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FIRST AMENDMENT
TO
DECLARATION
OF
COVENANTS, CONDITIONS AND RESTRICTIONS
OF
THE WELLINGTON NEIGHBORHOOD

This First Amendment to the Declaration of Covenants, Conditions and Restrictions of The Wellington Neighborhood ("First Amendment") is made by Union Mill, Inc., a Colorado corporation, ("Successor Declarant").

WHEREAS, the Declaration of Covenants, Conditions and Restrictions of The Wellington Neighborhood was recorded in the office of the Clerk and Recorder of Summit County, Colorado on September 28, 2000 at Reception No. 633819 ("Declaration"); and

WHEREAS, an Assignment of Declarant's Rights, Special Declarant's Rights and Expansion and Development Rights pursuant to the Declaration of Covenants, Conditions and Restrictions of The Wellington Neighborhood was recorded in the office of the Clerk and Recorder of Summit County, Colorado on September 22, 2006 at Reception No. 833732 ("Assignment"); and

WHEREAS, all of the rights, Special Declarant's Rights and Expansion and Development Rights of Wellington Neighborhood, LLC and Poplarhouse, LLC as the original Declarants of the Declaration were assigned to Successor Declarant by the Assignment; and

WHEREAS, Successor Declarant has recorded a plat of Wellington 2, Filing 1 in the office of the Clerk and Recorder of Summit County, Colorado on September 22, 2006 at Reception No. 833734 ("W2, F1 Plat"); and

WHEREAS, Successor Declarant has recorded a plat of Wellington 2, Filing 2 in the office of the Clerk and Recorder of Summit County, Colorado on July 17, 2007 at Reception No. 861389 ("W2, F2 Plat"); and

WHEREAS, Successor Declarant is recording in connection with this First Amendment a plat of Wellington 2, Filing 3 in the office of the Clerk and Recorder of Summit County, Colorado ("W2, F3 Plat"); and

WHEREAS, pursuant to Section 13.2 of the Declaration and the Assignment, Successor Declarant has the right to establish by dedication or otherwise utility and other easements; and

WHEREAS, pursuant to Section 8.7(a), the right to use and fence the northern four feet of each lot within Blocks 3 and 4 and such other blocks as the Declarants may designate in an amendment or supplement to the Declaration was established ("use easement"); and

WHEREAS, pursuant to a Subdivision Plat of Block 3, The Wellington Neighborhood recorded in the office of the Clerk and Recorder of Summit County, Colorado on June 7, 2000 at Reception No. 623996 ("Block 3 Plat"); a Subdivision Plat of Block 4, The Wellington Neighborhood recorded in the office of the Clerk and Recorder of Summit County, Colorado on October 25, 2000 at Reception No. 636473 ("Block 4 Plat"); a Subdivision Plat of Blocks 1 and 2, The Wellington Neighborhood recorded in the office of the Clerk and Recorder of Summit County, Colorado on November 19, 2002 at Reception No. 702589 ("Blocks 1 & 2 Plat"); a Subdivision Plat of Block 5, The Wellington Neighborhood recorded in the office of the Clerk and Recorder of Summit County, Colorado on January 5, 2005 at Reception No. 779084 ("Block 5 Plat"); the W2, F1 Plat; and the W2, F2 Plat, the Declaration, as provided for in said Section 8.7(a), was amended by plat notes providing for the use easements to be either three feet (3') or four feet (4') wide and establishing the use easements over the lots created by the Block 3 Plat, the Block 4 Plat, the Blocks 1 & 2 Plat, the Block 5 Plat, the W2, F1 Plat and the W2, F2 Plat.

NOW, THEREFORE, Successor Declarant hereby amends the Declaration as follows:

1. As provided for in the W2, F1 Plat and the W2, F2 Plat, all of the real property described in the Owner's Certificate of the W2, F1 Plat and all of the real property described in the Owner's Certificate of the W2, F2 Plat were, by the recording of such plats as amendments to and a part of the Declaration, and are hereby subjected to the Declaration and all of the provisions, covenants, conditions and restrictions thereof, as amended.

2. All of the Private Alleys shown on Block 3 Plat, Block 4 Plat, Blocks 1 & 2 Plat, Block 5 Plat, W2, F1 Plat or W2, F2 Plat also are public utility easements, whether so designated on any such plat or not, and, pursuant to the rights provided for in Section 13.2(a) of the Declaration, Successor Declarant hereby dedicates all such Private Alleys as public utility easements.

3. As provided for on Block 3 Plat, Block 4 Plat, Blocks 1 & 2 Plat, Block 5 Plat, W2, F1 Plat or W2, F2 Plat, the northerly four foot easements provided for in Section 8.7(a) will be either three feet (3') or four feet (4') wide depending on how designated on each plat and the terms of Section 8.7(a) with respect to the use and fencing of such easements as provided for in Section 8.7(a) of the Declaration shall apply not only to Blocks 3 and 4, but also to Blocks 1, 2, 5, 6, 7 and 8.

4. By the recording of the W2, F3 Plat and this First Amendment, all of the real property described in the Owner's Certificate thereof is hereby subjected to the Declaration and all of the provisions, covenants, conditions and restrictions thereof, as amended.

5. All capitalized terms used herein, but not defined herein, shall be defined as provided for in the Declaration.

6. Except as provided for in this First Amendment, all of the provisions, covenants, conditions and restrictions of the Declaration shall remain in full force and effect.

IN WITNESS WHEREOF, Successor Declarant has executed this First Amendment to the Declaration of Covenants, Conditions and Restrictions of The Wellington Neighborhood this 15TH day of May, 2008.

UNION MILL, INC.,
a Colorado corporation

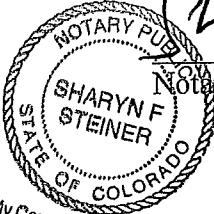
By: [Signature]
David G. O'Neil, President

STATE OF COLORADO)
) ss.
COUNTY OF SUMMIT)

Subscribed and sworn to before me this 15TH day of May, 2008 by David G. O'Neil as President of Union Mill, Inc., a Colorado corporation.

Witness my hand and official seal.

My commission expires: _____

[Signature]
Notary Public

My Commission Expires
MAY 4, 2010