

SUPPLEMENT TO DECLARATION OF COVENANTS, CONDITIONS & RESTRICTIONS
OF

BLACKHAWK P.U.D. DEVELOPMENT PHASE 1, 2, 3, & 4

AN EXPANDABLE CONDOMINIUM COMMUNITY

THIS SUPPLEMENT, made on the date hereinafter set forth, supplements that certain Declaration of Covenants, Conditions & Restrictions of Blackhawk P.U.D. Development, judicially recognized by the Court of the First Judicial District of Cache County, State of Utah, Case No. 96-244, by an Order dated September 15, 1997, and recorded on October 2, 1997 as Entry No. 668455 in Book 769, Page 670-708 of the Cache County Recorder (the "Declaration").

RECITALS

A. Phase IV of the Blackhawk P.U.D. Development, including all Units and Common Areas, as shown by the official plat thereof recorded September 24, 1997 as filing No. 667858 in the office of the Cache County Recorder, incorporated by this reference ("Phase IV"), has been constructed adjacent to Phases I, II, and III of the Blackhawk P.U.D. Development (the "Development").

B. Pursuant to paragraph 31 of the Declaration, Declarant desires to expand the Development to include Phase IV, and to subject Phase IV to the above-referenced Declaration.

C. Pursuant to paragraph 31(e) of the Declaration, and as a result of the expansion of the Development to include Phase IV, Declarant desires to adjust the ownership of the Unit owners in Common Areas as set forth below.

D. The requirements for expansion of the Development to include Phase IV as set forth in paragraph 31 of the Declaration have been satisfied.

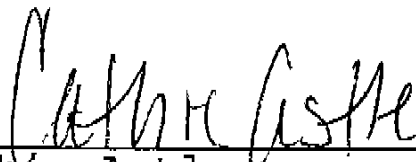
NOW, THEREFORE, the Declaration is hereby Supplemented as follows:

1. The above recitals are incorporated by this reference.
2. The Development is expanded to include Phase IV. The total number of Units in the Development is now 348.
3. Phase IV shall hereafter be subject to and together with the Declaration and all rights, privileges, covenants, conditions and restrictions contained therein, as if Phase IV were a part of the Development at the date of its creation.
4. This Supplement and the Exhibit hereto shall be recorded within seven years of the date of recording of the Declaration.

5. The ownership of each of the Unit Owners in Common Areas of all Phases of the Development is hereby adjusted to 1/348th. Ownership of common areas is subject to future amendment and adjustment.

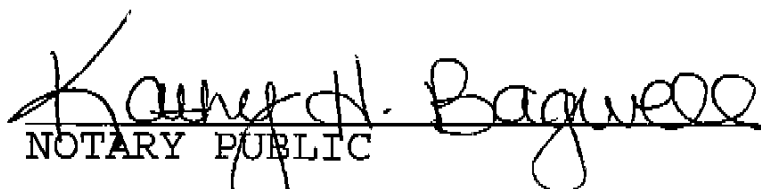
DATED this 20 day of July, 1998.

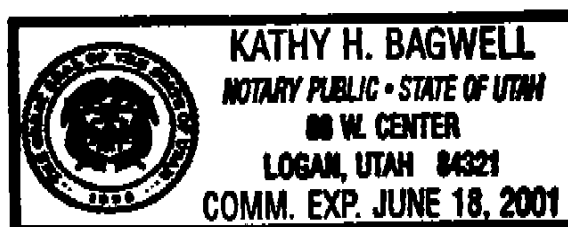
BLACKHAWK HOMEOWNERS ASSOCIATION


Cathie Astle

STATE OF UTAH)
 : ss.
County of Cache)

On the 20 day of July, 1998, personally appeared before me Cathie Astle, the signer of the foregoing instrument, who duly acknowledged to me that she executed the same, and that said instrument was signed in behalf of Blackhawk Homeowners Association by authority of a resolution of the Management Committee or its By-Laws, and the aforesaid officer acknowledged to me that said Association executed the same.


NOTARY PUBLIC



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