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WHEN RECORDED RETURN TO:

Wallace O. Felsted
KIRTON & McCONKIE
60 East South Temple, Suite 1800
Salt Lake City, Utah 84111

6972149
05/22/98 4:46 PM 20.00
NANCY WORKMAN
RECORDER, SALT LAKE COUNTY, UTAH
FOUNDERS TITLE
REC BY: R JORDAN DEPUTY - WI

6972149
FIFTH AMENDMENT TO DECLARATION OF CONDOMINIUM
FOR POWDER RIDGE

This Fifth Amendment to Declaration of Condominium for Powder Ridge is executed pursuant to the Utah Condominium Ownership Act, Utah Code Annotated § 57-8-1 *et seq.* (the "Act") and the original Declaration of Condominium for Powder Ridge (the "Original Declaration") by the Management Committee of the Powder Ridge Association of Unit Owners, a Utah non-profit corporation (the "Management Committee").

RECITALS

A. The Original Declaration was filed for record on March 18, 1985, with the Salt Lake County Recorder as Entry No. 4062189 in Book 5637 at Pages 1388 through 1465.

B. Powder Ridge II, LLC, a Utah limited liability company ("Powder Ridge II") is the owner of a portion of that parcel of property identified as Parcel H in Section 22 of the Original Declaration. Pursuant to the provisions of Section 57-8-13.6 of the Act and Sections 22 and 26 of the Original Declaration, Powder Ridge II and the Management Committee desire to amend the Original Declaration to add a portion of Parcel H to the Powder Ridge Condominium project (the "Condominium Project") and to amend Appendix A to the Original Declaration to reflect the reallocation of undivided interests in the common areas and facilities of the Condominium Project.

DECLARATION

1. That portion of Parcel H described in Exhibit "A" hereto is hereby added to the Condominium Project.

2. Appendix A to the Original Declaration is hereby amended to reflect the reallocation of undivided interests in the common areas and facilities of the Powder Ridge Condominium project as set forth in Exhibit "B" hereto.

3. An amendment to the record of survey map of the Powder Ridge Condominium project, identified as Powder Ridge, Phase IV, shall be recorded concurrently with the recording of this Fifth Amendment.

BK 7985 PG 2395

4. The Management Committee, having received the approval and consent of Unit Owners of the Condominium Project having ownership of not less than 66.66 per cent of the undivided interest in the common areas and facilities of the Condominium Project as evidenced by the Certificate of the Management Committee attached as Exhibit "C" hereto, is authorized to execute this amendment pursuant to Section 26 of the original declaration.

DATED as of April 26, 1998.

POWDER RIDGE ASSOCIATION OF
UNIT OWNERS
By its Management Committee



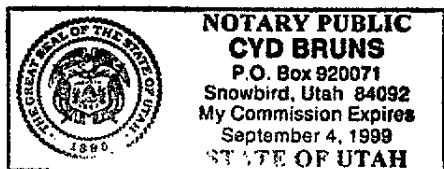
Thomas O. Richardson
Management Committee Member

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

The foregoing instrument was acknowledged before me this 26 day of April, 1998, by Thomas O. Richardson, a member of the Management Committee of Powder Ridge Association of Unit Owners.



Notary Public



- SIGNATURES CONTINUED ON NEXT PAGE -

POWDER RIDGE II, LLC

By: Francis D. Perkins III
Francis D. Perkins, III
Manager

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

The foregoing instrument was acknowledged before me this 24 day of April, 1998, by Francis D. Perkins, III, the Manager of Powder Ridge II, LLC, a Utah limited liability company.

C. Bruns
Notary Public

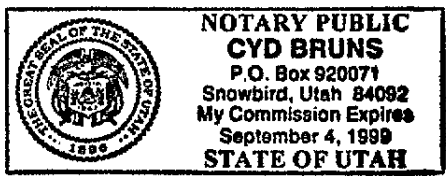


EXHIBIT A

Parcel H-13

Beginning at the Northeast corner of Section 6, Township 3 South, Range 3 East, Salt Lake Base and Meridian, and running thence S 25°50'13" E 2396.31 feet; thence S 65°13'00" W 519.19 feet along the Southerly line of Powder Ridge, a Utah Expandable Condominium Project, according to the official plat thereof recorded 03/18/85 as Entry No. 4062188 in Book 85-3 at Page 44 of the Official Records; thence N 24°47'00" W 54.84 feet to the true point of beginning; thence N 24°47'00" W 26.87 feet; thence N 9°00'00" E 37.67 feet to a point on the Southerly line of Powder Ridge Court, a private road, as shown on said plat of Powder Ridge; thence along said street N 81°00'00" W 60.00 feet; thence S 9°00'00" W 60.00 feet; thence S 81°00'00" E 74.94 feet to the point of beginning.

Parcel H-15

Beginning at the Northeast corner of Section 6, Township 3 South, Range 3 East, Salt Lake Base and Meridian, and running thence S 25°50'13" E 2396.31 feet; thence S 65°13'00" W 671.74 feet along the Southerly line of Powder Ridge, a Utah Expandable Condominium Project, according to the official plat thereof recorded 03/18/85 as Entry No. 4062188 in Book 85-3 at Page 44 of the Official Records, to the Southeast corner of Parcel "B" as shown on said plat; thence along the Easterly line of said Parcel "B", N 36°00'00" W 181.59 feet to the true point of beginning; thence N 9°00'00" E 61.98 feet to a point on the Southerly line of Powder Ridge Court, a private road, as shown on said plat of Powder Ridge; thence Easterly 3.88 feet along said street and the arc of a 384.12 foot radius curve to the right through a central angle of 0°34'45" (chord bears S 81°17'22" E 3.88 feet); thence along said street S 81°00'00" E 61.50 feet; thence S 9°00'00" W 62.00 feet; thence N 81°00'00" W 65.38 feet to the point of beginning.

EXHIBIT B

**Powder Ridge -
Allocation of Common Interests and Votes**

Unit		Square Footage	Ownership Share	Votes
1-A	Lower	2039	0.0582	58.2
1-B	Upper	2350	0.0671	67.1
2-A	Lower	2039	0.0582	58.2
2-B	Upper	2350	0.0671	67.1
3-A	Lower	2039	0.0582	58.2
3-B	Upper	2350	0.0671	67.1
9-A	Lower	1914	0.0546	54.6
9-B	Upper	1877	0.0536	53.6
10-A	Lower	1914	0.0546	54.6
10-B	Upper	1877	0.0536	53.6
11-A	Lower	2100	0.0599	59.9
11-B	Upper	2335	0.0666	66.6
12-A	Lower	1862	0.0531	53.1
12-B	Upper	2746	0.0784	78.4
13		2269	0.0648	64.8
15-A	East	1722	0.0491	49.1
15-B	West	1256	0.0358	35.8
Totals		35,039	1.0000	1000.0

EXHIBIT C

**CERTIFICATE OF THE MANAGEMENT COMMITTEE
OF POWDER RIDGE ASSOCIATION OF UNIT OWNERS**

The Management Committee of Powder Ridge Association of Unit Owners hereby certifies that Unit Owners of the Condominium Project having ownership of not less than 66.66 per cent of the undivided interest in the Common Areas and Facilities of the Condominium Project have approved and consented to the Fourth Amendment to Declaration of Condominium for Powder Ridge which expands the Powder Ridge Condominium Project by adding the portions of Parcel H West described in Exhibit A of this Fourth Amendment to Declaration of Condominium for Powder Ridge to the Project. The Management Committee has received the approval and consent of the following Unit Owners:

Name	Unit No.	Percentage Interest
Frank and Diane Ryan	1-A	.0684
N.C. Besobraso	2-B	.0789
Tom and Becky Richardson	3-A	.0684
Tom and Becky Richardson	3-B	.0789
Onno Wieringa	10-A	.0642
Lynne Mijanos	10-B	.0630
Nina B. Lattimore	11-A	.0705
Robert C. Ferguson	11-B	.0786
Bruce VanNatta	12-A	.0626
William Halden and Nancy Halden	12-B	.0922
	Total	.7257

Dated as of April, 1998

The Management Committee of Powder
Ridge Association of Unit Owners

Thomas O. Richardson
Management Committee Member