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N 1/2-33 74N.11W

SUPPLEMENTAL DECLARATION NO. 2

RETURNED

TO THE

MASTER DECLARATION OF COVENANTS,
CONDITIONS, RESTRICTIONS, AND STANDARDS AFFECTING
THE KAYSVILLE BUSINESS PARK

SEP 29 1989

This Supplemental Declaration is made this 19th day of September, 1989, by KAYSVILLE CITY CORPORATION, a municipal corporation of the State of Utah, hereinafter referred to as the "Declarant".

1. Kaysville City Corporation is the Declarant under that certain Master Declaration of Covenants, Conditions, Restrictions and Standards Affecting the Westland Business Center (subsequently renamed the Kaysville Business Park)(the "Master Declaration") adopted March 10, 1988 and recorded on March 21, 1988 as Entry No. 819256 in Book 1224 at pages 238 to 303 of the official records of Davis County, Utah, as well as in the Supplemental Declaration No. 1 to the Master Declaration of Covenants, Conditions, Restrictions and Standards Affecting the Westland Business Center (therein renamed the Kaysville Business Park)(the "Supplemental Declaration No. 1") adopted August 18, 1989 and recorded on August 21, 1989 as Entry No. 866869 in Book 1308 at pages 652 to 656 of the official records of Davis County, Utah, and in this Supplemental Declaration No. 2 to the Master Declaration of Covenants, Conditions, Restrictions and Standards Affecting the Kaysville Business Park ("Supplemental Declaration No. 2").

2. The Master Declaration imposes certain covenants, conditions, restrictions and standards on certain land in western Kaysville, Utah, as more particularly described in the Master Declaration and Supplemental Declaration No. 1. Except as expressly hereinafter provided, Declarant hereby adopts all of the provisions of the Master Declaration and Supplemental Declaration No. 1 into this Supplemental Declaration No. 2 to the same full extent and effect as if said Master Declaration were set forth in full herein. All terms capitalized herein, unless defined herein, shall have the meaning set forth in the Master Declaration. This Supplemental Declaration No. 2 is supplemental to the Master Declaration.

3. As of the effective date of this Supplemental Declaration No. 2, the Declarant owns all of the land subject to the Master Declaration, except for a portion conveyed to the Davis County Council of Governments, Inc. (the "COG Parcel"). The COG Parcel comprises less than sixty percent (60%) of the area covered by the Master Declaration, and accordingly, the Declarant has full authority under the terms of the Master Declaration to make the amendments and modifications of the Master Declaration effectuated by this Supplemental Declaration

No. 2. The Davis County Council of Governments, Inc. has been duly notified of this Supplemental Declaration No. 2.

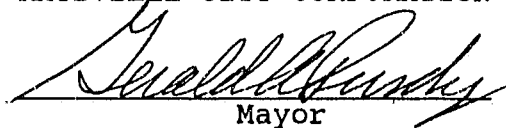
4. The Declarant hereby amends the Master Declaration to reorder and renumber the definitions in Article I of the Master Declaration so that the definitions of "Park" and "Kaysville Business Park" appear in alphabetical order and to delete a definition of the term "Center".

5. Pursuant to Supplemental Declaration No. 1, certain property referred to therein as the "Flint Property" was annexed to the Kaysville Business Park. In order to reflect this change, and certain additional changes in the configuration of the Kaysville Business Park and the boundaries of Barnes Park, the Declarant hereby amends the Master Declaration by (1) substituting a Land Development Map in the form attached as Exhibit A hereto for the Land Development Map originally attached as Exhibit A to the Master Declaration; (2) substituting the Legal Description attached as Exhibit B hereto for the Legal Description originally attached as Exhibit B to the Master Declaration; and (3) substituting the Legal Description of Rulon and Emily Barnes Memorial Park attached as Exhibit C hereto for the Legal Description of Rulon and Emily Barnes Memorial Park originally attached as Exhibit C to the Master Declaration. These changes result in minor adjustments in the boundaries of Barnes Park called for by location of roadways within the Kaysville Business Park.

6. Declarant's staff is hereby authorized to prepare revised copies of the Master Declaration, the Development Standards, the Development Procedures and other documents associated with the Master Declaration to reflect the foregoing changes.

IN WITNESS WHEREOF, the undersigned, being the Declarant herein, has hereunto caused this Supplemental Declaration No. 2 to be executed and the day and year first above written.

KAYSVILLE CITY CORPORATION


Mayor

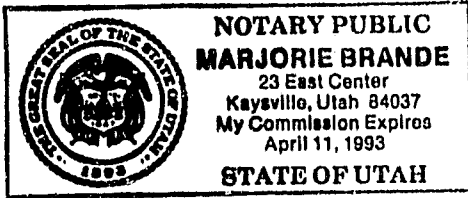
ATTEST:


City Recorder

STATE OF UTAH)
 : ss.
COUNTY OF DAVIS)

On the 29th day of September, 1989,

personally appeared before me Gerald A. Purdy and Linda Ross, who being by me duly sworn, did say that he is the Mayor and she is the City Recorder of Kaysville City, that the within instrument was signed in behalf of said City by authority of its bylaws, and/or a resolution duly adopted by the Kaysville City Council, and said Gerald A. Purdy acknowledged to me that said City executed the same.



Marjorie Brande
Notary Public

Residing at Kaysville, Utah

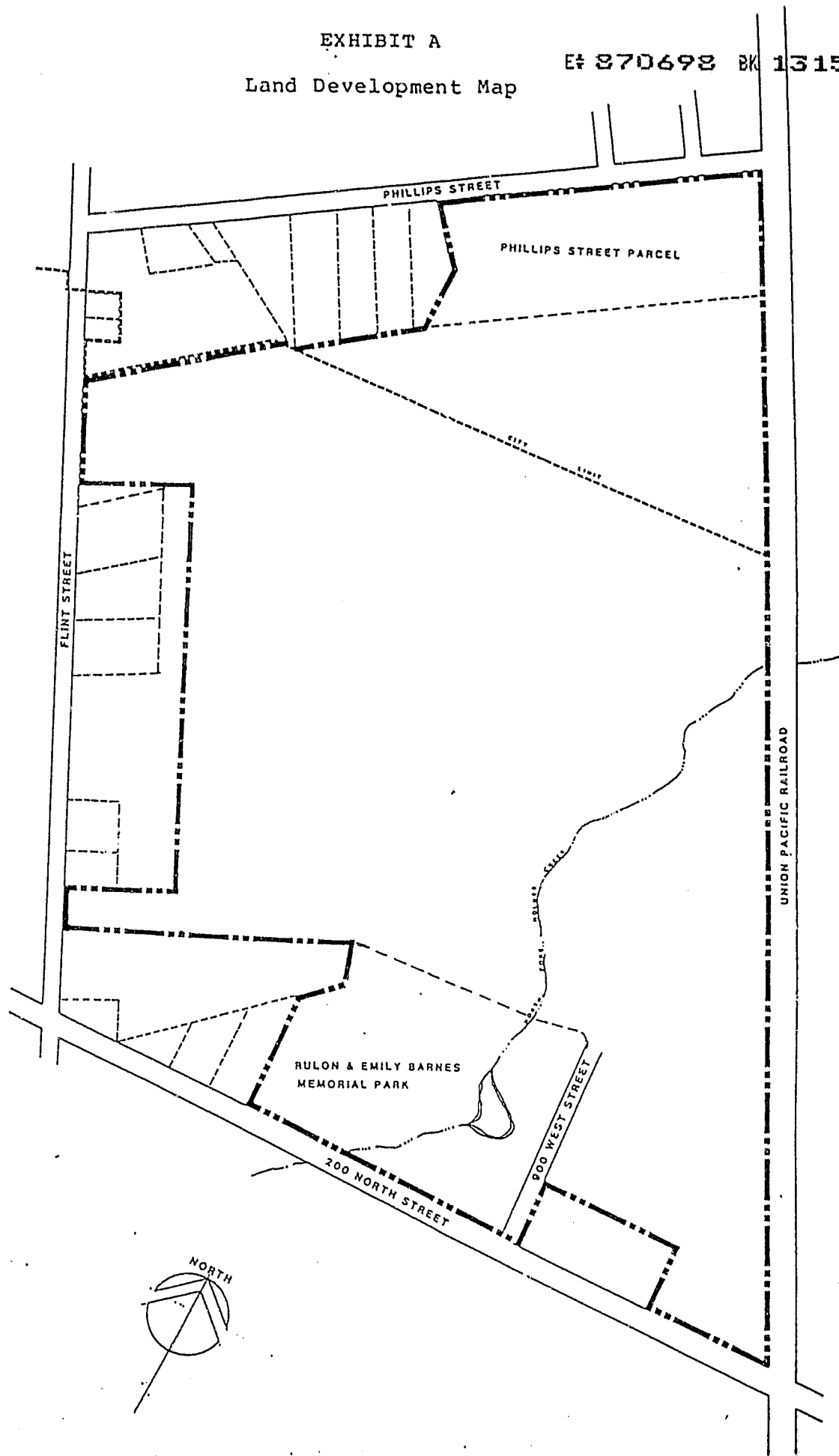
My commission expires:

4-11-93

EXHIBIT A

E# 370698 BK 1315 PG 422

Land Development Map



S 1/2-28 } 4N-1W
 N 1/2-33 }

EXHIBIT B

Legal Description of the
 Kaysville Business Park

Beginning at the intersection of the northerly right-of-way line of 200 North Street and the westerly right-of-way line of the Union Pacific Railroad, said point also being N 89°49'30" W 912.75 feet along the Section Line and S 25°17'19" E 11.55 feet from the East One Quarter Corner of Section 33, T 4 N, R 1 W, SLB & M; thence N 88°53'17" W 514.25 feet along said northerly line; thence N 1°07'23" E 239.08 feet; thence N 88°50'56" W 535.89 feet; thence S 1°07'23" W 239.45 feet to the northerly right-of-way line of 200 North Street; thence N 88°53'17" W 1129.12 feet along said northerly right-of-way line; thence N 1°07'23" E 460.96 feet; thence N 50°30'21" E 178.57 feet; thence N 14° W 142.26 feet; thence S 66°57' W 1065.54 feet to the easterly right-of-way line of Flint Street; thence N 22°40'32" W 147.58 feet along said easterly right-of-way line; thence N 67°24' E 400.00 feet; thence N 22°40'32" W 1511.92 feet; thence S 67°19'28" W 400.00 feet to the easterly right-of-way line of Flint Street; thence N 22°40'32" W 382.13 feet along said right-of-way line; thence N 54°50'26" E 1247.34 feet; thence N 5°05'26" E 62.18 feet; thence N 0°43'26" E 124.70 feet; thence N 34°54'34" W 295.32 feet to the southerly line of Phillips Street; thence N 58°50'26" E 1258.61 feet along said southerly right-of-way line to the westerly right-of-way line of the Union Pacific Railroad; thence S 25°17'19" E 4445.22 feet along said westerly right-of-way line to the point of beginning.

11-096-0038, 0039, 0040, 0035, 0031, 0013

11-095-0034, 0035, 0004

Area = 175.2219 acres

11-063-0023, 0024

EXHIBIT C

Legal Description of
Rulon and Emily Barnes Memorial Park

Beginning at the intersection of the northerly line of 200 North Street and the westerly line of 900 West Street, Kaysville City, Davis County, Utah, said point being located North 89°49'30" West 912.75 feet along the quarter section line, South 25°17'19" East 11.55 feet, and North 88°53'17" West 1120.14 feet from the east one quarter corner of Section 33, Township 4 North, Range 1 West, Salt Lake Base and Meridian;

thence North 88°53'17" West 1059.12 feet along the northerly line of 200 North Street;

thence North 1°07'23" East 460.96 feet;

thence North 50°30'21" East 178.57 feet;

thence North 14° West 142.27 feet;

thence along the arc of a 119.55 foot radius curve to the right 50.41 feet (chord bears North 79°01'52" East 50.04 feet);

thence South 88°53'17" East 519.05 feet;

thence along the arc of a 836.66 foot radius curve to the left 328.95 feet (chord bears North 79°50'55" East 326.83 feet);

thence along the arc of a 30.00 foot radius curve to the right 47.12 feet (chord bears South 66°24'54" East 42.43 feet);

thence along the arc of a 431.865 foot radius curve to the right 169.88 feet (chord bears South 10°08'45" East 168.79 feet);

thence South 1°07'23" West 607.08 feet to the point of beginning.

N 1/2 - 33

pt. 11-096-0031
pt. 11-096-0040

Area = 17.2556 acres