

When recorded, mail to:
Smith, Anderson, Knowles,
Hamilton & Mansfield, P.C.
4723 Harrison Boulevard, Suite 200
Ogden, Utah 84401
Attention: Melven E. Smith

PHASE 4 AMENDMENT
TO
CONDOMINIUM DECLARATIONS FOR
SUNBROOK CONDOMINIUMS
PHASES 1, 2 AND 3
A UTAH CONDOMINIUM PROJECT

E# 1401337 BK1982 PG1311
DOUG CROFTS, WEBER COUNTY RECORDER
30-DEC-98 1252 PM FEE \$26.00 DEP BCT
REC FOR: SCOFIELD.ENTERPRISES

**PHASE 4 AMENDMENT TO
CONDOMINIUM DECLARATIONS FOR
SUNBROOK CONDOMINIUMS
PHASES 1, 2 AND 3
A UTAH CONDOMINIUM PROJECT**

THIS PHASE 4 AMENDMENT TO CONDOMINIUM DECLARATIONS FOR SUNBROOK CONDOMINIUMS PHASES 1, 2 AND 3, A UTAH CONDOMINIUM PROJECT (hereinafter referred to as "Phase 4 Amendment") is made and executed this 30TH day of DEC, 1998, by SCOFFIELD ENTERPRISES, INC. (hereinafter referred to as "Declarant"),

RECITALS:

A. On October 8, 1997, Declarant created Phase 1 of the Sunbrook Condominiums Project (hereinafter referred to as "Phase 1"), by filing for record in the office of the county recorder of Weber County, Utah, an instrument entitled "Amended Condominium Declaration for Sunbrook Condominiums", hereinafter referred to as the "Phase 1 Declaration" and a map of the Sunbrook Condominiums Phase 1, hereinafter referred to as the "Phase 1 Map". Said Phase 1 Declaration was recorded as Entry No. 1497419, in Book 1885, at Pages 547 through 598. The Phase 1 Map was recorded as Entry No. 1459999, in Book 0043, at Page 0096. The real property included in Phase 1 is situated in North Ogden City, Weber County, Utah, and is described as follows:

Description for Phase No. 1

A part of Lot 49, Plat "B", North Ogden Survey being a part of the Northwest Quarter of Section 32, Township 7 North, Range 1 West, Salt Lake Base and Meridian, U.S. Survey:

Beginning at a point on the West line of Washington Boulevard said point being South 0°15'00" West 596.50 feet along said West line from the Northeast Corner of said Lot 49; running thence South 0°15'00" West 60.50 feet along said line; thence North 89°45'00" West 217.00 feet; thence North 0°15'00" East 24.00 feet; thence North 89°45'00" West 250.00 feet; thence South 0°15'00" West 24.00 feet; thence North 89°45'00" West 193.00 feet; thence North 0°15'00" East 270.62 feet; thence South 89°13'10" East 174.95 feet to a point of curvature; thence Southeasterly along the arc of a 14.34 foot radius curve to the right a distance of 15.43 feet (Long Chord bears South 58°23'02" East 14.70 feet) to a point of tangency; thence South 27°32'53" East 121.36 feet; thence North 89°45'00" West 105.09 feet; thence South 0°15'00" West 102.00 feet; thence South 89°45'00" East 94.00 feet; thence South 0°15'00" East 14.00 feet; thence South 89°45'00" East 203.00 feet; thence South 0°15'00" West 28.50

#: 1401337 BK1982 PG1312

feet; thence South 89°45'00" East 174.00 feet; thence North 0°15'00" West 23.00 feet; thence South 89°45'00" East 50.00 feet to the point of beginning.

Contains 1.56 acres

B. The Phase 1 Declaration anticipated that the Condominium Project related thereto would be but the first Phase of a larger Condominium Project (hereinafter sometimes referred to as the "Project") which ultimately might come into existence. Accordingly, in the Phase 1 Declaration, and particularly in Article III, Paragraph 33 thereof, Declarant reserved the right to expand the Project to include one or more additional Phases as a part of a single Condominium Project consisting of Phase 1 and all subsequent Phases.

C. On November 22, 1997, Declarant created Phase 2 of the Sunbrook Condominiums Project (hereinafter referred to as "Phase 2"), by filing for record in the office of the county recorder of Weber County, Utah, an instrument entitled "Condominium Declaration for Sunbrook Condominiums Phase No. 2", hereinafter referred to as the "Phase 2 Declaration" and a map of the Sunbrook Condominiums Phase 2, hereinafter referred to as the "Phase 2 Map". Said Phase 2 Declaration was recorded as Entry No. 1511206, in Book 1898, at Pages 239 through 285. The Phase 2 Map was recorded as Entry No. 1505171, in Book 45, at Page 74. The real property included in Phase 2 is situated in North Ogden City, Weber County, Utah, and is described as follows:

Description for Phase No. 2

A part of Lot 49, Plat "B", North Ogden Survey: being a part of the Northwest Quarter of Section 32, Township 7 North, Range 1 West, Salt Lake Base and Meridian, U.S. Survey:

Beginning at a point 596.50 feet South 0°15'00" West along the West line of Washington Boulevard; 224.00 feet North 89°45'00" West, 5.50 feet North, 0°15'00" East and 145.52 feet North 89°45'00" West from the Northeast Corner of said Lot 49; running thence North 89°45'00" West 57.48 feet; thence South 0°15'00" West 14.00 feet; thence North 89°45'00" West 94.00 feet; thence North 0°15'00" East 102.00 feet; thence South 89°45'00" East 105.09 feet; thence South 27°32'53" East 99.48 feet to the point of beginning.

Contains 0.289 Acres

D. The Phase 2 Declaration provided that Phase 2 constitutes the second Phase of the Project and anticipated that the Condominium Project related thereto would be but the second Phase of a larger Condominium Project which ultimately might come into existence accordingly in the Phase 2 Declaration and particularly in Article III, Paragraph 33 thereof, Declarant reserved the right to expand the Project to include one or more additional Phases as a part of a single Condominium Project consisting of Phases 1 and 2 and all subsequent Phases.

E. On June 16, 1998, Declarant created Phase 3 of the Sunbrook Condominiums Project (hereinafter referred to as "Phase 3"), by filing for record in the office of the county recorder of Weber County, Utah, an instrument entitled "Condominium Declaration for Sunbrook Condominiums Phase No. 3", hereinafter referred to as the "Phase 3 Declaration" and a map of the Sunbrook Condominiums Phase 3, hereinafter referred to as the "Phase 3 Map". Said Phase 3 Declaration was recorded as Entry No. 1552985, in Book 1935, at Page 1785. The Phase 3 Map was recorded as Entry No. 1557040, in Book 47, at Page 54. The real property included in Phase 3 is situated in North Ogden City, Weber County, Utah, and is described as follows:

Description of Phase No. 3

A part of Lot 49, Plat "B", North Ogden Survey; being a part of the Northwest Quarter of Section 32, Township 7 North, Range 1 West, Salt Lake Base and Meridian, U.S. Survey:

Beginning at a point 596.50 feet South 0°15'00" West along the West line of Washington Boulevard, 224.00 feet North 89°45'00" West 5.50 feet North 0°15'00" East and 63.41 feet North 89°45'00" West from the Northeast Corner of said Lot 49; running thence North 89°45'00" West 82.11 feet; thence North 27°32'53" West 131.03 feet; thence North 86°22'10" East 79.70 feet; thence North 62°48'16" East 15.05 feet; thence North 61°00'18" East 24.11 feet; thence South 27°32'53" East 137.05 feet; thence South 61°45'00" West 39.37 feet to the point of beginning.

F. The Phase 3 Declaration constitutes the third Phase of the Project and anticipated that the Condominium Project related thereto would be but the third Phase of a larger Condominium Project which ultimately might come into existence. Accordingly, in the Phase 3 Declaration, and particularly in Article III, Paragraph 33 thereof, Declarant reserved the right to expand the Project to include one or more additional Phases as a part of a single Condominium Project consisting of Phases 1, 2 and 3 and all subsequent Phases.

G. Declarant desires, pursuant to the applicable provisions of the above-referenced instruments, to exercise its right to expand the Project by recording this Phase 4 Amendment and creating Sunbrook Condominiums Phase No. 4.

NOW, THEREFORE, for the purposes and pursuant to the rights, powers, and authority referred to above, Declarant hereby amends the Phase 1 Declaration, the Phase 2 Declaration, and the Phase 3 Declaration, and each of them, as follows:

1. **SUBMISSION.** The Declarant, owner in fee simple of the property, hereinafter the "Phase 4 Property", particularly described in Exhibit "A" annexed hereto, located in Weber County, Utah, hereby submits the Phase 4 Property, together with the buildings, all improvements, all easements, rights and appurtenants thereunto belonging to the provisions of

the act and the Phase 1, 2 and 3 Declarations, which are all incorporated herein by reference and made a part hereof, and this Phase 4 Amendment. This Phase of the Project is described as Sunbrook Condominiums, Phase No. 4, on the record of survey map recorded simultaneously herewith.

2. UNIT NUMBERS. Units 1, 2, 3 and 4 are the upper units, and units 5, 6, 7, and 8 are the lower units in Building E.

3. CONDOMINIUM PROJECT. Condominium Project shall mean and refer to the Sunbrook Condominiums Project as a whole, which includes Sunbrook Condominiums Phases 1, 2, 3 and 4, and any additional phases properly annexed to the Project.

4. TRACT. Tract shall mean and refer to all real property included in the Project, including the real property of Phases 1, 2, 3 and 4, Sunbrook Condominiums, and any additional real property properly annexed into the Project. The property which Exhibit "A" of this Phase 4 Amendment submits to the terms of the Act constitutes a Tract.

5. DESCRIPTION OF IMPROVEMENTS. The improvements included in this Phase of the Project, and all such improvements are described on the Phase 4 Map. The Phase 4 Map indicates the number of stories, the number of units which are contained in the Building which comprises of part of such improvements, the dimensions of the Units, the recreational areas and facilities, if any, and all other Common Areas thereof. This Phase of the Project does now (or will) consist of a total of eight (8) Units:

- i. One building consisting of eight (8) units. The building is two (2) stories in height and is (or shall be) constructed with cement footings and foundations, wood framing and exterior brick veneer, aluminum and stucco siding. All such improvements shall be consistent with the improvements in terms of quality of construction and design as those in Phases 1, 2 and 3.

6. EXPANSION OF THE PROJECT. Declarant continues to reserve the right to expand the Project to include additional Phases as permitted in Article III, Paragraph 33, of the Declarations.

7. MAXIMUM/MINIMUM NUMBER OF UNITS. If portions of the Additional Land (as described in Exhibit "D" annexed to the Phase 1 Declaration) are added to the Project, each portion of phase may contain no more than twenty-eight (28) units per acre added to the Project. The minimum number of Units in the Project is thirty-six (36) which gives each Unit owner a maximum percentage of interest in the Common Areas and Facilities of 2.77%. The maximum number of Units in the Project, once fully expanded, shall be one hundred forty (140) units which gives each Unit Owner a minimum percentage of interest in the Common Areas and Facilities of .7143%.

8. COMPUTATION OF PERCENTAGE INTEREST. Each Unit in the Project shall include an undivided interest in the Common Areas and Facilities. The proportionate share of the Unit Owners in the Common Areas of the Project is set forth in Exhibit "B" annexed hereto and made a part hereof. With respect to the Percentage Interest in the Project, to avoid a perpetual series of digits and to obtain a total of one hundred percent (100%), the last digit of some Units has been adjusted and rounded up or down to a value that is most nearly correct.

9. INVALIDITY. The invalidity of any provisions of this Phase 4 Amendment, or any portion thereof, shall not be deemed to impair or affect in manner the validity, enforceability, or effect of the remainder of this Phase 4 Amendment and, in such event, all of the other provisions of this Phase 4 Amendment shall continue in full force and effect as if such invalid provision had never been included herein.

10. WAIVER. No provision contained in this Phase 4 Amendment shall be deemed to have been abrogated or waived by reason of any failure to enforce the same, irrespective of the number of violations or breaches which may occur.

11. HEADINGS. The headings appearing at the beginning of the paragraphs of this Phase 4 Amendment are only for convenience of reference and are not intended to describe, interpret, define, limit, extend, or other affect the content, meaning, or intent of this Phase 4 Amendment or any paragraph or provisions hereof.

12. CONFLICTS. This Phase 4 Amendment is set forth to comply with the requirements of the Act and the Phase 1, 2 and 3 Declarations. In event of any conflict between this Phase 4 Amendment and the Phase 1, 2 and 3 Declarations, and the provision of this Amendment shall control. In event of any conflict between this Phase 4 Amendment and the provision of the Act, the provisions of the Act shall control.

13. EFFECTIVE DATE. This Phase 4 Amendment shall take effect upon recording in the Office of the County Recorder of Weber County, Utah.

14. COVENANT TO RUN WITH LAND; COMPLIANCE. This Phase 4 Amendment and the Phase 1, 2 and 3 Declarations and all the provisions contained therein shall constitute covenants to run with the land or equitable servitudes, as the case may be, and shall be binding upon and shall inure to the benefit of the Declarant, and all parties who hereafter acquire any interest in a Unit, in the Project, and their respective grantees, transferees, heirs, devisees, personal representatives, successors, and assigns. Each Owner or Occupant of a Unit shall comply with, and all interest in all Units, shall be subject to, the terms of the Act, terms of this Phase 4 Amendment, Phases 1, 2 and 3 Declarations, the By-Laws, and the provisions of any rules, regulations, and agreements, and failure to comply shall be grounds for an action to recover sums due for damages or injunctive relief, or both, maintainable by the Management Committee on behalf of Unit Owners, or, in a proper case, by an aggrieved Unit Owner. By acquiring any interest in a Unit or in the Project, the party acquiring such interest consents to,

and agrees to be bound by, each and every provision of this Phase 4 Amendment and the Phases 1, 2 and 3 Declarations.

13. UNMODIFIED TERMS. Unless specifically amended by this Phase 4 Amendment or by any other amendments to the Phases 1, 2 and 3 Declarations, all other provisions of the Phases 1, 2 and 3 Declarations shall remain the same.

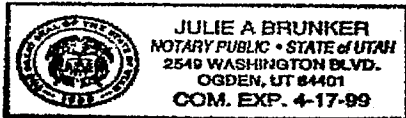
IN WITNESS WHEREOF, the undersigned, as executed this instrument on this 30 day of DEC, 1998.

SCOFFIELD ENTERPRISES, INC.
by:

Steven Scoffield
Steven Scoffield
Its: President

STATE OF UTAH)
): ss
COUNTY OF WEBER)

On the 30TH day of DEC., 1998, personally appeared before me, Steven Scoffield, who, being duly sworn, did say that he is the President of Scoffield Enterprises, Inc., and that the within and foregoing instrument was signed in behalf of said corporation by authority of a resolution of its Board of Directors and said Steven Scoffield duly acknowledged to me that said corporation executed the same on behalf of said corporation.



Julie A. Brunker
Notary Public
Residing at: Ogden

My Commission Expires: 4-17-99

E#1601337

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EXHIBIT "A" - LEGAL DESCRIPTION

Description for Phase No. 4.

18-088-0001 thru 0009

A part of Lot 49, Plat "B", North Ogden Survey; being a part of the Northwest Quarter of Section 32, Township 7 North, Range 1 West, Salt Lake Base and Meridian, U.S. Survey:

Beginning at a point 434.95 feet South $0^{\circ}15'00''$ West along the West line of Washington Boulevard and 156.89 feet South $61^{\circ}45'00''$ West from the Northeast Corner of said Lot 49; running thence South $61^{\circ}45'00''$ West 130.78 feet; thence North $27^{\circ}32'53''$ West 137.05 feet; thence North $61^{\circ}00'18''$ East 74.10 feet; thence South $28^{\circ}15'00''$ East 20.00 feet; thence North $61^{\circ}45'00''$ East 55.00 feet; thence South $28^{\circ}15'00''$ East 118.00 feet to the point of beginning.

E# 1601337

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EXHIBIT "B" - PERCENTAGE OF COMMON OWNERSHIP INTEREST

BUILDING AND UNIT NO.	UNIT SQUARE FOOTAGE	% OF OWNERSHIP IN COMMON AREAS
Building A		
1	1018	2.78%
2	1018	2.78%
3	1018	2.78%
4	1018	2.78%
5	1018	2.78%
6	1018	2.78%
7	1018	2.78%
8	1018	2.78%
Building B		
1	1018	2.78%
2	1018	2.78%
3	1018	2.78%
4	1018	2.78%
Building C		
1	1018	2.78%
2	1018	2.78%
3	1018	2.78%
4	1018	2.78%
5	1018	2.78%
6	1018	2.78%
7	1018	2.78%
8	1018	2.78%

E#1601337

pg. 1319

When recorded, mail to:
Smith, Anderson, Knowles,
Hamilton & Mansfield, P.C.
4723 Harrison Boulevard, Suite 200
Ogden, Utah 84401
Attention: Melven E. Smith

PHASE 5 AMENDMENT
TO
CONDOMINIUM DECLARATIONS FOR
SUNBROOK CONDOMINIUMS
PHASES 1, 2, 3 AND 4
A UTAH CONDOMINIUM PROJECT

ET 1401338 BK1982 PG1321
DOUG CROFTS, WEBER COUNTY RECORDER
30-DEC-98 108 PM FEE \$28.00 DEP BCT
REC FOR: SCOFIELD.ENTREPRISES

**PHASE 5 AMENDMENT TO
CONDOMINIUM DECLARATIONS FOR
SUNBROOK CONDOMINIUMS
PHASES 1, 2, 3, AND 4
A UTAH CONDOMINIUM PROJECT**

THIS PHASE 5 AMENDMENT TO CONDOMINIUM DECLARATIONS FOR SUNBROOK CONDOMINIUMS PHASES 1, 2, 3 AND 4, A UTAH CONDOMINIUM PROJECT (hereinafter referred to as "Phase 5 Amendment") is made and executed this day of 30 DEC 98, 1998, by SCOFFIELD ENTERPRISES, INC. (hereinafter referred to as "Declarant").

RECITALS:

A. On October 8, 1997, Declarant created Phase 1 of the Sunbrook Condominiums Project (hereinafter referred to as "Phase 1"), by filing for record in the office of the county recorder of Weber County, Utah, an instrument entitled "Amended Condominium Declaration for Sunbrook Condominiums", hereinafter referred to as the "Phase 1 Declaration" and a map of the Sunbrook Condominiums Phase 1, hereinafter referred to as the "Phase 1 Map". Said Phase 1 Declaration was recorded as Entry No. 1497419, in Book 1885, at Pages 547 through 598. The Phase 1 Map was recorded as Entry No. 1459999, in Book 0043, at Page 0096. The real property included in Phase 1 is situated in North Ogden City, Weber County, Utah, and is described as follows:

Description for Phase No. 1

A part of Lot 49, Plat "B", North Ogden Survey being a part of the Northwest Quarter of Section 32, Township 7 North, Range 1 West, Salt Lake Base and Meridian, U.S. Survey:

Beginning at a point on the West line of Washington Boulevard said point being South 0°15'00" West 596.50 feet along said West line from the Northeast Corner of said Lot 49; running thence South 0°15'00" West 60.50 feet along said line; thence North 89°45'00" West 217.00 feet; thence North 0°15'00" East 24.00 feet; thence North 89°45'00" West 250.00 feet; thence South 0°15'00" West 24.00 feet; thence North 89°45'00" West 193.00 feet; thence North 0°15'00" East 270.62 feet; thence South 89°13'10" East 174.95 feet to a point of curvature; thence Southeasterly along the arc of a 14.34 foot radius curve to the right a distance of 15.43 feet (Long Chord bears South 58°23'02" East 14.70 feet) to a point of tangency; thence South 27°32'53" East 121.36 feet; thence North 89°45'00" West 105.09 feet; thence South 0°15'00" West 102.00 feet; thence South 89°45'00" East 94.00 feet; thence South 0°15'00" East 14.00 feet; thence South 89°45'00" East 203.00 feet; thence South 0°15'00" West 28.50

E# 1601338 BK1982 PG1322

feet; thence South 89°45'00" East 174.00 feet; thence North 0°15'00" West 23.00 feet; thence South 89°45'00" East 50.00 feet to the point of beginning.

Contains 1.56 acres

B. The Phase 1 Declaration anticipated that the Condominium Project related thereto would be but the first Phase of a larger Condominium Project (hereinafter sometimes referred to as the "Project") which ultimately might come into existence. Accordingly, in the Phase 1 Declaration, and particularly in Article III, Paragraph 33 thereof, Declarant reserved the right to expand the Project to include one or more additional Phases as a part of a single Condominium Project consisting of Phase 1 and all subsequent Phases.

C. On November 22, 1997, Declarant created Phase 2 of the Sunbrook Condominiums Project (hereinafter referred to as "Phase 2"), by filing for record in the office of the county recorder of Weber County, Utah, an instrument entitled "Condominium Declaration for Sunbrook Condominiums Phase No. 2", hereinafter referred to as the "Phase 2 Declaration" and a map of the Sunbrook Condominiums Phase 2, hereinafter referred to as the "Phase 2 Map". Said Phase 2 Declaration was recorded as Entry No. 1511206, in Book 1898, at Pages 239 through 285. The Phase 2 Map was recorded as Entry No. 1505171, in Book 45, at Page 74. The real property included in Phase 2 is situated in North Ogden City, Weber County, Utah, and is described as follows:

Description for Phase No. 2

A part of Lot 49, Plat "B", North Ogden Survey: being a part of the Northwest Quarter of Section 32, Township 7 North, Range 1 West, Salt Lake Base and Meridian, U.S. Survey:

Beginning at a point 596.50 feet South 0°15'00" West along the West line of Washington Boulevard; 224.00 feet North 89°45'00" West, 5.50 feet North, 0°15'00" East and 145.52 feet North 89°45'00" West from the Northeast Corner of said Lot 49; running thence North 89°45'00" West 57.48 feet; thence South 0°15'00" West 14.00 feet; thence North 89°45'00" West 94.00 feet; thence North 0°15'00" East 102.00 feet; thence South 89°45'00" East 105.09 feet; thence South 27°32'53" East 99.48 feet to the point of beginning.

Contains 0.289 Acres

D. The Phase 2 Declaration provided that Phase 2 constitutes the second Phase of the Project and anticipated that the Condominium Project related thereto would be but the second Phase of a larger Condominium Project which ultimately might come into existence accordingly in the Phase 2 Declaration and particularly in Article III, Paragraph 33 thereof, Declarant reserved the right to expand the Project to include one or more additional Phases as a part of a single Condominium Project consisting of Phases 1 and 2 and all subsequent Phases.

E. On June 16, 1998, Declarant created Phase 3 of the Sunbrook Condominiums Project (hereinafter referred to as "Phase 3"), by filing for record in the office of the county recorder of Weber County, Utah, an instrument entitled "Condominium Declaration for Sunbrook Condominiums Phase No. 3", hereinafter referred to as the "Phase 3 Declaration" and a map of the Sunbrook Condominiums Phase 3, hereinafter referred to as the "Phase 3 Map". Said Phase 3 Declaration was recorded as Entry No. 1552985, in Book 1935, at Page 1785. The Phase 3 Map was recorded as Entry No. 1557040, in Book 47, at Page 54. The real property included in Phase 3 is situated in North Ogden City, Weber County, Utah, and is described as follows:

Description of Phase No. 3

A part of Lot 49, Plat "B", North Ogden Survey; being a part of the Northwest Quarter of Section 32, Township 7 North, Range 1 West, Salt Lake Base and Meridian, U.S. Survey:

Beginning at a point 596.50 feet South 0°15'00" West along the West line of Washington Boulevard, 224.00 feet North 89°45'00" West 5.50 feet North 0°15'00" East and 63.41 feet North 89°45'00" West from the Northeast Corner of said Lot 49; running thence North 89°45'00" West 82.11 feet; thence North 27°32'53" West 131.03 feet; thence North 86°22'10" East 79.70 feet; thence North 62°48'16" East 15.05 feet; thence North 61°00'18" East 24.11 feet; thence South 27°32'53" East 137.05 feet; thence South 61°45'00" West 39.37 feet to the point of beginning.

F. The Phase 3 Declaration constitutes the third Phase of the Project and anticipated that the Condominium Project related thereto would be but the third Phase of a larger Condominium Project which ultimately might come into existence. Accordingly, in the Phase 3 Declaration, and particularly in Article III, Paragraph 33 thereof, Declarant reserved the right to expand the Project to include one or more additional Phases as a part of a single Condominium Project consisting of Phases 1, 2 and 3 and all subsequent Phases.

G. On August 27, 1998, Declarant created Phase 4 of the Sunbrook Condominiums Project (hereinafter referred to as "Phase 4"), by filing for record in the office of the county recorder of Weber County, Utah, an instrument entitled "Phase 4 Amendment to Condominium Declarations for Sunbrook Condominiums Phases 1, 2 and 3", hereinafter referred to as the "Phase 4 Amendment" and a map of the Sunbrook Condominiums Phase 4, hereinafter referred to as the "Phase 4 Map". Said Phase 4 Amendment was recorded as Entry No. 1601337, in Book 1982, at Page 1311. The Phase 4 Map was recorded as Entry No. 1569630, in Book 48, at Page 10. The real property included in Phase 4 is situated in North Ogden City, Weber County, Utah, and is described as follows:

Description of Phase No. 4

A part of Lot 49, Plat "B", North Ogden Survey; being a part of the Northwest Quarter of Section 32, Township 7 North, Range 1 West, Salt Lake Base and Meridian, U.S. Survey:

Beginning at a point 434.95 feet South 0°15'00" West along the West line of Washington Boulevard and 156.89 feet South 61°45'00" West from the Northeast Corner of said Lot 49; running thence South 61°45'00" West 130.78 feet; thence North 27°32'53" West 137.05 feet; thence North 61°00'18" East 74.10 feet; thence South 28°15'00" East 20.00 feet; thence North 61°45'00" East 55.00 feet; thence South 28°15'00" East 118.00 feet to the point of beginning.

H. The Phase 4 Amendment constitutes the fourth Phase of the Project and anticipated that the Condominium Project related thereto would be but the fourth Phase of a larger Condominium Project which ultimately might come into existence. Accordingly, in all prior phases, Declarant reserves the right to expand the Project to include one (1) or more additional Phases as a part of a single condominium project consisting of Phases 1, 2, 3 and 4, and all subsequent Phases.

I. Declarant desires, pursuant to the applicable provisions of the above-referenced instruments, to exercise its right to expand the Project by recording this Phase 5 Amendment and creating Sunbrook Condominiums Phase No. 5.

NOW, THEREFORE, for the purposes and pursuant to the rights, powers, and authority referred to above, Declarant hereby amends the Phase 1 Declaration, the Phase 2 Declaration, the Phase 3 Declaration, and the Phase 4 Amendment, and each of them, as follows:

1. SUBMISSION. The Declarant, owner in fee simple of the property, hereinafter the "Phase 5 Property", particularly described in Exhibit "A" annexed hereto, located in Weber County, Utah, hereby submits the Phase 5 Property, together with the buildings, all improvements, all easements, rights and appurtenants thereunto belonging to the provisions of the act and the Phase 1, 2, 3 and 4 Declarations and Phase 4 Amendment, which are all incorporated herein by reference and made a part hereof, and this Phase 5 Amendment. This Phase of the Project is described as Sunbrook Condominiums, Phase No. 5, on the record of survey map recorded simultaneously herewith.

2. UNIT NUMBERS. Units 1 and 2 are the upper units, and Units 3 and 4 are the lower units in Building F. Units 1, 2, 3 and 4 are the upper units, and units 5, 6, 7, and 8 are the lower units in Building G.

3. CONDOMINIUM PROJECT. Condominium Project shall mean and refer to the Sunbrook Condominiums Project as a whole, which includes Sunbrook Condominiums Phases 1, 2, 3, 4 and 5, and any additional phases properly annexed to the Project.

4. TRACT. Tract shall mean and refer to all real property included in the Project, including the real property of Phases 1, 2, 3, 4 and 5, Sunbrook Condominiums, and any additional real property properly annexed into the Project. The property which Exhibit "A" of this Phase 5 Amendment submits to the terms of the Act constitutes a Tract.

5. DESCRIPTION OF IMPROVEMENTS. The improvements included in this Phase of the Project, and all such improvements are described on the Phase 5 Map. The Phase 5 Map indicates the number of stories, the number of units which are contained in the Building which comprises of part of such improvements, the dimensions of the Units, the recreational areas and facilities, if any, and all other Common Areas thereof. This Phase of the Project does now (or will) consist of a total of twelve (12) Units:

- i. One building consisting of four (4) units and the other building consisting of eight (8) units, for a total of twelve (12) units. Both buildings are two stories in height and are (or shall be) constructed with cement footings and foundations, wood framing and exterior brick veneer, aluminum and stucco siding. All such improvements shall be consistent with the improvements in terms of quality of construction and design as those in Phases 1, 2, 3 and 4.

6. EXPANSION OF THE PROJECT. Declarant continues to reserve the right to expand the Project to include additional Phases as permitted in Article III, Paragraph 33, of the Declarations.

7. MAXIMUM/MINIMUM NUMBER OF UNITS. If portions of the Additional Land (as described in Exhibit "D" annexed to the Phase 1 Declaration) are added to the Project, each portion of phase may contain no more than twenty-eight (28) units per acre added to the Project. The minimum number of Units in the Project is forty-eight (48) which gives each Unit owner a maximum percentage of interest in the Common Areas and Facilities of 2.08%. The maximum number of Units in the Project, once fully expanded, shall be one hundred forty (140) units which gives each Unit Owner a minimum percentage of interest in the Common Areas and Facilities of .7143%.

8. COMPUTATION OF PERCENTAGE INTEREST. Each Unit in the Project shall include an undivided interest in the Common Areas and Facilities. The proportionate share of the Unit Owners in the Common Areas of the Project is set forth in Exhibit "B" annexed hereto and made a part hereof. With respect to the Percentage Interest in the Project, to avoid a perpetual series of digits and to obtain a total of one hundred percent (100%), the last digit of some Units has been adjusted and rounded up or down to a value that is most nearly correct.

9. INVALIDITY. The invalidity of any provisions of this Phase 5 Amendment, or any portion thereof, shall not be deemed to impair or affect in manner the validity, enforceability, or effect of the remainder of this Phase 5 Amendment and, in such event, all of

the other provisions of this Phase 5 Amendment shall continue in full force and effect as if such invalid provision had never been included herein.

10. WAIVER. No provision contained in this Phase 5 Amendment shall be deemed to have been abrogated or waived by reason of any failure to enforce the same, irrespective of the number of violations or breaches which may occur.

11. HEADINGS. The headings appearing at the beginning of the paragraphs of this Phase 5 Amendment are only for convenience of reference and are not intended to describe, interpret, define, limit, extend, or otherwise affect the content, meaning, or intent of this Phase 5 Amendment or any paragraph or provisions hereof.

12. CONFLICTS. This Phase 5 Amendment is set forth to comply with the requirements of the Act and the Phase 1, 2 and 3 Declarations and the Phase 4 Amendment. In event of any conflict between this Phase 5 Amendment and the Phase 1, 2 or 3 Declarations, or the Phase 4 Amendment, the provision of this Amendment shall control. In event of any conflict between this Phase 5 Amendment and the provision of the Act, the provisions of the Act shall control.


13. EFFECTIVE DATE. This Phase 5 Amendment shall take effect upon recording in the Office of the County Recorder of Weber County, Utah.

14. COVENANT TO RUN WITH LAND; COMPLIANCE. This Phase 5 Amendment and the Phase 1, 2 and 3 Declarations and the Phase 4 Amendment and all the provisions contained therein shall constitute covenants to run with the land or equitable servitudes, as the case may be, and shall be binding upon and shall inure to the benefit of the Declarant, and all parties who hereafter acquire any interest in a Unit, in the Project, and their respective grantees, transferees, heirs, devisees, personal representatives, successors, and assigns. Each Owner or Occupant of a Unit shall comply with, and all interest in all Units, shall be subject to, the terms of the Act, terms of this Phase 5 Amendment, Phases 1, 2 and 3 Declarations, Phase 4 Amendment, the By-Laws, and the provisions of any rules, regulations, and agreements, and failure to comply shall be grounds for an action to recover sums due for damages or injunctive relief, or both, maintainable by the Management Committee on behalf of Unit Owners, or, in a proper case, by an aggrieved Unit Owner. By acquiring any interest in a Unit or in the Project, the party acquiring such interest consents to, and agrees to be bound by, each and every provision of this Phase 5 Amendment and the Phases 1, 2 and 3 Declarations and the Phase 4 Amendment.

13. UNMODIFIED TERMS. Unless specifically amended by this Phase 5 Amendment or by any other amendments to the Phases 1, 2 or 3 Declarations, or the Phase 4 Amendment, all other provisions of the Phases 1, 2 and 3 Declarations and the Phase 4 Amendment shall remain the same.

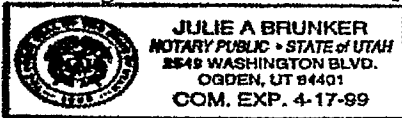
IN WITNESS WHEREOF, the undersigned, as executed this instrument on this
30 day of DEC, 1998.


SCOFFIELD ENTERPRISES, INC.
by:


Steven Scoffield
Its: President

STATE OF UTAH)
 : ss
COUNTY OF WEBER)

On the 30th day of DECEMBER, 1998, personally appeared before me, Steven Scoffield, who, being duly sworn, did say that he is the President of Scoffield Enterprises, Inc., and that the within and foregoing instrument was signed in behalf of said corporation by authority of a resolution of its Board of Directors and said Steven Scoffield duly acknowledged to me that said corporation executed the same on behalf of said corporation.




Notary Public
Residing at: Ogden

My Commission Expires: 4-17-99

EXHIBIT "A" - LEGAL DESCRIPTION

Description for Phase No. 5

18-089-0001-4 sub 0013

A part of Lot 49, Plat "B", North Ogden Survey; being a part of the Northwest Quarter of Section 32, Township 7 North, Range 1 West, Salt Lake Base and Meridian, U.S. Survey:

Beginning at a point 434.95 feet South 0°15'00" West along the West line of Washington Boulevard from the Northeast Corner of said Lot 49; running thence South 0°15'00" West 161.55 feet along said West line; thence South 89°45'00" East 50.00 feet; thence South 0°15'00" East 23.00 feet; thence North 89°45'00" West 174.00 feet; thence North 0°15'00" East 28.50 feet; thence North 89°45'00" West 63.41 feet; thence North 61°45'00" East 327.04 feet to the point of beginning. Contains 0.635 acre.

ALSO: Beginning at a point 633.00 feet South 0°15'00" West and 467.06 feet North 89°45'00" West from the Northwest corner of Lot 49 Plat "B" North Ogden Survey, running thence North 89°45'00" West 10.00 feet; thence North 0°15'00" East 24.00 feet; thence South 89°45'00" East 10.00 feet; thence South 0°15'00" West to the point of beginning. Contains 240 square feet.

Et 1601338 BK1982 PG1329

EXHIBIT "B" - PERCENTAGE OF COMMON OWNERSHIP INTEREST

Each Unit in Buildings A through G, inclusive, contains 1,018 square feet and a 2.08% ownership interest in the common areas and facilities.

1401338 BK1982 PG1330

When recorded, mail to:
Smith, Knowles & Hamilton, P.C.
4723 Harrison Boulevard, Suite 200
Ogden, Utah 84401
Attention: Melven E. Smith

#204186

PHASE 6 AMENDMENT
TO
CONDOMINIUM DECLARATIONS FOR
SUNBROOK CONDOMINIUMS
PHASES 1, 2, 3, 4 and 5
A UTAH CONDOMINIUM PROJECT

1
**RE-RECORDED TO AMEND LEGAL DESCRIPTION
FOR PHASE 6

PH1 - 18-078-0001-0013
PH2 - 18-081-0001-0009
PH3 - 18-086-0001-0009
PH4 - 18-088-0001-0009
PH5 - 18-089-0001-0013
PH6 - 18-105-0001-0017

~~E# 1729391 BK2093 PG2971
DOUG CROFTS, WEBER COUNTY RECORDER
29-SEP-00 1007 AM FEE \$30.00 DEP JPM
REC FOR: EQUITY.TITLE~~

E# 1746696 BK2110 PG2146
DOUG CROFTS, WEBER COUNTY RECORDER
12-JAN-01 446 PM FEE \$49.00 DEP JPM
REC FOR: EQUITY.TITLE

**PHASE 6 AMENDMENT TO
CONDOMINIUM DECLARATIONS FOR
SUNBROOK CONDOMINIUMS
PHASES 1, 2, 3, 4 AND 5
A UTAH CONDOMINIUM PROJECT**

THIS PHASE 6 AMENDMENT TO CONDOMINIUM DECLARATIONS FOR SUNBROOK CONDOMINIUMS PHASES 1, 2, 3, 4 AND 5, A UTAH CONDOMINIUM PROJECT (hereinafter referred to as "Phase 6 Amendment") is made and executed this 23 day of June, 2000, by SUNBROOK DEVELOPMENT, L.C. (hereinafter referred to as "Declarant").

RECITALS:

A. On October 8, 1997, Scoffield Enterprises, Inc. (hereinafter "Former Declarant"), as the Declarant at the time, created Phase 1 of the Sunbrook Condominiums Project (hereinafter referred to as "Phase 1"), by filing for record in the office of the county recorder of Weber County, Utah, an instrument entitled "Amended Condominium Declaration for Sunbrook Condominiums", hereinafter referred to as the "Phase 1 Declaration" and a map of the Sunbrook Condominiums Phase 1, hereinafter referred to as the "Phase 1 Map". Said Phase 1 Declaration was recorded as Entry No. 1497419, in Book 1885, at Pages 547 through 598. The Phase 1 Map was recorded as Entry No. 1459999, in Book 0043, at Page 0096. The real property included in Phase 1 is situated in North Ogden City, Weber County, Utah, and is described as follows:

Description for Phase No. 1

A part of Lot 49, Plat "B", North Ogden Survey being a part of the Northwest Quarter of Section 32, Township 7 North, Range 1 West, Salt Lake Base and Meridian, U.S. Survey:

Beginning at a point on the West line of Washington Boulevard said point being South 0°15'00" West 596.50 feet along said West line from the Northeast Corner of said Lot 49; running thence South 0°15'00" West 60.50 feet along said line; thence North 89°45'00" West 217.00 feet; thence North 0°15'00" East 24.00 feet; thence North 89°45'00" West 250.00 feet; thence South 0°15'00" West 24.00 feet; thence North 89°45'00" West 193.00 feet; thence North 0°15'00" East 270.62 feet; thence South 89°13'10" East 174.95 feet to a point of curvature; thence Southeasterly along the arc of a 14.34 foot radius curve to the right a distance of 15.43 feet (Long Chord bears South 58°23'02" East 14.70 feet) to a point of tangency; thence South 27°32'53" East 121.36 feet; thence North 89°45'00" West 105.09 feet; thence South 0°15'00" West 102.00 feet; thence South 89°45'00" East 94.00 feet; thence South 0°15'00" East 14.00 feet; thence South 89°45'00" East 203.00 feet; thence South 0°15'00" West 28.50 feet; thence South 89°45'00" East 174.00 feet; thence North 0°15'00" West 23.00 feet; thence South 89°45'00" East 50.00 feet to the point of beginning.

Et ~~1746696~~ BK2110 PG2147
Contains 1.56 acres

Et ~~1729391~~ BK2093 PG2972

B. The Phase 1 Declaration anticipated that the Condominium Project related thereto would be the first Phase of a larger Condominium Project (hereinafter sometimes referred to as the "Project") which ultimately might come into existence. Accordingly, in the Phase 1 Declaration, and particularly in Article III, Paragraph 33 thereof, Former Declarant reserved the right to expand the Project to include one or more additional Phases as a part of a single Condominium Project consisting of Phase 1 and all subsequent Phases.

C. On November 22, 1997, Former Declarant created Phase 2 of the Sunbrook Condominiums Project (hereinafter referred to as "Phase 2"), by filing for record in the office of the county recorder of Weber County, Utah, an instrument entitled "Condominium Declaration for Sunbrook Condominiums Phase No. 2", hereinafter referred to as the "Phase 2 Declaration" and a map of the Sunbrook Condominiums Phase 2, hereinafter referred to as the "Phase 2 Map". Said Phase 2 Declaration was recorded as Entry No. 1511206, in Book 1898, at Pages 239 through 285. The Phase 2 Map was recorded as Entry No. 1505171, in Book 45, at Page 74. The real property included in Phase 2 is situated in North Ogden City, Weber County, Utah, and is described as follows:

Description for Phase No. 2

A part of Lot 49, Plat "B", North Ogden Survey: being a part of the Northwest Quarter of Section 32, Township 7 North, Range 1 West, Salt Lake Base and Meridian, U.S. Survey:

Beginning at a point 596.50 feet South 0°15'00" West along the West line of Washington Boulevard; 224.00 feet North 89°45'00" West, 5.50 feet North, 0°15'00" East and 145.52 feet North 89°45'00" West from the Northeast Corner of said Lot 49; running thence North 89°45'00" West 57.48 feet; thence South 0°15'00" West 14.00 feet; thence North 89°45'00" West 94.00 feet; thence North 0°15'00" East 102.00 feet; thence South 89°45'00" East 105.09 feet; thence South 27°32'53" East 99.48 feet to the point of beginning.

Contains 0.289 Acres

D. The Phase 2 Declaration provides that Phase 2 constitutes the second Phase of the Project and anticipated that the Condominium Project related thereto would be the second Phase of a larger Condominium Project which ultimately might come into existence. Accordingly, in the Phase 2 Declaration, and particularly in Article III, Paragraph 33 thereof, Former Declarant reserved the right to expand the Project to include one or more additional Phases as a part of a single Condominium Project consisting of Phases 1 and 2 and all subsequent Phases.

E. On August 10, 1998, Former Declarant created Phase 3 of the Sunbrook Condominiums Project (hereinafter referred to as "Phase 3"), by filing for record in the office of the county recorder of Weber County, Utah, an instrument entitled "Condominium Declaration for Sunbrook Condominiums Phase No. 3", hereinafter referred to as the "Phase 3 Declaration"

and a map of the Sunbrook Condominiums Phase 3, hereinafter referred to as the "Phase 3 Map". Said Phase 3 Declaration was recorded as Entry No. 1552985, in Book 1935, at Page 1785. The Phase 3 Map was recorded as Entry No. 1565520, in Book 1947, at Page 1509. The real property included in Phase 3 is situated in North Ogden City, Weber County, Utah, and is described as follows:

Description of Phase No. 3

A part of Lot 49, Plat "B", North Ogden Survey; being a part of the Northwest Quarter of Section 32, Township 7 North, Range 1 West, Salt Lake Base and Meridian, U.S. Survey:

Beginning at a point 596.50 feet South 0°15'00" West along the West line of Washington Boulevard, 224.00 feet North 89°45'00" West 5.50 feet North 0°15'00" East and 63.41 feet North 89°45'00" West from the Northeast Corner of said Lot 49; running thence North 89°45'00" West 82.11 feet; thence North 27°32'53" West 131.03 feet; thence North 86°22'10" East 79.70 feet; thence North 62°48'16" East 15.05 feet; thence North 61°00'18" East 24.11 feet; thence South 27°32'53" East 137.05 feet; thence South 61°45'00" West 39.37 feet to the point of beginning.

F. The Phase 3 Declaration constitutes the third Phase of the Project and anticipated that the Condominium Project related thereto would be the third Phase of a larger Condominium Project which ultimately might come into existence. Accordingly, in the Phase 3 Declaration, and particularly in Article III, Paragraph 33 thereof, Former Declarant reserved the right to expand the Project to include one or more additional Phases as a part of a single Condominium Project consisting of Phases 1, 2 and 3 and all subsequent Phases.

G. On December 30, 1998, Former Declarant created Phase 4 of the Sunbrook Condominiums Project (hereinafter referred to as "Phase 4"), by filing for record in the office of the county recorder of Weber County, Utah, an instrument entitled "Phase 4 Amendment to Condominium Declarations for Sunbrook Condominiums Phases 1, 2 and 3", hereinafter referred to as the "Phase 4 Amendment" and a map of the Sunbrook Condominiums Phase 4, hereinafter referred to as the "Phase 4 Map". Said Phase 4 Amendment was recorded as Entry No. 1601337, in Book 1982, at Page 1311. The Phase 4 Map was recorded as Entry No. 1569630, in Book 48, at Page 10. The real property included in Phase 4 is situated in North Ogden City, Weber County, Utah, and is described as follows:

Description of Phase No. 4

A part of Lot 49, Plat "B", North Ogden Survey; being a part of the Northwest Quarter of Section 32, Township 7 North, Range 1 West, Salt Lake Base and Meridian, U.S. Survey:

Beginning at a point 434.95 feet South 0°15'00" West along the West line of Washington Boulevard and 156.89 feet South 61°45'00" West from the Northeast Corner of said Lot 49; running thence South 61°45'00" West 130.78 feet; thence North 27°32'53" West 137.05 feet; thence North 61°00'18" East 74.10 feet; thence South 28°15'00" East 20.00 feet; thence North 61°45'00" East 55.00 feet; thence South 28°15'00" East 118.00 feet to the point of beginning.

H. The Phase 4 Amendment constitutes the fourth Phase of the Project and anticipated that the Condominium Project related thereto would be the fourth Phase of a larger Condominium Project which ultimately might come into existence. Accordingly, in the Phase 4 Declaration and particularly in Article III, Paragraph 33 thereof, Former Declarant reserved the right to expand the Project to include one (1) or more additional Phases as a part of a single condominium project consisting of Phases 1, 2, 3 and 4, and all subsequent Phases.

I. On December 30, 1998, Former Declarant created Phase 5 of the Sunbrook Condominiums Project (hereinafter referred to as "Phase 5"), by filing for record in the office of the county recorder of Weber County, Utah, an instrument entitled "Phase 5 Amendment to Condominium Declarations for Sunbrook Condominiums Phases 1, 2 3 and 4", hereinafter referred to as the "Phase 5 Amendment" and a map of the Sunbrook Condominiums Phase 5, hereinafter referred to as the "Phase 5 Map". Said Phase 5 Amendment was recorded as Entry No.1601338, in Book 1982, at Page 1321. The Phase 5 Map was recorded as Entry No. 1569631, in Book 0048, at Page 0011. The real property included in Phase 5 is situated in North Ogden City, Weber County, Utah, and is described as follows:

Description of Phase No. 5

A part of Lot 49, Plat "B", North Ogden Survey; being a part of the Northwest Quarter of Section 32, Township 7 North, Range 1 West, Salt Lake Base and Meridian, U.S. Survey:

Beginning at a point 434.95 feet South 0°15'00" West along the West line of Washington Boulevard from the Northeast Corner of said Lot 49; running thence South 0°15'00" West 161.55 feet along said West line; thence South 89°45'00" East 50.00 feet; thence South 0°15'00" East 23.00 feet; thence North 89°45'00" West 174.00 feet; thence North 0°15'00" East 28.50 feet; thence North 89°45'00" West 63.41 feet; thence North 61°45'00" East 327.04 feet to the point of beginning. Contains 0.635 acre.

ALSO: Beginning at a point 633.00 feet South 0°15'00" West and 467.06 feet North 89°45'00" West from the Northwest corner of Lot 49 Plat "B" North Ogden Survey, running thence North 89°45'00" West 10.00 feet; thence North 0°15'00" East 24.00 feet; thence South 89°45'00" East 10.00 feet; thence South 0°15'00" West to the point of beginning. Contains 240 square feet.

Es 1744696 BK2110 PG2150

Es 1729391 BK2093 PG2975

J. The Phase 5 Amendment constitutes the fifth Phase of the Project and anticipated that the Condominium Project related thereto would be the fifth Phase of a larger Condominium Project which ultimately might come into existence. Accordingly, in the Phase 5 Declaration, and in all prior phases, Former Declarant has reserved the right to expand the Project to include one (1) or more additional Phases as a part of a single condominium project consisting of Phases 1, 2, 3, 4 and 5, and all subsequent Phases.

K. Declarant desires, pursuant to the applicable provisions of the above-referenced instruments, to exercise its right to expand the Project by recording this Phase 6 Amendment and creating Sunbrook Condominiums Phase No. 6.

NOW, THEREFORE, for the purposes and pursuant to the rights, powers, and authority referred to above, Declarant hereby amends the Phase 1 Declaration, the Phase 2 Declaration, the Phase 3 Declaration, the Phase 4 Amendment, and the Phase 5 Amendment, and each of them, as follows:

1. SUBMISSION. The Declarant, owner in fee simple of the property, hereinafter the "Phase 6 Property", particularly described in Exhibit "A" annexed hereto, located in Weber County, Utah, hereby submits the Phase 6 Property, together with the buildings, all improvements, all easements, rights and appurtenants thereunto belonging to the provisions of the act and the Phases 1, 2, 3 and 4 Declarations and Phases 4 and 5 Amendments, which are all incorporated herein by reference and made a part hereof, and this Phase 6 Amendment. This Phase of the Project is described as Sunbrook Condominiums, Phase No. 6, on the record of survey map recorded simultaneously herewith.

2. UNIT NUMBERS. This Phase 6 of the Project consists of four buildings, each containing four separate Units. The Units shall be known as Units 1 through 4, Building H, Units 1 through 4, Building I, Units 1 through 4, Building J, Units 1 through 4, Building K.

3. CONDOMINIUM PROJECT. The Condominium Project shall mean and refer to the Sunbrook Condominiums Project as a whole, which includes Sunbrook Condominiums Phases 1, 2, 3, 4, 5 and 6, and any additional phases properly annexed to the Project.

4. TRACT. Tract shall mean and refer to all real property included in the Project, including the real property of Phases 1, 2, 3, 4, 5 and 6, Sunbrook Condominiums, and any additional real property properly annexed into the Project. The property which Exhibit "A" of this Phase 6 Amendment submits to the terms of the Act constitutes a Tract.

5. DESCRIPTION OF IMPROVEMENTS. The improvements included in this Phase of the Project, and all such improvements are described on the Phase 6 Map. The Phase 6 Map indicates the number of Units which are contained in each Building, which comprises part of such improvements, the dimensions of the Units, the recreational areas and facilities, if any, and all other Common Areas thereof. This Phase of the Project will consist of four (4) separate buildings, each containing four (4) separate Units, for a total of sixteen (16) Units. Each Unit is

two stories in height and will be constructed with cement footings and foundations, wood framing and exterior brick veneer, aluminum and stucco siding.

6. EXPANSION OF THE PROJECT. Declarant continues to reserve the right to expand the Project to include additional Phases as permitted in Article III, Paragraph 33, of the Declarations.

7. MAXIMUM/MINIMUM NUMBER OF UNITS. If portions of the Additional Land (as described in Exhibit "D" annexed to the Phase 1 Declaration) are added to the Project, each portion or phase may contain no more than twenty-eight (28) units per acre added to the Project. The minimum number of Units in the Project is sixty-four (64), which gives each Unit Owner a maximum percentage of interest in the Common Areas and Facilities of 1.51% for the smaller Units and 1.72% for the larger Units. The maximum number of Units in the Project, once fully expanded, shall be one hundred forty (140) Units which gives each Unit Owner a minimum percentage of interest in the Common Areas and Facilities of approximately .7143%, depending upon the size of the Unit.

8. COMPUTATION OF PERCENTAGE INTEREST. Each Unit in the Project shall include an undivided interest in the Common Areas and Facilities. The proportionate share of the Unit Owners in the Common Areas of the Project is set forth in Exhibit "B" annexed hereto and made a part hereof. With respect to the Percentage Interest in the Project, to avoid a perpetual series of digits and to obtain a total of one hundred percent (100%), the last digit of some Units has been adjusted and rounded up or down to a value that is most nearly correct.

9. INVALIDITY. The invalidity of any provisions of this Phase 6 Amendment, or any portion thereof, shall not be deemed to impair or affect in manner the validity, enforceability, or effect of the remainder of this Phase 6 Amendment and, in such event, all of the other provisions of this Phase 6 Amendment shall continue in full force and effect as if such invalid provision had never been included herein.

10. WAIVER. No provision contained in this Phase 6 Amendment shall be deemed to have been abrogated or waived by reason of any failure to enforce the same, irrespective of the number of violations or breaches which may occur.

11. HEADINGS. The headings appearing at the beginning of the paragraphs of this Phase 6 Amendment are only for convenience of reference and are not intended to describe, interpret, define, limit, extend, or other affect the content, meaning, or intent of this Phase 6 Amendment or any paragraph or provisions hereof.

12. CONFLICTS. This Phase 6 Amendment is set forth to comply with the requirements of the Act and the Phase 1, 2 and 3 Declarations and the Phase 4 and 5 Amendments. In the event of any conflict between this Phase 6 Amendment and the Phase 1, 2 or 3 Declarations, or the Phase 4 and 5 Amendments, the provision of this Amendment shall

control. In the event of any conflict between this Phase 6 Amendment and the provision of the Act, the provisions of the Act shall control.

13. EFFECTIVE DATE. This Phase 6 Amendment shall take effect upon recording in the Office of the County Recorder of Weber County, Utah.

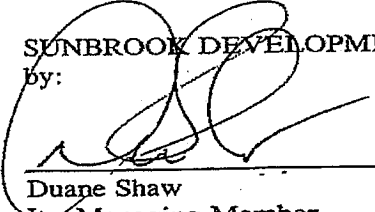
14. COVENANT TO RUN WITH LAND: COMPLIANCE. This Phase 6 Amendment and the Phase 1, 2 and 3 Declarations and the Phase 4 and 5 Amendments and all the provisions contained therein shall constitute covenants to run with the land or equitable servitudes, as the case may be, and shall be binding upon and shall inure to the benefit of the Declarant, and all parties who hereafter acquire any interest in a Unit, in the Project, and their respective grantees, transferees, heirs, devisees, personal representatives, successors, and assigns. Each Owner or Occupant of a Unit shall comply with, and all interest in all Units, shall be subject to, the terms of the Act, terms of this Phase 6 Amendment, Phases 1, 2 and 3 Declarations, Phase 4 and 5 Amendments, the By-Laws, and the provisions of any rules, regulations, and agreements, and failure to comply shall be grounds for an action to recover sums due for damages or injunctive relief, or both, maintainable by the Management Committee on behalf of Unit Owners, or, in a proper case, by an aggrieved Unit Owner. By acquiring any interest in a Unit or in the Project, the party acquiring such interest consents to, and agrees to be bound by, each and every provision of this Phase 6 Amendment and the Phases 1, 2 and 3 Declarations and the Phase 4 and 5 Amendments.

13. UNMODIFIED TERMS. Unless specifically amended by this Phase 6 Amendment or by any other amendments to the Phases 1, 2 or 3 Declarations, or the Phase 4 and 5 Amendments, all other provisions of the Phases 1, 2 and 3 Declarations and the Phase 4 and 5 Amendments shall remain the same.

IN WITNESS WHEREOF, the undersigned, as executed this instrument on this 23rd day of June, 2000.

SUNBROOK DEVELOPMENT, L.C.

by:


Duane Shaw

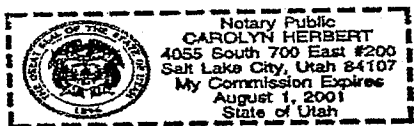
Its. Managing Member

E# 1746696 BK2110 PG2153

~~E# 1729391 BK2093 PG2978~~

STATE OF UTAH)
): SS
COUNTY OF WEBER)

On the 23rd day of June, 2000, personally appeared before me, Duane Shaw, the managing member of Sunbrook Development, L.C., who, being duly sworn did say that the within and foregoing instrument was signed in behalf of said limited liability company.



Carolyn Herbert
Notary Public
Residing at:

My Commission Expires: 8/1/01

E# 1746696 BK2110 PG2154

E# 1729391 BK2093 PG2979

EXHIBIT "A" - LEGAL DESCRIPTION

~~Description for Phase No. 6~~

~~A PART OF LOT 55, PLAT "B", NORTH OGDEN SURVEY IN THE NORTHEAST QUARTER OF SECTION 32, TOWNSHIP 5 NORTH, RANGE 1 WEST, SALT LAKE BASE AND MERIDIAN, U.S. SURVEY: BEGINNING AT A POINT ON THE SOUTH LINE OF SUNBROOK CONDOMINIUMS PHASE NO. 1, SAID POINT BEING 159.75 FEET NORTH 89 DEG. 45 MIN. 00 SEC. WEST FROM THE NORTHEAST CORNER OF LOT 55, PLAT "B" NORTH OGDEN SURVEY: RUNNING THENCE SOUTH 42.25 FEET; THENCE WEST 40.35 FEET; THENCE SOUTH 0 DEG. 15 MIN. 00 SEC. WEST 295.07 FEET; THENCE NORTH 89 DEG. 45 MIN. 00 SEC. WEST 239.00 FEET; THENCE NORTH 0 DEG. 15 MIN. 00 SEC. EAST 247.50 FEET TO THE SOUTH LINE OF SAID PHASE NO. 1; THENCE SOUTH 85 DEG. 45 MIN. 00 SEC. EAST 279.25 FEET ALONG SAID SOUTH LINE TO THE POINT OF BEGINNING.~~

18-056-0018

Contains 1.397 acres.

ET 1746696 BK2110 P62155

~~ET 1729391 BK2093 P62980~~

EXHIBIT "B" - PERCENTAGE OF COMMON OWNERSHIP INTEREST

Each Unit in Buildings A through G, inclusive, contains 1,018 square feet and a 1.51% ownership interest in the common areas and facilities. Each Unit in buildings H through K, inclusive, contains 1,068 square feet and a 1.72% ownership interest in the common areas and facilities.

~~E# 1729391 BK2093 PG2981~~

E# 1746696 BK2110 PG2156

EXHIBIT "A" - AMENDED LEGAL DESCRIPTION

DESCRIPTION FOR PHASE NO. 6

A part of lots 49 and 55, of Plat "B" North Ogden Survey in the Northeast Quarter of Section 32, Township 5 North, Range 1 West, Salt Lake Base and Meridian, U.S. Survey:

Beginning at a point 3.00 feet North 0°15'00" East and 155.88 feet North 89°45'00" West from the Northeast corner of said Lot 55; running thence Southwesterly along the arc of a 11.87 foot radius curve to the left a distance of 3.52 feet (Long Chord bears South 15°03'30" West 3.50 feet); thence Southwesterly along the arc of a 53.90 foot radius curve to the right a distance of 66.68 feet (Long Chord bears South 43°59'58" West 62.51 feet); thence South 0°15'00" West 201.96 feet; thence North 89°45'00" West 239.00 feet; thence North 0°15'00" East 250.50 feet to the South boundary of Sunbrook Condominiums Phase No. 1 in North Ogden City, Weber County, Utah; thence South 89°45'00" East 283.12 feet along said South boundary to the point of beginning.

Contains 1.410 Acres

When recorded, mail to:
Smith, Knowles & Hamilton, P.C.
4723 Harrison Boulevard, Suite 200
Ogden, Utah 84401
Attention: Melven E. Smith

PHASE 7 AMENDMENT
TO
CONDOMINIUM DECLARATIONS FOR
SUNBROOK CONDOMINIUMS
PHASES 1, 2, 3, 4, 5 and 6
A UTAH CONDOMINIUM PROJECT

EP 1775646 BK2145 PG385
DOUG CROFTS, WEBER COUNTY RECORDER
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**PHASE 7 AMENDMENT TO
CONDOMINIUM DECLARATIONS FOR
SUNBROOK CONDOMINIUMS
PHASES 1, 2, 3, 4, 5 AND 6
A UTAH CONDOMINIUM PROJECT**

THIS PHASE 7 AMENDMENT TO CONDOMINIUM DECLARATIONS FOR SUNBROOK CONDOMINIUMS PHASES 1, 2, 3, 4, 5 AND 6, A UTAH CONDOMINIUM PROJECT (hereinafter referred to as "Phase 7 Amendment") is made and executed this 8th day of June, 2001 / ~~2000~~, by SUNBROOK DEVELOPMENT, L.C. (hereinafter referred to as "Declarant").

RECITALS:

A. On October 8, 1997, Scoffield Enterprises, Inc. (hereinafter "Former Declarant"), as the Declarant at the time, created Phase 1 of the Sunbrook Condominiums Project (hereinafter referred to as "Phase 1"), by filing for record in the office of the county recorder of Weber County, Utah, an instrument entitled "Amended Condominium Declaration for Sunbrook Condominiums", hereinafter referred to as the "Phase 1 Declaration" and a map of the Sunbrook Condominiums Phase 1, hereinafter referred to as the "Phase 1 Map". Said Phase 1 Declaration was recorded as Entry No. 1497419, in Book 1885, at Pages 547 through 598. The Phase 1 Map was recorded as Entry No. 1459999, in Book 0043, at Page 0096. The real property included in Phase 1 is situated in North Ogden City, Weber County, Utah, and is described as follows:

Description for Phase No. 1

A part of Lot 49, Plat "B", North Ogden Survey being a part of the Northwest Quarter of Section 32, Township 7 North, Range 1 West, Salt Lake Base and Meridian, U.S. Survey:

Beginning at a point on the West line of Washington Boulevard said point being South 0°15'00" West 596.50 feet along said West line from the Northeast Corner of said Lot 49; running thence South 0°15'00" West 60.50 feet along said line; thence North 89°45'00" West 217.00 feet; thence North 0°15'00" East 24.00 feet; thence North 89°45'00" West 250.00 feet; thence South 0°15'00" West 24.00 feet; thence North 89°45'00" West 193.00 feet; thence North 0°15'00" East 270.62 feet; thence South 89°13'10" East 174.95 feet to a point of curvature; thence Southeasterly along the arc of a 14.34 foot radius curve to the right a distance of 15.43 feet (Long Chord bears South 58°23'02" East 14.70 feet) to a point of tangency; thence South 27°32'53" East 121.36 feet; thence North 89°45'00" West 105.09 feet; thence South 0°15'00" West 102.00 feet; thence South 89°45'00" East 94.00 feet; thence South 0°15'00" East 14.00 feet; thence South 89°45'00" East 203.00 feet; thence South 0°15'00" West 28.50 feet; thence South 89°45'00" East 174.00 feet; thence North 0°15'00" West 23.00 feet; thence South 89°45'00" East 50.00 feet to the point of beginning.

Contains 1.56 acres

B. The Phase 1 Declaration anticipated that the Condominium Project related thereto would be the first Phase of a larger Condominium Project (hereinafter sometimes referred to as the "Project") which ultimately might come into existence. Accordingly, in the Phase 1 Declaration, and particularly in Article III, Paragraph 33 thereof, Former Declarant reserved the right to expand the Project to include one or more additional Phases as a part of a single Condominium Project consisting of Phase 1 and all subsequent Phases.

C. On November 22, 1997, Former Declarant created Phase 2 of the Sunbrook Condominiums Project (hereinafter referred to as "Phase 2"), by filing for record in the office of the county recorder of Weber County, Utah, an instrument entitled "Condominium Declaration for Sunbrook Condominiums Phase No. 2", hereinafter referred to as the "Phase 2 Declaration" and a map of the Sunbrook Condominiums Phase 2, hereinafter referred to as the "Phase 2 Map". Said Phase 2 Declaration was recorded as Entry No. 1511206, in Book 1898, at Pages 239 through 285. The Phase 2 Map was recorded as Entry No. 1505171, in Book 45, at Page 74. The real property included in Phase 2 is situated in North Ogden City, Weber County, Utah, and is described as follows:

Description for Phase No. 2

A part of Lot 49, Plat "B", North Ogden Survey: being a part of the Northwest Quarter of Section 32, Township 7 North, Range 1 West, Salt Lake Base and Meridian, U.S. Survey:

Beginning at a point 596.50 feet South 0°15'00" West along the West line of Washington Boulevard; 224.00 feet North 89°45'00" West, 5.50 feet North, 0°15'00" East and 145.52 feet North 89°45'00" West from the Northeast Corner of said Lot 49; running thence North 89°45'00" West 57.48 feet; thence South 0°15'00" West 14.00 feet; thence North 89°45'00" West 94.00 feet; thence North 0°15'00" East 102.00 feet; thence South 89°45'00" East 105.09 feet; thence South 27°32'53" East 99.48 feet to the point of beginning.

Contains 0.289 Acres

D. The Phase 2 Declaration provides that Phase 2 constitutes the second Phase of the Project and anticipated that the Condominium Project related thereto would be the second Phase of a larger Condominium Project which ultimately might come into existence. Accordingly, in the Phase 2 Declaration, and particularly in Article III, Paragraph 33 thereof, Former Declarant reserved the right to expand the Project to include one or more additional Phases as a part of a single Condominium Project consisting of Phases 1 and 2 and all subsequent Phases.

E. On August 10, 1998, Former Declarant created Phase 3 of the Sunbrook Condominiums Project (hereinafter referred to as "Phase 3"), by filing for record in the office of the county recorder of Weber County, Utah, an instrument entitled "Condominium Declaration for Sunbrook Condominiums Phase No. 3", hereinafter referred to as the "Phase 3 Declaration"

and a map of the Sunbrook Condominiums Phase 3, hereinafter referred to as the "Phase 3 Map". Said Phase 3 Declaration was recorded as Entry No. 1552985, in Book 1935, at Page 1785. The Phase 3 Map was recorded as Entry No. 1565520, in Book 1947, at Page 1509. The real property included in Phase 3 is situated in North Ogden City, Weber County, Utah, and is described as follows:

Description of Phase No. 3

A part of Lot 49, Plat "B", North Ogden Survey; being a part of the Northwest Quarter of Section 32, Township 7 North, Range 1 West, Salt Lake Base and Meridian, U.S. Survey:

Beginning at a point 596.50 feet South 0°15'00" West along the West line of Washington Boulevard, 224.00 feet North 89°45'00" West 5.50 feet North 0°15'00" East and 63.41 feet North 89°45'00" West from the Northeast Corner of said Lot 49; running thence North 89°45'00" West 82.11 feet; thence North 27°32'53" West 131.03 feet; thence North 86°22'10" East 79.70 feet; thence North 62°48'16" East 15.05 feet; thence North 61°00'18" East 24.11 feet; thence South 27°32'53" East 137.05 feet; thence South 61°45'00" West 39.37 feet to the point of beginning.

F. The Phase 3 Declaration constitutes the third Phase of the Project and anticipated that the Condominium Project related thereto would be the third Phase of a larger Condominium Project which ultimately might come into existence. Accordingly, in the Phase 3 Declaration, and particularly in Article III, Paragraph 33 thereof, Former Declarant reserved the right to expand the Project to include one or more additional Phases as a part of a single Condominium Project consisting of Phases 1, 2 and 3 and all subsequent Phases.

G. On December 30, 1998, Former Declarant created Phase 4 of the Sunbrook Condominiums Project (hereinafter referred to as "Phase 4"), by filing for record in the office of the county recorder of Weber County, Utah, an instrument entitled "Phase 4 Amendment to Condominium Declarations for Sunbrook Condominiums Phases 1, 2 and 3", hereinafter referred to as the "Phase 4 Amendment" and a map of the Sunbrook Condominiums Phase 4, hereinafter referred to as the "Phase 4 Map". Said Phase 4 Amendment was recorded as Entry No. 1601337, in Book 1982, at Page 1311. The Phase 4 Map was recorded as Entry No. 1569630, in Book 48, at Page 10. The real property included in Phase 4 is situated in North Ogden City, Weber County, Utah, and is described as follows:

Description of Phase No. 4

A part of Lot 49, Plat "B", North Ogden Survey; being a part of the Northwest Quarter of Section 32, Township 7 North, Range 1 West, Salt Lake Base and Meridian, U.S. Survey:

Beginning at a point 434.95 feet South 0°15'00" West along the West line of Washington Boulevard and 156.89 feet South 61°45'00" West from the Northeast Corner of said Lot 49; running thence South 61°45'00" West 130.78 feet; thence North 27°32'53" West 137.05 feet; thence North 61°00'18" East 74.10 feet; thence South 28°15'00" East 20.00 feet; thence North 61°45'00" East 55.00 feet; thence South 28°15'00" East 118.00 feet to the point of beginning.

H. The Phase 4 Amendment constitutes the fourth Phase of the Project and anticipated that the Condominium Project related thereto would be the fourth Phase of a larger Condominium Project which ultimately might come into existence. Accordingly, in the Phase 4 Declaration and particularly in Article III, Paragraph 33 thereof, Former Declarant reserved the right to expand the Project to include one (1) or more additional Phases as a part of a single condominium project consisting of Phases 1, 2, 3 and 4, and all subsequent Phases.

I. On December 30, 1998, Former Declarant created Phase 5 of the Sunbrook Condominiums Project (hereinafter referred to as "Phase 5"), by filing for record in the office of the county recorder of Weber County, Utah, an instrument entitled "Phase 5 Amendment to Condominium Declarations for Sunbrook Condominiums Phases 1, 2 3 and 4", hereinafter referred to as the "Phase 5 Amendment" and a map of the Sunbrook Condominiums Phase 5, hereinafter referred to as the "Phase 5 Map". Said Phase 5 Amendment was recorded as Entry No.1601338, in Book 1982, at Page 1321. The Phase 5 Map was recorded as Entry No. 1569631, in Book 0048, at Page 0011. The real property included in Phase 5 is situated in North Ogden City, Weber County, Utah, and is described as follows:

Description of Phase No. 5

A part of Lot 49, Plat "B", North Ogden Survey; being a part of the Northwest Quarter of Section 32, Township 7 North, Range 1 West, Salt Lake Base and Meridian, U.S. Survey:

Beginning at a point 434.95 feet South 0°15'00" West along the West line of Washington Boulevard from the Northeast Corner of said Lot 49; running thence South 0°15'00" West 161.55 feet along said West line; thence South 89°45'00" East 50.00 feet; thence South 0°15'00" East 23.00 feet; thence North 89°45'00" West 174.00 feet; thence North 0°15'00" East 28.50 feet; thence North 89°45'00" West 63.41 feet; thence North 61°45'00" East 327.04 feet to the point of beginning. Contains 0.635 acre.

ALSO: Beginning at a point 633.00 feet South 0°15'00" West and 467.06 feet North 89°45'00" West from the Northwest corner of Lot 49 Plat "B" North Ogden Survey, running thence North 89°45'00" West 10.00 feet; thence North 0°15'00" East 24.00 feet; thence South 89°45'00" East 10.00 feet; thence South 0°15'00" West to the point of beginning. Contains 240 square feet.

J. The Phase 5 Amendment constitutes the fifth Phase of the Project and anticipated that the Condominium Project related thereto would be the fifth Phase of a larger Condominium Project which ultimately might come into existence. Accordingly, in the Phase 5 Declaration, and in all prior phases, Former Declarant has reserved the right to expand the Project to include one (1) or more additional Phases as a part of a single condominium project consisting of Phases 1, 2, 3, 4 and 5, and all subsequent Phases.

K. On Sep 29, 2000, Declarant created Phase 6 of the Sunbrook Condominiums Project (hereinafter referred to as "Phase 6"), by filing for record in the office of the county recorder of Weber County, Utah, an instrument entitled "Phase 6 Amendment to Condominium Declarations for Sunbrook Condominiums Phases 1, 2, 3, 4 and 5", hereinafter referred to as the "Phase 6 Amendment" and a map of the Sunbrook Condominiums Phase 6, hereinafter referred to as the "Phase 6 Map". Said Phase 6 Amendment was recorded as Entry No. 1729391, in Book 2093, at Page 2971*. The Phase 6 Map will be recorded in the county recorder's office of Weber County at a future date. The real property included in Phase 6 is situated in North Ogden City, Weber County, Utah, and is described as follows:

Description for Phase No. 6

A part of Lot 49, Plat "B" North Ogden Survey in the Northeast Quarter of Section 32, Township 5 North, Range 1 West, Salt Lake Base and Meridian, U.S. Survey:

Beginning at a point on the South line of Sunbrook Condominiums Phase No. 1, said point being 159.75 feet South 89°45'00" West from the Northeast corner of Lot 55, Plat "B" North Ogden Survey: running thence South 42.25 feet; thence West 40.35 feet; thence South 0°15'00" West 205.07 feet; thence South 89°45'00" West 239.00 feet; thence North 0°15'00" East 247.50 feet to the South line of said Phase No. 1; thence North 89°45'00" East 279.25 feet along said South line to the point of beginning.

L. The Phase 6 Amendment constitutes the sixth Phase of the Project and anticipated that the Condominium Project related thereto would be the sixth Phase of a larger Condominium Project which ultimately might come into existence. Accordingly, in the Phase 6 Declaration, and in all prior phases, Declarant has reserved the right to expand the Project to include one (1) or more additional Phases as a part of a single condominium project consisting of Phases 1, 2, 3, 4, 5 and 6, and all subsequent Phases.

M. Declarant desires, pursuant to the applicable provisions of the above-referenced instruments, to exercise its right to expand the Project by recording this Phase 7 Amendment and creating Sunbrook Condominiums Phase No. 7.

* Re-Recorded Jan 12, 2001
Est 1746696 Book 2110 Page 2146

Est 1775646 BK2145 PG390

NOW, THEREFORE, for the purposes and pursuant to the rights, powers, and authority referred to above, Declarant hereby amends the Phases 1, 2 and 3 Declarations, and the Phases 4, 5 and 6 Amendments, and each of them, as follows:

1. SUBMISSION. The Declarant, owner in fee simple of the property, hereinafter the "Phase 7 Property", particularly described in Exhibit "A" annexed hereto, located in Weber County, Utah, hereby submits the Phase 7 Property, together with the buildings, all improvements, all easements, rights and appurtenants thereunto belonging to the provisions of the act and the Phases 1, 2, 3 Declarations and Phases 3, 4, 5 and 6 Amendments, which are all incorporated herein by reference and made a part hereof, and this Phase 7 Amendment. This Phase of the Project is described as Sunbrook Condominiums, Phase No. 7, on the record of survey map recorded simultaneously herewith.

2. UNIT NUMBERS. This Phase 7 of the Project consists of eight buildings, each containing four separate Units. The Units shall be known as Units 1 through 4, Building L, Units 1 through 4, Building M, Units 1 through 4, Building N, Units 1 through 4, Building O, Units 1 through 4, Building P, Units 1 through 4, Building Q, Units 1 through 4, Building R, and Units 1 through 4, Building S..

3. CONDOMINIUM PROJECT. The Condominium Project shall mean and refer to the Sunbrook Condominiums Project as a whole, which includes Sunbrook Condominiums Phases 1, 2, 3, 4, 5, 6 and 7, and any additional phases properly annexed to the Project.

4. TRACT. Tract shall mean and refer to all real property included in the Project, including the real property of Phases 1, 2, 3, 4, 5, 6 and 7, Sunbrook Condominiums, and any additional real property properly annexed into the Project. The property which Exhibit "A" of this Phase 7 Amendment submits to the terms of the Act constitutes a Tract.

5. DESCRIPTION OF IMPROVEMENTS. The improvements included in this Phase of the Project, and all such improvements are described on the Phase 7 Map. The Phase 7 Map indicates the number of Units which are contained in each Building, which comprises part of such improvements, the dimensions of the Units, the recreational areas and facilities, if any, and all other Common Areas thereof. This Phase of the Project will consist of eight (8) separate buildings, each containing four (4) separate Units, for a total of thirty-two (32) Units. Each Unit is two stories in height and will be constructed with cement footings and foundations, wood framing and exterior brick veneer, aluminum and stucco siding.

6. EXPANSION OF THE PROJECT. Declarant continues to reserve the right to expand the Project to include additional Phases as permitted in Article III, Paragraph 33, of the Declarations.

7. MAXIMUM/MINIMUM NUMBER OF UNITS. If portions of the Additional Land (as described in Exhibit "D" annexed to the Phase 1 Declaration) are added to the Project, each portion or phase may contain no more than twenty-eight (28) units per acre added to the

Project. The minimum number of Units in the Project is seventy-six (76), which gives each Unit Owner a maximum percentage of interest in the Common Areas and Facilities of 1.21% for the smaller Units and 1.38% for the larger Units. The maximum number of Units in the Project, once fully expanded, shall not exceed one hundred forty (140) Units which gives each Unit Owner a minimum percentage of interest in the Common Areas and Facilities of approximately .7143%, depending upon the size of the Unit.

8. COMPUTATION OF PERCENTAGE INTEREST. Each Unit in the Project shall include an undivided interest in the Common Areas and Facilities. The proportionate share of the Unit Owners in the Common Areas of the Project is set forth in Exhibit "B" annexed hereto and made a part hereof. With respect to the Percentage Interest in the Project, to avoid a perpetual series of digits and to obtain a total of one hundred percent (100%), the last digit of some Units has been adjusted and rounded up or down to a value that is most nearly correct.

9. INVALIDITY. The invalidity of any provisions of this Phase 7 Amendment, or any portion thereof, shall not be deemed to impair or affect in manner the validity, enforceability, or effect of the remainder of this Phase 7 Amendment and, in such event, all of the other provisions of this Phase 7 Amendment shall continue in full force and effect as if such invalid provision had never been included herein.

10. WAIVER. No provision contained in this Phase 7 Amendment shall be deemed to have been abrogated or waived by reason of any failure to enforce the same, irrespective of the number of violations or breaches which may occur.

11. HEADINGS. The headings appearing at the beginning of the paragraphs of this Phase 7 Amendment are only for convenience of reference and are not intended to describe, interpret, define, limit, extend, or otherwise affect the content, meaning, or intent of this Phase 7 Amendment or any paragraph or provisions hereof.

12. CONFLICTS. This Phase 7 Amendment is set forth to comply with the requirements of the Act and the Phase 1, 2 and 3 Declarations and the Phase 4, 5 and 6 Amendments. In the event of any conflict between this Phase 7 Amendment and the Phase 1, 2 or 3 Declarations, or the Phase 4, 5 or 6 Amendments, the provision of this Amendment shall control. In the event of any conflict between this Phase 7 Amendment and the provision of the Act, the provisions of the Act shall control.

13. EFFECTIVE DATE. This Phase 7 Amendment shall take effect upon recording in the Office of the County Recorder of Weber County, Utah.

14. COVENANT TO RUN WITH LAND; COMPLIANCE. This Phase 7 Amendment and the Phase 1, 2 and 3 Declarations and the Phase 4, 5 and 6 Amendments and all the provisions contained therein shall constitute covenants to run with the land or equitable servitudes, as the case may be, and shall be binding upon and shall inure to the benefit of the Declarant, and all parties who hereafter acquire any interest in a Unit, in the Project, and their respective grantees,

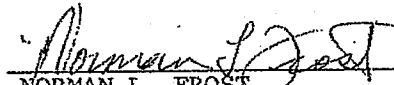
transferees, heirs, devisees, personal representatives, successors, and assigns. Each Owner or Occupant of a Unit shall comply with, and all interest in all Units, shall be subject to, the terms of the Act, terms of this Phase 7 Amendment, Phases 1, 2 and 3 Declarations, Phase 4, 5 and 6 Amendments, the By-Laws, and the provisions of any rules, regulations, and agreements, and failure to comply shall be grounds for an action to recover sums due for damages or injunctive relief, or both, maintainable by the Management Committee on behalf of Unit Owners, or, in a proper case, by an aggrieved Unit Owner. By acquiring any interest in a Unit or in the Project, the party acquiring such interest consents to, and agrees to be bound by, each and every provision of this Phase 7 Amendment and the Phases 1, 2 and 3 Declarations and the Phase 4, 5 and 6 Amendments.

13. UNMODIFIED TERMS. Unless specifically amended by this Phase 7 Amendment or by any other amendments to the Phases 1, 2 or 3 Declarations, or the Phase 4, 5 and 6 Amendments, all other provisions of the Phases 1, 2 and 3 Declarations and the Phase 4, 5 and 6 Amendments shall remain the same.

IN WITNESS WHEREOF, the undersigned, as executed this instrument on this 8th day of June, 2001, 1/2000.

SUNBROOK DEVELOPMENT, L.C.


by:



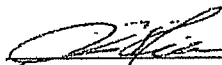
NORMAN L. FROST
ITS: MEMBER

STATE OF UTAH)
 : ss
COUNTY OF WEBER)

On the 8th day of June, 2001, 1/2000, personally appeared before me, Norman L. Frost, member of Sunbrook Development, L.C., who, being duly sworn did say that the within and foregoing instrument was signed in behalf of said limited liability company,

 SUSAN HEINER
NOTARY PUBLIC • STATE OF UTAH
4892 SOUTH 1100 EAST
OGDEN, UT 84403
COMM. EXR 10-28-2002

My Commission Expires:



Notary Public
Residing at:

⇒ 1775646 BK2145 PG393

EXHIBIT "A" - LEGAL DESCRIPTION

Description for Phase No. 7

A part of Lots 49 and 55, Plat "B" North Ogden Survey in the Northeast Quarter of Section 32, Township 7 North, Range 1 West, Salt Lake Base and Meridian, U.S. Survey:

Beginning at the Northwest corner of Sunbrook Condominiums Phase No. 6 in North Ogden City, Weber County, Utah being 159.75 feet North 89°45'00" West; 3.00 feet North to the South line of Sunbrook Condominiums Phase No. 1 in North Ogden City, Weber County, Utah and 279.24 feet North 89°45'00" West along said South line from the Northeast corner of said Lot 55; running thence South 0°15'00" West 250.50 feet along the West line of said Phase No. 6 to the Southwest corner of said Phase No. 6; thence North 89°45'00" West 468.00 feet; thence North 0°15'00" East 247.50 feet to the North line of said Lot 55; thence South 89°45'00" East 247.50 feet along said North line; thence North 0°15'00" East 3.00 feet to the Southwest corner of said Phase No. 1; thence South 89°45'00" East 221.00 feet along said South line of Phase No. 1 to the point of beginning.

Contains 2.674 acres.

EA 1775646 BK2 145 PG394

EXHIBIT "B" - PERCENTAGE OF COMMON OWNERSHIP INTEREST

Each Unit in Buildings A through G, inclusive, contains 1,018 square feet and a 1.21% ownership interest in the common areas and facilities. Each Unit in buildings H through S, inclusive, contains 1,160 square feet and a 1.38% ownership interest in the common areas and facilities.

EX 1775646 BK2145 PG395