

When Recorded Mail To:

D. R. Horton, Inc.
11075 South State Street, Suite 30
Sandy, Utah 84070

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GARY W. OTT
RECORDER, SALT LAKE COUNTY, UTAH
D R HORTON INC
11075 S STATE ST STE 30
SANDY UT 84070
BY: ZJN, DEPUTY - WI 10 P.

**AMENDMENT NO. 1 TO
THE DECLARATION OF CONDOMINIUM
FOR THE VILLAGES AT MILL CREEK**

THIS AMENDMENT NO. 1 TO THE DECLARATION OF CONDOMINIUM FOR THE VILLAGES AT MILL CREEK (this "Amendment No. 1") is made and executed this 21 day of April, 2004 by D. R. HORTON, INC., a Delaware corporation (hereinafter referred to as "Declarant"), pursuant to the provisions of the Utah Condominium Ownership Act contained in Title 57, Chapter 8 of the Utah Code, as it may be amended from time to time (the "Act").

RECITALS

A. On January 9, 2004, Declarant caused to be recorded in the Office of the Recorder of Salt Lake County, Utah the Record of Survey Map of The Villages at Mill Creek Phase 1, as Entry No. 8945561 in Book 2004P at Page 5.

B. In connection with the development of The Villages at Mill Creek, Declarant executed that certain Declaration of Condominium for The Villages at Mill Creek dated January 8, 2004 (the "Initial Declaration"). The Initial Declaration was recorded in the Office of the Recorder of Salt Lake County, Utah on January 9, 2004 as Entry No. 8945562 in Book 8932 at Pages 4265-4326. The Initial Declaration pertains to and affects the real property described as Phase 1 in Section 3.1 of the Initial Declaration.

C. In Section 8 of the Initial Declaration, Declarant reserved, pursuant to Sections 57-8-10(4) and 57-8-13.6 of the Act, the option to expand the Project (the "Option to Expand"). The real property subject to the Option to Expand is described in Section 8.1.1 of the Initial Declaration. Such real property is described and referred to in the Initial Declaration as the "Additional Land." Declarant now desires to expand the Project to include that portion of the Additional Land referred to in Section 8.1.1 of the Initial Declaration as Phase 3, the legal description of which Phase 3 is set forth below.

D. Simultaneously with the recording of this Amendment No. 1 in the Office of the Recorder of Salt Lake County, Utah, Declarant shall record the Record of Survey Map of The Villages at Mill Creek Phase 3.

22-05 - 376-007

NOW THEREFORE, Declarant hereby declares and provides as follows:

1. Initial Declaration Incorporated by Reference. The Initial Declaration in its entirety is hereby incorporated by reference and made a part of this Amendment No. 1 as though it were set forth herein in its entirety. The Initial Declaration as supplemented and amended by this Amendment No. 1, shall herein collectively be referred to as "this Declaration."

2. Definitions. All the terms which are defined in the Initial Declaration, shall continue to have the same meaning when used in this Declaration, except with respect to the following terms, which are hereby amended to have the following meanings:

(a) 2.6 "Common Areas and Facilities" shall mean all portions of the Project other than the Units, as described in Section 6.1 of this Declaration, including the Limited Common Areas and Facilities. The undivided interest in the Common Areas and Facilities appurtenant to each Unit is based upon the Par Value of such Unit, as described in 6.2 of this Declaration and is set forth in Exhibit A attached to Amendment No. 1.

(b) 2.15 "Declaration" shall mean the Initial Declaration, as supplemented and amended by this Amendment No. 1, and all amendments, modifications and supplements hereto.

(c) 2.23 "Map" shall mean Record of Survey Map of The Villages at Mill Creek Phase 1 and the Record of Survey Map of The Villages at Mill Creek Phase 3, as recorded in the Office of the Recorder of Salt Lake County, Utah, a reduced copy of which is attached to this Amendment No. 1 as Exhibit C, as it may be amended from time to time pursuant to this Declaration and the Act. It is contemplated that the Map may be amended at such time as the Buildings are constructed, in the event there are material changes in the Buildings' boundaries or elevations as constructed. Such an amendment to the Map is expressly authorized and may be undertaken by Declarant without the joinder or consent of any other Owners. It is also contemplated that the Map may be amended in the event that Declarant exercises the Option to Expand the Project in accordance with terms of Section 8 hereof.

(d) 2.30 "Property" shall mean that certain real property situated in the County of Salt Lake, State of Utah, more particularly described in Section 3 of this Declaration, on which the Units and other improvements are located.

3. Amendment of Section 3. Section 3 of the Initial Declaration is hereby amended and restated in its entirety to read as follows:

3. DESCRIPTION OF THE PROPERTY AND THE IMPROVEMENTS

3.1 The Property on which the Units and improvements are located is situated in Salt Lake County, Utah and is more particularly described as follows:

PHASE 1

A PARCEL OF LAND LYING WITHIN THE SOUTHWEST 1/4 OF SECTION 5, TOWNSHIP 2 SOUTH, RANGE 1 EAST, SALT LAKE BASE AND MERIDIAN, SALT LAKE COUNTY, UTAH, MORE PARTICULARLY DESCRIBED AS:

BEGINNING AT A POINT IN THE CENTERLINE OF A COUNTY ROAD KNOWN AS 45TH SOUTH STREET, BEARING EAST AND WEST, 3.68 CHAINS SOUTH AND 16.45 CHAINS WEST FROM THE NORTHEAST CORNER OF THE SOUTHWEST 1/4 SECTION 5, T.2S., R.1E., SLB&M., AND RUNNING THENCE SOUTH 13.62 CHAINS TO THE POINT OF BEGINNING, SAID POINT OF BEGINNING IS MORE PARTICULARLY DESCRIBED AS BEING LOCATED S.89°51'30"W. 296.78 FEET ALONG THE MONUMENTED CENTERLINE OF SAID 4500 SOUTH STREET AND S.00°10'35"E. 898.91 FEET FROM THE BRASS CAP MONUMENT AT THE INTERSECTION OF 900 EAST STREET;

THENCE S.12°20'00"E. 35.58 FEET; THENCE S.77°40'00"W. 86.44 FEET; THENCE S.32°40'00"W. 19.18 FEET; THENCE S.12°20'00"E. 39.44 FEET TO A POINT OF CURVATURE OF A 364.00-FOOT RADIUS CURVE TO THE RIGHT; THENCE SOUTHERLY 78.35 FEET ALONG THE ARC OF SAID CURVE, HAVING A CENTRAL ANGLE OF 12°20'00" AND BEING SUBTENDED BY A CHORD THAT BEARS S.06°10'00" E. 78.20 FEET TO THE CURVES END; THENCE SOUTH 83.59 FEET; THENCE EAST 4.00 FEET; THENCE S.45°00'00"E. 33.94 FEET; THENCE EAST 62.75 FEET; THENCE NORTH 88.16 FEET; THENCE N.85°15'47"E. 18.55 FEET; THENCE N.05°04'32"W. 43.64 FEET TO A FOUND 5/8" IRON PIN LS# 3370; THENCE EAST 229.39 FEET TO THE WEST RIGHT-OF-WAY OF 900 EAST STREET; THENCE S.04°54'30"E. ALONG SAID RIGHT-OF-WAY 173.82 FEET TO A POINT OF INTERSECTION WITH A NON-TANGENT 28.00-FOOT RADIUS CURVE TO THE LEFT; THENCE NORTHWESTERLY 21.72 FEET ALONG THE ARC OF SAID CURVE, HAVING A CENTRAL ANGLE OF 44°27'03" AND BEING SUBTENDED BY A CHORD THAT BEARS N.67°46'29"W. 21.18 FEET TO THE CURVES END; THENCE WEST 255.60 FEET; THENCE SOUTH 96.44 FEET; THENCE EAST 282.80 FEET; THENCE S.04°54'30"E. 27.66 FEET; THENCE WEST 189.23 FEET; THENCE N.12°20'00"W. 2.11 FEET; THENCE N.89°27'48"W. 234.49 FEET; THENCE N.18°27'12"W. 17.57 FEET; THENCE NORTH 11.16 FEET; THENCE EAST 98.46 FEET; THENCE NORTH 91.91 FEET; THENCE WEST 155.88 FEET TO A POINT OF CURVATURE OF A 286.00-FOOT RADIUS CURVE TO THE LEFT; THENCE WESTERLY 93.78 FEET ALONG THE ARC OF SAID CURVE, HAVING A CENTRAL ANGLE OF 18°47'15" AND BEING SUBTENDED BY A CHORD THAT BEARS S.80°36'23"W. 93.36 FEET. TO THE CURVES END; THENCE S.50°56'39"W. 19.40 FEET; THENCE S.12°31'20"E. 101.56 FEET; THENCE S.80°37'48"W. 71.76 FEET;

THENCE N.25°40'40"W. 118.30 FEET; THENCE N.64°19'20"E. 143.86 FEET; THENCE S.89°29'02"E. 44.39 FEET TO A POINT OF INTERSECTION WITH A NON-TANGENT 318.00-FOOT RADIUS CURVE TO THE RIGHT; THENCE EASTERLY 33.24 FEET ALONG THE ARC OF SAID CURVE, HAVING A CENTRAL ANGLE OF 05°59'19" AND BEING SUBTENDED BY A CHORD THAT BEARS N.87°00'20"E. 33.22 FEET TO THE CURVES END; THENCE EAST 71.55 FEET; THENCE N.45°00'00"E. 33.94 FEET; THENCE NORTH 83.59 FEET TO A POINT OF CURVATURE OF A 332.00-FOOT RADIUS CURVE TO THE LEFT; THENCE NORTHERLY 71.47 FEET ALONG THE ARC OF SAID CURVE, HAVING A CENTRAL ANGLE OF 12°20'00" AND BEING SUBTENDED BY A CHORD THAT BEARS N.06°10'00"W. 71.33 FEET TO THE CURVES END; THENCE N.12°20'00"W. 106.67 FEET; THENCE S.77°40'00"W. 103.27 FEET TO A FOUND 5/8" IRON PIN LS# 3370; THENCE N.47°08'00"E. 100.00 FEET TO A FOUND 5/8" IRON PIN LS# 3370; THENCE N.88°31'00"E. 100.00 FEET TO A FOUND 5/8" IRON PIN LS# 3370; THENCE S.57°49'00"E. 71.42 FEET TO THE POINT OF BEGINNING. CONTAINS 2.31 ACRES OF LAND MORE OR LESS.

PHASE 3

A PARCEL OF LAND LYING WITHIN THE SOUTHWEST 1/4 OF SECTION 5, TOWNSHIP 2 SOUTH, RANGE 1 EAST, SALT LAKE BASE AND MERIDIAN, SALT LAKE COUNTY, UTAH, MORE PARTICULARLY DESCRIBED AS:

COMMENCING AT A SALT LAKE COUNTY BRASS CAP MONUMENT MARKING THE CENTERLINE INTERSECTION OF 4500 SOUTH STREET AND 900 EAST STREET, FROM WHICH THE C.1/4 CORNER BEARS S.89°54'45"E. 788.92 FEET ALONG THE CENTERLINE OF 4500 SOUTH AND N.00°10'35"W. 242.38 FEET; THENCE S.89°51'30"W. ALONG THE CENTERLINE OF 4500 SOUTH STREET 286.41 FEET AND SOUTH 933.69 FEET TO THE POINT OF BEGINNING. *AS PER REVISED DESCRIPTION SHOWN AS EXHIBIT "D"*

THENCE S.12°20'00"E. 128.27 FEET TO A FOUND 5/8" IRON PIN LS# 3370; THENCE S.05°04'32"E. 43.64 FEET; THENCE S. 85°15'47"W. 18.55 FEET; THENCE SOUTH 88.16 FEET; THENCE WEST 62.75 FEET; THENCE N.45°00'00"W. 33.94 FEET; THENCE WEST 4.00 FEET; THENCE NORTH 83.59 FEET TO A POINT OF CURVATURE OF A 364.00-FOOT RADIUS CURVE TO THE LEFT; THENCE NORTHWESTERLY 78.35 FEET ALONG THE ARC OF SAID CURVE, HAVING A CENTRAL ANGLE OF 12°20'00" AND BEING SUBTENDED BY A CHORD THAT BEARS N.06°10'00"W. 78.20 FEET TO THE CURVE'S END; THENCE N.12°20'00"W. 39.44 FEET; THENCE N.32°40'00"E. 19.18 FEET; THENCE N.77°40'00"E. 86.44 FEET TO THE POINT OF BEGINNING. CONTAINS 0.55 ACRES OF LAND MORE OR LESS.

3.2 With the addition to the Project of Phase 3 of the Additional Land, so that the Project consists of Phase 1 and Phase 3, the improvements within the

Project will consist of six (6) buildings (which together with any other buildings constructed on the Additional Land shall collectively be referred to herein as the "Buildings"). With the Project consisting of Phase 1 and Phase 3, the completed Buildings are designated on the Map as Buildings A-1, A-2, B-1, B-2, B-3 and B-4. Each Building shall have two (2) floors above ground and a ground-level parking area. Building A-1 shall contain six (6) Units, Building A-2 shall contain six (6) Units, Building B-1 shall contain three (3) Units, Building B-2 shall contain three (3) Units, Building B-3 shall contain three (3) Units, and Building B-4 shall contain three (3) Units. The Buildings shall be principally constructed of: concrete footings and foundation; steel and concrete frame below ground; wood frame above ground; cultured stone, stucco or brick exteriors; sheetrock interiors; asphalt shingle roofs; and such other materials as allowed by current building codes. The Buildings will be supplied with telephone, cable television, electricity, natural gas, water, and sewer service. The Project also includes the Common Areas and Facilities described herein, which Common Areas and Facilities shall include an outdoor play area for children, the landscaped areas, private roads, private driveways and parking areas in the locations identified on the Map.

4. Submission to the Act. Declarant hereby submits the Phase 3 portion of the Property and all Buildings and other improvements located thereon to the provisions of the Act. Consequently, the Property described in Section 3 of this Declaration, consisting of the Phase 1 portion of the Property, and the Phase 3 portion of the Property, together with all Buildings and all other improvements located thereon have been submitted to the provisions of the Act by Declarant. All of said Project is and shall be held, conveyed, hypothecated, encumbered, leased, subleased, rented, used and improved as a condominium project. All of the Project is and shall be subject to the covenants, conditions, restrictions, uses, limitations and obligations set forth herein, each and all of which are declared and agreed to be for the benefit of the Project and in furtherance of a plan for improvement of the Project and the division thereof into Units; further, each and all of the provisions hereof shall be deemed to run with the land and shall be a burden and a benefit to the Declarant, the successors and assigns of the Declarant, and any person acquiring, leasing, subleasing or owning an interest in the real property and improvements comprising the Project, their assigns, lessees, sublessees, heirs, executors, administrators, devisees and successors. The Declarant and the Owners Association are each hereby granted a limited license to use the name "The Villages at Mill Creek" in connection with the administration, sale and operation of their respective interests in the Project.

5. Section 8.1.1 of the Initial Declaration is hereby amended to delete from the description of the Additional Land contained therein the real property described as Phase 3.

6. Pursuant to Section 8.1.6 of Initial Declaration, the ownership interest in the Common Area and Facilities for all Units in the Project is hereby amended and restated to be as set forth in Exhibit A attached to this Amendment No. 1 and incorporated herein by this reference.

7. Except as expressly provided in this Amendment No. 1, all other terms and conditions of Initial Declaration are unmodified and remain in full force and effect.

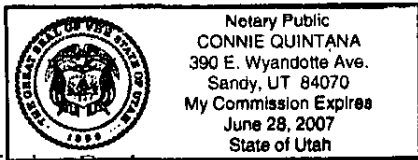
IN WITNESS WHEREOF, Declarant has executed this Amendment No. 1 as of the date first above written.

D. R. HORTON, INC., a Delaware corporation

By: Rustin J Tolbert
Rustin J. Tolbert
Vice President

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

The foregoing instrument was acknowledged before me this 21 day of April, 2004, by Rustin J. Tolbert, the Vice President of D. R. Horton, Inc., a Delaware corporation.



Connie Quintana
NOTARY PUBLIC

My Commission Expires:

6/28/07

Residing at:

SANDY, UTAH

**EXHIBIT A
TO
AMENDMENT NO. 1 TO THE
DECLARATION OF CONDOMINIUM
FOR
THE VILLAGES AT MILL CREEK**

(Schedule of Units)

<u>UNIT NUMBER</u>	<u>PAR VALUE OF THE UNIT</u>	<u>FRACTION OF UNDIVIDED INTEREST IN THE COMMON AREAS AND FACILITIES ALLOCATED TO EACH UNIT</u>
Unit 1 of Building A-1	10	4 ¹ / ₆ %
Unit 2 of Building A-1	10	4 ¹ / ₆ %
Unit 3 of Building A-1	10	4 ¹ / ₆ %
Unit 4 of Building A-1	10	4 ¹ / ₆ %
Unit 5 of Building A-1	10	4 ¹ / ₆ %
Unit 6 of Building A-1	10	4 ¹ / ₆ %
Unit 1 of Building A-2	10	4 ¹ / ₆ %
Unit 2 of Building A-2	10	4 ¹ / ₆ %
Unit 3 of Building A-2	10	4 ¹ / ₆ %
Unit 4 of Building A-2	10	4 ¹ / ₆ %
Unit 5 of Building A-2	10	4 ¹ / ₆ %
Unit 6 of Building A-2	10	4 ¹ / ₆ %
Unit 1 of Building B-1	10	4 ¹ / ₆ %
Unit 2 of Building B-1	10	4 ¹ / ₆ %
Unit 3 of Building B-1	10	4 ¹ / ₆ %
Unit 1 of Building B-2	10	4 ¹ / ₆ %
Unit 2 of Building B-2	10	4 ¹ / ₆ %
Unit 3 of Building B-2	10	4 ¹ / ₆ %
Unit 1 of Building B-3	10	4 ¹ / ₆ %
Unit 2 of Building B-3	10	4 ¹ / ₆ %
Unit 3 of Building B-3	10	4 ¹ / ₆ %
Unit 1 of Building B-4	10	4 ¹ / ₆ %
Unit 2 of Building B-4	10	4 ¹ / ₆ %
Unit 3 of Building B-4	10	4 ¹ / ₆ %
		100% Total

**EXHIBIT B
TO
AMENDMENT NO. 1 TO THE
DECLARATION OF CONDOMINIUM
FOR
THE VILLAGES AT MILL CREEK**

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**EXHIBIT C
TO
AMENDMENT NO. 1 TO THE
DECLARATION OF CONDOMINIUM
FOR
THE VILLAGES AT MILL CREEK**

(Reduced Copy of Map)

THE REDUCED COPIES OF THE **VILLAGES AT MILL CREEK PHASE 1 RECORD OF SURVEY MAP**, AND THE **VILLAGES AT MILL CREEK PHASE 3 RECORD OF SURVEY MAP** ATTACHED AS EXHIBIT C ARE INCLUDED HEREIN ONLY FOR THE CONVENIENCE OF THE READER OF THIS DECLARATION. ALL REFERENCES TO THE "MAP" CONTAINED IN THE DECLARATION ARE REFERENCES TO THE FULL SIZED RECORD OF SURVEY MAPS RECORDED IN THE OFFICE OF THE RECORDER OF SALT LAKE COUNTY, UTAH, AND NOT TO THESE REDUCED COPIES.

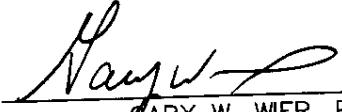
SURVEYOR'S CERTIFICATE

I, GARY W. WIER, DO HEREBY CERTIFY THAT I AM A PROFESSIONAL LAND SURVEYOR, AND THAT I HOLD CERTIFICATE NO. 333098 AS PRESCRIBED UNDER THE LAWS OF THE STATE OF UTAH. I FURTHER CERTIFY THAT AT THE REQUEST OF THE OWNER OF THE BELOW DESCRIBED TRACT OF LAND, THAT THE BOUNDARY DESCRIPTION BELOW CORRECTLY DESCRIBES THE LAND SURFACE UPON WHICH WILL BE CONSTRUCTED VILLAGES AT MILL CREEK - PHASE 3, AN EXPANDABLE CONDOMINIUM PROJECT, THAT THE RECORD OF SURVEY MAP FOR SAID CONDOMINIUM PROJECT, CONSISTING OF 2 PAGES, IS ACCURATE AND COMPLIES WITH THE PROVISIONS OF SECTION 57-8-13(1) OF THE UTAH CONDOMINIUM OWNERSHIP ACT, AND THAT THE REFERENCE MARKERS SHOWN ON SAID MAP ARE LOCATED AS SHOWN AND ARE SUFFICIENT TO READILY RETRACE OR ESTABLISH THIS SURVEY.

EXHIBIT "D"

4-21-2004

DATE


 GARY W. WIER, P.L.S.
BOUNDARY DESCRIPTION

A PARCEL OF LAND LYING WITHIN THE SOUTHWEST 1/4 OF SECTION 5, TOWNSHIP 2 SOUTH, RANGE 1 EAST, SALT LAKE BASE AND MERIDIAN, SALT LAKE COUNTY, UTAH, MORE PARTICULARLY DESCRIBED AS:

COMMENCING AT A SALT LAKE COUNTY BRASS CAP MONUMENT MARKING THE CENTERLINE INTERSECTION OF 4500 SOUTH STREET AND 900 EAST STREET, FROM WHICH THE NORTHEAST CORNER OF THE SOUTHWEST 1/4 OF SECTION 5, T.2S., R.1E., SLB&M., BEARS S.89°54'45"E. 788.92 FEET AND N.00°10'35"W. 242.38 FEET; THENCE S.89°51'30"W. ALONG THE CENTERLINE OF 4500 SOUTH STREET 286.41 FEET AND SOUTH 933.69 FEET TO THE POINT OF BEGINNING;

THENCE S.12°20'00"E. 128.27 FEET TO A FOUND 5/8" IRON PIN LS# 3370; THENCE S.05°04'32"E. 43.64 FEET; THENCE S.85°15'47"W. 18.55 FEET; THENCE SOUTH 88.16 FEET; THENCE WEST 62.75 FEET; THENCE N.45°00'00"W. 33.94 FEET; THENCE WEST 4.00 FEET; THENCE NORTH 83.59 FEET TO A POINT OF CURVATURE OF A 364.00-FOOT RADIUS CURVE TO THE LEFT; THENCE NORTHWESTERLY 78.35 FEET ALONG THE ARC OF SAID CURVE, HAVING A CENTRAL ANGLE OF 12°20'00" AND BEING SUBTENDED BY A CHORD THAT BEARS N.06°10'00"W. 78.20 FEET TO THE CURVES END; THENCE N.12°20'00"W. 39.44 FEET; THENCE N.32°40'00"E. 19.18 FEET; THENCE N.77°40'00"E. 86.44 FEET TO THE POINT OF BEGINNING. CONTAINS 0.55 ACRES OF LAND MORE OR LESS.

OWNER'S CERTIFICATE AND DEDICATION

THE UNDERSIGNED OWNER(S) OF THE HEREIN DESCRIBED LAND HEREBY CERTIFIES THAT: OWNER(S) HAVE CAUSED A SURVEY TO BE MADE OF SAID LAND AND THIS RECORD OF SURVEY MAP ("MAP") AND A DECLARATION OF CONDOMINIUM ("DECLARATION") TO BE PREPARED FOR VILLAGES AT MILL CREEK PHASE 3, AN EXPANDABLE CONDOMINIUM PROJECT (THE "PROJECT"); OWNER(S) CONSENT TO THE CONCURRENT RECORDATION OF THE MAP AND DECLARATION AND THEREBY SUBMITS THE DESCRIBED LAND TO THE PROVISIONS OF THE UTAH CONDOMINIUM OWNERSHIP ACT; AND OWNER HEREBY DEDICATES ANY PUBLIC AREAS REFLECTED ON THE MAP FOR USE BY THE GENERAL PUBLIC AND DECLARES ALL OTHER DRIVEWAYS OR PRIVATE STREETS REFLECTED ON THE MAP TO BE PRIVATE AND INTENDED FOR USE ONLY BY OWNERS OF THE CONDOMINIUM UNITS WITHIN THE PROJECT, THEIR GUESTS AND INVITEES, AS REFLECTED IN THE PROVISIONS OF THE DECLARATION.

UTILITY DEDICATION

UTILITIES SHALL HAVE THE RIGHT TO INSTALL, MAINTAIN, AND OPERATE THEIR EQUIPMENT ABOVE AND BELOW GROUND AND ALL OTHER RELATED FACILITIES WITHIN PUBLIC UTILITY EASEMENTS IDENTIFIED ON THIS PLAT MAP AS MAY BE NECESSARY OR DESIRABLE IN PROVIDING UTILITY SERVICES WITHIN AND WITHOUT THE LOTS

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 CO. REORDER