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WHEN RECORDED RETURN TO:
TMM DEVELOPMENT, L.L.C.
1196 East 1220 North
Orem, Utah 84097-5433

**THIRD SUPPLEMENT TO THE
DECLARATION OF CONDOMINIUM FOR WESTBURY AT PHEASANT POINTE**
an expandable Utah condominium project

This **THIRD SUPPLEMENT TO THE DECLARATION OF CONDOMINIUM FOR WESTBURY AT PHEASANT POINTE**, an expandable Utah condominium project, is made and executed by TMM DEVELOPMENT, L.L.C., a Utah limited liability company, of 1196 East 1220 North, Orem, Utah 84097 (the "Declarant").

RECITALS

Whereas, the original Declaration of Condominium for **WESTBURY AT PHEASANT POINTE** was recorded in the office of the County Recorder of Utah County, Utah on the 9th day of October, 2002 as Entry No. 119306:2002 of the Official Records (the "Declaration").

Whereas, the related Plat Map(s) for Phase 1 of the Project have also been recorded in the office of the County Recorder of Utah County, Utah.

Whereas, the First Supplement to the Declaration of Condominium for **WESTBURY AT PHEASANT POINTE** was recorded in the office of the County Recorder of Utah County, Utah on the 9th day of October, 2002 as Entry No. 1193314:2002 of the Official Records (the "First Supplement").

Whereas, the related Plat Map(s) for Phases 2-8 of the Project have also been recorded in the office of the County Recorder of Utah County, Utah.

Whereas, the Second Supplement to the Declaration of Condominium for **WESTBURY AT PHEASANT POINTE** was recorded in the office of the County Recorder of Utah County, Utah on the 6th day of November, 2003 as Entry No. 177457:2003 of the Official Records (the "Second Supplement").

Whereas, the related Plat Map(s) for Phases 9-14 of the Project have also been recorded in the office of the County Recorder of Utah County, Utah.

Whereas, under Article III, Section 45 of the Declaration, Declarant reserved an option, until the seven (7) years from the date following the first conveyance of a Unit in Phase 1 to a Unit purchaser, to expand the Project in accordance with the Act.

Whereas, Declarant is the fee simple owner of record of that certain real property located in Utah County, Utah and described with particularity on Exhibit "A 15-21" attached hereto and incorporated herein by this reference (collectively, Phase 3 Property).

Whereas, under the provisions of the Declaration, Declarant expressly reserved the absolute right, subject to the approval of the Department of Veterans Affairs, to add to the Project any or all portions of the Additional Land at any time and in any order, without limitation.

Whereas, Declarant desires to expand the Project by creating on the Phase 3 Property a residential condominium development.

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

A G R E E M E N T

NOW, THEREFORE, for the reasons recited above, and for the benefit of the Project and the Unit Owners thereof, Declarant hereby executes this **THIRD SUPPLEMENT TO THE DECLARATION OF CONDOMINIUM FOR WESTBURY AT PHEASANT POINTE**.

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

A. **Third Supplement to the Declaration** shall mean and refer to this **THIRD SUPPLEMENT TO THE DECLARATION OF CONDOMINIUM FOR WESTBURY AT PHEASANT POINTE**.

B. **Third Supplemental Map(s) or Phase 3 Property Map(s)** shall mean and refer to the Supplemental Condominium Plat Map(s) for the additional phases of the Project described on Exhibits "A 15-21," prepared and certified to by Dennis P. Carlisle, a duly registered Utah Land Surveyor holding Certificate No. 172675, and filed for record in the Office of the County Recorder of Utah County, Utah concurrently with the filing of this First Supplement to the 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 Exhibits "A 15-21" is hereby submitted to the provisions of the Act and said land shall be held, transferred, sold, conveyed and occupied subject to the provisions of the Declaration, as supplemented.

3. **Annexation.** Declarant hereby declares that the Phases 3 Property shall be annexed to and become subject to the Declaration, which upon recordation of this Third Supplement to the Declaration shall constitute and effectuate the expansion of the Project, making the real property

described in Exhibits "A 15-21" subject to the restrictive covenants and functions, powers, rights, duties and jurisdiction of the Association.

4. **Total Number of Units Revised.** As shown on the Map(s), each Phase will add one Building and twelve (12) Units. In all, seven (7) additional Buildings and eighty-four (84) additional Units are or will be constructed and/or created in the Project on the Phase 3 Property. The additional Buildings and Units are located within a portion of the Additional Land. Upon the recordation of the Maps for the additional Phases and this Third Supplement to the Declaration, the total number of Units in the Project will be two hundred fifty-two (252). The additional Buildings and Units in each Phase are or will be substantially similar in construction, design, and quality to the Building and Units in the prior Phase(s).

5. **Percentage Interest Revised.** Pursuant to the Act and the Declaration, Declarant is required, with the additional Units, to reallocate the undivided percentages of ownership interest in the Common Areas and Facilities. Exhibit "C" (Percentages of Undivided Ownership Interests) to the Declaration is hereby deleted in its entirety and "Revised Exhibit "C," attached hereto and incorporated herein by this reference, is substituted in lieu thereof.

6. **Effective Date.** The effective date of this Third Supplement to the Declaration and the Phase 3 Map(s) shall be the date on which said instruments are filed for record in the Office of the County Recorder of Utah County, Utah.

EXECUTED the 20 day of September, 2004.

TMM DEVELOPMENT, L.L.C.,
a Utah limited liability company

By: David Mitton
Name: David Mitton
Title: Manager

STATE OF UTAH)
)ss:
COUNTY OF UTAH)

On the 20 day of September, 2004 personally appeared before me DAVID MITTON, who by me being duly sworn, did say that he is the Manager of TMM DEVELOPMENT, L.L.C., , a Utah limited liability company, and that the within and foregoing instrument was signed in behalf of said Company by authority of a resolution of its Members, and said DAVID MITTON duly acknowledged to me that said Company executed the same.

Krisel P. Travis
NOTARY PUBLIC
Residing At: Lindon, UT
Commission Expires: 9-4-05

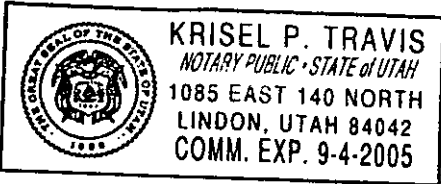


EXHIBIT "A-15"

**WESTBURY AT PHEASANT POINTE
LEGAL DESCRIPTION**

The land described in the foregoing document as the Phase 15 Property is located in Utah County, Utah and is described more particularly as follows:

BEGINNING AT A POINT LOCATED S0°09'44"W ALONG THE SECTION LINE 469.01 FEET AND WEST 1,765.50 FEET FROM THE EAST 1/4 CORNER OF SECTION 31, T4S, R1E, S.L.B.&M., THENCE:

COURSE	DISTANCE	REMARKS
S35°51'24"W	107.84	
S25°25'48"W	33.41	
S33°09'32"W	18.09	
N49°06'20"W	100.14	
S40°53'40"W	78.29	
N49°06'20"W	142.00	
N40°53'40"E	57.03	
N78°00'20"W	143.04	
N53°20'00"W	18.05	
N36°40'00"E	20.00	
N53°20'00"W	62.33	
N42°00'00"E	53.50	
N48°28'02"W	16.36	
N41°20'00"E	72.51	
S48°40'00"E	71.00	
S41°20'00"W	23.67	
S48°40'00"E	59.84	
S75°26'50"E	50.00	
N40°53'40"E	135.22	
S49°06'20"E	153.00	
S40°53'40"W	29.43	
S48°49'12"E	114.50	
		TO THE POINT OF BEGINNING
		CONTAINS: 1.80 ACRES

EXHIBIT "A-16"

**WESTBURY AT PHEASANT POINTE
LEGAL DESCRIPTION**

The land described in the foregoing document as the Phase 16 Property is located in Utah County, Utah and is described more particularly as follows:

BEGINNING AT A POINT LOCATED S0°08'44"W ALONG THE SECTION LINE 238.64 FEET AND WEST 1.657.83 FEET FROM THE EAST 1/4 CORNER OF SECTION 31, T4S, R1E, S.L.B.&M.; THENCE

COURSE	DISTANCE	REMARKS
SOUTH	33.89	
ALONG AN ARC	L-138.26	R-283.00 Δ-27°35'11" CH-S13°47'36"E 104.95
S70°57'58"W	132.71	
S34°32'27"W	26.88	
N48°49'12"W	114.50	
N40°53'40"E	29.43	
N50°23'48"E	45.91	
N25°11'10"E	45.34	
NORTH	62.43	
EAST	120.76	TO THE POINT OF BEGINNING
CONTAINS 0.71 ACRES		
<u>BASIS OF BEARING: ALONG SECTION LINE AS SHOWN</u>		

EXHIBIT "A-17"

**WESTBURY AT PHEASANT POINTE
LEGAL DESCRIPTION**

The land described in the foregoing document as the Phase 17 Property is located in Utah County, Utah and is described more particularly as follows:

BEGINNING AT A POINT LOCATED S0°09'44"W ALONG THE SECTION LINE 238.64 FEET AND WEST 1.778.39 FEET FROM THE EAST 1/4 CORNER OF SECTION 31, T4S, R1E, S.L.B.&M.; THENCE

COURSE	DISTANCE	REMARKS
SOUTH	62.43	
S25°11'10"W	45.34	
S50°23'48"W	45.91	
N49°06'20"W	153.00	
N13°38'36"E	26.30	
NORTH	7.00	
EAST	164.12	TO THE POINT OF BEGINNING
CONTAINS 15,213 S.F. / 0.35 ACRES		

EXHIBIT "A-18"

**WESTBURY AT PHEASANT POINTE
LEGAL DESCRIPTION**

The land described in the foregoing document as the Phase 18 Property is located in Utah County, Utah and is described more particularly as follows:

BEGINNING AT A POINT LOCATED S0°09'44"W ALONG THE SECTION LINE 245.64 FEET AND WEST 1,942.49 FEET FROM THE EAST 1/4 CORNER OF SECTION 31, T4S, R1E, S.L.B.&M.; THENCE

COURSE	DISTANCE	REMARKS
S17°38'36"W	26.30	
S40°53'40"W	135.22	
N75°26'50"W	50.00	
N48°40'00"W	59.84	
N41°20'00"E	23.67	
N48°40'00"W	71.00	
S41°20'00"W	72.51	
N48°28'02"W	102.02	
N43°25'16"E	3.89	
EAST	74.52	
SOUTH	5.00	
EAST	272.80	TO THE POINT OF BEGINNING
CONTAINS: 22,460± / 0.52± ACRES		

EXHIBIT "A-19"

**WESTBURY AT PHEASANT POINTE
LEGAL DESCRIPTION**

The land described in the foregoing document as the Phase 19 Property is located in Utah County, Utah and is described more particularly as follows:

BEGINNING AT A POINT LOCATED S0°09'44"W ALONG THE SECTION LINE 601.72 FEET AND WEST 1,852.53 FEET FROM THE EAST 1/4 CORNER OF SECTION 31, T4S, R1E, S.L.B.&M.; THENCE

COURSE	DISTANCE	REMARKS
S33°09'32"W	60.24	
S34°33'27"W	101.15	
ALONG AN ARC	L-88.23	R=5,630.00 Δ=0°53'53" CH=N52°13'25"W 88.23 (RADIUS: N37°19'39"E)
N37°56'12"E	91.85	
N49°08'20"W	26.60	
N40°53'40"E	73.29	
S49°06'20"E	100.14	TO THE POINT OF BEGINNING
CONTAINS: 15,378 S.F. / 0.35 ACRES		

REVISED EXHIBIT "C"
PERCENTAGES OF UNDIVIDED OWNERSHIP INTEREST

Phase	Bldg. No.	Unit No.	Percentage of Ownership Interest
1	1	A	0.3968%
1	1	B	0.3968%
1	1	C	0.3968%
1	1	D	0.3968%
1	1	E	0.3968%
1	1	F	0.3968%
1	1	G	0.3968%
1	1	H	0.3968%
1	1	I	0.3968%
1	1	J	0.3968%
1	1	K	0.3968%
1	1	L	0.3968%
2	2	A	0.3968%
2	2	B	0.3968%
2	2	C	0.3968%
2	2	D	0.3968%
2	2	E	0.3968%
2	2	F	0.3968%
2	2	G	0.3968%
2	2	H	0.3968%
2	2	I	0.3968%
2	2	J	0.3968%
2	2	K	0.3968%
2	2	L	0.3968%
3	3	A	0.3968%
3	3	B	0.3968%
3	3	C	0.3968%
3	3	D	0.3968%
3	3	E	0.3968%
3	3	F	0.3968%
3	3	G	0.3968%
3	3	H	0.3968%
3	3	I	0.3968%
3	3	J	0.3968%
3	3	K	0.3968%
3	3	L	0.3968%

Phase	Bldg. No.	Unit No.	Percentage of Ownership Interest
4	4	A	0.3968%
4	4	B	0.3968%
4	4	C	0.3968%
4	4	D	0.3968%
4	4	E	0.3968%
4	4	F	0.3968%
4	4	G	0.3968%
4	4	H	0.3968%
4	4	I	0.3968%
4	4	J	0.3968%
4	4	K	0.3968%
4	4	L	0.3968%
5	5	A	0.3968%
5	5	B	0.3968%
5	5	C	0.3968%
5	5	D	0.3968%
5	5	E	0.3968%
5	5	F	0.3968%
5	5	G	0.3968%
5	5	H	0.3968%
5	5	I	0.3968%
5	5	J	0.3968%
5	5	K	0.3968%
5	5	L	0.3968%
6	6	A	0.3968%
6	6	B	0.3968%
6	6	C	0.3968%
6	6	D	0.3968%
6	6	E	0.3968%
6	6	F	0.3968%
6	6	G	0.3968%
6	6	H	0.3968%
6	6	I	0.3968%
6	6	J	0.3968%
6	6	K	0.3968%
6	6	L	0.3968%

Phase	Bldg. No.	Unit No.	Percentage of Ownership Interest
7	7	A	0.3968%
7	7	B	0.3968%
7	7	C	0.3968%
7	7	D	0.3968%
7	7	E	0.3968%
7	7	F	0.3968%
7	7	G	0.3968%
7	7	H	0.3968%
7	7	I	0.3968%
7	7	J	0.3968%
7	7	K	0.3968%
7	7	L	0.3968%
8	8	A	0.3968%
8	8	B	0.3968%
8	8	C	0.3968%
8	8	D	0.3968%
8	8	E	0.3968%
8	8	F	0.3968%
8	8	G	0.3968%
8	8	H	0.3968%
8	8	I	0.3968%
8	8	J	0.3968%
8	8	K	0.3968%
8	8	L	0.3968%
9	9	A	0.3968%
9	9	B	0.3968%
9	9	C	0.3968%
9	9	D	0.3968%
9	9	E	0.3968%
9	9	F	0.3968%
9	9	G	0.3968%
9	9	H	0.3968%
9	9	I	0.3968%
9	9	J	0.3968%
9	9	K	0.3968%
9	9	L	0.3968%

Phase	Bldg. No.	Unit No.	Percentage of Ownership Interest
10	10	A	0.3968%
10	10	B	0.3968%
10	10	C	0.3968%
10	10	D	0.3968%
10	10	E	0.3968%
10	10	F	0.3968%
10	10	G	0.3968%
10	10	H	0.3968%
10	10	I	0.3968%
10	10	J	0.3968%
10	10	K	0.3968%
10	10	L	0.3968%
11	11	A	0.3968%
11	11	B	0.3968%
11	11	C	0.3968%
11	11	D	0.3968%
11	11	E	0.3968%
11	11	F	0.3968%
11	11	G	0.3968%
11	11	H	0.3968%
11	11	I	0.3968%
11	11	J	0.3968%
11	11	K	0.3968%
11	11	L	0.3968%
12	12	A	0.3968%
12	12	B	0.3968%
12	12	C	0.3968%
12	12	D	0.3968%
12	12	E	0.3968%
12	12	F	0.3968%
12	12	G	0.3968%
12	12	H	0.3968%
12	12	I	0.3968%
12	12	J	0.3968%
12	12	K	0.3968%
12	12	L	0.3968%

Phase	Bldg. No.	Unit No.	Percentage of Ownership Interest
13	13	A	0.3968%
13	13	B	0.3968%
13	13	C	0.3968%
13	13	D	0.3968%
13	13	E	0.3968%
13	13	F	0.3968%
13	13	G	0.3968%
13	13	H	0.3968%
13	13	I	0.3968%
13	13	J	0.3968%
13	13	K	0.3968%
13	13	L	0.3968%
14	14	A	0.3968%
14	14	B	0.3968%
14	14	C	0.3968%
14	14	D	0.3968%
14	14	E	0.3968%
14	14	F	0.3968%
14	14	G	0.3968%
14	14	H	0.3968%
14	14	I	0.3968%
14	14	J	0.3968%
14	14	K	0.3968%
14	14	L	0.3968%
15	15	A	0.3968%
15	15	B	0.3968%
15	15	C	0.3968%
15	15	D	0.3968%
15	15	E	0.3968%
15	15	F	0.3968%
15	15	G	0.3968%
15	15	H	0.3968%
15	15	I	0.3968%
15	15	J	0.3968%
15	15	K	0.3968%
15	15	L	0.3968%
16	16	A	0.3968%
16	16	B	0.3968%
16	16	C	0.3968%
16	16	D	0.3968%
16	16	E	0.3968%
16	16	F	0.3968%

Phase	Bldg. No.	Unit No.	Percentage of Ownership Interest
16	16	G	0.3968%
16	16	H	0.3968%
16	16	I	0.3968%
16	16	J	0.3968%
16	16	K	0.3968%
16	16	L	0.3968%
17	17	A	0.3968%
17	17	B	0.3968%
17	17	C	0.3968%
17	17	D	0.3968%
17	17	E	0.3968%
17	17	F	0.3968%
17	17	G	0.3968%
17	17	H	0.3968%
17	17	I	0.3968%
17	17	J	0.3968%
17	17	K	0.3968%
17	17	L	0.3968%
18	18	A	0.3968%
18	18	B	0.3968%
18	18	C	0.3968%
18	18	D	0.3968%
18	18	E	0.3968%
18	18	F	0.3968%
18	18	G	0.3968%
18	18	H	0.3968%
18	18	I	0.3968%
18	18	J	0.3968%
18	18	K	0.3968%
18	18	L	0.3968%
19	19	A	0.3968%
19	19	B	0.3968%
19	19	C	0.3968%
19	19	D	0.3968%
19	19	E	0.3968%
19	19	F	0.3968%
19	19	G	0.3968%
19	19	H	0.3968%
19	19	I	0.3968%
19	19	J	0.3968%
19	19	K	0.3968%
19	19	L	0.3968%

Phase	Bldg. No.	Unit No.	Percentage of Ownership Interest
20	20	A	0.3968%
20	20	B	0.3968%
20	20	C	0.3968%
20	20	D	0.3968%
20	20	E	0.3968%
20	20	F	0.3968%
20	20	G	0.3968%
20	20	H	0.3968%
20	20	I	0.3968%
20	20	J	0.3968%
20	20	K	0.3968%
20	20	L	0.3968%
21	21	A	0.3968%
21	21	B	0.3968%
21	21	C	0.3968%
21	21	D	0.3968%
21	21	E	0.3968%
21	21	F	0.3968%
21	21	G	0.3968%
21	21	H	0.3968%
21	21	I	0.3968%
21	21	J	0.3968%
21	21	K	0.3968%
21	21	L	0.3968%