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 Book - 9261 Pg - 4405-4408
 Gary W. Ott
 Recorder, Salt Lake County, UT
 COTTONWOOD TITLE INS AGENCY
 BY: eCASH, DEPUTY - EF 4 P.

WHEN RECORDED RETURN TO:
 IVORY HOMES DEVELOPMENT, LLC.
 Gonzalo Stevens
 978 E. Woodoak Lane
 Salt Lake City, Utah 84117
 (801) 268-0700

**SECOND SUPPLEMENT TO THE
 DECLARATION OF PROTECTIVE COVENANTS
 FOR VALLEY FIELDS PHASE 3**

This Second Supplement to the Declaration of Protective Covenants for Valley Fields Phase 3, is made and executed by IVORY HOMES DEVELOPMENT, LLC., a Utah limited liability company, of 978 E. Woodoak Lane, Salt Lake City, Utah 84117 (hereinafter referred to as "Declarant").

RECITALS

Whereas, the Declaration of Protective Covenants for Valley Fields Phase 1 Subdivision was recorded in the Office of the County Recorder of Salt Lake County, Utah on August 25, 2005 as Entry No. 9471707 in Book 9178 at Pages 9011-9028 of the Official Records (the "Declaration").

Whereas, the related Plat Map for Phase 1 of the Project has also been recorded in the Office of the County Recorder of Salt Lake County, Utah.

Whereas, the First Supplement to the Declaration of Protective Covenants for Valley Fields Phase 1 Subdivision was recorded in the Office of the County Recorder of Salt Lake County, Utah on 10/17/2005 as Entry No. 9524990 in Book 9204 at Pages 369-372 of the Official Records (the "First Supplement").

Whereas, the related Plat Map for Phase 2 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 the unilateral right to expand the subdivision by annexing additional land and expanding the application of 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-3" attached hereto and incorporated herein by this reference (the "Phase 3 Property").

Whereas, Declarant desires to expand the subdivision by creating on the Phase 3 Property additional Lots and correct a clerical error in the Declaration.

Whereas, Declarant now intends that the Phase 3 Property shall become subject to the Declaration, as amended.

NOW, THEREFORE, for the reasons recited above, and for the benefit of the subdivision and the Lot Owners thereof, Declarant hereby executes this Second Supplement to the Declaration of Protective Covenants for Valley Fields Phase 3.

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

A. **Second Supplemental Declaration** shall mean and refer to this Second Supplement to the Declaration of Protective Covenants for Valley Fields Phase 3.

B. **Phase 3 Map** shall mean and refer to the Plat Map of Phase 3 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 Second Supplemental Declaration.

C. **Subdivision** shall mean and refer to Valley Fields Phases 1, 2 and 3, as it may be amended or expanded from time to time.

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-3 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 3 Property shall be annexed to and become subject to the Declaration, which, upon recordation of this Second Supplemental Declaration, shall constitute and effectuate the expansion of the Project, making the real property described in Exhibit A-3 subject to this Declaration and the functions, powers, rights, duties and jurisdiction of the ARC.

4. **Total Number of Units Revised.** As shown on the Phase 3 Map, thirty-four (34) new Lots, Numbers 301-334, are or will be constructed and/or created in the Project on the Phase 3 Property. Upon the recordation of the Phase 3 Map and this Second Supplemental Declaration, the total number of Lots in the Project will be seventy-two (72). 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 Phases.

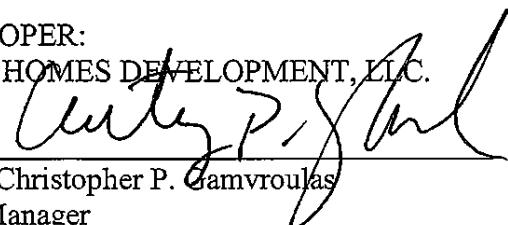
5. **6400 West Street.** Any reference in the Declaration or First Supplement to "6400 South" street is hereby amended to read "6400 West," which is the correct reference.

6. **Effective Date.** The effective date of this Second Supplemental Declaration and the Phase 3 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.

Dated the ____ day of February, 2006.

DEVELOPER:

IVORY HOMES DEVELOPMENT, LLC.

By: 

Name: Christopher P. Gamvroulas
Title: Manager

ACKNOWLEDGMENT

STATE OF UTAH)
ss:
COUNTY OF SALT LAKE)

The foregoing instrument was acknowledged before me this 28 day February, 2006 by Christopher P. Gamvroulas, the Manager of IVORY HOMES DEVELOPMENT, LLC., a Utah limited liability company, and said Christopher P. Gamvroulas duly acknowledged to me that said IVORY HOMES DEVELOPMENT, LLC. executed the same.

Connie Quintana

NOTARY PUBLIC

Residing at: SANDY, UTAH

My Commission Expires: 6/28/07

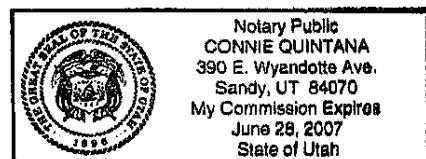


EXHIBIT "A"
LEGAL DESCRIPTION

The Property referred to in the foregoing document as the Valley Fields Phase 3 Property is located in Salt Lake County, Utah and is described more particularly as follows:

Boundary Description

A part of Lot M-3 of Vistas at West Ridge No. 1A, Located within the West Half of Section 2, Township 2 South, Range 2 West, Salt Lake Base & Meridian, U.S. Survey in West Valley City, Salt Lake County, Utah:

Beginning at the Southwest corner of Lot 109, Valley Fields Phase 1, as recorded with the office of the Salt Lake County Recorder, being on the East line of 6400 West Street located 174.06 feet North 0°06'28" West along the Section line and 33.00 feet North 89°53'32" East from the West Quarter Corner of said Section 2; and running thence Easterly along the Southerly line of said Valley Fields Phase 1 the following three (3) courses: North 89°53'31" East 120.15 feet; South 88°03'46" East 56.04 feet and North 89°53'31" East 400.00 feet to the Northwest Corner of Lot 212, Valley Fields Phase 2 as recorded with the office of the Salt Lake County Recorder; thence along the Boundary line of said Valley Fields Phase 2 the following nine (9) courses: South 0°06'29" East 105.00 feet; South 13°55'41" West 57.72 feet; South 0°06'29" East 144.09 feet; North 73°37'08" East 108.34 feet; North 85°04'56" East 104.42 feet; North 89°52'19" East 104.00 feet; South 0°07'41" East 50.20 feet; North 89°52'19" East 166.00 feet and South 0°07'41" East 185.52 feet along the West line of Lot 205 and West Line Extended; thence South 70°48'05" West 96.01 feet; thence South 89°53'31" West 211.34 feet; thence South 61°23'57" West 197.46 feet; thence South 89°53'31" West 564.61 feet to the East line of 6400 West Street; thence along said East line the following two (2) courses: North 0°06'58" West 455.16 feet and North 0°06'28" West 174.04 feet to the point of beginning.

20-02-153-004

Contains: 478,109 s.f.
or 10.976 ac. - 34 Lots

Date

20 Dec, 2005

