

WHEN RECORDED RETURN TO:
 South Mountain Development, Inc.
 8438 South Gad Way
 Sandy, Utah 84093

8896154
 11/17/2003 02:18 PM 156.00
 Book - 8912 Pg - 2208-2217
 GARY W. OTT
 RECORDER, SALT LAKE COUNTY, UTAH
 SOUTH MOUNTAIN DEV INC
 8438 S GAD WAY
 SANDY UT 84093
 BY: SBM, DEPUTY - WI 10 p.

**FIRST SUPPLEMENT TO DECLARATION
 OF
 COVENANTS, CONDITIONS, AND RESTRICTIONS FOR
 CHANDLER POINTE AT SOUTH MOUNTAIN,
 An Expandable Utah Planned Unit Development**

THIS FIRST SUPPLEMENT TO THE DECLARATION OF COVENANTS, CONDITIONS, AND RESTRICTIONS FOR CHANDLER POINTE AT SOUTH MOUNTAIN is made and executed by SOUTH MOUNTAIN DEVELOPMENT, INC., a Utah corporation, whose principal address is 8438 South Gad Way, Sandy, Utah 84093 (hereinafter referred to as the "Declarant").

RECITALS

Whereas, the original Declaration of Covenants, Conditions, and Restrictions was recorded in the office of the County Recorder of Salt Lake County, Utah on the 31st day of October, 2003 as Entry No. 8874591 in Book 8904 at Page 4164 of the Official Records of the County Recorder of Salt Lake County, Utah (the "Declaration").

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

Whereas, under Article III, Section 46 of the Declaration, Declarant reserved an option until seven (7) years from the date following the first conveyance of a Dwelling in Phase I to a Lot 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 Salt Lake County, Utah and described with particularity on Exhibit "A-2" attached hereto and incorporated herein by this reference (the "Phase II Property") and Exhibit "A-3" attached hereto and incorporated herein by this reference (the "Phase III Property").

Whereas, Declarant desires to expand the Project by creating on the Phase II and Phase III Property a planned residential development.

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

NOW, THEREFORE, for the reasons recited above, and for the benefit of the Project and the Lot Owners thereof, Declarant hereby executes this First Supplement to the Declaration of Covenants, Conditions, and Restrictions for Chandler Pointe at South Mountain.

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

A. First Supplemental Declarations shall mean and refer to this First Supplement to the Declaration of Covenants, Conditions, and Restrictions for Chandler Pointe at South Mountain.

B. First Supplemental Phase II and Phase III Map shall mean and refer to the Plat Maps of Phase II and Phase III of the Project, prepared and certified to by Matt W. Clark, a duly registered Utah Land Surveyor holding Certificate No. 323716, and filed for record in the Office of the County Recorder of Salt Lake County, Utah prior to 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 Exhibits A-2 and A-3 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 this Supplemental Declaration.

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

4. Total Number of Lots Revised. As shown on the Phase II Map, twelve (12) Buildings and sixty-two (62) additional Lots are or will be constructed and/or created in the Project on the Phase II Property.

As shown on the Phase III Map, thirteen (13) Buildings and sixty-seven (67) additional Lots are or will be constructed and/or created in the Project on the Phase III Property.

The additional Buildings and Lots are located within a portion of the Additional Land. The additional Buildings and Lots are substantially similar in construction, design and quality to the Buildings and Lots in the prior Phase. Upon the recordation of the Phase II and Phase III Maps and this First Supplemental Declaration, the total number of Lots in the Project will be one hundred and ninety-seven (197).

5. Percentages of Ownership Interest Revised. Pursuant to the Act and the Declaration, Declarant is required, with the additional Lots, to reallocate the undivided percentages of ownership interest in the Common Areas and Facilities (the "Percentage Interests"). The

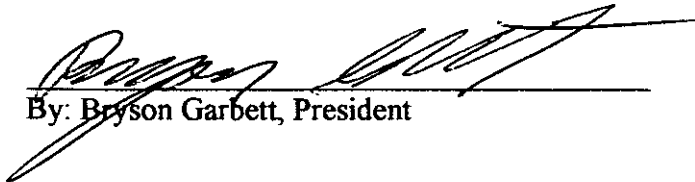
percentages of ownership interest are uniform and equal. Exhibit "B" to the Declaration is deleted in its entirety and Revised Exhibit "B", attached hereto and incorporated herein by this reference, is substituted in lieu thereof.

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

IN WITNESS WHEREOF, Declarant has executed this instrument the 17th day of November, 2003.

DECLARANT:

SOUTH MOUNTAIN DEVELOPMENT, INC.
a Utah corporation


By: Bryson Garbett, President

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

On the 17th day of November, 2003 personally appeared before me Bryson Garbett, who by me being duly sworn, did say that he is the President of SOUTH MOUNTAIN DEVELOPMENT, INC., a Utah corporation, and that the within and foregoing instrument was signed in behalf of said Company by authority of a resolution of its Shareholders or its Articles of Incorporation, and said Bryson Garbett, duly acknowledged to me that said Company executed the same.


NOTARY PUBLIC
Residing at:

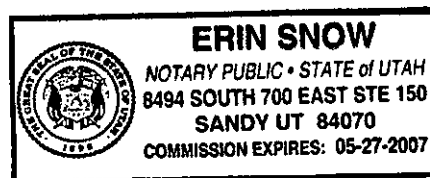


Exhibit "A-2"
Chandler Pointe at South Mountain Phase II
Legal Description

A parcel of land located in the Southwest Quarter of Section 7, Township 4 South, Range 1 East, Salt Lake Base and Meridian, Salt Lake County, Utah described as follows:

BEGINNING at a point on the west line of Lot 2, South Pointe Commerce Center Subdivision, said point being North 89°39'04" East 1241.86 feet along the section line from the Southwest Corner of Section 7, Township 4 South, Range 1 East, Salt Lake Base and Meridian, said Southwest Corner of Section 7 being South 89°39'04" East 2624.40 feet from the South Quarter Corner of said Section 7 and running thence along said west line North 29°33'36" West 447.03 feet; thence along said west line North 60°07'09" West 104.54 feet; thence North 29°52'51" East 42.00 feet; thence South 60°07'09" East 49.51 feet; thence North 54°34'58" East 206.79 feet; thence North 23°26'36" East 335.03 feet; thence North 156.16 feet; thence North 16°00'35" West 24.56 feet to the north line of said Lot 2; thence along said north line South 73°59'25" West 45.14 feet; thence North 16°00'35" West 104.00 feet; thence North 73°59'25" East 162.76 feet; thence South 16°00'35" East 65.77 feet; thence South 62°23'43" East 44.50 feet; thence East 61.83 feet; thence South 133.71 feet; thence South 36°41'18" West 84.88 feet; thence South 18°09'56" East 52.45 feet; thence South 56°07'45" East 297.13 feet to the southeasterly line of said Lot 2; thence along said southeasterly line South 33°52'15" West 832.24 feet to the POINT OF BEGINNING.

Containing 362,020 square feet or 8.311 acres.

Contains: 62 Units

34-07-376-026

Exhibit "A-3"
Chandler Pointe at South Mountain Phase III
Legal Description

A parcel of land located in the Southwest Quarter of Section 7, Township 4 South, Range 1 East, Salt Lake Base and Meridian, Salt Lake County, Utah described as follows:

BEGINNING at a point on the southeasterly line of Lot 2, South Pointe Commerce Center Subdivision, said point being North 89°39'04" East 1241.86 feet along the section line and North 33°52'15" East 832.24 feet along said southeasterly line from the Southwest Corner of Section 7, Township 4 South, Range 1 East, Salt Lake Base and Meridian, said Southwest Corner of Section 7 being South 89°39'04" East 2624.40 feet from the South Quarter Corner of said Section 7 and running thence North 56°07'45" West 297.13 feet; thence North 18°09'56" West 52.45 feet; thence North 36°41'18" East 84.88 feet; thence North 133.71 feet; thence West 61.83 feet; thence North 62°23'43" West 44.50 feet; thence North 16°00'35" West 65.77 feet to the northwesterly line of said Lot 2; thence along said northwesterly line the following four courses: North 73°59'25" East 48.63 feet, North 27°29'43" East 131.25 feet, North 05°50'33" East 186.91 feet, and North 50°06'07" East 368.40 feet; thence along the east line of said Lot 2 South 30°58'21" East 487.02 feet; thence along the north line of said Lot 2 North 89°51'28" East 98.88 feet; thence along said southeasterly line South 33°52'15" West 765.75 feet to the POINT OF BEGINNING.

Containing 413,206 square feet or 9.486 acres.

Contains: 67 Units

34-07-376-027

REVISED EXHIBIT "B"
Percentages of Undivided Ownership Interest at
Chandler Pointe at South Mountain

<u>Phase</u>	<u>Bldg. No.</u>	<u>Lot No.</u>	<u>Street Addresses</u>	<u>Percentage of Interest</u>
1	1	1	14883 South Quarry Point Ln.	0.5076142%
1	1	2	14887 South Quarry Point Ln.	0.5076142%
1	1	3	14891 South Quarry Point Ln.	0.5076142%
1	1	4	14893 South Quarry Point Ln.	0.5076142%
1	1	5	14897 South Quarry Point Ln.	0.5076142%
1	2	1	14865 South Quarry Point Ln.	0.5076142%
1	2	2	14867 South Quarry Point Ln.	0.5076142%
1	2	3	14871 South Quarry Point Ln.	0.5076142%
1	2	4	14873 South Quarry Point Ln.	0.5076142%
1	2	5	14877 South Quarry Point Ln.	0.5076142%
1	3	1	124 East Chandlerpoint Way	0.5076142%
1	3	2	120 East Chandlerpoint Way	0.5076142%
1	3	3	122 East Chandlerpoint Way	0.5076142%
1	3	4	118 East Chandlerpoint Way	0.5076142%
1	4	1	105 East Chandlerpoint Way	0.5076142%
1	4	2	109 East Chandlerpoint Way	0.5076142%
1	4	3	111 East Chandlerpoint Way	0.5076142%
1	4	4	113 East Chandlerpoint Way	0.5076142%
1	4	5	117 East Chandlerpoint Way	0.5076142%
1	4	6	119 East Chandlerpoint Way	0.5076142%
1	5	1	125 East Chandlerpoint Way	0.5076142%
1	5	2	127 East Chandlerpoint Way	0.5076142%
1	5	3	129 East Chandlerpoint Way	0.5076142%
1	5	4	133 East Chandlerpoint Way	0.5076142%
1	5	5	135 East Chandlerpoint Way	0.5076142%
1	5	6	137 East Chandlerpoint Way	0.5076142%
1	6	1	14862 South Treseder Street	0.5076142%
1	6	2	14858 South Treseder Street	0.5076142%
1	6	3	14856 South Treseder Street	0.5076142%
1	6	4	14852 South Treseder Street	0.5076142%
1	7	1	14880 South Treseder Street	0.5076142%
1	7	2	14878 South Treseder Street	0.5076142%
1	7	3	14874 South Treseder Street	0.5076142%
1	7	4	14870 South Treseder Street	0.5076142%
1	8	1	14896 South Treseder Street	0.5076142%
1	8	2	14894 South Treseder Street	0.5076142%
1	8	3	14890 South Treseder Street	0.5076142%
1	8	4	14886 South Treseder Street	0.5076142%

1	9	1	14910 South Treseder Street	0.5076142%
1	9	2	14908 South Treseder Street	0.5076142%
1	9	3	14906 South Treseder Street	0.5076142%
1	9	4	14904 South Treseder Street	0.5076142%
1	10	1	14921 South Treseder Street	0.5076142%
1	10	2	14923 South Treseder Street	0.5076142%
1	10	3	14925 South Treseder Street	0.5076142%
1	10	4	14927 South Treseder Street	0.5076142%
1	11	1	14911 South Treseder Street	0.5076142%
1	11	2	14913 South Treseder Street	0.5076142%
1	11	3	14915 South Treseder Street	0.5076142%
1	11	4	14917 South Treseder Street	0.5076142%
1	12	1	14897 South Treseder Street	0.5076142%
1	12	2	14899 South Treseder Street	0.5076142%
1	12	3	14903 South Treseder Street	0.5076142%
1	12	4	14905 South Treseder Street	0.5076142%
1	13	1	14883 South Treseder Street	0.5076142%
1	13	2	14885 South Treseder Street	0.5076142%
1	13	3	14889 South Treseder Street	0.5076142%
1	13	4	14891 South Treseder Street	0.5076142%
1	14	1	14869 South Treseder Street	0.5076142%
1	14	2	14871 South Treseder Street	0.5076142%
1	14	3	14875 South Treseder Street	0.5076142%
1	14	4	14877 South Treseder Street	0.5076142%
1	15	1	14847 South Treseder Street	0.5076142%
1	15	2	14849 South Treseder Street	0.5076142%
1	15	3	14851 South Treseder Street	0.5076142%
1	15	4	14855 South Treseder Street	0.5076142%
1	15	5	14857 South Treseder Street	0.5076142%
1	15	6	14861 South Treseder Street	0.5076142%

<u>Phase</u>	<u>Bldg. No.</u>	<u>Lot No.</u>	<u>Street Addresses</u>	<u>Percentage of Interest</u>
2	16	1	143 East Chandlerpoint Way	0.5076142%
2	16	2	145 East Chandlerpoint Way	0.5076142%
2	16	3	147 East Chandlerpoint Way	0.5076142%
2	16	4	149 East Chandlerpoint Way	0.5076142%
2	16	5	153 East Chandlerpoint Way	0.5076142%
2	16	6	155 East Chandlerpoint Way	0.5076142%
2	17	1	14862 South Ox Cart Lane	0.5076142%
2	17	2	14858 South Ox Cart Lane	0.5076142%
2	17	3	14856 South Ox Cart Lane	0.5076142%
2	17	4	14852 South Ox Cart Lane	0.5076142%

2	17	5	14848 South Ox Cart Lane	0.5076142%
2	17	6	14844 South Ox Cart Lane	0.5076142%
2	18	1	14890 South Ox Cart Lane	0.5076142%
2	18	2	14888 South Ox Cart Lane	0.5076142%
2	18	3	14884 South Ox Cart Lane	0.5076142%
2	18	4	14880 South Ox Cart Lane	0.5076142%
2	18	5	14878 South Ox Cart Lane	0.5076142%
2	18	6	14874 South Ox Cart Lane	0.5076142%
2	19	1	14914 South Ox Cart Lane	0.5076142%
2	19	2	14910 South Ox Cart Lane	0.5076142%
2	19	3	14906 South Ox Cart Lane	0.5076142%
2	19	4	14904 South Ox Cart Lane	0.5076142%
2	19	5	14902 South Ox Cart Lane	0.5076142%
2	19	6	14896 South Ox Cart Lane	0.5076142%
2	20	1	14934 South Ox Cart Lane	0.5076142%
2	20	2	14932 South Ox Cart Lane	0.5076142%
2	20	3	14928 South Ox Cart Lane	0.5076142%
2	20	4	14926 South Ox Cart Lane	0.5076142%
2	20	5	14924 South Ox Cart Lane	0.5076142%
2	20	6	14922 South Ox Cart Lane	0.5076142%
2	21	1	14945 South Ox Cart Lane	0.5076142%
2	21	2	14947 South Ox Cart Lane	0.5076142%
2	21	3	14949 South Ox Cart Lane	0.5076142%
2	21	4	14951 South Ox Cart Lane	0.5076142%
2	22	1	14935 South Ox Cart Lane	0.5076142%
2	22	2	14939 South Ox Cart Lane	0.5076142%
2	22	3	14941 South Ox Cart Lane	0.5076142%
2	22	4	14943 South Ox Cart Lane	0.5076142%
2	23	1	14925 South Ox Cart Lane	0.5076142%
2	23	2	14927 South Ox Cart Lane	0.5076142%
2	23	3	14929 South Ox Cart Lane	0.5076142%
2	23	4	14933 South Ox Cart Lane	0.5076142%
2	24	1	14911 South Ox Cart Lane	0.5076142%
2	24	2	14913 South Ox Cart Lane	0.5076142%
2	24	3	14915 South Ox Cart Lane	0.5076142%
2	24	4	14919 South Ox Cart Lane	0.5076142%
2	25	1	14897 South Ox Cart Lane	0.5076142%
2	25	2	14899 South Ox Cart Lane	0.5076142%
2	25	3	14901 South Ox Cart Lane	0.5076142%
2	25	4	14905 South Ox Cart Lane	0.5076142%
2	26	1	14875 South Ox Cart Lane	0.5076142%

2	26	2	14877 South Ox Cart Lane	0.5076142%
2	26	3	14881 South Ox Cart Lane	0.5076142%
2	26	4	14883 South Ox Cart Lane	0.5076142%
2	26	5	14887 South Ox Cart Lane	0.5076142%
2	26	6	14889 South Ox Cart Lane	0.5076142%
2	27	1	14835 South Ox Cart Lane	0.5076142%
2	27	2	14839 South Ox Cart Lane	0.5076142%
2	27	3	14841 South Ox Cart Lane	0.5076142%
2	27	4	14845 South Ox Cart Lane	0.5076142%
2	27	5	14847 South Ox Cart Lane	0.5076142%
2	27	6	14851 South Ox Cart Lane	0.5076142%

<u>Phase</u>	<u>Bldg. No.</u>	<u>Lot No.</u>	<u>Street Addresses</u>	<u>Percentage of Interest</u>
3	28	1	14819 South Chandlerpoint Way	0.5076142%
3	28	2	14821 South Chandlerpoint Way	0.5076142%
3	28	3	14825 South Chandlerpoint Way	0.5076142%
3	28	4	14827 South Chandlerpoint Way	0.5076142%
3	29	1	14807 South Chandlerpoint Way	0.5076142%
3	29	2	14809 South Chandlerpoint Way	0.5076142%
3	29	3	14811 South Chandlerpoint Way	0.5076142%
3	29	4	14815 South Chandlerpoint Way	0.5076142%
3	30	1	14791 South Chandlerpoint Way	0.5076142%
3	30	2	14795 South Chandlerpoint Way	0.5076142%
3	30	3	14797 South Chandlerpoint Way	0.5076142%
3	30	4	14799 South Chandlerpoint Way	0.5076142%
3	31	1	14777 South Chandlerpoint Way	0.5076142%
3	31	2	14779 South Chandlerpoint Way	0.5076142%
3	31	3	14783 South Chandlerpoint Way	0.5076142%
3	31	4	14787 South Chandlerpoint Way	0.5076142%
3	32	1	14778 South Granite Ridge Ln.	0.5076142%
3	32	2	14776 South Granite Ridge Ln.	0.5076142%
3	32	3	14772 South Granite Ridge Ln.	0.5076142%
3	32	4	14768 South Granite Ridge Ln.	0.5076142%
3	32	5	14766 South Granite Ridge Ln.	0.5076142%
3	32	6	14762 South Granite Ridge Ln.	0.5076142%
3	33	1	14804 South Granite Ridge Ln.	0.5076142%
3	33	2	14802 South Granite Ridge Ln.	0.5076142%
3	33	3	14798 South Granite Ridge Ln.	0.5076142%
3	33	4	14794 South Granite Ridge Ln.	0.5076142%
3	33	5	14790 South Granite Ridge Ln.	0.5076142%
3	33	6	14786 South Granite Ridge Ln.	0.5076142%
3	34	1	14830 South Granite Ridge Ln.	0.5076142%

3	34	2	14826 South Granite Ridge Ln.	0.5076142%
3	34	3	14824 South Granite Ridge Ln.	0.5076142%
3	34	4	14820 South Granite Ridge Ln.	0.5076142%
3	34	5	14818 South Granite Ridge Ln.	0.5076142%
3	34	6	14814 South Granite Ridge Ln.	0.5076142%
3	35	1	14847 South Granite Ridge Ln.	0.5076142%
3	35	2	14849 South Granite Ridge Ln.	0.5076142%
3	35	3	14851 South Granite Ridge Ln.	0.5076142%
3	35	4	14855 South Granite Ridge Ln.	0.5076142%
3	35	5	14857 South Granite Ridge Ln.	0.5076142%
3	35	6	14859 South Granite Ridge Ln.	0.5076142%
3	36	1	14833 South Granite Ridge Ln.	0.5076142%
3	36	2	14835 South Granite Ridge Ln.	0.5076142%
3	36	3	14839 South Granite Ridge Ln.	0.5076142%
3	36	4	14841 South Granite Ridge Ln.	0.5076142%
3	37	1	14815 South Granite Ridge Ln.	0.5076142%
3	37	2	14817 South Granite Ridge Ln.	0.5076142%
3	37	3	14819 South Granite Ridge Ln.	0.5076142%
3	37	4	14823 South Granite Ridge Ln.	0.5076142%
3	37	5	14825 South Granite Ridge Ln.	0.5076142%
3	37	6	14829 South Granite Ridge Ln.	0.5076142%
3	38	1	14789 South Granite Ridge Ln.	0.5076142%
3	38	2	14793 South Granite Ridge Ln.	0.5076142%
3	38	3	14795 South Granite Ridge Ln.	0.5076142%
3	38	4	14799 South Granite Ridge Ln.	0.5076142%
3	38	5	14803 South Granite Ridge Ln.	0.5076142%
3	38	6	14805 South Granite Ridge Ln.	0.5076142%
3	39	1	14767 South Granite Ridge Ln.	0.5076142%
3	39	2	14771 South Granite Ridge Ln.	0.5076142%
3	39	3	14773 South Granite Ridge Ln.	0.5076142%
3	39	4	14775 South Granite Ridge Ln.	0.5076142%
3	39	5	14779 South Granite Ridge Ln.	0.5076142%
3	39	6	14781 South Granite Ridge Ln.	0.5076142%
3	40	1	14747 South Granite Ridge Ln.	0.5076142%
3	40	2	14751 South Granite Ridge Ln.	0.5076142%
3	40	3	14753 South Granite Ridge Ln.	0.5076142%
3	40	4	14755 South Granite Ridge Ln.	0.5076142%
3	40	5	14759 South Granite Ridge Ln.	0.5076142%

TOTAL:

100.00%