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**SUPPLEMENT TO DECLARATION OF PROTECTIVE EASEMENTS,
COVENANTS, CONDITIONS AND RESTRICTIONS OF HOLLOW HAVEN
GARDENS,**

An Expandable Planned Residential Unit Development Subdivision, Phase I

For

HOLLOW HAVEN CREEKSIDE,

An Expandable Planned Residential Unit Development Subdivision, Phase II

In Ogden, Weber County, Utah

THIS SUPPLEMENT ("Supplement"), made on the 15th day of July, 2004, supplements that certain Declaration of Protective Easements, Covenants, Conditions and Restrictions of Hollow Haven Gardens, Phase I of an Expandable Planned Residential Unit Development Subdivision in Ogden, Weber County, Utah, recorded on October 3, 2003, as Entry No. 1979842 (Pages 1-32) in the Weber County Recorder's Office (the "Declaration").

RECITALS

A. Declarant is the record title owner of the Phase II Property, which property is described in Exhibit "A" attached to this Supplement;

B. Declarant has completed or will complete construction of Hollow Haven Gardens, which is Phase I of an Expandable Planned Residential Unit Development Subdivision (the "Development") in Ogden, Weber County, Utah;

C. In accordance with Sections 3.03 through 3.07 of the Declaration, Declarant desires to expand the Development to include Phase II, which will be known as Hollow Haven Creekside, and to make Phase II subject to all the terms and conditions of the Declaration;

D. Declarant will construct on the Phase II Property certain buildings and other improvements as shown more specifically on the Plat for Phase II, Hollow Haven Creekside;

E. Declarant, by recording this Supplement and the Plat for Phase II, intends to create an expansion of an existing planned residential unit development subdivision, and to impose upon the Phase II Property mutually beneficial covenants, conditions and restrictions

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under a general plan of improvement for the benefit of all Lots in Phase I and Phase II of the Development as well as the Owners of such Lots;

F. The administration of Phase II of the Development will be governed by the Declaration and the Articles of Incorporation and Bylaws of the Hollow Haven Homeowners Association, Inc. as from time to time in effect;

NOW, THEREFORE, the Declaration is hereby supplemented as follows:

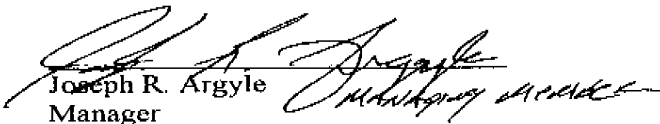
1. The above recitals are incorporated by this reference.
2. Declarant hereby submits the Phase II Property, described in Exhibit "A" attached to this Supplement, together with the buildings and all improvements, easements, rights-of-way, and other appurtenances and rights incident to, appurtenant to, or accompanying the Phase II Property, to be known as HOLLOW HAVEN CREEKSIDE, to the protective easements, covenants, conditions and restrictions described in the Declaration.
3. The Development is expanded to include Phase II. The total number of Lots in the Development is now 31.
4. Upon the filing of this Supplement in the Office of the County Recorder of Weber County, Utah, this Supplement will take effect and Phase II will be subject to the Declaration and all rights, privileges, covenants, conditions and restrictions contained in the Declaration, as if Phase II were a part of the Development at the date of its creation.
5. Conditional Use Permit: Restriction on Amendments or Site Modifications. It is hereby acknowledged and understood that Phase II of this Planned Residential Unit Development Subdivision has been granted a Conditional Use Permit for a Group Dwelling by Odgen City based upon its compliance with Odgen City zoning ordinances. Amendments to the Declaration; substantive changes to the Plat, the Common Areas, the approved site plan or landscaping plan; or failure to maintain improvements or design elements which qualified the development for bonus density points, may require an amendment to the Conditional Use Permit(s) and failure to seek such amendment may result in an ordinance violation or a revocation of the Conditional Use Permit(s).

[REMAINDER OF PAGE LEFT BLANK; SIGNATURE PAGE TO FOLLOW]

IN WITNESS WHEREOF, the undersigned has executed this instrument on this 15th day of July, 2004.

R&A PROPERTIES & DEVELOPMENT, LLC, a
Utah Limited Liability Company

by:


Joseph R. Argyle
Manager

STATE OF UTAH)
 :SS
County of Weber)

On the 15th day of July, 2004, personally appeared before me, Joseph R. Argyle, who, being duly sworn, stated that he is manager of R&A Properties & Development, LLC; that the foregoing instrument was signed on behalf of the company; and that he is vested with authority to execute this instrument on behalf of the company.



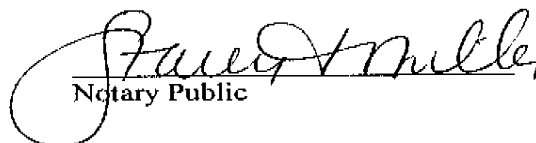

Notary Public

EXHIBIT A – LEGAL DESCRIPTION OF PHASE II PROPERTY

THE EAST 125.50 FEET OF LOTS 1 TO 7 INCLUSIVE, BLOCK 15, ILIFF COLLEGE HILL ADDITION, OGDEN CITY, WEBER COUNTY, UTAH, TOGETHER WITH THE VACATED SOUTH 3 FEET OF HEALY STREET AND THE WEST 10 FEET OF VAN BUREN AVENUE ABUTTING THEREON (BOOK 1369 PAGE 721) TOGETHER WITH THE WEST ½ OF VACATED VAN BUREN AVENUE ABUTTING THEREON (BOOK 1482 PAGE 95) AND PART OF LOTS 13 AND 14 AND ALL OF LOTS 15 THRU 24, BLOCK 14 ILIFF COLLEGE HILL ADDITION, OGDEN CITY, WEBER COUNTY, UTAH, TOGETHER WITH THE VACATED EAST 10 FEET OF VAN BUREN AVENUE ABUTTING THEREON (BOOK 1369 PAGE 721) TOGETHER WITH THE EAST ½ OF VACATED VAN BUREN AVENUE ABUTTING THEREON (BOOK 1482 PAGE 95) TOGETHER WITH THE VACATED SOUTH 5 FEET OF HEALY STREET ABUTTING THEREOF, (ENTRY NO. 1991233) ALSO PART OF BLOCK 11, FLORENCE PARK ADDITION OGDEN CITY, WEBER COUNTY UTAH ACCORDING TO THE OFFICIAL PLAT THEREON. TOGETHER WITH THE VACATED EAST 10 FEET OF VAN BUREN AVENUE ABUTTING THEREON (BOOK 1369 PAGE 721) TOGETHER WITH THE EAST ½ OF VACATED VAN BUREN AVENUE ABUTTING THEREON, (BOOK 1482 PAGE 95) FURTHER DESCRIBED AS FOLLOWS:

COMMENCING AT THE CENTER LINE MONUMENT AT THE INTERSECTION OF HEALY STREET AND VAN BUREN AVENUE THENCE ALONG THE CENTER LINE OF HEALY STREET NORTH 89°04'00" WEST 165.00 FEET; THENCE SOUTH 00°58'09" WEST 30.00 FEET TO THE POINT OF BEGINNING, SAID POINT BEING IN THE SOUTH RIGHT-OF-WAY (R/W) LINE OF HEALY STREET; THENCE ALONG SAID R/W SOUTH 89°04'00" EAST 135.00 FEET; THENCE NORTH 89°01'27" EAST 60.03 FEET; THENCE SOUTH 89°04'00" EAST 156.78 FEET; THENCE SOUTH 00°57'48" WEST 258.25 FEET; THENCE NORTH 89°02'12" WEST 141.00 FEET; THENCE SOUTH 0°57'42" WEST 53.25 FEET TO THE NORTH LINE OF 32ND STREET; THENCE ALONG SAID LINE NORTH 89°01'15" WEST 15.81 FEET TO A POINT IN THE EAST LINE OF THE VACATED VAN BUREN AVENUE AS RECORDED IN BOOK 1482, PAGE 95 OF THE WEBER COUNTY RECORDER'S OFFICE; THENCE ALONG SAID VACATED RIGHT-OF-WAY THE FOLLOWING (2) COURSES;

- (1) THENCE SOUTH 00°58'00" WEST 8.24 FEET TO THE BEGINNING OF A NON-TANGENT CURVE CONCAVE THE SOUTH HAVING A RADIUS OF 173.00 FEET AND TO WHICH BEGINNING A RADIAL LINE BEARS NORTH 5°40'24" WEST;
 - (2) THENCE WESTERLY 30.74 FEET ALONG SAID CURVE THROUGH A CENTRAL ANGLE OF 10°10'53" TO THE BEGINNING OF A NON-TANGENT LINE TO A POINT ON THE ABANDONED CENTER LINE OF VAN BUREN AVENUE;
- THENCE ALONG SAID CENTER LINE NORTH 1°00'19" EAST 86.39 FEET; THENCE NORTH 89°01'51" WEST 40.00 FEET TO A POINT IN THE NORTH LINE OF THE FLORENCE PARK ADDITION; THENCE ALONG SAID LINE NORTH 62°00'20" WEST 140.32 FEET; THENCE NORTH 00°58'09" EAST 173.63 FEET TO THE POINT OF BEGINNING.

(CONTAINING 24 UNITS AND 1.98 ACRES MORE OR LESS.

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