

WHEN RECORDED, RETURN TO:

Thomas G. Bennett  
Ballard Spahr Andrews & Ingersoll, LLP  
201 So. Main, Suite 600  
Salt Lake City, UT 84111-2221

**00723214** Br:01672 Pg:01593-01603  
ALAN SPRIGGS, SUMMIT CO RECORDER  
2005 JAN 13 16:14 PM FEE \$49.00 BY GGB  
REQUEST: PARK CITY TITLE

**SECOND AMENDMENT  
TO  
DECLARATION OF CONDOMINIUM  
FOR LARKSPUR TOWNHOMES**

This Second Amendment to Declaration of Condominium for Larkspur Townhomes ("Second Amendment") is executed pursuant to the provisions of the Declaration of Condominium for Larkspur Townhomes, as described in Recital A hereof, and the provisions of the Utah Condominium Ownership Act, Utah Code Annotated, §§ 57-8-1 through 57-8-37, as amended (the "Act"), by Larkspur Residences, LLC, a Delaware limited liability company ("Declarant").

**RECITALS**

A. On May 11, 2004, Declarant recorded with the Recorder of Summit County, Utah, a Declaration of Condominium for Larkspur Townhomes as Entry No. 697843 at Book 1619, Page 345 ("Declaration"), covering the real property and improvements constituting the first phase of the Larkspur Townhomes, in Summit County, Utah. On May 11, 2004, in connection with the recording of the Declaration, Declarant also recorded a Condominium Plat for Larkspur Townhomes, as Entry No. 697842 in the Summit County Recorder's Office ("Plat").

B. Immediately prior to the recordation of this Second Amendment, Declarant recorded with the Recorder of Summit County, Utah, the First Amendment to Declaration of Condominium for Larkspur Townhomes ("Phase 2 Declaration"), and the condominium plat for Larkspur Townhomes 2 ("Phase 2 Plat"). The property subjected to the Declaration, the Phase 2 Declaration, the Plat and the Phase 2 Plat is more particularly described in Exhibit "B", which is attached hereto and incorporated herein by this reference ("Project")

C. Pursuant to Section 7 of the Declaration, Declarant reserved the right to expand the Project without the prior consent of any Owners. Declarant now desires to exercise its right to expand the Project by adding to the Project the real property described on Exhibit "C" attached hereto and incorporated herein by this reference ("Phase 3 Land"), which property was part of the Additional Land described in the Declaration.

D. In connection with Declarant's exercise of its right to expand the Project, four (4) Units will be added to the Project, together with additional Common Areas and Facilities and Limited Common Areas and Facilities, as identified in a supplemental condominium plat entitled "Larkspur Townhomes 3" ("Phase 3 Plat"). The Phase 3 Plat will be recorded with the Summit County Recorder's Office in connection with the recording of this Second Amendment. Declarant will be the Owner of the condominium units shown on the Phase 3 Plat, including the

appurtenant ownership interest in the Common Areas and Facilities, created by exercise of the Option to Expand.

NOW, THEREFORE, Declarant hereby unilaterally exercises its right to expand the Project to include the Additional Land, and unilaterally amends the Declaration as follows:

1. Defined Terms and Status of Recitals. Capitalized terms used and not otherwise defined in this Second Amendment shall have the meaning or meanings given to them in the Declaration. The Recitals set forth above shall constitute a portion of the terms of this Second Amendment.

2. Exercise of Option to Expand. Declarant hereby exercises the Option to Expand as set forth in Section 7 of the Declaration. The real property described in Exhibit "C" attached hereto is hereby added to and made a part of the Project, with Units, Common Areas and Facilities and Limited Common Areas and Facilities as more particularly set forth in the Phase 3 Plat. Declarant declares that from and after the recordation of this Second Amendment and the Phase 3 Plat, the Phase 3 Land shall be subject to, and governed by, the provisions of the Declaration and any amendments or supplements thereto. A copy of the Phase 3 Plat is attached hereto as Exhibit "D".

3. Reservation of Declarant Rights. Pursuant to the Act and the Declaration, all Declarant rights concerning the Project reserved to the Declarant in the Declaration are hereby incorporated and reserved to Declarant with respect to the Phase 3 Land hereby added to the Project. The exercise of Declarant rights concerning the Phase 3 Land shall be governed by the same terms, provisions and limitations set forth in the Declaration regarding the exercise of Declarant rights.

4. Reallocation of Undivided Interests and Replacement of Exhibit "A". Pursuant to Section 7.1.7 of the Declaration, the undivided interests in the Common Areas and Facilities are hereby reallocated on the same basis as described in the Declaration. Exhibit "A" to the Declaration, setting forth the Schedule of Units, Square Footage, Votes and Undivided Interests in the Common Areas is hereby amended and restated in its entirety by Exhibit "A" attached to this Second Amendment and incorporated herein by this reference.

5. Declaration Remains in Effect. This Second Amendment and the Phase 3 Plat shall be considered supplemental to the Declaration, the Phase 2 Declaration, the Plat and the Phase 2 Plat. Except as expressly amended by the foregoing, the Declaration and the Plat, as supplemented by the Phase 2 Declaration and the Phase 2 Plat, shall remain in full force and effect and shall not be canceled, suspended or otherwise abrogated or amended by the recording of this Second Amendment and the Phase 3 Plat.

6. Authority. Declarant hereby certifies that Declarant may execute this Second Amendment without the consent or signature of any Owners pursuant to the Act and Section 7 of the Declaration.

IN WITNESS WHEREOF, this Second Amendment is hereby executed this 28<sup>th</sup> day of December, 2004.

LARKSPUR RESIDENCES, LLC, a Delaware limited liability company

By: HF Holding Corp. III, a Colorado corporation, its Manager

By: Dianne A. Paradis  
Printed Name: Dianne A. Paradis  
Title: Vice President

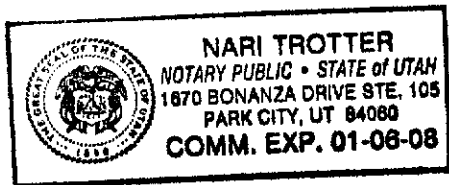
STATE OF Utah )  
COUNTY OF Summit ) : ss.

The foregoing instrument was acknowledged before me this 28<sup>th</sup> day of December, 2004, by Dianne A. Paradis the vice-president of HF Holding Corp. III, Manager of Larkspur Residences, LLC, a Delaware limited liability company.

Nari Trotter

NOTARY PUBLIC  
Residing at: Wallington, UT

My Commission Expires: 1/6/08



**CONSENT TO RECORD AND SUBORDINATION**  
**(Capital Growth Partners, L.L.C./United Park City Mines Company)**

The undersigned Capital Growth Partners, L.L.C., a Utah limited liability company and United Park City Mines Company, a Delaware corporation are the holders of that certain Deed of Trust, Security Agreement, Financing Statement and Assignment of Rents and Leases (With Subordination to Construction Financing) dated as of July, 2003, and recorded July 18, 2003, as Entry No. 665958, in Book 1553, Page 106 of the official records of Summit County, Utah, as amended by that certain Amendment No. 1 to Deed of Trust recorded April 16, 2004, as Entry No. 695386, in Book 1612, Page 1832 and that certain Amendment No. 2 to Deed of Trust recorded November 1, 2004, as Entry No. 715554, in Book 1656, Page 1752, together with related loan documents (collectively "Deed of Trust") which constitutes a lien of record against the property subject to the foregoing Declaration. Capital Growth Partners, L.L.C. and United Park City Mines Company hereby subordinate the lien and encumbrance of the Deed of Trust to this Second Amendment and to the rights of the Owners as set forth in such Second Amendment and consent to the recordation of such Second Amendment and the Phase 3 Plat.

CAPITAL GROWTH PARTNERS, L.L.C, a Utah Limited Liability Company

By: Mark Flinn  
Its: Vice President

UNITED PARK CITY MINES COMPANY, a Delaware corporation

By: Mark Flinn  
Its: Vice President

STATE OF Utah )  
COUNTY OF Summit ) : ss.

The foregoing instrument was acknowledged before me this 28<sup>th</sup> day of December, 2004, by Mark Thorne, the Vice President of Capital Growth Partners, L.L.C, a Utah limited liability company.

Nari Trotter  
NOTARY PUBLIC  
Residing at: Wallsburg, UT

My Commission Expires: 1/6/08



STATE OF Utah )  
COUNTY OF Summit ) : ss.

The foregoing instrument was acknowledged before me this 28<sup>th</sup> day of December, 2004, by Mark Thorne, the Vice President of United Park City Mines Company, a Delaware corporation.

Nari Trotter  
NOTARY PUBLIC  
Residing at: Wallsburg UT

My Commission Expires: 1/6/08





## EXHIBIT "A"

### Schedule of Units, Square Footage, Votes and Undivided Interests in Common Areas

Unit Identifying Number	Approx. Sq. Footage of Unit	No. of Votes Per Unit	Undivided Interest Per Unit <sup>1</sup>
1	2785	1	0.0667
2	2926	1	0.0667
3	2797	1	0.0667
4	2792	1	0.0667
5	2797	1	0.0667
6	3425	1	0.0667
7	3425	1	0.0667
8	3425	1	0.0667
9	3425	1	0.0667
10	3421	1	0.0667
11	3601	1	0.0667
12	3424	1	0.0667
13	3421	1	0.0667
14	3601	1	0.0667
15	3424	1	0.0667
<b>Totals</b>	<b>46,689</b>	<b>15</b>	<b>1.0000</b>

<sup>1</sup> May total slightly more or less than 100% due to rounding.

## EXHIBIT "B"

### Legal Description of Included in the Project (Phases 1 and 2)

#### **PARCEL 1:**

A parcel of land located in the northeast quarter of Section 28, Township 2 South, Range 4 East, Salt Lake Base and Meridian.

Beginning at a point that is North 88°09'24" East 53.27 feet along section line and South 661.45 feet from the north quarter corner of Section 28, Township 2 South, Range 4 East, Salt Lake Base and Meridian; and running thence North 59°47'44" East 66.97 feet; thence North 62°06'41" East 18.52 feet; thence North 69°35'51" East 47.27 feet; thence North 80°54'57" East 17.50 feet; thence South 65°13'50" East 78.87 feet to a point on a non tangent curve to the left having a radius of 81.00 feet, of which the radius point bears South 53°39'10" East; thence southerly along the arc of said curve 92.05 feet through a central angle of 65°06'33"; thence South 28°45'42" East 20.34 feet to a point on a non tangent curve to the right having a radius of 55.00 feet, of which the radius point bears North 24°29'02" West; thence westerly along the arc of said curve 51.06 feet through a central angle of 53°11'43" to a point of reverse curve to the left having a radius of 45.00 feet, of which the radius point bears South 28°42'40" West; thence westerly along the arc of said curve 36.22 feet through a central angle of 46°07'00" to a point of compound curve to the left having a radius of 344.00 feet, of which the radius point bears South 17°24'20" East; thence southwesterly along the arc of said curve 92.43 feet through a central angle of 15°23'40"; thence North 25°43'15" West 94.70 feet; thence North 06°03'21" West 24.89 feet to the point of beginning.

#### **PARCEL 2:**

A parcel of land located in the northeast quarter of Section 28, Township 2 South, Range 4 East, Salt Lake Base and Meridian.

Beginning at a point that is North 88°09'24" East 446.74 feet along section line and South 717.53 feet from the north quarter corner of Section 28, Township 2 South, Range 4 East, Salt Lake Base and Meridian; and running thence South 45°01'58" West 110.12 feet to a point on a non tangent curve to the left having a radius of 52.50 feet, of which the radius point bears South 10°54'19" West; thence westerly along the arc of said curve 31.21 feet through a central angle of 34°03'50" to a point of reverse curve to the right having a radius of 17.77 feet, of which the radius point bears North 23°09'31" West; thence westerly along the arc of said curve 26.18 feet through a central angle of 84°23'48"; thence North 28°45'42" West 80.23 feet to a point on a curve to the right having a radius of 56.00 feet, of which the radius point bears North 61°14'18" East; thence along the arc of said curve 153.55 feet through a central angle of 157°06'12"; thence South 51°39'31" East 109.43 feet to the point of beginning.

#### **PARCEL 3**

All of Lot 3 and 4 of THE VILLAGE AT EMPIRE PASS, PHASE 1, according to the official plat thereof, recorded in the Office of the Summit County Recorder on November 24, 2004, as Entry No. 718034.

**EXHIBIT "C"**

Legal Description of Additional Land Added to the Project

All of Lot 6 of THE VILLAGE AT EMPIRE PASS, PHASE 1, according to the official plat thereof, recorded in the Office of the Summit County Recorder on November 24, 2004, as Entry No. 718034.



