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 06/01/2004 10:23 AM 69.00
 Book - 8995 Pg - 3760-3766
 GARY W. OTT
 RECORDER, SALT LAKE COUNTY, UTAH
 EQUITY TITLE
 BY: SRM, DEPUTY - WI 7 P.

WHEN RECORDED RETURN TO:
 James R. Blakesley
 Attorney at Law
 2595 East 3300 South
 Salt Lake City, Utah 84109
 (801) 485-1555

**CORRECTED FIRST SUPPLEMENT
 TO THE
 DECLARATION OF CONDOMINIUM FOR ALBION VILLAGE CONDOMINIUM
 PHASE 1,
 an expandable Utah condominium project**

This CORRECTED FIRST SUPPLEMENT TO THE DECLARATION OF CONDOMINIUM FOR ALBION VILLAGE CONDOMINIUM PHASE 1, an expandable Utah condominium project, is made and executed by ALBION VILLAGE, LLC, a Utah limited liability company, of 287 N. Robertson Lane, Springville, Utah 84663 (the "Declarant").

RECITALS

The Declaration of Condominium for Albion Village Condominium Phase 1, an expandable Utah condominium project, was recorded in the office of the County Recorder of Salt Lake County, Utah on August 25, 2003 as Entry No. 8788136 in Book 8869 at Pages 440-495 of the official records (the "Declaration").

Whereas, the related Plat Map(s) for Building 3 of the Project has also been recorded in the office of the County Recorder of Salt Lake County, Utah.

Whereas, the First Amendment to the Declaration was recorded in the office of the County Recorder of Salt Lake County, Utah on November 6, 2003 as Entry No. 8883087 in Book 8907 at Pages 8874-8882 of the official records (the "First Amendment").

Whereas, the Affidavit of Withdrawal was recorded in the office of the County Recorder of Salt Lake County, Utah on December 5, 2003 as Entry No. 8917332 in Book 8920 at Pages 7730-7733 of the official records (the "Affidavit of Withdrawal").

Whereas, the Second Amendment to the Declaration was recorded December 5, 2003 as Entry No. 8917333 in Book 8920 at Pages 7734-7738 of the Official Records of the County Recorder of Salt Lake County, Utah (the "Second Amendment").

Whereas, the Corrected Affidavit of Withdrawal was recorded in the Office of the County Recorder of Salt Lake County, Utah on January 9, 2004 as Entry No. 8945444 in Book 8932 at Page 4022 of the Official Records (the "Corrected Affidavit").

Whereas, the Corrected Second Amendment was recorded in the Office of the County Recorder of Salt Lake County, Utah on January 9, 2004 as Entry No. 8946129 in Book 8932 at Page 6556 of the Official Records (the "Corrected Second Amendment").

Whereas, the First Supplement to the Declaration was recorded in the Office of the County Recorder of Salt Lake County, Utah on January 15, 2004 as Entry No. 8951446 in Book 8934 at Page 4448 of the Official Records (the "First Supplement").

Whereas, the Second Supplement to the Declaration was recorded in the Office of the County Recorder of Salt Lake County, Utah on January 15, 2004 as Entry No. 8951447 in Book 8934 at Page 4455 of the Official Records (the "Second Supplement").

Whereas, under Article III, Section 47 of the Declaration, Declarant reserved an option, until the five (5) years from the date following the first conveyance of a Unit in Building 1 to a Unit purchaser, to expand the Project in accordance with the Act.

Whereas, Declarant is the fee simple owner of record of that certain real property located in Salt Lake County, Utah and described with particularity on Exhibit "A-2" attached hereto and incorporated herein by this reference (the "Building 2 Property").

Whereas, under the provisions of the Declaration, Declarant expressly reserved the absolute right, subject to the approval of Fannie Mae, to add to the Project any or all portions of the Additional Land at any time and in any order, without limitation.

Whereas, Declarant desires to correct the First Supplement in order to conform the language in the Declaration to the language in the Condominium Plat(s).

Whereas, Declarant desires to expand the Project by creating on the Building 2 Property a residential condominium development.

Whereas, Declarant now intends that the "Building 2 Property" shall become subject to the Declaration, as corrected hereby.

A G R E E M E N T

NOW, THEREFORE, for the reasons recited above, and for the benefit of the Project and the Unit Owners thereof, Declarant hereby executes this **FIRST SUPPLEMENT TO THE DECLARATION OF CONDOMINIUM FOR ALBION VILLAGE CONDOMINIUM PHASE 1**, an expandable Utah condominium project.

1. **Supplement to Definitions.** Article I of the Declaration, entitled "Definitions," is hereby modified to include the following supplemental definitions:

A. **First Supplement to the Declaration** shall mean and refer to this Corrected First Supplement to the Declaration of Condominium for Albion Village Condominium Phase 1, an expandable Utah condominium project.

B. **First Supplemental Map(s) or Building 2 Map(s)** shall mean and refer to the First Extended Plat of Albion Village Phase 1 for the additional Building of the Project, Building 2, described on Exhibit "A-2," prepared and certified to by Gary Wier P.L.S., a duly registered Utah Land Surveyor holding Certificate No. 333098, and filed for record in the Office of the County Recorder of Salt Lake County, Utah concurrently with the filing of this First Supplement to the Declaration.

Except as otherwise herein provided, the definition of terms contained in the Declaration are incorporated herein by this reference.

2. **Legal Description.** The real property described in Exhibit "A-2" is hereby submitted to the provisions of the Act and said land shall be held, transferred, sold, conveyed and occupied subject to the provisions of the Declaration, as amended and supplemented.

3. **Annexation.** Declarant hereby declares that the "Building 2 Property" shall be annexed to and become subject to the Declaration, which upon recordation of this First Supplement to the Declaration shall constitute and effectuate the expansion of the Project, making the real property described in Exhibit "A-2" subject to the Declaration, as amended, and the functions, powers, rights, duties and jurisdiction of the Association.

4. **Total Number of Units Revised.** As shown on the Map(s), Building 2 will add one Building and twenty-four (24) Units. The additional Building and Units are located within a portion of the Additional Land. Upon the recordation of the Building 2 Map for the additional Building and this First Supplement to the Declaration, the total number of Units in the Project will be forty-eight (48). The additional Building and Units in Building 2 are or will be substantially similar in construction, design, and quality to Building 3 and Units in Building 3.

5. **Percentage Interest Revised.** Pursuant to the Act and the Declaration, Declarant is required, with the additional Units, to reallocate the undivided percentages of ownership interest in the Common Areas and Facilities. Revised Exhibit "C" (Percentages of Undivided Ownership Interests) to the Declaration is hereby deleted in its entirety and "Second Revised Exhibit "C,"" attached hereto and incorporated herein by this reference, is substituted in lieu thereof.

6. **Effective Date.** The effective date of this First Supplement to the Declaration and the Building 2 Map(s) shall be the date on which said instruments are filed for record in the Office of the County Recorder of Salt Lake County, Utah.

- POOR COPY -
CO. RECORDER

ALBION VILLAGE, LLC
By: ALBION DEVELOPMENT, LLC
Managing Member

By: [Signature]
Name: _____
Title: Manager

28 MAY 04
Date

ACKNOWLEDGMENT

STATE OF UTAH)
 ss:
COUNTY OF SALT LAKE)

On this 28 day of May, 2004 personally appeared before me, the undersigned Notary Public, in and for said county and state, Carl Treed, being first duly sworn, who acknowledged to me that he is the Managing Member of Albion Development, LLC, who is the Managing Member of Albion Village, LLC, and that he signed the foregoing By-Laws, on and in behalf of said limited liability company pursuant to its Articles of Organization and a Resolution of its Members), and said Carl Treed further acknowledged for and in behalf of Albion Development, LLC that Albion Village, LLC executed the same.

[Signature]
NOTARY PUBLIC
Residing at:
My Commission Expires:

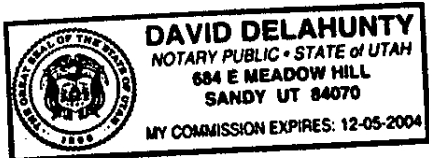


EXHIBIT "A-2"

ALBION VILLAGE CONDOMINIUM
LEGAL DESCRIPTION

The land described in the foregoing document as the Building 2 Property is located in Salt Lake County, Utah and is described more particularly as follows:

A PARCEL OF LAND LYING WITHIN THE NORTHEAST 1/4 OF SECTION 12, TOWNSHIP 3 SOUTH, RANGE 1 WEST, S.L.B.& M., SALT LAKE COUNTY, UTAH, MORE PARTICULARLY DESCRIBED AS FOLLOWS:

COMMENCING AT THE EAST QUARTER CORNER OF SAID SECTION 12; THENCE NORTH 771.96 FEET AND WEST 1263.22 FEET TO THE REAL POINT OF BEGINNING; (BASIS OF BEARING BEING N.00°11'00"W. ALONG THE MONUMENTED CENTERLINE OF STATE STREET FROM THE BRASS CAP MONUMENT MARKING THE INTERSECTION OF 9800 SOUTH AND THE BRASS CAP MONUMENT MARKING THE CENTERLINE OF 9400 SOUTH.)

THENCE N.79°25'12"W. 126.14 FEET; THENCE NORTHWESTERLY ALONG THE ARC OF A 200.00 FOOT RADIUS CURVE TO THE LEFT 25.59 FEET, HAVING A CENTRAL ANGLE OF 07°19'56" AND BEING SUBTENDED BY A CHORD THAT BEARS N.83°05'10"W. 25.58 FEET; THENCE N.86°25'47"W. 25.19 FEET; THENCE NORTHWESTERLY ALONG THE ARC OF THE 194.00 FOOT RADIUS CURVE TO THE RIGHT 22.39 FEET, HAVING A CENTRAL ANGLE OF 06°36'43" AND BEING SUBTENDED BY A CHORD THAT BEARS N.82°43'34"W. 22.38 FEET; THENCE N.79°25'12"W. 31.29 FEET; THENCE NORTHWESTERLY ALONG THE ARC OF A 344.50 FOOT RADIUS CURVE TO THE LEFT 63.61 FEET, HAVING A CENTRAL ANGLE OF 10°34'48" AND BEING SUBTENDED BY A CHORD THAT BEARS N.84°42'36"W. 63.52 FEET; THENCE WEST 170.63 FEET; THENCE NORTHWESTERLY ALONG THE ARC OF A 20.00 FOOT RADIUS NON-TANGENT CURVE TO THE RIGHT 44.55 FEET, HAVING A CENTRAL ANGLE OF 127°37'33" AND BEING SUBTENDED BY A CHORD THAT BEARS N.18°21'57"W. 35.89 FEET; THENCE NORTHWESTERLY ALONG THE ARC OF A 530.00 FOOT RADIUS NON-TANGENT CURVE TO THE LEFT 8.81 FEET, HAVING A CENTRAL ANGLE OF 0°57'08" AND BEING SUBTENDED BY A CHORD THAT BEARS N.87°40'40"E. 8.81 FEET; THENCE N.87°12'01"E. 239.53 FEET; THENCE NORTHEASTERLY ALONG THE ARC OF A 530.00 FOOT RADIUS CURVE TO THE LEFT 94.73 FEET, HAVING A CENTRAL ANGLE OF 10°14'28" AND BEING SUBTENDED BY A CHORD THAT BEARS N.82°04'47"E. 94.61 FEET; THENCE N.76°57'33"E. 126.45 FEET; THENCE S.60°41'33"E. 33.22 FEET; THENCE S.10°34'45"W. 115.64 FEET TO THE POINT OF BEGINNING. CONTAINS 0.72 ACRES OF LAND.

- PDR COPY -
CO. RECORDER

27-12-252-025, 281-050

SECOND REVISED EXHIBIT "C"
PERCENTAGES OF UNDIVIDED OWNERSHIP INTEREST

Bldg. No.	Floor	Unit No.	Percentage of Ownership
3	1st	101	2.08%
3	1st	102	2.08%
3	1st	103	2.08%
3	1st	104	2.08%
3	1st	105	2.08%
3	1st	106	2.08%
3	2nd	201	2.08%
3	2nd	202	2.08%
3	2nd	203	2.08%
3	2nd	204	2.08%
3	2nd	205	2.08%
3	2nd	206	2.08%
3	3rd	301	2.08%
3	3rd	302	2.08%
3	3rd	303	2.08%
3	3rd	304	2.08%
3	3rd	305	2.08%
3	3rd	306	2.08%
3	4th	401	2.08%
3	4th	402	2.08%
3	4th	403	2.08%
3	4th	404	2.08%
3	4th	405	2.08%
3	4th	406	2.08%
2	1st	101	2.08%
2	1st	102	2.08%
2	1st	103	2.08%
2	1st	104	2.08%
2	1st	105	2.08%
2	1st	106	2.08%
2	2nd	201	2.08%
2	2nd	202	2.08%
2	2nd	203	2.08%
2	2nd	204	2.08%
2	2nd	205	2.08%
2	2nd	206	2.08%

Bldg. No.	Floor	Unit No.	Percentage of Ownership
2	3rd	301	2.08%
2	3rd	302	2.08%
2	3rd	303	2.08%
2	3rd	304	2.08%
2	3rd	305	2.08%
2	3rd	306	2.08%
2	4th	401	2.08%
2	4th	402	2.08%
2	4th	403	2.08%
2	4th	404	2.08%
2	4th	405	2.08%
2	4th	406	2.08%