

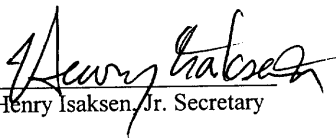
**AMENDMENT TO SECOND AMENDED AND RESTATED DECLARATION
OF COVENANTS, CONDITIONS, AND RESTRICTIONS
OF ENTRADA AT SNOW CANYON**

DECLARANT, pursuant to the authority granted to it in section 1.1 of the SECOND AMENDED AND RESTATED DECLARATION OF COVENANTS, CONDITIONS AND RESTRICTIONS OF ENTRADA AT SNOW CANYON recorded as #687892 in the offices of the Washington County Recorder on June 12, 2000 at Book 1371, Pages 1039 to 1070 hereby elects to annex, and to subject to the provisions of said Declaration and the jurisdiction of the Association created thereby, all of the real property described in Exhibit "A" attached hereto and by this reference made a part hereof, to be known as "Anasazi Hills at Entrada - Phase III." This annexation shall be accomplished by filing this Amendment annexing such property in the public records of Washington County, Utah and by recording the Anasazi Hills at Entrada - Phase III plat, all as provided by the laws of the State of Utah and the appropriate municipal ordinances.

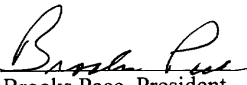
This amendment does not require the consent of Voting Members.

IN WITNESS WHEREOF, Declarant has executed this AMENDMENT TO AMENDED DECLARATION OF COVENANTS, CONDITIONS, AND RESTRICTIONS this 12th day of April, 2001.

Attest:

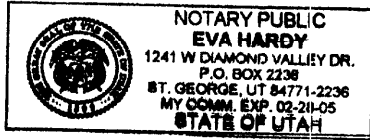

Henry Isaksen, Jr. Secretary

By:


Brooks Pace, President

STATE OF UTAH)
)
COUNTY OF WASHINGTON) ss.

On the 12th day of April, 2001, personally appeared before me Brooks Pace, the signer of the within instrument, who duly, acknowledged to me that he is the President of The Entrada Company, a Utah Corporation, and that he executed the within instrument for and on behalf of The Entrada Company and pursuant to authority granted to him, by The Entrada Company's duly executed Operating Agreements.

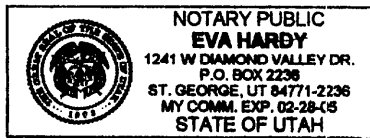


Eva Hardy
Notary Public
Residing at:

My Commission Expires on:

STATE OF UTAH)
)
COUNTY OF WASHINGTON) ss.

On the 12th day of April, 2001, personally appeared before me Henry Isaksen, Jr., the signer of the within instrument, who duly, acknowledged to me that he is the Secretary of The Entrada Company, a Utah Corporation, and that he executed the within instrument for and on behalf of The Entrada Company and pursuant to authority granted to him, by The Entrada Company's duly executed Operating Agreements.



Eva Hardy
Notary Public
Residing at:

My Commission Expires on:

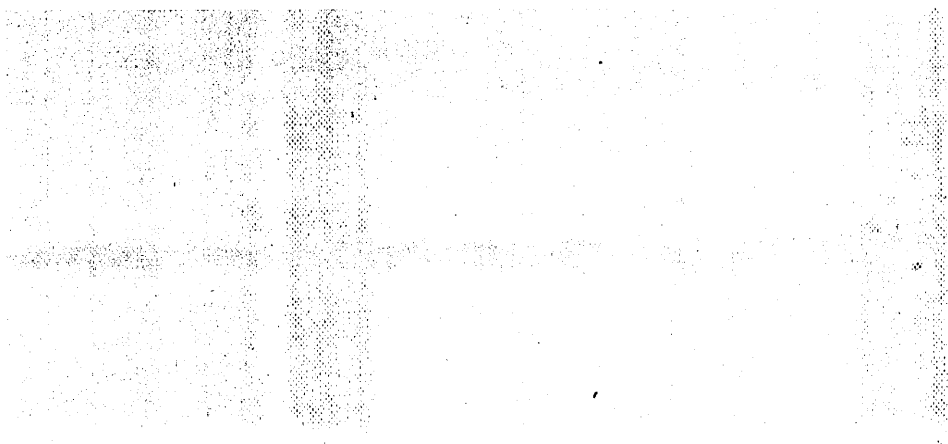


EXHIBIT "A" - LEGAL DESCRIPTION

Beginning at a point South $89^{\circ}16'07''$ East, 2697.68 feet along the Quarter Section Line to the Center of Section Monument for Section 10, Township 42 South, Range 16 West, Salt Lake Base and Meridian, Washington County, Utah, and South $00^{\circ}57'53''$ West, 125.00 feet along the Quarter Section Line from the West Quarter Corner of said Section 10, Township 42 South, Range 16 West, Salt Lake Base and Meridian; thence South $89^{\circ}02'07''$ East, 33.47 feet, thence South $00^{\circ}57'53''$ West, 1176.40 feet to a point on the Northerly right-of-way of 2000 North Street; thence along said right-of-way North $89^{\circ}20'50''$ West, 101.31 feet to a point of curvature with a 25.00 foot radius curve to the right, said point also being on the Easterly right-of-way of Anasazi Trail, a 50-foot wide private street; thence 39.27 feet along the arc of said curve through a central angle of $90^{\circ}00'00''$; thence North $00^{\circ}39'10''$ East, 30.42 feet to a point of curvature with a 100.00 foot radius curve to the left; thence 47.53 feet along the arc of said curve through a central angle of $27^{\circ}14'02''$; thence North $26^{\circ}34'52''$ West, 50.61 feet to a point of curvature with a 40.00 foot radius curve to the right; thence 14.66 feet along the arc of said curve through a central angle of $21^{\circ}00'06''$; thence North $05^{\circ}34'45''$ West, 282.35 feet to a point of curvature with a 975.00 foot radius curve to the right; thence 189.37 feet along the arc of said curve through a central angle of $11^{\circ}07'43''$ to a point of reverse curvature with a 1525.00 foot radius curve to the left; thence along said reverse curve 192.75 feet through a central angle of $07^{\circ}14'31''$ to a point of reverse curvature with a 1350.00 foot radius curve to the right; thence along said reverse curve 357.36 feet; thence leaving said Anasazi Trail right-of-way South $89^{\circ}02'07''$ East, 133.73 feet to the point of beginning.

BASIS OF BEARING: West Quarter to East Quarter Corner ground North $89^{\circ}18'52''$ East, 5394.58 feet; grid South $89^{\circ}16'00''$ East, 5394.21 feet; rotation ground to grid $01^{\circ}25'08''$ C.W.

NOTE: Bearings on Phase 3 do not match Phase 1 due to a rotation to the City of St. George Horizontal Control Network (HCN).