

**SUPPLEMENT TO DECLARATION OF
COVENANTS, CONDITIONS AND RESTRICTIONS
AND RESERVATION OF EASEMENTS**

FOR

WOODBIDGE TOWNHOMES
(a Planned Unit Development)
(Phases 3 through 7)

WOODBIDGE, L.L.C., Declarant will record this Supplement to Declaration concurrently with the recording of the original Declaration of Covenants, Conditions and Restrictions and Reservation of Easements for Woodbridge Townhomes (a Planned Unit Development) (the "Declaration"), pursuant to Article XV, Section 15.1, of such Declaration.

Declarant hereby adds the following described real property located in Washington County, State of Utah, to the Woodbridge Townhomes project:

See Exhibit A attached hereto and incorporated herein.

Declarant hereby declares that the above-described property is to be held, sold, conveyed, encumbered, leased, occupied and improved as part of the properties subject to the Declaration.


Declarant hereby reserves to it all rights, powers and authority granted to it in the Declaration. Further, all property subject to this Supplement to Declaration shall be subject to the terms and conditions of the Declaration.

DATED this 25th day of October, 2003.

DECLARANT:


WOODBIDGE, L.L.C.

Kenny Blake Family Limited Partnership


BY: Kenny Blake, General Partner

K & G Westridge, L.C.

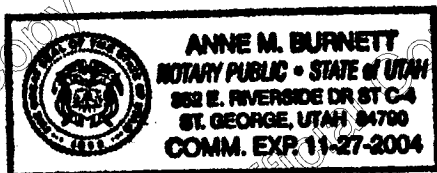

BY: Kenny Blake, Manager


By: Kent G. Frei
Its: Manager

STATE OF UTAH,
:ss.
County of Washington.)

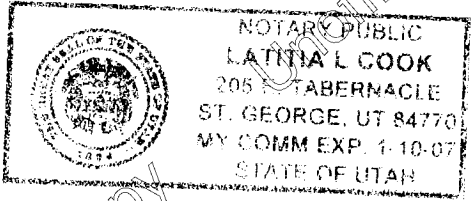
On this 28th day of October, 2003, personally appeared before me Kent G. Frei, who being personally known to me (or satisfactorily proved to me), and who being by me duly sworn did say that he is the Manager of Woodbridge, L.L.C., a Utah limited liability company, and that he executed the foregoing Supplement to Declaration on behalf of said limited liability company being authorized and empowered to do so by the operating agreement of said Company or resolution of its Managers, and he acknowledged before me that such Company executed the same for the uses and purposes stated therein.


Notary Public



STATE OF Utah,
COUNTY OF Washington,

On the 22nd day of January, 2004, personally appeared before me Kenny Blake, who being by me duly sworn did say that he is the general partner of Kenny Blake Family Limited Partnership, and that he executed the foregoing Owner's Dedication in behalf of said partnership being duly authorized and empowered to do so by the partnership agreement of Kenny Blake Family Limited Partnership and he did duly acknowledge to me that such partnership executed the same for the uses and purposes stated therein.



Latitia L Cook

Notary Public

My Commission Expires: 01-10-07

Residing In: St. George, UT

STATE OF Utah,
COUNTY OF Washington,

On the 22nd day of January, 2004, personally appeared before me Kenny Blake, who being by me duly sworn did say that he is the manager of K & G Westridge, L.C., a Utah Limited Liability Company, and that he executed the foregoing Owner's Dedication in behalf of said Limited Liability Company being authorized and empowered to do so by the operating agreement of K & G Westridge L.C., and he did duly acknowledge to me that such Limited Liability Company executed the same for the uses and purposes stated herein.

Latitia L Cook

Notary Public

My Commission Expires: 01-10-07

Residing In: St. George, UT

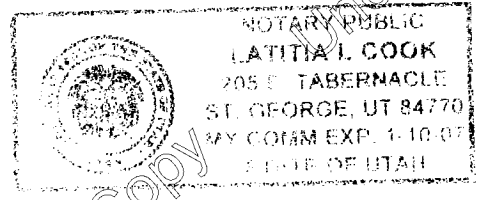


EXHIBIT A

Real Property located in Washington County, Utah

Phase 3

Beginning at a point being on the southeasterly line of Willow Run Resort Condominiums Phase 5 Amended as found on record at the Washington County Recorder's Office as Entry No. 368778, said point also being the southwest corner of Woodbridge Townhomes Phase 2, said point also being South $00^{\circ}44'13''$ West 2,744.31 feet along the section line and East 678.62 feet from the North Quarter Corner of Section 26, Township 42 South, Range 16 West, Salt Lake Base & Meridian, and running;

thence South $52^{\circ}37'07''$ East 140.58 feet along the southerly line of said Woodbridge Townhomes Phase 2 to the westerly line of Woodbridge Condominiums Phase 1;

thence South $37^{\circ}17'14''$ West 195.32 feet along and beyond Woodbridge Condominiums Phase 1;

thence North $52^{\circ}39'45''$ West 140.64 feet to the southeasterly line of said Willow Run Resort Condominiums Phase 5 Amended;

thence North $37^{\circ}18'14''$ East 195.43 feet along the southeasterly line of said Willow Run Resort Condominiums Phase 5 Amended to the Point of Beginning.

Containing 27,472 square feet or 0.631 acres

Phase 4

Beginning at a point being on the southeasterly line of Willow Run Resort Condominiums Phase 5 Amended as found on record at the Washington County Recorder's Office as Entry No. 368778, said point also being South $00^{\circ}44'13''$ West 2,899.77 feet along the section line and East 562.18 feet from the North Quarter Corner of Section 26, Township 42 South, Range 16 West, Salt Lake Base & Meridian, and running;

thence South $52^{\circ}39'45''$ East 140.64 feet;

thence South $37^{\circ}17'14''$ West 94.25 feet;

thence Southwesterly 18.16 feet along an arc of a 20.00 foot radius curve to the right (center bears North $52^{\circ}42'46''$ West long chord bears South $63^{\circ}17'50''$ West 17.54 feet with a central angle of $52^{\circ}01'12''$);

thence Southwesterly 64.18 feet along an arc of a 45.00 foot radius curve to the left (center bears South $00^{\circ}41'34''$ East long chord bears South $48^{\circ}26'52''$ West 58.88 feet with a central angle of $81^{\circ}43'08''$);

thence South $74^{\circ}58'28''$ West 30.36 feet;

thence North $52^{\circ}08'10''$ West 102.72 feet;

thence North $37^{\circ}12'23''$ East 190.90 feet to and along the southeasterly line of said Willow Run Resort Condominiums Phase 5 Amended to the Point of Beginning.

Containing 24,970 square feet or 0.573 acres

EXHIBIT A

Real Property located in Washington County, Utah

Phase 5

Beginning at a point being South $00^{\circ}44'13''$ West 3,051.83 feet along the section line and East 448.70 feet from the North Quarter Corner of Section 26, Township 42 South, Range 16 West, Salt Lake Base & Meridian, and running;

thence South $52^{\circ}08'10''$ East 102.72 feet;
 thence North $74^{\circ}58'28''$ East 30.36 feet to a non-tangent curve;
 thence Southeasterly 69.72 feet along an arc of a 45.00 foot radius curve to the left (center bears South $82^{\circ}24'42''$ East long chord bears South $36^{\circ}47'44''$ East 62.95 feet with a central angle of $88^{\circ}46'03''$);
 thence South $00^{\circ}56'38''$ West 35.91 feet;
 thence South $37^{\circ}10'13''$ West 88.33 feet to the northeasterly line of Creekside Homes Subdivision Phase 3;
 thence North $56^{\circ}08'37''$ West 203.47 feet along the northeasterly line of said Creekside Homes Subdivision Phase 3;
 thence North $37^{\circ}12'23''$ East 123.70 feet to the Point of Beginning.

Containing 24,164 square feet or 0.555 acres

Phase 6

Beginning at a point being South $00^{\circ}44'13''$ West 3,019.29 feet along the section line and East 649.49 feet from the North Quarter Corner of Section 26, Township 42 South, Range 16 West, Salt Lake Base & Meridian, and running;

thence South $52^{\circ}42'46''$ East 180.80 feet to the westerly line of Peasant Springs Subdivision Phase I as found on file at the Washington County Recorder's office as Entry # 515418;
 thence South $37^{\circ}33'48''$ West 252.31 feet along said westerly line of Peasant Springs Subdivision Phase I to the northeasterly line of Creekside Homes Subdivision Phase 3;
 thence North $56^{\circ}08'37''$ West 116.88 feet along the northeasterly line of said Creekside Homes Subdivision Phase 3;
 thence North $37^{\circ}10'13''$ East 88.33 feet;
 thence North $00^{\circ}56'38''$ East 35.91 feet;
 thence Northerly 133.90 feet along an arc of a 45.00 foot radius curve to the right (center bears North $08^{\circ}49'15''$ East long chord bears North $04^{\circ}03'51''$ East 89.69 feet with a central angle of $170^{\circ}29'12''$);
 thence Northeasterly 18.16 feet along an arc of a 20.00 foot radius curve to the left (center bears North $00^{\circ}41'34''$ West long chord bears North $63^{\circ}17'50''$ East 17.54 feet with a central angle of $52^{\circ}01'12''$);
 thence North $37^{\circ}17'14''$ East 51.26 feet to the Point of Beginning.

Containing 40,871 square feet or 0.938 acre

EXHIBIT A**Real Property located in Washington County, Utah****Woodbridge Phase 7 Legal Description**

Beginning at a point being on the westerly corner of Woodbridge Condominiums Phase I as found on file at the Washington County Recorders office as Entry # 595186, said point being South 00°44'13" West 2,867.29 feet along the section line and East 763.26 feet from the North Quarter Corner of Section 26, Township 42 South, Range 16 West, Salt Lake Base & Meridian, and running;

thence southwesterly the following (3) courses along the southerly line of said Woodbridge Condominiums Phase I;

thence South 52°42'46" East 89.99 feet

thence North 37°17'14" East 9.94 feet;

thence South 52°26'12" East 91.78 feet to the westerly line of Peasant Springs Subdivision Phase I as found on file at the Washington County Recorders office as Entry # 515418;

thence South 37°33'48" West 200.53 feet along the westerly line of said Peasant Springs Subdivision Phase I;

thence North 52°42'46" West 180.80 feet;

thence North 37°17'14" East 191.03 feet to the Point of Beginning.

Containing 35,518 square feet or 0.815 acres.