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RUSSELL SHIRTS * WASHINGTON CO RECORDER
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FOR: JENKINS & JENSEN

Recorded at the request of:
Sun River St. George Development, L.C.

After recording, return to:
Jenkins Jensen & Bayles, LLP
Attn: Bruce C. Jenkins
1240 East 100 South, Suite 9
St. George, UT 84790

**AMENDMENT TO DECLARATION
OF COVENANTS, CONDITIONS AND RESTRICTIONS
OF
SUN RIVER ST. GEORGE
RE: Neighborhood Designation (Phases 1-3 and 5-10)**

This Amendment to the Declaration of Covenants, Conditions and Restrictions of Sun River St. George approved in September, 2003, by SUN RIVER ST. GEORGE DEVELOPMENT, L.C., a Utah limited liability company (the "Declarant") is hereby submitted for recording in the official records of the Washington County Recorder.

RECITALS

A. Declarant caused to be recorded (i) the Declaration of Covenants, Conditions and Restrictions of Sun River St. George (the "Declaration") on March 10, 1998, as Entry No. 594446, in Book 1187, at Pages 294-365; (ii) the Amendment to the Declaration of Covenants, Conditions, and Restrictions for Sun River St. George on May 2, 2000, as Entry No. 683971, in Book 1367, at Pages 1624-1626; (iii) the Supplemental Declaration for Sun River St. George, Phase 3B recorded on March 31, 2000, as Entry No. 680701, in Book 1364, at Pages 1485-1487; (iv) the Supplemental Declaration for Sun River St. George Phase 2B recorded on June 8, 2000, as Entry No. 687617, in Book 1371, at Pages 285-287; (v) the Supplemental Declaration for Sun River St. George Phase 5A, recorded on December 26, 2000, as Entry No. 705604, in Book 1389, at Pages 2123-2125; (vi) the Supplemental Declaration for Sun River St. George, Phase 2B, recorded July 30, 2001, as Entry No. 729444, in Book 1419, at Pages 1525-1527; (vii) the Supplemental Declaration for Sun River St. George, Phase 7, recorded on May 10, 2002, as Entry No. 764340, in Book 1464, at Pages 2600-2602; the (viii) the Supplemental Declaration for Sun River St. George, Phase 6, recorded on June 13, 2002, at Entry No. 768934, in Book 1470, at Pages 755-757; (ix) the Supplemental Declarations for Sun River St. George, Phases 8, 9 and 10, recorded concurrently herewith, (x) all other supplements and amendments which are of record with the Washington County Recorder (collectively the "Declaration" including all amendments and supplements thereto).

B. Article XVI, Section 16.2, of the Declaration vests the Declarant with the right to amend the Declaration as may be reasonably necessary or desirable. Article III, Section 3.4, of the Declaration provides that during the Development Period Declarant may unilaterally amend the Declaration of any Supplemental Declaration redesignate Neighborhood boundaries. This Amendment to the Declaration was approved and will be recorded within the Development Period.

C. Prior to September 2003 no official Neighborhood designation had occurred and by default the Project consisted of a single Neighborhood. There were, however, unofficial delineations of the Project into "Areas".

D. This Amendment shall apply to and be recorded against the following real property, all located in Washington County, State of Utah:

See Exhibit A attached hereto and incorporated herein by this reference.

AMENDMENT

NOW, THEREFORE, the Declarant amends the Declaration and amendments and supplements thereto as follows:

Phases 1 through 3 and 5 through 10 of Sun River St. George are hereby divided into four (4) Neighborhoods (N1, N2, N3 and N4) according to the map attached hereto and incorporated herein as Exhibit B.

Declarant hereby reserves all rights granted to it in the Declaration and amendments and supplements thereto, including without limitation, the unilateral right to redesignate Neighborhood boundaries during the Development Period as more fully provided for in Section 3.4 of the Declaration.

Dated this 16th day of January, 2004.

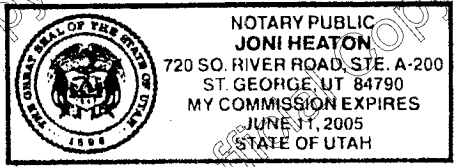
Declarant:

SUN RIVER ST. GEORGE DEVELOPMENT, L.C.

Darcy Stewart
BY: Darcy Stewart
Its: Manager

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

On this 26th day of January, 2004, personally appeared before me, Darcy Stewart, who being by me duly sworn did say that she is the Manager of Sun River St. George Development, L.C., a Utah limited liability company, and that she executed the foregoing Amendment on behalf said Company being authorized and empowered to do so by the Operating Agreement of said Company, and she did acknowledge to me that such Company executed the same for the uses and purposes stated therein.



Joni Heaton
Notary Public

EXHIBIT A

Real Property located in Washington County, Utah

All Lots within Phase 1, Plat 1A, Amended, according to the official plat of Sun River on file in the records of the Washington County Recorder.¹

All Lots within Phase 1, Plat 1B, Second Amendment, according to the official plat of Sun River on file in the records of the Washington County Recorder.

All Lots within Phase 1, Plat 1C, according to the official plat of Sun River on file in the records of the Washington County Recorder.²

All Lots within Phase 1, Plat 1D, according to the official plat of Sun River on file in the records of the Washington County Recorder.

All Lots within Phase 1, Plat 1E, according to the official plat of Sun River on file in the records of the Washington County Recorder.

All Lots within Phase 2A, according to the official plat of Sun River on file in the records of the Washington County Recorder.

All Lots within Phase 2B, according to the official plat of Sun River on file in the records of the Washington County Recorder.

All Lots within Phase 3A, according to the official plat of Sun River on file in the records of the Washington County Recorder.

All Lots within Phase 3B, according to the official plat of Sun River on file in the records of the Washington County Recorder.³

All Lots within Phase 5A, according to the official plat of Sun River on file in the records of the Washington County Recorder.

All Lots within Phase 6, according to the official plat of Sun River on file in the records of the Washington County Recorder.

¹Narrative No. 1 contained on Sun River, Phase 1, Plat 1A, Amended, confirms reconfiguration of the area described by private ownership areas 11, 12 and 13 into two private ownership areas 11 and 12.

²Note No. 4 contained on Sun River, Phase 1, Plat 1C confirms that Lot 294 was eliminated.

³Phase 4 has not yet been developed and to date a Plat Map for such phase has not been recorded.

All Lots within Phase 7, according to the official plat of Sun River on file in the records of the Washington County Recorder.

All Lots within Phase 8, according to the official plat of Sun River on file in the records of the Washington County Recorder.

All Lots within Phase 9, according to the official plat of Sun River on file in the records of the Washington County Recorder.

All Lots within Phase 10A, according to the official plat of Sun River on file in the records of the Washington County Recorder.

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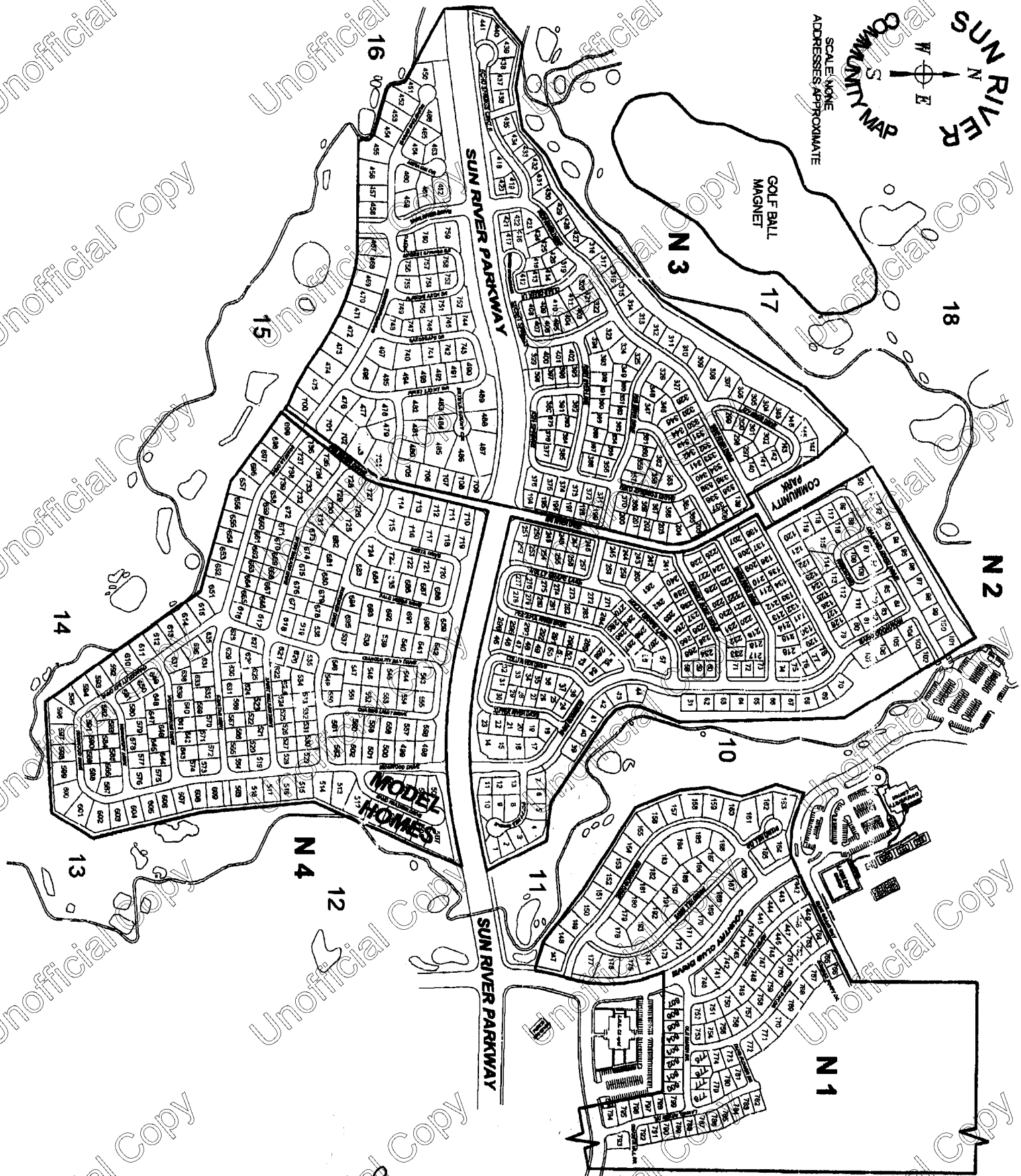


EXHIBIT B
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