

**SECOND SUPPLEMENT TO
THE
DECLARATION OF COVENANTS, CONDITIONS
AND RESTRICTIONS
FOR
WILLOW VIEW COVE SUBDIVISION**

7759412

Pursuant to the provisions of Section 7.1 of the Declaration of Covenants, Conditions and Restrictions for Willow View Cove Subdivision (the "Declaration"), and applicable law, Sandy Willows, L.L.C., a Utah limited liability company ("Declarant") does hereby supplement and amend the Declaration.

WHEREAS, Declarant is currently the Owner of the real property described below, and of the real property which is the subject of the Declaration; and

WHEREAS, the Declaration anticipated expansion of the Willow View Cove Subdivision (the "Subdivision") according to the projections in the approved Master Plan, which is of record; and

WHEREAS, Section 7.1 of the Declaration provides that the Declarant may from time to time unilaterally subject additional property described or referred to in the Master Plan, to the provisions of the Declaration by filing a Supplemental Declaration in the Public Records describing the property being annexed.

NOW, THEREFORE, the Declaration is and shall be supplemented and amended as follows:

1. The Declarant does hereby submit the following described real property to, and annex into the Willow View Cove Subdivision, and amend and supplement the Declaration to provide that, in addition to the real property which is the subject of the initial Declaration, the following described real property, situated in Salt Lake County, State of Utah:

ALL OF LOTS 301, 302, 303, 304 AND 305 OF THE WILLOW VIEW COVE
SUBDIVISION ACCORDING TO THE OFFICIAL PLAT THEREOF ON FILE
WITH THE SALT LAKE COUNTY RECORDER.

The above-described property is hereby subjected to the Declaration as Phase 3 of such Subdivision pursuant to this Second Supplemental Declaration, including Common Area designations and other covenants and restrictions on use as described in the Declaration at Section 5.1, *inter alia*, and the Master Plan. Such property shall accordingly be held, sold, used and conveyed subject to the easements, restrictions, covenants, and conditions, which run with the title to the real property subjected to the Declaration, which is accordingly incorporated herein by this reference. The Declaration shall be binding upon all parties having any right, title or interest in the above-referenced property, and their heirs, successors, successors in title, and assigns, and shall inure to the benefit of each Owner of such property as a portion of the Properties governed by the Declaration.

BK8401PG0527

2. The annexed property shall constitute five Lots within the said Willow View Cove Subdivision. Accordingly, pursuant to Section 8.3 of the Declaration, each of the said Lots shall, henceforth, share proportionately and equally with other Lots in any assessments charged against all Lots.

3. Except as amended and supplemented hereby, the Declaration shall remain in full force and effect. The terms of this Second Supplemental Declaration shall control and supersede any conflicting provisions of the Declaration.

The foregoing Second Supplemental Declaration to the Declaration of Covenants, Conditions and Restrictions for Willow View Cove Subdivision was adopted by the Declarant pursuant to the provisions of the said Declaration in its capacity as the sole owner of the Properties which are the subject of the Declaration, including the property annexed hereby. This Second Supplemental Declaration shall be effective upon recordation with the Salt Lake County Recorder.

DATED this 9th day of November, 2000.

DECLARANT: SANDY WILLOWS, L.C.

CW Management Corporation, Manager

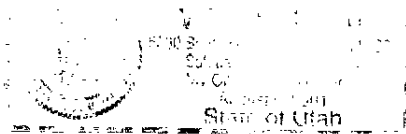
By: Christopher K McCandless
Christopher K McCandless, President

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

On this 9th day of November, 2000, personally appeared before me Christopher K McCandless, the signer of the above instrument, who duly acknowledged to me that he is authorized by C.W. Management Corporation, to execute the same for and on behalf of the said corporation Manager of Sandy Willows, L.C., a Utah limited liability company, the Declarant, and that the said Manager executed the foregoing document pursuant to its authority as Manager of Sandy Willows, L.C.

Virginia Pascoe
NOTARY PUBLIC

CW061500-104



NOTARY SEAL NOT LEGIBLE
- CO RECORDER -

BK8401PG0528

7759412
11/14/2000 10:39 AM 18.00
Book - 8401 Pg - 527-529
NANCY WORKMAN
RECORDER, SALT LAKE COUNTY, UTAH
AMERICA WEST TITLE
BY: RDJ, DEPUTY - WI 3 P.

BK8401PG0529