The Estates at Rose Creek as of the date first above written.

RICHMOND AMERICAN HOMES OF UTAH, INC.,
a Colorado corporation

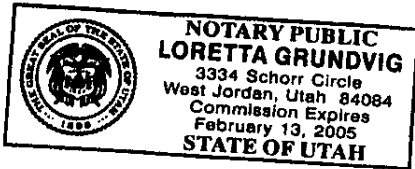
By  _____

Neil Blackburn
Vice President of Land

ACKNOWLEDGEMENT

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

On the 11th day of September, 2002, personally appeared before me Neil Blackburn, Vice President of Land, known to me or proved to me on the basis of satisfactory evidence, to be the person who executed the within instrument on behalf of Richmond American Homes of Utah, Inc., and who acknowledged to me that the company executed the same.



Loretta Grundvig
Notary Public

EXHIBIT A

ESTATES AT ROSE CREEK SUBDIVISION PHASE 7A

Beginning at a point on the section line said point being North 89°43'40" West 1,027.59 feet from the Southeast Corner of Section 35, Township 3 South, Range 2 West, Salt Lake Base & Meridian, and running

thence North 89°43'40" West 892.83 feet along said section line;
thence North 00°16'14" East 173.42 feet;
thence North 89°43'46" West 23.04 feet;
thence North 00°16'14" East 62.69 feet;
thence North 00°03'42" East 87.46 feet;
thence North 89°50'16" East 118.35 feet;
thence South 89°43'46" East 60.00 feet;
thence North 00°16'14" East 33.73 feet;
thence South 89°39'59" East 427.99 feet;
thence North 00°10'14" East 537.86 feet;
thence North 89°43'40" West 7.80 feet;
thence North 00°16'20" East 215.10 feet;
thence East 103.55 feet;
thence South 89°54'56" East 186.52 feet;
thence South 89°59'11" East 129.43 feet;
thence South 00°26'20" West 141.38 feet;
thence South 89°43'40" East 1.44 feet;
thence South 00°16'20" West 60.00 feet;
thence North 89°43'40" West 24.22 feet
thence westerly 82.86 feet along an arc of a 870.00 foot radius curve to the left (center bears South 00°16'20" West long chord bears South 87°32'38" West 82.83 feet with a central angle of 05°27'25");
thence South 00°10'14" West 602.11 feet;
thence South 06°58'35" East 28.17 feet;
thence South 00°16'14" West 277.00 feet to the point of beginning.

Contains 571,396 square feet, 13.12 acres. 33 lots.

ESTATES AT ROSE CREEK SUBDIVISION PHASE 7B

Beginning at a point on the East line of Estates at Rose Creek subdivision Phase 7A, said point being North 89°43'40" West 1,027.59 feet along the Section line and North 00°16'14" East 277.00 feet from the Southeast Corner of Section 35 Township 3 South, Range 2 West, Salt Lake Base & Meridian and running:

thence North 06°58'35" West 28.17 feet along the West line of said Estates at Rose Creek Subdivision Phase 7A;
thence North 00°10'14" East 602.11 feet along the West line of said Estates at Rose Creek Subdivision Phase 7A;
thence Easterly 82.86 feet along an arc of a 870.00 foot radius curve to the right (center bears South 05°11'05" East long chord bears North 87°32'38" East 82.83 feet with a central angle of 05°27'25") along the West line of said Estates at Rose Creek Subdivision Phase 7A;
thence South 89°43'40" East 24.22 feet along the West line of said Estates at Rose Creek Subdivision Phase 7A;
thence North 00°16'20" East 60.00 feet along the West line of said Estates at Rose Creek Subdivision Phase 7A;
thence North 89°43'40" West 1.44 feet along the West line of said Estates at Rose Creek Subdivision Phase 7A;
thence North 00°16'20" East 141.38 feet along the West line of said Estates at Rose Creek Subdivision Phase 7A;
thence South 89°59'11" East 526.38 feet;
thence South 00°40'19" West 19.16 feet;
thence South 89°43'40" East 121.51 feet;
thence South 00°10'14" West 284.60 feet;
thence North 89°43'40" West 446.67 feet;
thence South 00°10'14" West 534.00 feet;
thence North 89°43'40" West 303.43 feet to the point of beginning.

Containing 368.080 square feet, 8.45 acres, 21 Lots.

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RXLP ESTATES AT ROSE CREEK PH 7A				BLK, LOT-QUAR	
B FLG	BLK/BLDG	IND FLG	LOT/QUAR	PARCEL NUMBER	OBSOLETE?
		P	A	26-35-451-010-0000	NO
		P	B	26-35-454-007-0000	NO
		P	C	26-35-476-024-0000	NO
		P	D	26-35-476-009-0000	NO
		P	E	26-35-476-004-0000	NO
		L	701	26-35-451-009-0000	NO
		L	702	26-35-454-001-0000	NO
		L	703	26-35-454-002-0000	NO
		L	704	26-35-454-003-0000	NO
		L	705	26-35-454-004-0000	NO
		L	706	26-35-454-005-0000	NO
		L	707	26-35-454-006-0000	NO
		L	708	26-35-476-023-0000	NO
		L	709	26-35-476-022-0000	NO
		L	710	26-35-476-021-0000	NO
		L	711	26-35-476-020-0000	NO
		L	712	26-35-476-019-0000	NO
		L	713	26-35-476-018-0000	NO
		L	714	26-35-476-017-0000	NO
		L	715	26-35-476-016-0000	NO

PF1=VTDI PF5=RKPK PF7=RXAB LIST PF12=PREV ENTER=NEXT CURSOR DOWN AND ENTER=RX

RXLP ESTATES AT ROSE CREEK PH 7A				BLK, LOT-QUAR		
B FLG	BLK/BLDG	IND FLG	LOT/QUAR	PARCEL	NUMBER	OBSOLETE?
		L	716	26-35-476-015-0000		NO
		L	717	26-35-476-014-0000		NO
		L	718	26-35-476-008-0000		NO
		L	719	26-35-476-007-0000		NO
		L	720	26-35-452-001-0000		NO
		L	721	26-35-453-006-0000		NO
		L	722	26-35-453-007-0000		NO
		L	723	26-35-453-008-0000		NO
		L	724	26-35-453-009-0000		NO
		L	725	26-35-453-010-0000		NO
		L	726	26-35-453-011-0000		NO
		L	727	26-35-453-012-0000		NO
		L	728	26-35-453-005-0000		NO
		L	729	26-35-453-004-0000		NO
		L	730	26-35-453-003-0000		NO
		L	731	26-35-453-002-0000		NO
		L	732	26-35-453-001-0000		NO
		L	733	26-35-451-008-0000		NO

PF1=VTDI PF5=RKPK PF7=RXAB LIST PF12=PREV ENTER=NEXT CURSOR DOWN AND ENTER=RX

RXLP ESTATES AT ROSE CREEK PH 7B				BLK, LOT-QUAR	
B FLG	BLK/BLDG	IND FLG	LOT/QUAR	PARCEL NUMBER	OBSOLETE?
		L	A.	26-35-476-005-0000	NO
		L	734	26-35-476-025-0000	NO
		L	735	26-35-476-026-0000	NO
		L	736	26-35-476-027-0000	NO
		L	737	26-35-476-028-0000	NO
		L	738	26-35-476-029-0000	NO
		L	739	26-35-476-030-0000	NO
		L	740	26-35-476-031-0000	NO
		L	741	26-35-476-038-0000	NO
		L	742	26-35-476-037-0000	NO
		L	743	26-35-476-036-0000	NO
		L	744	26-35-476-035-0000	NO
		L	745	26-35-476-034-0000	NO
		L	746	26-35-476-033-0000	NO
		L	747	26-35-476-032-0000	NO
		L	748	26-35-476-039-0000	NO
		L	749	26-35-476-040-0000	NO
		L	750	26-35-476-041-0000	NO
		L	751	26-35-476-013-0000	NO
		L	752	26-35-476-012-0000	NO

PF1=VTDI PF5=RXXP PF7=RXAB LIST PF12=PREV ENTER=NEXT CURSOR DOWN AND ENTER=RX

RXLP ESTATES AT ROSE CREEK PH 7B				BLK, LOT-QUAR		
B FLG	BLK/BLDG	IND FLG	LOT/QUAR	PARCEL	NUMBER	OBSOLETE?
		L	753	26-35-476-011-0000		NO
		L	754	26-35-476-010-0000		NO

PF1=VTDI PF5=RKPK PF7=RXAB LIST PF12=PREV ENTER=NEXT CURSOR DOWN AND ENTER=RX