

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

Phase 1 11-686-0101 through 0114
Phase 2 11-687-0201 through 0218
Phase 3 11-704-0301 through 0340
Phase 4 11-724-0401 through 0434

THIS SECOND 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 November 22nd, 2013, 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. Declarant and Fairfield Meadows, Inc., a Utah corporation (collectively, the "Land Owners"), are the record owners of the real property that will comprise Phase 4 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 Additional Land. Such amendments are authorized under Section 12.1 of the Declaration.

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. Section 5.3. Section 5.3 of the Declaration is deleted and replaced with the following Section 5.3 for the Lots on the Additional Land:

Approval of Use and Plans. The overall architectural style and detailing of each Improvement (including each Building) and the associated landscaping and site use is subject to ACC review and approval. While all homes to be built must be submitted and approved by the ACC, the home types and styles that will be considered acceptable and approved by the ACC in Phase 4 of the Subdivision shall include: (a) Traditional styles with "Cape Cod", "Craftsman", "Mountain Home", and "Victorian" influences that have already been approved and constructed in phases 1, 2, and 3 of the Subdivision; and (b) modern and contemporary home styles with "boxy" and geometric exteriors, butterfly roofs, large eave overhangs or cantilevers, and flat sub roof or accent roof sections (given those sections meet the minimum roof pitch requirement of Layton City). Exterior materials may include architectural metals, stucco, natural wood finishes, and cement-based siding such as Hardy "lap", Hardy "shake", and Hardy "board and batten". No Initial Construction, including any site preparation or excavation of the Lot or other preparatory construction of Improvements for such Initial Construction shall be undertaken, built, construed, erected or placed on a Lot unless and until the plans, specifications and site plan therefor have been reviewed in advance and approved by the ACC in accordance with the provisions of Article X, below. After Initial Construction, no other work of construction, excavation, or any material alteration to Improvements on a Lot shall be undertaken without obtaining the same advance approvals as area required with respect to Initial Construction. Except work being performed by Declarant, two sets of site, building, all four elevations, fencing, and landscaping plans are to be submitted to the ACC for approval. No Building or other Improvements shall be placed, erected, altered, or permitted to remain on any Lot other than one (1) single family dwelling and one (1) garage together with related nonresidential Improvements which have been approved by the ACC. At the time of construction of the single family dwelling on any Lot, said Lot must also be improved a garage with at least a two (2) car capacity.

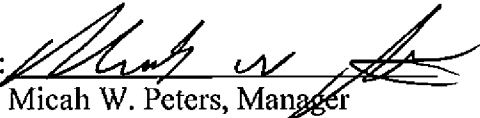
5. Section 11.6. Section 11.6 of the Declaration is deleted and replaced with the following Section 11.6 for the Lots on the Additional Land:

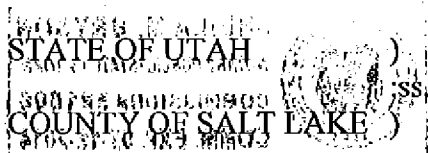
Roof Requirements. The general pitch of the roofs on all Buildings shall conform to the laws, rules and regulations established by Layton City, and all other governmental or quasi-governmental entities having jurisdiction over the Additional Land.

6. 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, as modified by this Supplement. Except as herein expressly provided, the Declaration shall remain in all other respects unmodified and in full force and effect.

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

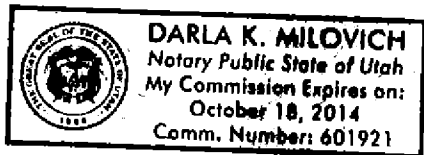


On this 22 day of November, 2013, personally appeared before me Micah W. Peters, who, being by me duly sworn, did say that he is the Manager of Penelope Rose LLC, a Utah limited liability company, that said instrument was signed by him in behalf of said company pursuant to authority, and that said company executed the same.

Commission Expires:

10/18/14


Notary Public



By executing this Declaration, the undersigned, in addition to the Declarant, hereby acknowledges and agree to the recording of this Declaration against the Additional Land.

FAIRFIELD MEADOWS, INC.,
a Utah corporation

By: [Signature]
Name (Print): BRYSON GARBETT
Title: PRESIDENT

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

On this 22 day of November, 2013, personally appeared before me Bryson Garbett, who, being by me duly sworn, did say that he is the President of Fairfield Meadows, Inc., a Utah corporation, that said instrument was signed by him in behalf of said company pursuant to authority, and that said company executed the same.

Commission Expires:
02-16-2014

[Signature]
Notary Public

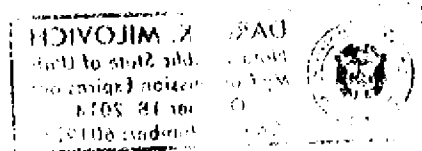


EXHIBIT A

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

PHASE 3

BEGINNING AT A POINT WHICH NORTH 00°11'10"E 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 40 LOTS ON 12.584 ACRES

EXHIBIT B
Legal Description of Additional Land

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 IS NORTH 00°11'10" EAST 815.84 FEET AND SOUTH 89°48'50" EAST 1001.15 FEET FROM THE CENTER OF SECTION 27, TOWNSHIP 4 NORTH, RANGE 1 WEST, SALT LAKE BASE AND MERIDIAN SAID POINT ALSO BEING THE SOUTHEAST CORNER OF LOT 314 ESTATES AT MUTTON HOLLOW PHASE 3 AS RECORDED WITH THE OFFICE OF THE DAVIS COUNTY RECORDER. AND RUNNING THENCE ALONG THE EAST BOUNDARY OF SAID SUBDIVISION THE FOLLOWING (11) COURSES 1) N10°25'38"W, 106.99 FEET; 2) N76°51'16"E, 2.62 FEET; 3) N13°08'44"W, 156.32 FEET; 4) N73°02'17"E, 75.16 FEET; 5) N21°21'46"W, 141.57 FEET, 6) N14°04'18"W, 4.94 FEET; 7) S73°02'17"W, 10.26 FEET; 8) N13°56'51"W, 115.16 FEET; 9) N16°57'43"W, 62.00 FEET, 10) S73°02'17"W, 5.94 FEET; 11) N17°41'22"W 109.43 FEET TO A POINT ON A FENCE LINE, SAID FENCE LINE IS THE SAME FENCE LINE IN A SURVEY PREPARED BY KEITH RUSSELL DATED NOVEMBER 30, 2010 AND DESCRIBED IN QUIT CLAIM DEED RECORDED APRIL 11, 2012, AS ENTRY NUMBER 2654721, BOOK 5498, PAGE 794; THENCE ALONG SAID FENCE LINE AND SURVEY THE FOLLOWING (2) COURSES 1) N72°48'16"E, 407.91 FEET, 2) N73°33'52"E, 145.26 FEET; THENCE LEAVING SAID FENCE LINE AND SURVEY N11°23'00"W, 4.90 FEET; THENCE N25°56'00"E, 53.44 FEET; THENCE S11°23'00"E, 39.99 FEET; THENCE S88°08'26"E, 111.44 FEET; THENCE S07°58'35"E, 112.43 FEET; THENCE S14°00'24"E, 71.62 FEET; THENCE 16.49 FEET ALONG THE ARC OF A 231.00 FOOT RADIUS CURVE TO THE LEFT (CHORD BEARS S78°36'42"E 16.49 FEET); THENCE S13°08'40"E 133.12 FEET TO A POINT ALONG A FENCE LINE AND THE BOUNDARY LINE OF A SURVEY OF THE GOLD PROPERTY PERFORMED BY JAMES KAISERMAN AND RECORDED WITH THE OFFICE OF THE DAVIS COUNTY SURVEYOR; THENCE S76°46'32"W 166.60 FEET ALONG SAID FENCE LINE AND SURVEY TO AND BEYOND A FOUND BAR AND CAP MENTIONED IN SAID SURVEY; THENCE S11°23'00"E, 317.22 FEET; THENCE S10°09'00"E, 68.80 FEET; THENCE S76°30'00"W, 549.95 FEET TO THE POINT OF BEGINNING.

CONTAINS: 9.87 acres