

RECORDED FEBRUARY 26, 1996 BK 378 PG 321 NO 220493 RONALD L. DAILEY, COUNTY CLERK

STATE OF WYOMING)
) ss.
COUNTY OF SHERIDAN)

FIRST SUPPLEMENTARY DECLARATION OF COVENANTS,
CONDITIONS AND RESTRICTIONS
FOR THE POWDER HORN

THIS FIRST SUPPLEMENTARY DECLARATION OF COVENANTS, CONDITIONS,
AND RESTRICTIONS is made this 22nd day of February, 1996, by
POWDER HORN RANCH, LLC, a Wyoming Limited Liability Company
(hereinafter referred to as "Declarant").

W I T N E S S E T H:

WHEREAS, Declarant recorded a Declaration of Covenants,
Conditions and Restrictions for the Powder Horn (the
"Declaration") on September 27, 1995, in Book 375, Page 563 of
the records of the Sheridan County Clerk and Ex-Officio Register
of Deeds; and

WHEREAS, Declarant, pursuant to Article II thereof, retained the
right to add additional property to the scheme of said
Declaration by filing of record Supplementary Declarations of
Covenants, Conditions and Restrictions; and

WHEREAS, Declarant is owner of that certain real property
described on Exhibit A to this First Supplementary Declaration of
Covenants, Conditions and Restrictions for the Powder Horn ("the
Additional Property"), which property represents Phase II of a
master community development known as "The Powder Horn"; and

WHEREAS, Declarant desires to submit the Additional Property,
together with all buildings, improvements, and other permanent
fixtures of whatever kind, now or hereafter, and all easements,
rights, appurtenants, of which are belonging to, or in any way
pertaining thereto, to the covenants, conditions, restrictions,
easements, charges, liens, assessments, privileges, and rights
contained in the said Declaration, and to annex the Additional
Property into the Property and the scheme of the Declaration in
accordance with Section 2.02(a) of the Declaration; and

WHEREAS, Declarant, pursuant to Section 12.02 of the Declaration,
also wishes to amend the existing covenants for all phases of
this development as set forth herein.

NOW, THEREFORE, the Declarant declares the Additional Property
(described on Exhibit A) is hereby annexed into the Powder Horn
pursuant to Section 2.02(a), and shall hereafter be a part of the
Property, and shall be held, transferred, sold, conveyed, leased,
occupied, and used subject to the covenants, conditions and
restrictions, easements, charges, liens, assessments, privileges,

and rights set forth in the Declaration, all of which shall run with the land and be binding upon the Additional Property, and all parties having acquired any right, title, or interest in and to the Additional Property, or any part thereof, and shall inure to the benefit of each person having at any time an interest or estate in the Property, or any part thereof, and the Powder Horn Homeowner's Association, Inc., (the "Association").

The Declarant further declares the following Amendment to the Declaration of Covenants, Conditions and Restrictions which shall be applicable to the Property (described on Exhibit B), and the Additional Property (described on Exhibit A):

(a) Article IX, Paragraph 9.25(b) now reads:

"No wood or coal burning furnaces, stoves, or fireplaces will be allowed as a primary heat source. Woodburning fireplaces will be acceptable for aesthetic purposes. However, the Committee would encourage the use of natural gas (if available) or propane fireplaces."

(b) Article IX, Paragraph 9.25(b) is hereby amended so as to read:

"No wood or coal burning furnaces, stoves, or fireplaces will be allowed. All fireplaces will be required to use natural gas (if available), or propane, if natural gas is not available."


All capitalized terms used in this First Supplementary Declaration, except as otherwise defined herein, shall have the same meaning as set forth in the Declaration.

Upon recording of this First Supplementary Declaration, the Additional Property shall be deemed annexed to the Property, thereby subjecting the Additional Property in all respects to the Declaration and the jurisdiction, functions, memberships, and powers of the Association, and thereafter, the Additional Property shall be part of the Property for all intents and purposes, and all of the owners of lots in the Additional Property shall automatically be owners or members of the Association as provided in the Declaration.

Furthermore, upon recording of this First Supplementary Declaration, the Property and Additional Property shall be subject to the amendment hereinabove made.

POWDER HORN RANCH, LLC

By: Home
Manager

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) ss.
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The foregoing instrument was acknowledged before me this 2nd day of February, 1996, by Homer Scott, Jr., Manager of Power Horn Ranch, LLC.

WITNESS my hand and official seal.

~~Notary Public~~

My Commission Expires: June 11, 1999

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EXHIBIT A
LEGAL DESCRIPTION
POWDER HORN RANCH - PHASE TWO

TWO TRACTS OF LAND SITUATED IN THE NORTHWEST QUARTER OF THE NORTHWEST QUARTER (NW¼ NW¼) OF SECTION 3 AND THE NORTHEAST QUARTER OF THE NORTHEAST QUARTER (NE¼ NE¼) OF SECTION 4, TOWNSHIP 54 NORTH, RANGE 84 WEST, AND IN THE SOUTHEAST QUARTER OF THE SOUTHEAST QUARTER (SE¼ SE¼) OF SECTION 33 AND THE SOUTHWEST QUARTER (SW¼) OF SECTION 34, TOWNSHIP 55 NORTH, RANGE 84 WEST, OF THE SIXTH PRINCIPAL MERIDIAN, SHERIDAN COUNTY, WYOMING, SAID TRACTS BEING MORE PARTICULARLY DESCRIBED AS FOLLOWS:

BEGINNING AT A POINT LOCATED N 84°16'28"E, 682.91 FEET FROM THE EAST ONE-SIXTEENTH CORNER BETWEEN SAID SECTION 33 AND SECTION 4; THENCE N 86°52'07"E, 50.00 FEET; THENCE ALONG A CURVE TO THE RIGHT HAVING A RADIUS OF 642.36 FEET, A CENTRAL ANGLE OF 7°00'29", AND AN ARC LENGTH OF 78.57 FEET, WITH CHORD BEARING AND DISTANCE S 0°22'21"W, 78.52 FEET; THENCE S 84°16'35"E, 194.02 FEET; THENCE S 6°38'24"E, 305.64 FEET; THENCE S 69°34'05"W, 209.65 FEET; THENCE S 8°29'59"W, 222.85 FEET; THENCE S 62°58'20"W, 203.32 FEET; THENCE S 17°03'03"W, 109.60 FEET; THENCE S 47°03'21"W, 232.96 FEET; THENCE N 71°31'11"W, 182.88 FEET; THENCE N 89°07'57"W, 50.00 FEET; THENCE ALONG A CURVE TO THE RIGHT HAVING A RADIUS OF 469.24 FEET, A CENTRAL ANGLE OF 49°15'04", AND AN ARC LENGTH OF 403.35 FEET, WITH CHORD BEARING AND DISTANCE OF N 25°29'35"E, 391.05 FEET; THENCE N 50°07'07"E, 184.74 FEET; THENCE N 40°49'24"W, 69.54 FEET; THENCE N 25°42'44"E, 390.00 FEET; THENCE N 23°40'14"E, 123.07 FEET; THENCE N 84°55'07"E, 76.44 FEET; THENCE ALONG A CURVE TO THE RIGHT HAVING A RADIUS OF 592.36 FEET, A CENTRAL ANGLE OF 0°32'30", AND AN ARC LENGTH OF 5.60 FEET, WITH CHORD BEARING AND DISTANCE S 3°24'08"E, 5.60 FEET TO THE POINT OF BEGINNING, CONTAINING 9.065 ACRES, MORE OR LESS,

AND

BEGINNING AT A POINT LOCATED S 79°56'53"E, 804.65 FEET FROM THE QUARTER CORNER BETWEEN SAID SECTION 33 AND SECTION 34; THENCE S 71°57'34"E, 78.61 FEET; THENCE S 64°31'32"E, 195.05 FEET; THENCE N 85°51'45"E, 264.48 FEET; THENCE S 11°55'05"E, 1144.01 FEET; THENCE S 9°49'55"W, 17.28 FEET; THENCE S 17°50'01"E, 67.75 FEET; THENCE S 6°10'00"W, 129.22 FEET; THENCE S 38°19'27"W, 321.50 FEET; THENCE S 51°40'33"E, 117.27 FEET; THENCE S 14°41'24"W, 104.77

FEET; THENCE S 45°16'28"W, 160.06 FEET; THENCE S 87°21'12"W, 168.69 FEET; THENCE N 29°38'10"W, 744.61 FEET; THENCE ALONG A CURVE TO THE LEFT HAVING A RADIUS OF 204.16 FEET, A CENTRAL ANGLE OF 4°18'22", AND AN ARC LENGTH OF 15.34 FEET, WITH CHORD BEARING AND DISTANCE S 81°01'30"W, 15.34 FEET; THENCE S 11°07'41"E, 164.74 FEET; THENCE S 21°13'43"E, 169.25 FEET; THENCE S 43°09'12"E, 182.47 FEET; THENCE S 3°58'28"E, 125.04 FEET; THENCE S 24°21'20"W, 113.70 FEET; THENCE S 67°01'55"W, 372.46 FEET; THENCE N 48°08'10"W, 136.21 FEET; THENCE S 41°53'50"W, 126.94 FEET; THENCE ALONG A CURVE TO THE LEFT HAVING A RADIUS OF 125.00 FEET, A CENTRAL ANGLE OF 90°45'23", AND AN ARC LENGTH OF 198.00 FEET, WITH CHORD BEARING AND DISTANCE OF S 3°28'52"E, 177.94 FEET; THENCE ALONG A CURVE TO THE RIGHT HAVING A RADIUS OF 175.00 FEET, A CENTRAL ANGLE OF 80°19'04", AND AN ARC LENGTH OF 275.86 FEET, WITH CHORD BEARING AND DISTANCE S 3°42'01"E, 248.17 FEET; THENCE S 41°27'31"W, 162.51 FEET; THENCE ALONG A CURVE TO THE RIGHT HAVING A RADIUS OF 425.00 FEET, A CENTRAL ANGLE OF 13°02'24", AND AN ARC LENGTH OF 96.73 FEET, WITH CHORD BEARING AND DISTANCE S 47°58'43"W, 96.52 FEET; THENCE S 54°29'55"W, 112.71 FEET; THENCE N 35°30'05"W, 50.00 FEET; THENCE N 64°55'25"W, 98.75 FEET; THENCE N 12°37'54"W, 503.24 FEET; THENCE N 17°36'20"E, 135.90 FEET; THENCE N 81°29'00"E, 84.65 FEET; THENCE ALONG A CURVE TO THE RIGHT HAVING A RADIUS OF 930.00 FEET, A CENTRAL ANGLE OF 37°45'48", AND AN ARC LENGTH OF 612.96 FEET, WITH CHORD BEARING AND DISTANCE N 10°21'54"E, 601.92 FEET; THENCE S 60°45'12"E, 60.00 FEET; THENCE N 29°14'48"E, 474.01 FEET; THENCE N 80°45'18"E, 527.56 FEET; THENCE N 48°21'10"E, 60.00 FEET; THENCE ALONG A CURVE TO THE RIGHT HAVING A RADIUS OF 595.00 FEET, A CENTRAL ANGLE OF 11°03'22", AND AN ARC LENGTH OF 114.81 FEET, WITH CHORD BEARING AND DISTANCE N 36°07'09"W, 114.64 FEET; THENCE N 59°24'32"E, 33.03 FEET; THENCE N 5°37'17"E, 87.34 FEET; THENCE N 32°01'22"W, 313.53 FEET; THENCE N 25°44'09"E, 303.12 FEET; THENCE N 54°20'17"W, 193.23 FEET; THENCE NORTH, 155.14 FEET TO THE POINT OF BEGINNING, CONTAINING 44.555 ACRES, MORE OR LESS,

SAID TRACTS TOTALING 53.620 ACRES.

EXHIBIT B
POWDER HORN RANCH - PHASE I
BOUNDARY DESCRIPTION
SEPTEMBER 25, 1995

A tract of land situated in the Northeast Quarter (NE¼) and the East Half of the Southeast Quarter (E½ SE¼) of Section 33 and in the West Half of the Southwest Quarter (W½ SW¼) of Section 34, Township 55 North, Range 84 West, of the Sixth Principal Meridian, Sheridan County, Wyoming, said tract being more particularly described as follows:

Beginning at a point located on the Southeasterly Right of Way Line of State Highway No. 335, said point being located S 50°13'08"W, 2302.17' from the Northeast Corner of said Section 33; Thence along a curve to the right having a radius of 1066.71', a central angle of 8°57'57", an arc length of 166.92', and chord bearing and distance of S 46°14'15"E, 166.75'; Thence N 47°15'57"E, 132.38'; Thence N 61°42'55"E, 134.88'; Thence S 56°22'12"E, 129.50'; Thence S 54°27'54"E, 108.08'; Thence along a curve to the right having a radius of 330.00', a central angle of 20°51'31", an arc length of 120.14', and chord bearing and distance of N 45°57'51"E, 119.47'; Thence N 33°36'23"W, 120.46'; Thence N 61°33'47"E, 196.67'; Thence S 76°35'39"E, 673.10'; Thence N 84°16'56"E, 100.93'; Thence S 48°35'12"E, 80.00'; Thence S 10°21'05"W, 488.56'; Thence S 3°25'40"W, 448.16'; Thence along a curve to the right having a radius of 330.00', a central angle of 41°32'27", an arc length of 239.26', and chord bearing and distance of S 45°12'58"E, 234.05'; Thence S 24°26'44"E, 391.57'; Thence along a curve to the right having a radius of 470.00', a central angle of 41°40'25", an arc length of 341.85', and chord bearing and distance of S 45°16'56"E, 334.36'; Thence S 66°07'09"E, 200.25'; Thence along a curve to the right having a radius of 380.00', a central angle of 18°52'14", an arc length of 125.15', and chord bearing and distance of S 56°41'02"E, 124.59'; Thence N 0°00'00"E, 660.23'; Thence S 71°57'34"E, 369.50'; Thence S 0°00'00"E, 155.14'; Thence S 54°20'17"E, 193.23'; Thence S 25°44'09"W, 303.13'; Thence S 32°01'22"E, 313.53'; Thence S 5°37'17"W, 87.34'; Thence S 59°24'32"W, 33.03'; Thence along a curve to the left having a radius of 595.00', a central angle of 11°03'22", an arc length of 114.81', and chord bearing and distance of S 36°07'09"E, 114.64'; Thence S 48°21'10"W, 60.00'; Thence S 80°45'18"W, 527.56'; Thence S 29°14'48"W, 474.46'; Thence N 60°45'12"W, 79.95'; Thence along a curve to the left having a radius of 75.00', a central angle of 70°24'44", an arc length of 92.17', and chord bearing and distance of S 84°02'25"W, 86.48'; Thence S 48°50'03"W, 100.00'; Thence along a curve to the right having a radius of 285.00', a central angle of 16°21'49", an arc length of 81.40', and chord bearing and distance of S 57°00'58"W, 81.12'; Thence S 65°11'53"W, 96.83'; Thence S 27°43'30"E, 66.58'; Thence S 43°17'33"W, 111.27'; Thence S 26°23'15"W, 502.54'; Thence