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GARY W. OTT  
RECORDER, SALT LAKE COUNTY, UTAH  
~~CASTLEWOOD DEVELOPMENT~~  
BY: SAM, DEPUTY - WI 5 P.

STRONG & HANNI  
3 TRIAD CENTER STE 500  
SLC UT 84180

FIRST SUPPLEMENTAL

DECLARATION OF, COVENANTS  
CONDITIONS AND RESTRICTIONS  
OF

THE GABLES AND VILLAS AT RIVER OAKS

THIS FIRST SUPPLEMENTAL DECLARATION is made as of this 9 day of June, 2008 by CASTLEWOOD – RIVER OAKS, LLC, a Utah limited liability company and NEWMAN INVESTMENT, LLC (collectively "Declarant"), pursuant to the following:

RECITALS:

A. On or about June 29, 2005, Declarant caused to be recorded as Entry 9418315, in Book 9152, on Page 596622, in the Public Records of Salt Lake County, that certain Declaration of Covenants, Conditions and Restrictions of The Gables and Villas at River Oaks (the "Declaration") relating to the PUD,

B. Pursuant to Article II Section 20 of the Declaration, Declarant is permitted to expand the PUD by the annexation into the PUD of additional real property for purposes of development into additional Lots and Common Areas, if any, consistent with the existing PUD and with the Declaration.

C. Declarant desires to annex land into the PUD for development as an additional Phase of the PUD.

NOW, THEREFORE, Declarant hereby declares as follows:

1. All defined terms as used in this First Supplemental Declaration shall have the same meaning as those set forth and defined in the Declaration.

2. The following described real property situated in Sandy, Salt Lake County, Utah, is hereby submitted to the provisions of the Declaration and, pursuant thereto, is hereby annexed into the PUD and is to be held, transferred, sold, conveyed, and occupied as a part of the PUD:

PROPOSED PLAT "C"

Sandy City Parcel "A"

Beginning at a point on the Westerly Right of Way of Riverside Drive, said point also being S00°10'27"W 1644.58 feet and West 1085.78 feet from the East Quarter Corner Section 2 Township 3 South, Range 1 West, Salt Lake Base and Meridian; and running thence Southwesterly 341.86 feet along the arc of a 680.00 foot radius curve to the left, chord bears S63°29'28"W 338.28 feet along said Westerly Right of Way; thence N15°05'08"W 37.81 feet; thence S74°54'52"W 20.00 feet; thence N15°05'08"W 120.00 feet; thence N74°54'52"E 20.00 feet; thence N 15°05'08"W 45.50 feet; thence N74°54'52"E 177.43 feet; thence N56°19'45"E 7.55 feet; thence N89°54'32"E 201.75 feet to the Boundary Line of the River Oaks Villas Townhomes P.U.D. Plat C., recorded as Entry No. 9418314 in Book 2005P at Page 192 in the Office of the Salt Lake County Recorder; thence the following eight courses along the said Boundary Line: (1) thence S00°38'54"W 44.05 feet; (2) thence Southeasterly 7.79 feet along the arc of a 5.00 foot radius curve to the right, chord bears S44°41'38"E 7.03 feet; (3) thence Southeasterly 11.11 feet along the arc of a 241.50 foot radius curve to the left, chord bears S01°21'12"E 11.10 feet; (4) thence S38°24'23"W 45.76 feet to the point of beginning.

Contains 54,572 Square Feet or 1,253 Acres

Sandy City Parcel "B"

Beginning at a point on the Westerly Right of Way of Riverside Drive, said point also being S00°10'27"W 1795.56 feet and West 1388.03 feet from the East Quarter Corner Section 2 Township 3 South, Range 1 West, Salt Lake Base and Meridian; and running thence Southwesterly 199.38 feet along the arc of a 680.00 foot radius curve to the left, chord bears S40°41'20"W 198.67 feet; thence N00°10'29"E 326.56 feet; thence N74°54'52"E 78.31 feet; thence S15°04'28"E 45.50 feet; thence S74°54'52"W 20.00 feet; thence S15°05'08"E 120.00 feet; thence N74°54'52"E 20.00 feet; thence S15°05'58"E 37.81 feet to the point of beginning.

Contains 25,665 Square Feet or 0.589 Acres

PROPOSED RIVER OAKS VILLAS TOWNHOMES P.U.D., PLAT "D" ,  
more particularly described as follows:

Beginning at a point on the Westerly Right-of-Way Line of Riverside Drive, said point also being South 00°10'27" West 1795.56 feet and West 1388.03 feet from the East Quarter Corner of Section 2, Township 3 South, Range 1 West, Salt Lake Base and Meridian; and running thence along said Westerly Right-of-Way Line Southwesterly 212.79 feet along the arc of a 680.00 foot radius curve to the left, chord bears South 40°07'26" West 211.92 feet; thence South 80°17'44" West 43.52 feet; thence North 74°58'49" West 63.79 feet; thence North 65°52'13" West 87.79 feet; thence North 00°12'48" West 240.71 feet; thence North 74°54'52" East 278.79 feet; thence South 15°05'08" East 80.00 feet; thence South 74°54'52" West 20.00 feet; thence South 15°05'08" East 85.50 feet; thence North 74°54'52" East 20.00 feet; thence South 15°05'08" East 37.81 feet to the point of beginning.

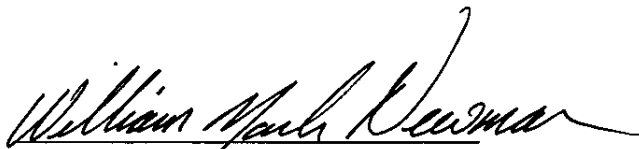
**TOGETHER WITH** all easements, rights-of-way, and other appurtenances and rights incident to, appurtenant to, or accompanying the said parcel of real property, whether or not the same are reflected on a Plat.

**RESERVING UNTO DECLARANT**, however, such easements and rights of ingress and egress over, across, through, and under the said property and any improvements (including buildings) now or hereafter constructed thereon as may be reasonably necessary for Declarant (in a manner which is reasonable and not inconsistent with the provisions of this Declaration): (i) to construct and complete each of the Buildings and Units and all of the other improvements described in this Declaration or in a Plat, and to do all things reasonably necessary or proper in connection therewith; (ii) to construct and complete on the Additional Land, or any portion thereof, such improvements as Declarant shall determine to build in its sole discretion (and whether or not the Additional Land or any portion thereof has been or hereafter will be added to the Development); and (iii) to improve portions of the said property with such other or additional improvements, facilities, or landscaping designed for the use and enjoyment of all the Owners as Declarant may reasonably determine to be appropriate. If, pursuant to the foregoing reservations, the said property or any improvement thereon is traversed or partially occupied by a permanent improvement or utility line, a perpetual easement for such improvement or utility line shall exist. With the exception of such perpetual easements, the reservations hereby effected shall, unless sooner terminated in accordance with their terms, expire 10 years after the date on which this Declaration is recorded in the Public Records.

**THE FOREGOING IS SUBJECT TO** all liens for current and future taxes, assessments, and charges imposed or levied by governmental or quasi-governmental authorities; all Patent reservations and exclusions; all mineral reservations of record and rights incident thereto; all instruments of record which affect the above-described real property or any portion thereof, including, without



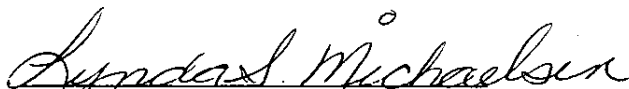
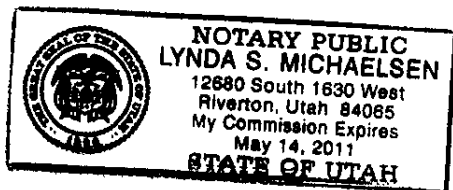
**NEWMAN INVESTMENT, LLC**  
A Utah limited liability company



By William Mark Newman,  
Manager

STATE OF UTAH    )  
                          : ss.  
COUNTY OF UTAH )

Acknowledged before me this 19<sup>th</sup> day of June, 2008, by William Mark Newman, as Manager of Newman Investments, LLC.



NOTARY PUBLIC