

After recordation, return to:
D.R. Horton, Inc.
12351 South Gateway Park Place, Suite D-100
Draper, UT 84020



ENT 56927:2011 PG 1 of 6
JEFFERY SMITH
UTAH COUNTY RECORDER
2011 Aug 11 4:22 pm FEE 28.00 BY ED
RECORDED FOR PROVO LAND TITLE COMPANY

**FIRST SUPPLEMENTAL
DECLARATION OF COVENANTS,
CONDITIONS AND RESTRICTIONS AND
RESERVATION OF EASEMENTS
FOR WHISPERING SPRINGS SUBDIVISION,
A PLANNED DEVELOPMENT**

THIS FIRST SUPPLEMENTAL DECLARATION OF COVENANTS, CONDITIONS AND RESTRICTIONS AND RESERVATION OF EASEMENTS FOR WHISPERING SPRINGS SUBDIVISION, A PLANNED DEVELOPMENT (this "First Supplemental Declaration") is made as of the 29 day of July, 2011, by **D.R. Horton, Inc.**, a Delaware corporation ("Horton"), and by **Whispering Springs Home Owners' Association**, a Utah nonprofit corporation (the "Association").

RECITALS:

A. On April 21, 2009, Hearthstone Development, Inc., a Utah corporation, caused to be recorded as Entry No. 42794:2009 in the Office of the Recorder of Utah County, Utah, that certain Declaration of Covenants, Conditions and Restrictions and Reservation of Easements for Whispering Springs Subdivision, a Planned Development (the "Original Declaration") pertaining to Whispering Springs at Sleepy Ridge, a Planned Residential Development, in Orem City, Utah County, Utah (the "Project").

B. The Original Declaration was amended by that certain Amendment No. 1 to the Declaration of Covenants, Conditions and Restrictions and Reservation of Easements for Whispering Springs Subdivision, a Planned Development ("Amendment No. 1"), that was executed by the Association on July 29, 2011, and which Amendment No. 1 was recorded in the Office of the Recorder of Utah County, Utah on Aug. 1st 2011 as Entry No. 54246. The Original Declaration, as amended by Amendment No. 1, shall collectively be referred to herein as the "Declaration". Prior to the recording of this First Supplemental Declaration, the Declaration pertained to and affected only those Lots described on Exhibit "A" attached hereto and incorporated herein by this reference.

C. Section 14.16 of the Declaration provides that the Association, together with the Owners of any Lots located within any phase of the Project, as shown on an official plat that has been recorded in the Office of the Recorder of Utah County, Utah, may subject such Lots to the terms and conditions of the Declaration by executing, acknowledging and recording in the Office of the Recorder of Utah County, Utah a supplemental declaration, whereby such Lots within any recorded phase of the Project are subjected to the terms and conditions of the Declaration.

D. Horton is the owner of those certain Lots located within Phase 1 and Phase 2 of the Project, which Lots are more particularly described on Exhibit "B" attached hereto and incorporated herein by this reference (the "Horton Lots").

E. Horton desires to subject the Horton Lots to the terms and conditions of the Declaration, and the Association has authorized and approved the recording of this First Supplemental Declaration so that the Horton Lots may be subjected to the terms and conditions of the Declaration.

NOW, THEREFORE, Horton and the Association declare as follows:

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

2. The Horton Lots described in Exhibit "B" attached hereto are hereby subjected to the terms and conditions of the Declaration. The Horton Lots shall be held, transferred, sold, conveyed, and occupied subject to the terms and conditions of the Declaration, which shall run with the land and which shall be binding on all subsequent Owners of the Horton Lots.

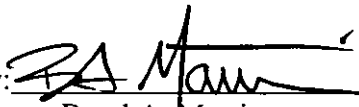
TOGETHER WITH all easements, rights-of-ways, and other appurtenances and rights incident to, appurtenant to, or accompanying the Horton Lots and all other portions of the Project, that are subject to the terms and conditions of the Declaration.

3. Except as amended by the provisions of this First Supplemental Declaration, the Declaration as previously amended shall remain unmodified and in full force and effect.

4. This First Supplemental Declaration shall be recorded in the Office of the Recorder of Utah County, Utah.

IN WITNESS WHEREOF, Horton and the Association have caused this First Supplemental Declaration to be executed by persons duly authorized to execute the same as of the day and year first above set forth.

D.R. HORTON, INC., a Delaware corporation

By: 
Boyd A. Martin
Title: Vice President

WHISPERING SPRINGS SUBDIVISION HOME OWNERS' ASSOCIATION, a Utah nonprofit corporation

By: [Signature]
Title: President

By: [Signature]
Title: Secretary

STATE OF UTAH)
) : ss.
COUNTY OF UTAH)

The foregoing instrument was acknowledged before me this 29 day of July, 2011, by Boyd A. Martin, in his capacity as the Vice President of D.R. Horton, Inc., a Delaware corporation.



[Signature]
NOTARY PUBLIC
Residing at: [Signature]

My Commission Expires:

3-16-2015

STATE OF UTAH)
 : SS.
COUNTY OF UTAH)

On the 21st day of July, 2011, personally appeared before me Christian Johnson who, being first duly sworn, did that say that such person is the President of the Whispering Springs Subdivision Home Owners' Association, a Utah nonprofit corporation (the "Association"), who is authorized to sign the foregoing instrument and that the foregoing instrument was signed on behalf of the Association, and such person certified that the foregoing instrument was authorized by a vote of more than 60% of the existing Members of the Association.

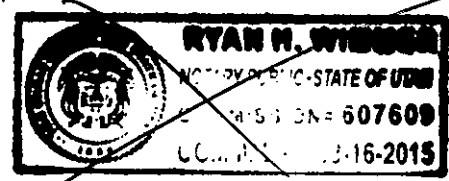


[Signature]
NOTARY PUBLIC
Residing at: Orem, UT

My Commission Expires:
3.16.15

STATE OF UTAH)
 : SS.
COUNTY OF UTAH)

On the 29th day of July, 2011, personally appeared before me EMBERLY ARGYLE who, being first duly sworn, did that say that such person is the Secretary of the Whispering Springs Subdivision Home Owners' Association, a Utah nonprofit corporation (the "Association"), who is authorized to sign the foregoing instrument and that the foregoing instrument was signed on behalf of the Association, and such person certified that the foregoing instrument was authorized by a vote of more than 60% of the existing Members of the Association.



[Signature]
NOTARY PUBLIC
Residing at: Orem, UT

My Commission Expires:
3.16.2015

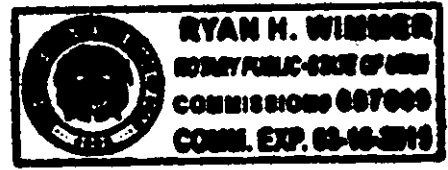


EXHIBIT "A"
TO
FIRST SUPPLEMENTAL
DECLARATION OF COVENANTS
CONDITIONS AND RESTRICTIONS AND
RESERVATION OF EASEMENTS FOR
WHISPERING SPRINGS SUBDIVISION,
A PLANNED DEVELOPMENT

Legal Description of the Lots Originally Subjected to the Declaration

That certain real property located in the County of Utah, State of Utah, more particularly described as follows:

Lots 105, 112, 113, 114, 115, 116, 117, 118, and 119, Phase 1, Whispering Springs at Sleepy Ridge Planned Residential Development, as the same is identified in the Recorded Survey map in Utah County, Utah as Entry No. 124666:2006 and Map filing No. 11881 (as said record of survey map may have theretofore been amended or supplemented, together with the appurtenant easement interest in said project's common areas as established in the declaration of restrictive covenants.

Tax Parcel Numbers: 55:678:0105; 55:678:0112; 55:678:0113; 55:678:0114; 55:678:0115; 55:678:0116; 55:678:0117; 55:678:0118 and 55:678:0119.

Lot 213, Phase 2, Whispering Springs at Sleepy Ridge Planned Residential Development, as the same is identified in the Recorded Survey map in Utah County, Utah as Entry No. 124667:2006 and Map filing No. 11882 (as said record of survey map may have theretofore been amended or supplemented, together with the appurtenant easement interest in said project's common areas as established in the declaration of restrictive covenants.

Tax Parcel Numbers: 55:679:0213.

EXHIBIT "B"
TO
FOURTH SUPPLEMENTAL
DECLARATION OF COVENANTS
CONDITIONS AND RESTRICTIONS AND
RESERVATION OF EASEMENTS FOR
WHISPERING SPRINGS SUBDIVISION,
A PLANNED DEVELOPMENT

Legal Description of the Horton Lots Hereby Subjected to the Declaration

That certain real property located in the County of Utah, State of Utah, more particularly described as follows:

Lots 101, 102, 103, 133, 134 and 135, as identified on the official plat for Phase 1, Whispering Springs at Sleepy Ridge P.R.D., a Planned Residential Development, Orem City, Utah County, Utah, recorded in the Office of the Recorder of Utah County, Utah on September 21, 2006 as Entry No. 124666:2006.

Tax Serial Numbers: 55-678-101, 55-678-102, 55-678-103, 55-678-133, 55-678-134 and 55-678-135

Lots 217, 218 and 219, as identified on the official plat for Phase 2, Whispering Springs at Sleepy Ridge P.R.D., a Planned Residential Development, Orem City, Utah County, Utah, recorded in the Office of the Recorder of Utah County, Utah on September 21, 2006 as Entry No. 124667:2006.

Tax Serial Numbers: 55-679-217, 55-679-218 and 55-679-219