

WHEN RECORDED MAIL TO:

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P. O. Box 4611
Park City, Utah 84060

00508890 Bk01152 Pg00247-00260

ALAN SPRIGGS, SUMMIT COUNTY RECORDER
1998 JUN 02 15:49 PM FEE \$110.00 BY DMG
REQUEST: COALITION TITLE

FIRST AMENDMENT TO THE FIRST SUPPLEMENTAL

DECLARATION OF COVENANTS,

CONDITIONS AND RESTRICTIONS OF

PINEBROOK POINTE

(An Expandable Utah Condominium Project)

This First Amendment to the First Supplemental Declaration of Covenants, Conditions and Restrictions, hereinafter referred to as the "First Amendment" is made and executed in Summit County, State of Utah, this 4th day of JUNE, 1998, by Pinebrook Pointe, J.V., designated and referred to herein as "Declarant," pursuant to the provisions of the Utah Condominium Ownership Act, Utah Code Ann. §§ 57-8-1 to -36 (1953) (as amended) ("Condominium Act").

WITNESSETH:

WHEREAS, on June 16, 1997, the Declarant executed the original Declaration of Covenants, Conditions and Restrictions of Pinebrook Pointe ("Declaration"). On June 17, 1997, Declarant simultaneously recorded with the Summit County Recorder the Declaration as Entry No. 480841 in Book 1053, Pages 757-794, and that certain record of survey map, Pinebrook Pointe Condominium Phase A ("Plat A"), as Entry No. 480840.

WHEREAS, on March 3, 1998, the Declarant executed the First Supplemental Declaration of Covenants, Conditions, and Restrictions of Pinebrook Pointe (First Supplemental Declaration) on April 2nd, 1998, Declarant simultaneously recorded with the Summit County Recorder the Declaration as entry number 503326 in book 1133 pages 1-18 and that certain record of survey map Pinebrook Pointe Condominium Phase B.

WHEREAS, paragraph 14 of the Declaration and § 57-8-13.6 of the Condominium Act provide for expanding the Project as set forth in the Declaration by adding additional Units.

WHEREAS, the Declarant is the owner of certain real property located at Pinebrook, Summit County, Utah, and more particularly described on Exhibit "A" attached hereto and incorporated herein by this reference ("Property").

WHEREAS, the Declarant is the owner of 72 Units and certain other improvements heretofore constructed or hereafter to be constructed upon the Property.

WHEREAS, the Declarant added as Phase B of the Project the 72 Units, together with the Property and improvements and appurtenances thereon, to the Project as set forth in the Declaration.

WHEREAS, the 72 Units the Declarant added to the Project are set forth and depicted on that certain record of survey map, Pinebrook Pointe Condominium Phase B ("Plat B") recorded with the First Supplemental Declaration.

WHEREAS, by the this First Amendment, Declarant seeks to amend and replace the Exhibits A and B to the First Supplement Declaration with Exhibits A and B attached hereto.

NOW, THEREFORE, the Declarant does hereby publish and declare that all of the Property depicted on Plat B, and that Exhibit A shall be modified by Exhibit A attached hereto and Exhibit B to the First Supplemental Declaration of Covenants, Conditions and Restrictions of Pinebrook Pointe shall be replaced by Exhibit B attached hereto.

1. Effective Date. This First Amendment to the First Supplemental Declaration shall take effect upon recording of the First Amendment to the First Supplemental Declaration and Plat B.


2. Modification. Except as expressly modified by this First Amendment to the First Supplemental Declaration, the terms and conditions of the Declaration shall remain in full force and effect.

IN WITNESS WHEREOF, the undersigned have executed this instrument on the date first written above.

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DECLARANT
PINEBROOK POINTE J.V.

By 
WILLOW RANCH DEVELOPMENT
COMPANY, Venture Partner

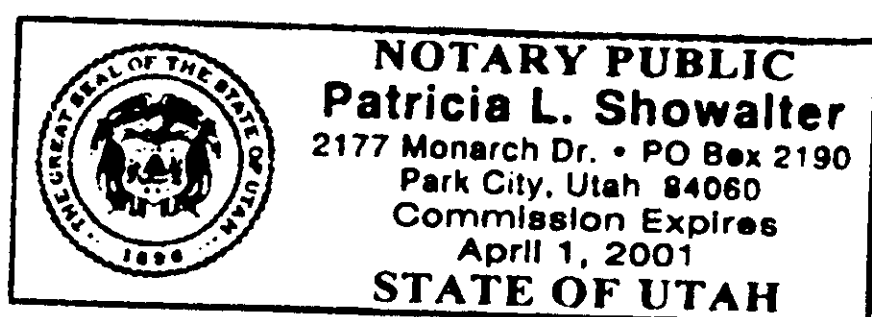
By 
FOX RIDGE L.L.C., Venture Partner

By 
DBD L.C., Venture Partner

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STATE OF UTAH)
 : SS.
COUNTY OF SUMMIT)

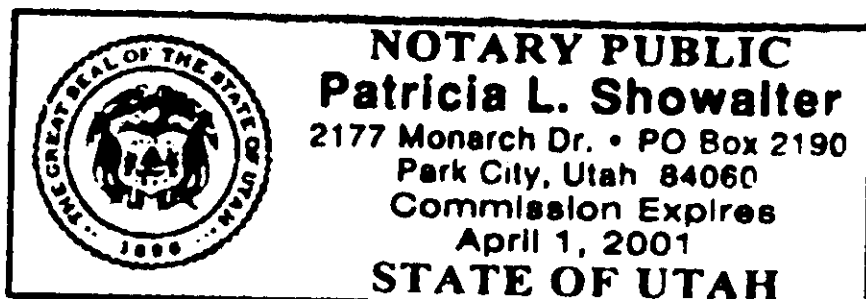
The foregoing instrument was acknowledged before me this 4 day of June, 1998, by Richard Dudley, the President of the Willow Ranch Development Company, Venture Partner.



Patricia L. Showalter

STATE OF UTAH)
 : SS.
COUNTY OF SUMMIT)

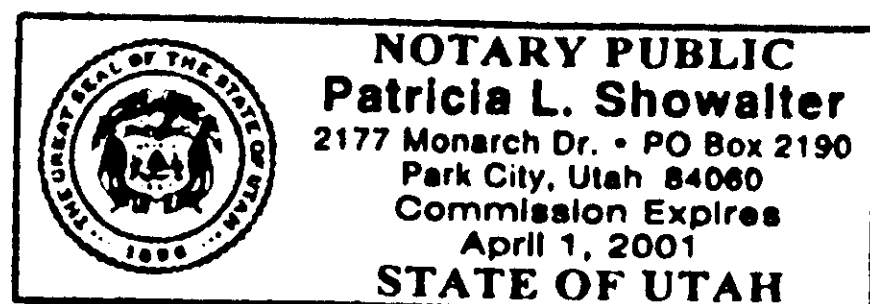
The foregoing instrument was acknowledged before me this 4 day of June, 1998, by Richard Dudley, the Managing Member of the Fox Ridge L.L.C., Venture Partner.



Patricia L. Showalter

STATE OF UTAH)
 : SS.
COUNTY OF SUMMIT)

The foregoing instrument was acknowledged before me this 4 day of June, 1998, by James Dalbey, the Venture Partner of the DBD L.C., Venture Partner.



Patricia L. Showalter

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EXHIBIT A

PINEBROOK POINTE PHASE B3 BOUNDARY
A PARCEL OF LAND LOCATED IN SECTION 11
TOWNSHIP 1 SOUTH, RANGE 3 EAST SALT LAKE BASE & MERIDIAN

Beginning at a point North 402.77 feet and West 2461.10 feet from the East Quarter Corner of Section 11, Township 1 South, Range 3 East, Salt Lake Base and Meridian; and running thence North 63° 30' 00" East 245.00 feet; thence South 10° 30' 00" East 310.91 feet to a point on a 1530.00 foot radius curve to the left, whose radius point bears South 38° 06' 40" West thence along the arc of said curve 236.12 feet thru a central angle of 08° 50' 32" to a point on a 295.00 foot radius curve to the right, whose radius point bears North 29° 16' 08" East; thence along the arc of said curve 162.41 feet thru a central angle of 31° 32' 39"; thence North 29° 11' 13" West 332.25 feet to a point on a 130.00 foot radius curve to the left, whose radius point bears South 60° 48' 47" West thence along the arc of said curve 151.08 feet thru a central angle of 66° 35' 06" to a point on a 25.00 foot radius curve to the right, whose radius point bears North 05° 46' 19" West thence along the arc of said curve 36.28 feet thru a central angle of 83° 09' 05"; thence North 12° 37' 14" West 257.80 feet; to a point on a 120.00 foot radius curve to the right, whose radius point bears North 77° 22' 46" East; thence along the arc of said curve 243.07 feet thru a central angle of 116° 03' 19"; thence South 17° 40' 06" East 858.35 feet to the point of beginning. Description contains 3.15 acres.

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EXHIBIT A

PINEBROOK POINTE PHASE B1 BOUNDARY
A PARCEL OF LAND LOCATED IN SECTION 11
TOWNSHIP 1 SOUTH, RANGE 3 EAST SALT LAKE BASE & MERIDIAN

Beginning at a point on the North Boundary line of Sunridge Subdivision, Recorded Entry No. 417128, as filed and recorded in the Summit County Recorder's office, and located South 89° 55' 25" West along the Quarter Section line 2390.67 feet from the East Quarter Corner of Section 11, Township 1 South, Range 3 East, Salt Lake Base and Meridian; and running thence North 45° 55' 25" East 233.88 feet to a point on a 1470.00 foot radius curve to the left, whose radius point bears South 38° 05' 24" West; thence along the arc of said curve 226.32 feet thru a central angle of 08° 49' 16" to a point on a 355.00 foot radius curve to the right, whose radius point bears North 29° 16' 08" East thence along the arc of said curve 195.44 feet thru a central angle of 31° 32' 39" to a point of tangency; thence North 29° 11' 13" West 332.25 feet to a point on a 70.00 foot radius curve to the left, whose radius point bears South 60° 48' 47" West; thence along the arc of said curve 78.69 feet thru a central angle of 64° 24' 33" to a point on a 25.00 foot radius curve to the left, whose radius point bears South 03° 35' 46" East; thence along the arc of said curve 38.01 feet thru a central angle of 87° 06' 23" to a point on a 505.00 foot radius curve to the right, whose radius point bears South 89° 17' 51" West; thence along the arc of said curve 80.21 feet thru a central angle of 09° 06' 01" to a point of tangency; thence South 08° 23' 52" West 182.48 feet to a point on a 157.50 foot radius curve to the left, whose radius point bears South 81° 36' 08" East; thence along the arc of said curve 78.23 feet thru a central angle of 28° 27' 26" to a point on a 370.00 foot radius curve to the left, whose radius point bears North 69° 56' 26" East; thence along the arc of said curve 230.12 feet thru a central angle of 35° 38' 07" to a point on a 130.00 foot radius curve to the right, whose radius point bears South 34° 18' 19" West; thence along the arc of said curve 243.53 feet thru a central angle of 107° 20' 01"; thence along the North Boundary line of said Sunridge Subdivision North 89° 55' 25" East 285.17 feet to the point of beginning. Description contains 4.65 acres.

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EXHIBIT A

PINEBROOK POINTE PHASE B2 BOUNDARY
A PARCEL OF LAND LOCATED IN SECTION 11
TOWNSHIP 1 SOUTH, RANGE 3 EAST SALT LAKE BASE & MERIDIAN

Beginning at a point on the North Boundary line of Sunridge Subdivision, Recorded Entry No. 417128, as filed and recorded in the Summit County Recorder's office, and located South 89° 55' 25" West along the Quarter Section line 2779.56 feet from the East Quarter Corner of Section 11, Township 1 South, Range 3 East, Salt Lake Base and Meridian; and running thence North 54° 42' 18" East 77.78 feet to a point on a 70.00 foot radius curve to the left, whose radius point bears North 35° 17' 42" West; thence along the arc of said curve 134.88 feet thru a central angle of 110° 23' 59" to a point on a 430.00 foot radius curve to the right, whose radius point bears North 34° 18' 19" East; thence along the arc of said curve 267.44 feet thru a central angle of 35° 38' 07" to a point on a 217.50 foot radius curve to the right, whose radius point bears North 69° 56' 26" East; thence along the arc of said curve 108.03 feet thru a central angle of 28° 27' 26" to a point of tangency; thence North 08° 23' 52" East 182.48 feet to a point on a 445.00 foot radius curve to the left, whose radius point bears North 81° 36' 08" West; thence along the arc of said curve 163.24 feet thru a central angle of 21° 01' 05" to a point of tangency; thence North 12° 37' 14" West 257.80 feet to a point on a 180.00 foot radius curve to the right, whose radius point bears North 77° 22' 46" East; thence along the arc of said curve 330.17 feet thru a central angle of 105° 05' 47"; thence North 17° 40' 06" West 302.08 feet; thence South 45° 36' 00" West 167.65 feet; thence South 16° 21' 00" West 788.95 feet; thence South 36° 01' 00" West 868.08 feet; thence along the North Boundary line of said Sunridge Subdivision North 89° 55' 25" East 906.18 feet to the point of beginning. Description contains 13.52 acres.

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UNIT FLOOR ELEVATION TABLE

Unit Number	Floor Elevation	Unit Number	Floor Elevation
L-1, L-2, L-3, L-4	6503.3	Q-1, Q-2, Q-3, Q-4	6543.3
L-21, L-22, L-23, L-24	6513.6	Q-21, Q-22, Q-23, Q-24	6553.6
M-1, M-2, M-3, M-4	6541.3	R-1, R-2, R-3, R-4	6531.3
M-21, M-22, M-23, M-24	6551.6	R-21, R-22, R-23, R-24	6541.6
N-1, N-2, N-3, N-4	6558.3	S-1, S-2, S-3, S-4	6603.3
N-21, N-22, N-23, N-24	6568.6	S-21, S-22, S-23, S-24	6613.6
O-1, O-2, O-3, O-4	6579.3	T-1, T-2, T-3, T-4	6621.3
O-21, O-22, O-23, O-24	6589.6	T-21, T-22, T-23, T-24	6631.6
P-1, P-2, P-3, P-4	6555.3		
P-21, P-22, P-23, P-24	6565.6		

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UNIT SQUARE FOOTAGE TABLE

Unit Number	Unit Type	Interior SQ. FT.
L-3, L-23	A	660
M-1, M-3(m), M-21, M-23(m), N-1, N-3(m), N-21, N-23(m), O-1, O-3(m), O-21, O-23(m), P-1, P-3(m), P-21, P-23(m), Q-1*, Q-3(m)*, Q-21*, Q-23(m)*, R-1*, R-3(m)*, R-21*, R-23(m)*, S-1, S-3(m), S-21, S-23(m), T-1, T-3(m), T-21, T-23(m)	B	901
L-1, L-21	C	1137
M-2, M-4(m), M-22, M-24(m), N-2, N-4(m), N-22, N-24(m), O-2, O-4(m), O-22, O-24(m), P-2, P-4(m), P-22, P-24(m), Q-2*, Q-4(m)*, Q-22*, Q-24(m)*, R-2*, R-4(m)*, R-22*, R-24(m)*, S-2, S-4(m), S-22, S-24(m), T-2, T-4(m), T-22, T-24(m)	D	1232

* Indicates Alternate Deck Type

(m) Indicates mirrored Floor Plan

Declarant is unilaterally entitled to modify the "Unit Type" mix shown in the "Unit Square Footage Table" for any building which the declarant has 100% Ownership

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EXHIBIT B

Street Address	Building Unit Letter	Unit #	Floor Plan Plat Letter	SqFt Plat	Percentage	Phase
8381 Meadowview Court	A	11	B	901	0.53%	One
8381 Meadowview Court	A	12	D	1232	0.72%	One
8381 Meadowview Court	A	13	B	901	0.53%	One
8381 Meadowview Court	A	14	D	1232	0.72%	One
8381 Meadowview Court	A	21	B	901	0.53%	One
8381 Meadowview Court	A	22	D	1232	0.72%	One
8381 Meadowview Court	A	23	B	901	0.53%	One
8381 Meadowview Court	A	24	D	1232	0.72%	One
8370 Meadowview Court	B	11	B	901	0.53%	One
8370 Meadowview Court	B	12	D	1232	0.72%	One
8370 Meadowview Court	B	13	B	901	0.53%	One
8370 Meadowview Court	B	14	D	1232	0.72%	One
8370 Meadowview Court	B	21	B	901	0.53%	One
8370 Meadowview Court	B	22	D	1232	0.72%	One
8370 Meadowview Court	B	23	B	901	0.53%	One
8370 Meadowview Court	B	24	D	1232	0.72%	One
8350 Meadowview Court	C	11	B	901	0.53%	One
8350 Meadowview Court	C	12	D	1232	0.72%	One
8350 Meadowview Court	C	13	B	901	0.53%	One
8350 Meadowview Court	C	14	D	1232	0.72%	One
8350 Meadowview Court	C	21	B	901	0.53%	One
8350 Meadowview Court	C	22	D	1232	0.72%	One
8350 Meadowview Court	C	23	B	901	0.53%	One
8350 Meadowview Court	C	24	D	1232	0.72%	One
8361 Meadowview Court	D	11	B	901	0.53%	One
8361 Meadowview Court	D	12	D	1232	0.72%	One
8361 Meadowview Court	D	13	B	901	0.53%	One
8361 Meadowview Court	D	14	D	1232	0.72%	One
8361 Meadowview Court	D	21	B	901	0.53%	One
8361 Meadowview Court	D	22	D	1232	0.72%	One
8361 Meadowview Court	D	23	B	901	0.53%	One
8361 Meadowview Court	D	24	D	1232	0.72%	One
8341 Meadowview Court	E	11	C	1157	0.68%	One
8341 Meadowview Court	E	12	D	1232	0.72%	One
8341 Meadowview Court	E	13	A	660	0.39%	One
8341 Meadowview Court	E	14	D	1232	0.72%	One
8341 Meadowview Court	E	21	C	1157	0.68%	One

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EXHIBIT B

Street Address	Building Unit Letter	Unit #	Floor Plan Plat Letter	SqFt Plat	Percentage	Phase
8341 Meadowview Court	E	22	D	1232	0.72%	One
8341 Meadowview Court	E	23	A	660	0.39%	One
8341 Meadowview Court	E	24	D	1232	0.72%	One
8410 Pointe Road	F	11	C	1157	0.68%	One
8410 Pointe Road	F	12	D	1232	0.72%	One
8410 Pointe Road	F	13	A	660	0.39%	One
8410 Pointe Road	F	14	D	1232	0.72%	One
8410 Pointe Road	F	21	C	1157	0.68%	One
8410 Pointe Road	F	22	D	1232	0.72%	One
8410 Pointe Road	F	23	A	660	0.39%	One
8410 Pointe Road	F	24	D	1232	0.72%	One
8430 Pointe Road	G	11	B	901	0.53%	One
8430 Pointe Road	G	12	D	1232	0.72%	One
8430 Pointe Road	G	13	B	901	0.53%	One
8430 Pointe Road	G	14	D	1232	0.72%	One
8430 Pointe Road	G	21	B	901	0.53%	One
8430 Pointe Road	G	22	D	1232	0.72%	One
8430 Pointe Road	G	23	B	901	0.53%	One
8430 Pointe Road	G	24	D	1232	0.72%	One
8450 Pointe Road	H	11	B	901	0.53%	One
8450 Pointe Road	H	12	D	1232	0.72%	One
8450 Pointe Road	H	13	B	901	0.53%	One
8450 Pointe Road	H	14	D	1232	0.72%	One
8450 Pointe Road	H	21	B	901	0.53%	One
8450 Pointe Road	H	22	D	1232	0.72%	One
8450 Pointe Road	H	23	B	901	0.53%	One
8450 Pointe Road	H	24	D	1232	0.72%	One
8350 Pointe Road	I	11	C	1157	0.68%	One
8350 Pointe Road	I	12	D	1232	0.72%	One
8350 Pointe Road	I	13	A	660	0.39%	One
8350 Pointe Road	I	14	D	1232	0.72%	One
8350 Pointe Road	I	21	C	1157	0.68%	One
8350 Pointe Road	I	22	D	1232	0.72%	One
8350 Pointe Road	I	23	A	660	0.39%	One
8350 Pointe Road	I	24	D	1232	0.72%	One
8251 Meadowview Court	J	11	B	901	0.53%	One
8251 Meadowview Court	J	12	D	1232	0.72%	One

EXHIBIT B

Street Address	Building Unit Letter	Unit #	Floor Plan Plat Letter	SqFt Plat	Percentage	Phase
8251 Meadowview Court	J	13	B	901	0.53%	One
8251 Meadowview Court	J	14	D	1232	0.72%	One
8251 Meadowview Court	J	21	B	901	0.53%	One
8251 Meadowview Court	J	22	D	1232	0.72%	One
8251 Meadowview Court	J	23	B	901	0.53%	One
8251 Meadowview Court	J	24	D	1232	0.72%	One
8231 Meadowview Court	K	11	B	901	0.53%	One
8231 Meadowview Court	K	12	D	1232	0.72%	One
8231 Meadowview Court	K	13	B	901	0.53%	One
8231 Meadowview Court	K	14	D	1232	0.72%	One
8231 Meadowview Court	K	21	B	901	0.53%	One
8231 Meadowview Court	K	22	D	1232	0.72%	One
8231 Meadowview Court	K	23	B	901	0.53%	One
8231 Meadowview Court	K	24	D	1232	0.72%	One
8300 Meadowview Drive	L	1	C	1157	0.68%	Two
8300 Meadowview Drive	L	2	D	1232	0.72%	Two
8300 Meadowview Drive	L	3	A	660	0.39%	Two
8300 Meadowview Drive	L	4	D	1232	0.72%	Two
8300 Meadowview Drive	L	21	C	1157	0.68%	Two
8300 Meadowview Drive	L	22	D	1232	0.72%	Two
8300 Meadowview Drive	L	23	A	660	0.39%	Two
8300 Meadowview Drive	L	24	D	1232	0.72%	Two
8351 Meadowview Drive	M	1	B	901	0.53%	Two
8351 Meadowview Drive	M	2	D	1232	0.72%	Two
8351 Meadowview Drive	M	3	B	901	0.53%	Two
8351 Meadowview Drive	M	4	D	1232	0.72%	Two
8351 Meadowview Drive	M	21	B	901	0.53%	Two
8351 Meadowview Drive	M	22	D	1232	0.72%	Two
8351 Meadowview Drive	M	23	B	901	0.53%	Two
8351 Meadowview Drive	M	24	D	1232	0.72%	Two
8371 Meadowview Drive	N	1	B	901	0.53%	Two
8371 Meadowview Drive	N	2	D	1232	0.72%	Two
8371 Meadowview Drive	N	3	B	901	0.53%	Two
8371 Meadowview Drive	N	4	D	1232	0.72%	Two
8371 Meadowview Drive	N	21	B	901	0.53%	Two
8371 Meadowview Drive	N	22	D	1232	0.72%	Two
8371 Meadowview Drive	N	23	B	901	0.53%	Two

EXHIBIT B

Street Address	Building Unit Letter	Building Unit #	Floor Plan Plat Letter	SqFt Plat	Percentage	Phase
8371 Meadowview Drive	N	24	D	1232	0.72%	Two
8050 Gambel Dive	O	1	B	901	0.53%	Two
8050 Gambel Dive	O	2	D	1232	0.72%	Two
8050 Gambel Dive	O	3	B	901	0.53%	Two
8050 Gambel Dive	O	4	D	1232	0.72%	Two
8050 Gambel Drive	O	21	B	901	0.53%	Two
8050 Gambel Drive	O	22	D	1232	0.72%	Two
8050 Gambel Drive	O	23	B	901	0.53%	Two
8050 Gambel Drive	O	24	D	1232	0.72%	Two
8391 Meadowview Drive	P	1	B	901	0.53%	Two
8391 Meadowview Drive	P	2	D	1232	0.72%	Two
8391 Meadowview Drive	P	3	B	901	0.53%	Two
8391 Meadowview Drive	P	4	D	1232	0.72%	Two
8391 Meadowview Drive	P	21	B	901	0.53%	Two
8391 Meadowview Drive	P	22	D	1232	0.72%	Two
8391 Meadowview Drive	P	23	B	901	0.53%	Two
8391 Meadowview Drive	P	24	D	1232	0.72%	Two
8430 Gambel Dive	Q	1	B	901	0.53%	Two
8430 Gambel Dive	Q	2	D	1232	0.72%	Two
8430 Gambel Dive	Q	3	B	901	0.53%	Two
8430 Gambel Dive	Q	4	D	1232	0.72%	Two
8430 Gambel Drive	Q	21	B	901	0.53%	Two
8430 Gambel Drive	Q	22	D	1232	0.72%	Two
8430 Gambel Drive	Q	23	B	901	0.53%	Two
8430 Gambel Drive	Q	24	D	1232	0.72%	Two
8450 Gambel Dive	R	1	B	901	0.53%	Two
8450 Gambel Dive	R	2	D	1232	0.72%	Two
8450 Gambel Dive	R	3	B	901	0.53%	Two
8450 Gambel Dive	R	4	D	1232	0.72%	Two
8450 Gambel Drive	R	21	B	901	0.53%	Two
8450 Gambel Drive	R	22	D	1232	0.72%	Two
8450 Gambel Drive	R	23	B	901	0.53%	Two
8450 Gambel Drive	R	24	D	1232	0.72%	Two
8041 Gambel Dive	S	1	B	901	0.53%	Two
8041 Gambel Dive	S	2	D	1232	0.72%	Two
8041 Gambel Dive	S	3	B	901	0.53%	Two
8041 Gambel Dive	S	4	D	1232	0.72%	Two

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EXHIBIT B

Street Address	Building Unit Letter #	Floor Plan Plat Letter	SqFt Plat	Percentage	Phase
8041 Gambel Drive	S 21	B	901	0.53%	Two
8041 Gambel Drive	S 22	D	1232	0.72%	Two
8041 Gambel Drive	S 23	B	901	0.53%	Two
8041 Gambel Drive	S 24	D	1232	0.72%	Two
8021 Gambel Dive	T 1	B	901	0.53%	Two
8021 Gambel Dive	T 2	D	1232	0.72%	Two
8021 Gambel Dive	T 3	B	901	0.53%	Two
8021 Gambel Dive	T 4	D	1232	0.72%	Two
8021 Gambel Drive	T 21	B	901	0.53%	Two
8021 Gambel Drive	T 22	D	1232	0.72%	Two
8021 Gambel Drive	T 23	B	901	0.53%	Two
8021 Gambel Drive	T 24	D	1232	0.72%	Two

Total Phase A AND PHASE B Square Feet of Living Area 170760

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