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RICHARD T. MAUGHAN

DAVIS COUNTY, UTAH RECORDER

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**FIRST SUPPLEMENT AND AMENDMENT
TO
DECLARATION OF COVENANTS, CONDITIONS,
RESTRICTIONS AND EASEMENTS
FOR
THE ESTATES AT MUTTON HOLLOW**

THIS FIRST SUPPLEMENT AND AMENDMENT TO DECLARATION OF COVENANTS, CONDITIONS, RESTRICTIONS AND EASEMENTS FOR THE ESTATES AT MUTTON HOLLOW (the "Supplement") is made and entered into to be effective as of October 31, 2012, by Penelope Rose LLC, a Utah limited liability company ("Declarant").

A. Penelope Rose LLC is the "Declarant" under that certain Declaration of Covenants, Conditions, Restrictions and Easements for The Estates at Mutton Hollow (the "Subdivision"), recorded February 1, 2012, as Entry No. 2641376, in Book 5449, beginning at Page 1232 in the Official Records of the Office of the Davis County Recorder (the "Declaration").

B. The Declaration presently governs the real property in the Subdivision more particularly described on Exhibit A attached hereto and incorporated herein by reference (the "Existing Property").

C. Under Article 12 of the Declaration, Declarant reserved the right to annex additional property into the Subdivision without the approval of any Owner or the Association (the "Option to Expand").

D. John Gailey, an individual, Bangerter/Redwood, LLC, a Utah limited liability company, Muddy Lane Investments LLC, a Utah limited liability company, HK Properties, LLC, a Utah limited liability company, and Floripa, LLC, a Utah limited liability company (collectively, the "Land Owners"), are the record owners of the real property that will comprise Phase 3 of the Subdivision (the "Additional Land").

E. The legal description for the real property comprising the Additional Land is set forth on Exhibit B attached hereto and incorporated herein by reference.

F. Declarant desires to exercise its Option to Expand to annex and include the Additional Land in the Subdivision.

G. The Land Owners consent to the annexation and inclusion of the Additional Land in the Subdivision and have executed this Supplement.

H. Declarant desires to make certain amendments to the Declaration, which are outlined in this Supplement and shall apply to all Lots in the Subdivision.

I. Under Section 13.3 of the Declaration, Declarant reserved the unilateral right to amend the Declaration during the "Declarant Control Period."

J. The Declarant Control Period has not expired.

DEC 03 2012

11-686-0102 thru 0118

Phase #2

11-687-020 thru 0218

Phase #3

11-704-0301 thru 0340

NOW, THEREFORE, Declarant hereby declares and provides as follows:

1. Declaration Incorporated by Reference. The Declaration in its entirety is hereby incorporated by reference and made a part of this Supplement as though fully set forth herein, and is hereby amended as set forth herein.

2. Definitions. Unless the context clearly requires otherwise, all capitalized words or terms which are not defined in this Supplement shall have the meanings ascribed to them in the Declaration.

3. Annexation of Additional Land. Declarant hereby annexes the Additional Land in the Subdivision.

4. Acknowledgement of Holmes Creek Easement. Owners of Lots 309 through 312 shall be subject to the Holmes creek easement noted on the Plat.

5. Section 5.8. Section 5.8 of the Declaration is deleted in its entirety and replaced with the following Section 5.8:

Animals. Owners shall comply with all municipal ordinances, which govern animals in areas with R-1-8 zoning, including, without limitation, Section 8 of the Layton City Municipal Code. Domestic chicken farming for egg production for personal use and consumption shall be permitted so long as it does not conflict with the Layton City Municipal Code. In no event will roosters be allowed in the Subdivision. In no event shall the commercial breeding of animals be permitted in the Subdivision.

6. Section 5.11. Section 5.11 of the Declaration is deleted in its entirety and replaced with the following Section 5.11:

Boats, Trailers, Motor Homes, Campers and Other Vehicles. Trailers, mobile homes, trucks larger than standard pickups, boats, tractors, campers, non-commercial garden or maintenance equipment and vehicles other than automobiles, when not in actual use, shall be kept at all times on a cement pad adjacent to a residence, within an enclosed structure or in a screened area. The parking or storage of commercial equipment, including, but not limited to, truck trailers or cabs, construction or excavation equipment, etc., is prohibited. The primary purpose of the garage required on each Lot is for the parking and storage of automobiles and other vehicles. Parking on the lawn or unpaved portion of the Lot or in a public or private right-of-way within the Subdivision, other than for temporary purposes (as determined by the ACC), is prohibited. No inoperative vehicle shall be parked or stored at any time on a Lot unless wholly within an enclosed structure. No repairs of any vehicle shall be undertaken within the Subdivision, except wholly within the Owner's garage and with the garage closed.

7. Section 11.2. Section 11.2 of the Declaration is deleted in its entirety and replaced with the following Section 11.2:

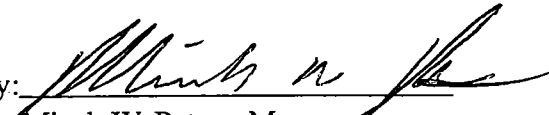
Exterior Elevations. The intent of the ACC is to have visually interesting streetscape that does not appear to be all of the same floor plan or exterior materials. To that end, the ACC shall have the authority to review and approve the elevations for all improvements to be constructed on a Lot.

8. Effective Date. This Supplement shall be effective upon recording in the Office of the Davis County Recorder. At such time, all of the Additional Land shall be subject to all of the terms and conditions of the Declaration, and all of the Lots in the Subdivision shall be subject to the amendments set forth herein. Except as herein expressly provided, the Declaration shall remain in all other respects unmodified and in full force and effect.

[SIGNATURE PAGE FOLLOWS]

IN WITNESS WHEREOF, the Declarant has executed this Supplement as of the date first above written.


PENELOPE ROSE LLC,
a Utah limited liability company

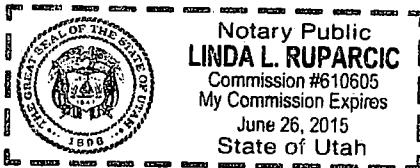
By: 
Micah W. Peters, Manager

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

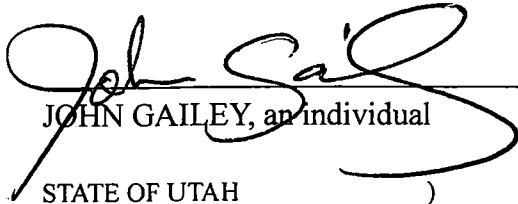
On this 6 day of November 2012, personally appeared before me Micah W. Peters, who, being by me duly sworn, did say that he is the Manager of Penelope Rose LLC, a Utah limited liability company, that said instrument was signed by him in behalf of said company pursuant to authority, and that said company executed the same.

Commission Expires:
6/26/2015


Notary Public




By executing this Declaration, the undersigned hereby acknowledge and agree to the recording of this Declaration against the Additional Land.


JOHN GAILEY, an individual

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

On this 1st day of NOVEMBER 2012, personally appeared before me John Gailey, who executed this instrument.

Commission Expires:
JAN. 9, 2013


Notary Public

BANGERTER/REDWOOD, LLC,
a Utah limited liability company

By HK Properties, LLC, its Manager

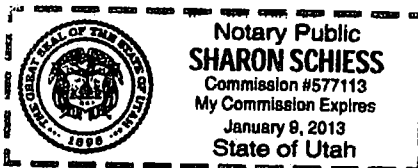
By: 
Howard Kent, Member

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

On this 1st day of NOVEMBER 2012, personally appeared before me Howard Kent, who, being by me duly sworn, did say that he is the Manager of HK Properties, LLC, a Utah limited liability company who is the Manager of Penelope Rose LLC, a Utah limited liability company, that said instrument was signed by him in behalf of said company pursuant to authority, and that said company executed the same.

Commission Expires:
JAN. 9, 2013


Notary Public



MUDDY LANE INVESTMENTS LLC,
a Utah limited liability company

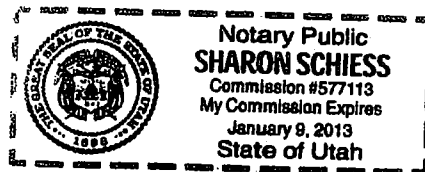
By: John Gailey
John Gailey
Its: _____

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

On this 1ST day of NOVEMBER 2012, personally appeared before me John Gailey, who, being by me duly sworn, did say that he is the _____ of Muddy Lane Investments LLC, a Utah limited liability company, that said instrument was signed by him in behalf of said company pursuant to authority, and that said company executed the same.

Commission Expires:
JAN. 9, 2013

Sharon Schiess
Notary Public



HK PROPERTIES, LLC,
a Utah limited liability company

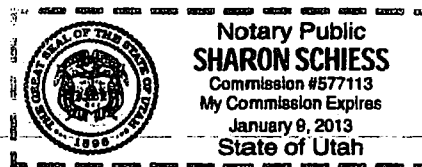
By: Howard Kent
Howard Kent, Member

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

On this 1ST day of NOVEMBER 2012, personally appeared before me Howard Kent, who, being by me duly sworn, did say that he is Member of HK Properties, LLC, a Utah limited liability company, that said instrument was signed by him in behalf of said company pursuant to authority, and that said company executed the same.

Commission Expires:
JAN. 9, 2013

Sharon Schiess
Notary Public



FLORIPA, LLC,
a Utah limited liability company.

By: Michael W. Child
Michael W. Child, Manager

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

On this 30 day of NOVEMBER 2012, personally appeared before me Michael W. Child, who, being by me duly sworn, did say that he is the Manager of Floripa, LLC, a Utah limited liability company, that said instrument was signed by him in behalf of said company pursuant to authority, and that said company executed the same.

Commission Expires:

7/20/15

[Signature]
Notary Public



EXHIBIT A

Legal Description of the Existing Property

PHASE 1

BEGINNING N00°11'10"E 618.14 FEET AND WEST 388.94 FEET FROM THE CENTER OF SECTION 27, TOWNSHIP 4 NORTH, RANGE 1 WEST. SALT LAKE BASE & MERIDIAN; SAID POINT ALSO BEING ON THE NORTH LINE OF LOT 14 OF LARK MEADOWS SUBDIVISION AS RECORDED IN THE OFFICE OF THE DAVIS COUNTY RECORDER;

THENCE 156.54 FEET ALONG A 1103.92 FOOT RADIUS CURVE THE RIGHT (CHORD BEARS N25°46'40"W 156.41 FEET); THENCE N21°42'56"W 511.51 FEET; THENCE N72°53'00"E 252.84 FEET; THENCE S22°37'07"E 133.60 FEET; THENCE N67°06'52"E 40.78 FEET; THENCE S22°53'08"E 168.00 FEET; THENCE N67°06'52"E 36.59 FEET; THENCE S22°53'08"E 70.00 FEET; THENCE S67°06'52"W 36.59 FEET; THENCE S22°53'08"E 106.23 FEET; THENCE S23°41'25"E 62.67 FEET; THENCE S21°01'56"E 110.37 FEET TO A POINT ON THE NORTH LINE OF LARK MEADOWS SUBDIVISION AS RECORDED IN THE OFFICE OF THE DAVIS COUNTY RECORDER; THENCE ALONG THE NORTH BOUNDARY LINE OF SAID LARK MEADOWS SUBDIVISION THE FOLLOWING TWO (2) CALLS: THENCE (1) S69°29'00"W 272.72 FEET; THENCE (2) S59°11'00"W 19.28 FEET TO THE POINT OF BEGINNING.

CONTAINING 14 LOTS ON 4.42 AC.

PHASE 2

BEGINNING AT A POINT N00°11'10"E 723.22 FEET AND N89°48'50"W 117.30 FEET FROM THE CENTER OF SECTION 27, TOWNSHIP 4 NORTH, RANGE 1 WEST. SALT LAKE BASE & MERIDIAN:

THENCE RUNNING N21°01'56"W 110.37 FEET; THENCE N23°41'25"W 62.67 FEET; THENCE N22°53'08"W 106.23 FEET; THENCE N67°06'52"E 36.59 FEET; THENCE N22°53'08"W 70.00 FEET; THENCE S67°06'52"W 36.59 FEET; THENCE N22°53'08"W 168.00 FEET; THENCE S67°06'52"W 40.78 FEET; THENCE N22°37'07"W 133.60 FEET; THENCE N72°53'00"E 403.42 FEET TO A EXISTING WIRE FIELD FENCE; THENCE ALONG SAID FENCE S21°39'23"E 191.96 FEET; THENCE NORTH 72°56'50" EAST 1.15 FEET; THENCE S21°16'50"E 86.52 FEET; THENCE S21°16'23"E 246.90 FEET; THENCE SOUTH 21°36'00" EAST 99.41 FEET; THENCE S69°29'01"W 349.88 FEET TO AND ALONG THE NORTH BOUNDARY LINE OF LARK MEADOWS SUBDIVISION AS RECORDED IN THE OFFICE OF THE DAVIS COUNTY RECORDER TO THE POINT OF BEGINNING.

CONTAINS 18 LOTS ON 5.243 ACRES

11-686-0102 to 0118

11-687-0201 to 0218

EXHIBIT B

Legal Description of Additional Land

[Note: Need to Insert]

LOCATED IN THE NORTH EAST QUARTER OF SECTION 27, TOWNSHIP 4
NORTH, RANGE 1 WEST, SALT LAKE BASE AND MERIDIAN

BEGINNING AT A POINT WHICH NORTH 00°11'10"EAST 939.23 FEET AND SOUTH 89°48'50" EAST 173.09 FEET FROM THE CENTER OF SECTION 27, TOWNSHIP 4 NORTH, RANGE 1 WEST, SALT LAKE BASE AND MERIDIAN AND RUNNING THENCE NORTH 21°16'23" WEST 246.90 FEET; THENCE NORTH 21°26'50" WEST 86.52 FEET TO A POINT ON A FENCE LINE, SAID FENCE LINE IS THE SAME AS IN A SURVEY PREPARED BY KEITH RUSSELL DATED 11/30/10; THENCE ALONG SAID FENCE LINE AND SURVEY THE FOLLOWING THREE COURSES (1) NORTH 72°56'50" EAST 639.22 FEET; (2) NORTH 73°44'45" EAST 111.43 FEET; (3) NORTH 72°48'16" EAST, 107.75 FEET; THENCE LEAVING SAID FENCE LINE AND SURVEY SOUTH 17°41'22" EAST, 109.43 FEET; THENCE NORTH 73°02'17" EAST, 5.94 FEET; THENCE SOUTH 16°57'43" EAST, 62.00 FEET; THENCE SOUTH 13°56'51" EAST, 115.16 FEET; THENCE NORTH 73°02'17" EAST, 10.26 FEET; THENCE SOUTH 14°04'18" EAST, 4.94 FEET; THENCE SOUTH 21°21'46" EAST, 141.57 FEET; THENCE SOUTH 73°02'17" WEST, 75.16 FEET; THENCE SOUTH 13°08'44" EAST, 156.32 FEET; THENCE SOUTH 76°51'16" WEST, 2.62 FEET; THENCE SOUTH 10°25'38" EAST, 106.99 FEET; THENCE SOUTH 76°30'00" WEST, 704.28 FEET TO THE EAST BOUNDARY OF LARK MEADOWS SUBDIVISION; THENCE ALONG THE EAST BOUNDARY OF SAID SUBDIVISION THE FOLLOWING (2) COURSES; (1) NORTH 50°44'20" WEST, 55.29 FEET; (2) THENCE NORTH 21°45'00" WEST, 175.00 FEET; THENCE NORTH 69°29'00" EAST, 1.51 FEET; THENCE NORTH 21°36'00" WEST, 99.41 FEET TO THE POINT OF BEGINNING.

CONTAINS: 12.584 ACRES

11-704-
0301 to 340

LOCATED IN THE SOUTHWEST SECTION 27, TOWNSHIP 4 NORTH, RANGE 1 WEST,
SALT LAKE BASE AND MERIDIAN
LAYTON CITY, DAVIS COUNTY, UTAH
NE Section 27 4N-1W

[illegible]

THE PROPERTY IS LOCATED IN THE VICINITY OF AN ESTABLISHED AGRICULTURAL OPERATION IN WHICH AGRICULTURAL, LIVESTOCK AND ACTIVITIES HAVE BEEN APPROVED. THE AGRICULTURAL USE STATUS IT CAN BE ASSIGNED TO THE PROPERTY WILL BE DETERMINED BY THE AGRICULTURAL OPERATIONS IN THE VICINITY. THE PROPERTY IS LOCATED IN THE AREA IN WHICH THE AGRICULTURAL OPERATION IS BEING CARRIED OUT. THE USE AND EXPLOITATION OF THE PROPERTY IS EXPECTED TO BE CONTROLLED BY THE AGRICULTURAL OPERATIONS WHICH MAY RESULT FROM SUCH AGRICULTURAL USES AND ACTIVITIES.

ELEVATION = 1878.73
SOUTHWEST CORNER OF THE INTERSECTION OF 2250 EAST AND DAWKINS DRIVE
DIRECTION OF THE NORTH END OF THE LOT BACK OF LAND AT THE
EVALUATION IS THE NORTH END OF THE LOT BACK OF LAND AT THE

FROM: J
SIDE: 10 (TOTAL) / 5 MAN ON ONE LOT
REAR: 10

FRONT: 25'
INTERIOR SIDE YARD: 0' AND 10'
CONCRETE SIDE YARD (STREET SIDE): 30'

LOUIS 315, 326, 347, 358, 359 AND 367 WILL BE CONSIDERED AS WARE LOIS AS DESCRIBED IN THE LAYTON CITY MUNICIPAL CODE AND ORDINANCES.

RIGHT OF INGRESS AND EGRESS TO THE PUBLIC UTILITY EASEMENT AS DEFICIT.

8. NO PLANTING OF TREES WITH POTENTIAL ROOT STRUCTURE IN EXCESS OF 2 FEET POOLS, PERMANENT SPAS, OR OTHER SIMILAR FACILITIES.

C. NO FILLS OR PLACEMENT OF SOIL OR OTHER MATERIAL IN EXCESS OF 2 FEET ABOVE THE EXISTING GRADE.

NO INSTALLATION OF PILES BASED UPON SIMULTANEOUS INSTALLATIONS WHICH WOULD REQUIRE SUPPORTS OR PLACEMENT OF CONCRETE BELOW 2 FEET BELOW THE BASE GRADE. IN ANY EVENT, THERE SHALL REMAIN

E. NO TRENCING, TUNNELING OR SIMILAR EXCAVATION IN EXCESS OF 1.5 FEET BELOW POSTING GRADE. ANY MODIFICATION TO THE ABOVE RESTRICTION REPAIRS 8 INCHES OF COVER BETWEEN ANY STRUCTURE AND THE PPL.

HOLMES GREEK ROBOTICS COMPANY'S WRITTEN AUTHORIZATION.

EASEMENT IN FAVOR OF HOLMES CREEK IRRIGATION COMPANY SUBJECT TO THE ABOVE MENTIONED STIPULATIONS AND RESTRICTIONS.

DATE _____

ALTON FISHER, PRESIDENT, HOLMES CREEK IRRIGATION

SHEET 0

| | |
|------------|---|
| RECORDED # | 1 |
|------------|---|

10

ENGINEERING AND SURVEYING
201 WEST COTTAGE AVE.

COUNTY RECORDER

[Signature]

BANDY, UTAH 14070
P#L: 352-0075



Phase 1, 2 and 3

| | |
|--------------------|--|
| | GAILEY, SUSAN P |
| <u>11-686-0101</u> | PENELOPE ROSE LLC |
| <u>11-686-0102</u> | RICHMOND AMERICAN HOMES OF UTAH INC |
| <u>11-686-0103</u> | RICHMOND AMERICAN HOMES OF UTAH INC |
| <u>11-686-0104</u> | MILLER, MARCIA |
| | MILLER, RICHARD S --JT |
| <u>11-686-0105</u> | HOOD, MADISON |
| | WICKER, ADAM --JT |
| <u>11-686-0106</u> | PENELOPE ROSE LLC |
| <u>11-686-0107</u> | WHEATLEY DEVELOPMENT LLC |
| <u>11-686-0108</u> | PENELOPE ROSE LLC |
| <u>11-686-0109</u> | SERVOSS, TRENT D --JT |
| | SERVOSS, YVETTE J |
| <u>11-686-0110</u> | POTTER, DEBORAH LYNNE |
| | POTTER, JOHN W --JT |
| <u>11-686-0111</u> | CANDLELIGHT HOMES LLC |
| <u>11-686-0112</u> | DIAMOND, JANA |
| | DIAMOND, STEVEN R --JT |

Locations

27 T4N R1W N 1/2

ESTATES AT MUTTON HOLLOW PHASE 1 Lot/Unit:
ALL

| | |
|--------------------|--|
| <u>11-686-0113</u> | RICHMOND AMERICAN HOMES OF UTAH INC |
| <u>11-686-0114</u> | CANDLELIGHT HOMES LLC |
| <u>11-686-0115</u> | PENELOPE ROSE LLC |
| <u>11-686-0116</u> | PENELOPE ROSE LLC |
| <u>11-686-0117</u> | PENELOPE ROSE LLC |
| <u>11-686-0118</u> | PENELOPE ROSE LLC |
| <u>11-687-0201</u> | PENELOPE ROSE LLC |
| <u>11-687-0202</u> | PENELOPE ROSE LLC |
| <u>11-687-0203</u> | CANDLELIGHT HOMES |
| <u>11-687-0204</u> | CRAGUN, AMY |
| | CRAGUN, BRETT --JT |
| <u>11-687-0205</u> | BIANUCCI, DALE --JT |
| | BIANUCCI, TERI |
| <u>11-687-0206</u> | RICHMOND AMERICAN HOMES OF UTAH INC |
| <u>11-687-0207</u> | FULLMER, SCOTT A --JT |
| | GURR, SUSAN |
| <u>11-687-0208</u> | CANDLELIGHT HOMES LLC |
| <u>11-687-0209</u> | CLEARWATER HOMES LLC |
| <u>11-687-0210</u> | EVANS, PAUL S --JT |
| | EVANS, SHARI M |
| <u>11-687-0211</u> | WHEATLEY DEVELOPMENT LLC |

| | |
|--------------------|--------------------------|
| <u>11-687-0212</u> | CLEARWATER HOMES LLC |
| <u>11-687-0213</u> | CANDLELIGHT HOMES LLC |
| <u>11-687-0214</u> | WHEATLEY DEVELOPMENT LLC |
| <u>11-687-0215</u> | WHEATLEY DEVELOPMENT LLC |
| <u>11-687-0216</u> | PENELOPE ROSE LLC |
| <u>11-687-0217</u> | GORDON, EMILY |
| | GORDON, NICHOLAS D --JT |
| <u>11-687-0218</u> | PENELOPE ROSE LLC |

| | | |
|--------------------|-----------------------|--|
| <u>11-704-0301</u> | GAILEY, JOHN B | Locations |
| <u>11-704-0302</u> | FLORIPA LLC | 27 T4N R1W NE |
| <u>11-704-0303</u> | FLORIPA LLC | 27 T4N R1W NE |
| <u>11-704-0304</u> | FLORIPA LLC | 27 T4N R1W NE |
| <u>11-704-0305</u> | GAILEY, JOHN B | ESTATES AT MUTTON HOLLOW PHASE 3 Lot/Unit: ALL |
| <u>11-704-0306</u> | GAILEY, JOHN B | |
| <u>11-704-0307</u> | FLORIPA LLC | |
| <u>11-704-0308</u> | CANDLELIGHT HOMES LLC | |
| <u>11-704-0309</u> | FLORIPA LLC | |
| <u>11-704-0310</u> | GAILEY, JOHN B | |
| <u>11-704-0311</u> | PENELOPE ROSE LLC | |
| <u>11-704-0312</u> | FLORIPA LLC | |
| <u>11-704-0313</u> | PENELOPE ROSE LLC | |
| <u>11-704-0314</u> | FLORIPA LLC | |
| <u>11-704-0315</u> | FLORIPA LLC | |
| <u>11-704-0316</u> | PENELOPE ROSE LLC | |
| <u>11-704-0317</u> | PENELOPE ROSE LLC | |

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| | |
|-------------|-------------------------------|
| 11-704-0318 | PENELOPE ROSE LLC |
| 11-704-0319 | GAILEY, JOHN B |
| | SLI COMMERCIAL REAL ESTATE CO |
| 11-704-0320 | GAILEY, JOHN B |
| 11-704-0321 | GAILEY, JOHN B |
| 11-704-0322 | GAILEY, JOHN B |
| 11-704-0323 | GAILEY, JOHN B |
| 11-704-0324 | PENELOPE ROSE LLC |
| 11-704-0325 | CLEARWATER HOMES LLC |
| 11-704-0326 | CLEARWATER HOMES LLC |
| 11-704-0327 | CLEARWATER HOMES LLC |
| 11-704-0328 | PENELOPE ROSE LLC |
| 11-704-0329 | PENELOPE ROSE LLC |
| 11-704-0330 | GAILEY, JOHN B |
| 11-704-0331 | GAILEY, JOHN B |
| 11-704-0332 | CLEARWATER HOMES LLC |
| 11-704-0333 | FLORIPA LLC |
| 11-704-0334 | FLORIPA LLC |
| 11-704-0335 | PENELOPE ROSE LLC |
| 11-704-0336 | FLORIPA LLC |
| 11-704-0337 | PENELOPE ROSE LLC |
| 11-704-0338 | PENELOPE ROSE LLC |
| 11-704-0339 | PENELOPE ROSE LLC |
| 11-704-0340 | GAILEY, JOHN B |