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Book - 8735 Pg - 4370-4376
GARY W. OTT
RECORDER, SALT LAKE COUNTY, UTAH
IVORY HOMES
970 E WOODDAK LN
SLC UT 84117
BY: ROJ, DEPUTY - WI 7 P.

WHEN RECORDED RETURN TO:
IVORY HOMES
970 E. Woodoak Lane
Salt Lake City, Utah 84117
(801) 268-0700

8523771

**FIRST SUPPLEMENT TO THE
DECLARATION OF PROTECTIVE COVENANTS
FOR BRIDLE FARMS PHASE II**

This FIRST SUPPLEMENT TO THE DECLARATION OF PROTECTIVE COVENANTS FOR BRIDLE FARMS PHASE II, is made and executed by IVORY HOMES, a Utah limited partnership, of 970 E. Woodoak Lane, Salt Lake City, Utah 84117 (hereinafter referred to as "Declarant").

RECITALS

Whereas, the Declaration of Protective Covenants for Bridle Farms Subdivision was recorded in the office of the County Recorder of Salt Lake County, Utah as Entry 8288943 in Book 8618 at Page 7875-7891 of the Official Records of the County Recorder of Salt Lake County, Utah (the "Declaration").

Whereas, the related Plat Map(s) for Phase I of the Project has also been recorded in the office of the County Recorder of Salt Lake County, Utah.

Whereas, under Section 3 of the Declaration, Declarant reserved an option to expand the subdivision in accordance with the Declaration.

Whereas, Declarant is the fee simple owner of record of that certain real property located in Salt Lake County, Utah and described with particularity on Exhibit "A-2" attached hereto and incorporated herein by this reference (the "Phase II Property").

Whereas, under the provisions of the Declaration, Declarant expressly reserved the absolute right to expand the application of the Declaration to other real property.

Whereas, Declarant desires to expand the subdivision by creating on the Phase II Property additional Lots.

Whereas, Declarant now intends that the Phase II Property shall become subject to the Declaration.

NOW, THEREFORE, for the reasons recited above, and for the benefit of the subdivision and the Lot Owners thereof, Declarant hereby executes this FIRST SUPPLEMENT TO THE DECLARATION OF PROTECTIVE COVENANTS FOR BRIDLE FARMS PHASE II.

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1. Supplement to Definitions. Article I of the Declaration, entitled "Definitions," is hereby modified to include the following supplemental definitions:

A. First Supplemental Declaration shall mean and refer to this FIRST SUPPLEMENT TO THE DECLARATION OF PROTECTIVE COVENANTS FOR BRIDLE FARMS PHASE II.

B. Phase II Map shall mean and refer to the Plat Map of Phase II of the Project, prepared and certified to by Ralph Goff, a duly registered Utah Land Surveyor holding Certificate No. 144147, and filed for record in the Office of the County Recorder of Salt Lake County, Utah concurrently with the filing of this First Supplemental Declaration.

Except as otherwise herein provided, the definition of terms contained in the Declaration are incorporated herein by this reference.

2. Legal Description. The real property described in Exhibit A-2 is hereby submitted to the provisions of the Declaration and said land shall be held, transferred, sold, conveyed and occupied subject to the provisions of the Declaration as it may be supplemented or amended from time to time.

3. Annexation. Declarant hereby declares that the Phase II Property shall be annexed to and become subject to the Declaration, which, upon recordation of this First Supplemental Declaration, shall constitute and effectuate the expansion of the Project, making the real property described in Exhibit A-2 subject to the functions, powers, rights, duties and jurisdiction of the Association.

4. Total Number of Units Revised. As shown on the Phase II Map, forty (40) new Lots, Numbers 201-240, are or will be constructed and/or created in the Project on the Phase II Property. Upon the recordation of the Phase II Map and this First Supplemental Declaration, the total number of Lots in the Project will be eighty-eight (88) The additional Lots (and the homes to be constructed therein) are or will be substantially similar in construction, design and quality to the Lots and homes in the prior Phase.

5. Percentage Interest Revised. Pursuant to the Declaration, Declarant is required with the additional Lots to reallocate the undivided percentages of ownership interest (the "Percentage Interests"). Exhibit "C" to the Declaration, which sets forth the Percentage Interests, is deleted in its entirety and "Revised Exhibit "C," attached hereto and incorporated herein by this reference, is substituted in lieu thereof.


6. Mortgagee Protection. Nothing herein contained, and no violation of these covenants, conditions, and restrictions, shall invalidate or impair the lien of any mortgage or deed of trust, given in good faith and for value.

7. Effective Date. The effective date of this First Supplemental Declaration and the Phase II Map shall be the date on which said instruments are filed for record in the Office of the County Recorder of Salt Lake County, Utah.

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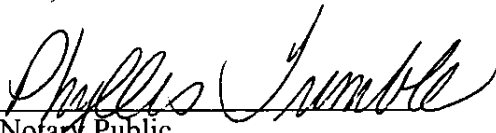
IN WITNESS WHEREOF, Declarant has executed this instrument the ___ day of January, 2003.

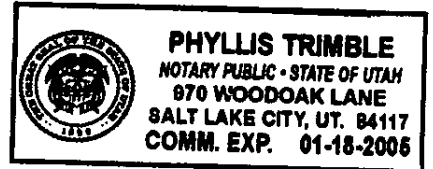
DECLARANT:
IVORY HOMES, LTD.
By: VALUE, L.C.
Its General Partner

By: 
Name: Clark D. Ivory
Title: Manager

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

On the 21 day of January, 2003, personally appeared before me Clark D. Ivory, who by me being duly sworn, did say that he is the Manager of Value, L.C., who is the General Partner of IVORY HOMES, LTD, and that the within and foregoing instrument was signed in behalf of said partnership pursuant to its Partnership Agreement, and said Clark D. Ivory further acknowledged to me that IVORY HOMES, LTD, executed the same.


Notary Public
Residing at: SALT, UT



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EXHIBIT "A-2"
LEGAL DESCRIPTION

The Land referred to in the foregoing document is located in Salt Lake County, Utah and is described more particularly as follows:

LEGAL DESCRIPTION

BEGINNING AT A POINT ON THE SOUTH BOUNDARY OF COPPER HILL HEIGHTS NO. 5 PLAT "B" SUBDIVISION, SAID POINT BEING N89°56'16"E, 2635.46 FEET AND S0°22'04"W, 652.13 FEET AND S89°53'00"E, 35.00 FEET FROM THE WEST QUARTER CORNER OF SECTION 34, TOWNSHIP 1 SOUTH, RANGE 2 WEST, SALT LAKE BASE AND MERIDIAN; AND RUNNING THENCE S89°53'00"E, 1095.00 FEET ALONG SAID SOUTH LINE OF COOPER HILL HEIGHTS NO. 5 SUBDIVISION FEET; ON THE BOUNDARY OF THE PROPOSED BRIDLE FARMS NO. 1 SUBDIVISION; THENCE ALONG SAID BOUNDARY THE FOLLOWING 18 COURSES: S00°07'00"W, 97.60 FEET; THENCE S11°25'34"W, 51.75 FEET; THENCE S00°11'51"W, 277.28 FEET; THENCE S06°42'56"W, 70.39 FEET; THENCE N81°41'57"W, 102.39 FEET; THENCE N89°25'25"W, 51.30 FEET; THENCE N83°02'37"W, 100.00 FEET; THENCE S06°52'56"W, 68.10 FEET; THENCE N80°28'04"W, 189.08 FEET; THENCE N20°01'02"E, 73.69 FEET; THENCE N72°07'11"W, 100.00 FEET; THENCE N60°39'42"W, 52.13 FEET; THENCE N76°24'48"W, 101.78 FEET; THENCE N10°53'55"E, 62.00 FEET; THENCE N76°56'40"W, 192.11 FEET; THENCE N75°06'58"W, 89.32 FEET; THENCE N47°14'24"W, 63.96 FEET; THENCE N88°59'54"W, 107.02 FEET; THENCE N0°22'04"E, 184.72 FEET TO THE POINT OF BEGINNING.

CONTAINS 9.3671 ACRES - 40 LOTS

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REVISED EXHIBIT "C"
Percentages of Ownership Interest

Phase	Lot No.	Percentage
1	101	1.136%
1	102	1.136%
1	103	1.136%
1	104	1.136%
1	105	1.136%
1	106	1.136%
1	107	1.136%
1	108	1.136%
1	109	1.136%
1	110	1.136%
1	111	1.136%
1	112	1.136%
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1	138	1.136%
1	139	1.136%
1	140	1.136%
1	141	1.136%

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1	142	1.136%
1	143	1.136%
1	144	1.136%
1	145	1.136%
1	146	1.136%
1	147	1.136%
1	148	1.136%

2	201	1.136%
2	202	1.136%
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2	207	1.136%
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2	235	1.136%
2	236	1.136%
2	237	1.136%

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2	238	1.136%
2	239	1.136%
2	240	1.136%

2	88	100%	TOTALS
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