

**FIRST SUPPLEMENT TO
DECLARATION OF COVENANTS, CONDITIONS AND RESTRICTIONS
OF
DUTCH FIELDS, P.U.D.
(PHASE II)**

THIS FIRST SUPPLEMENT TO DECLARATION is made and executed this 17 day of August, 2004, by WATTS DUTCH FIELDS, L.L.C., a Utah limited liability company (hereinafter referred to as "Declarant").

RECITALS:

A. Declarant is the Declarant as identified and set forth in that certain Declaration of Covenants, Conditions and Restrictions of Dutch Fields, P.U.D. dated October 4, 2002, and recorded in the office of the Wasatch County Recorder on October 4, 2002 as Entry No. 249391 in Book 0580 beginning at page 0715 (the "Declaration").

B. Under the terms of the Declaration, Declarant reserved the right to annex certain additional real properties ("Additional Land" or portions thereof) to the provisions of the Declaration and now desires to do the same in order to further the intent of the Declarant as expressed in the Declaration.

NOW, THEREFORE, in consideration of the recitals set forth hereinabove, the Declarant hereby declares and certifies as follows:

1. Submission of Phase II. Declarant hereby submits the following described real properties, and its interests therein, to the terms, conditions, restrictions, covenants and easements to the terms of the Declaration, as amended:

SEE SCHEDULE "A" ATTACHED HERETO

TOGETHER WITH all easements, rights-of-way, and other appurtenances and rights incident to, appurtenant to, or accompanying the above-described real property (the real property).

RESERVING UNTO DECLARANT, however, such easements and rights of ingress and egress over, across and through and under the above-described tract and any improvements now or hereafter constructed thereon as may be reasonably necessary for Declarant or any assignee of Declarant (in a manner which is reasonable and not inconsistent with the provisions of this Declaration): (i) to construct a Living Unit on each and every Lot; and (ii) to improve the Common Areas with such facilities, including, but not limited to, roads, recreational facilities, walkways and various landscaped areas, designed for the use and enjoyment of all the Members as Declarant may reasonably determine to be appropriate; and (iii) for the benefit of the Additional Land, however developed or utilized, over the real property described on Exhibit "B" attached hereto, whether or not the Additional Land, or portions thereof, is part of the Development. If, pursuant to the foregoing reservation, the above-described tract or any improvement thereon is traversed or partially occupied by a permanent improvement or utility line, a perpetual easement for such improvement or utility line shall exist. With the exception of such perpetual easements, the reservation hereby effected shall, unless sooner terminated in accordance with its terms, expire twenty (20)

years after the date on which the Declaration was filed for record in the office of the County Recorder of Wasatch County, Utah.

ALL OF THE FOREGOING IS SUBJECT TO: All liens for current and future taxes, assessments and charges imposed or levied by governmental or quasi-governmental authorities; all patent reservations and exclusions; all mineral reservations and exclusions; all mineral reservations of record and rights incident thereto; all instruments of record which affect the above-described tract or any portion thereof, including without limitation, any mortgage or deed of trust; all visible easements and rights-of-way; and all easements and rights-of-way of record.

ALL OF THE FOREGOING IS SUBJECT TO all liens for current and future taxes, assessments, and charges imposed or levied by governmental or quasi-governmental authorities; all Patent reservations and exclusions; any mineral reservations of record and rights incident thereto; all instruments of record which affect the real property or any portion thereof, including, without limitation, any mortgage or deed of trust; all visible easements and rights-of-way;

2. Supplemental Plat. The real properties described in Paragraph 1, and the improvements to be constructed thereon, all of which are submitted to the terms and conditions of the Declaration, are more particularly set forth on a supplemental Plat pertaining to the same, which supplemental Plat shall be recorded with this Supplement.

3. Representations of Declarant. Declarant represents as follows:

a. The annexed real property is part of the Additional Land as identified in the Declaration.

b. By the annexation of the real property described in paragraph 1, the total number of Living Units when completed, will equal fifty-seven (57).

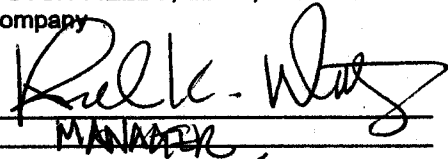
4. Effective Date. This Supplemental Declaration, and the Supplement Plat relative to this addition, shall take effect upon their being filed for record in the office of the County Recorder of Wasatch County, Utah.

EXECUTED the day and year first above written.

Declarant:

WATTS DUTCH FIELDS, L.L.C., a Utah Limited Liability Company

By:
Its:


MANAGER

STATE OF UTAH)
 : ss
COUNTY OF SALT LAKE)

On the 17 day of August, 2004, personally appeared before me Russell K Watts, who being by me duly sworn did say that he is a Manager of WATTS DUTCH FIELDS, L.L.C., and that the within and foregoing instrument was signed in behalf of said limited liability company by authority of a resolution of its Members and said Russell K Watts duly acknowledged to me that said limited liability company executed the same.

Tamara L Peterson
NOTARY PUBLIC

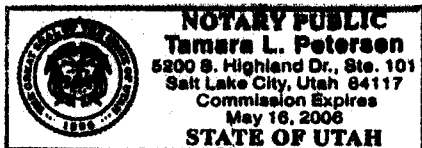


EXHIBIT "A"

LEGAL DESCRIPTION

Beginning at a point which is South 89°41'16" West 1.86 feet along the section line from the county monument for the Northeast corner of Section 26, Township 3 South, Range 4 East, Salt Lake Base and Meridian; thence South 15°22'58" East 51.50 feet; thence along the arc of a 229.00 foot radius curve to the left 48.94 feet (curve has a central angle of 12°14'42" and a chord bearing South 21°30'20" East 48.85 feet); thence South 27°37'41" East 208.82 feet; thence South 29°07'11" East 582.59 feet; thence South 26°59'58" West 285.76 feet; thence South 41°34'03" West 65.95 feet to a point on the boundary of Dutch Fields P.U.D. Phase 1; thence North 48°25'57" West 185.49 feet along the boundary of Phase 1; thence South 84°54'56" West 158.30 feet along the boundary of Phase 1; thence North 74°40'00" West 409.09 feet along the boundary of Phase 1; thence South 15°20'00" West 17.50 feet along the boundary of Phase 1; thence North 74°40'00" West 200.00 feet along the boundary of Phase 1; thence North 74°40'00" West 100.18 feet along the amended boundary of Phase 1; thence South 70°06'55" West 101.29 feet along the amended boundary of Phase 1; thence West 56.61 feet; thence North 389.02 feet; thence North 00°57'03" East 235.97 feet; thence North 89°02'57" West 59.84 feet; thence North 00°57'03" East 216.63 feet to the section line; thence North 89°41'16" East 950.87 feet along said section line to the point of beginning. Containing 24.00 acres.

ALL OF LOTS 29-57 DUTCH FIELDS PUD PHASE I PLATA

ODF-2029 thru ODF-2057